

RNS Number : 6203E
Mirriad Advertising PLC
05 July 2019

THIS ANNOUNCEMENT (INCLUDING THE APPENDIX) AND THE INFORMATION CONTAINED HEREIN IS RESTRICTED AND IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN, INTO OR FROM THE UNITED STATES, AUSTRALIA, CANADA, THE REPUBLIC OF SOUTH AFRICA OR JAPAN OR ANY OTHER JURISDICTION IN WHICH SUCH RELEASE, PUBLICATION OR DISTRIBUTION WOULD BE UNLAWFUL. PLEASE SEE THE IMPORTANT NOTICES AT THE END OF THIS ANNOUNCEMENT.

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION

Mirriad Advertising plc
Update on Fundraising and Posting of Circular
5 July 2019

Mirriad Advertising plc
("Mirriad" or the "Group")

Update on Fundraising and Posting of Circular

Mirriad Advertising plc ("**Mirriad**" or the "**Company**"), the established computer vision and AI platform company, today announces that it has conditionally raised a total of approximately £14.18 million (before expenses) from a placing of 94,537,142 new ordinary shares (the "**Placing Shares**") with existing and new institutional investors at a price of 15 pence per share (the "**Placing**") in order to support growth plans and strengthen its balance sheet.

In addition to the Placing, Qualifying Shareholders will be given the opportunity to subscribe for an aggregate of up to 26,278,920 new Ordinary Shares through an open offer to raise up to £3.94 million (before expenses) (the "**Open Offer**", and together with the Placing, "**the Fundraising**").

Highlights

- Over the past nine months Mirriad has appointed a new leadership team, led by Stephan Beringer, and has launched a strategic refocusing of the business and a new go-to-market strategy
- In June 2019 Mirriad signed a new two-year contract with Tencent, immediately enhancing 2019 and 2020 revenues, due to its fixed monthly fee
- The Directors are confident of the future prospects for the Company and are encouraged by recent developments in the Company's underlying business. The senior management team is continuing to make good progress in increasing engagement with senior stakeholders at advertising clients, agency groups and broadcasters/distributors
- The funds raised will be used for general working capital purposes and to provide the Group with sufficient funds to demonstrate the efficacy of its new market strategy and revenue traction with partners in its key markets
- Certain of the Directors, IP2IPO Portfolio L.P. acting by its general partner IP2IPO Portfolio (GP) Limited and Parkwalk Advisors Ltd (which both have representatives on the Board), intend to subscribe for an aggregate of 20,913,330 Placing Shares
- In order to provide Shareholders who have not taken part in the Placing with an opportunity to participate in the proposed issue of New Ordinary Shares, the Company is providing all Qualifying Shareholders with the opportunity to subscribe for an aggregate of up to 26,278,920 Open Offer Shares, to raise up to £3.94 million (before expenses), on the basis of 1 Open Offer Share for every 4 Existing Ordinary Shares held by the Shareholder at the Record Date. Any Open Offer Shares not subscribed for by Qualifying Shareholders may be

placed by the Company with institutional investors to satisfy any further demand

Stephan Beringer, CEO of Mirriad, said:

"We were very excited by the tremendous support from our investors and the strong commitment from new backers in the fundraise announced this morning.

"It shows the great confidence in our product and our new strategy, after the previously challenging period for the company.

"We now look forward to putting our transformation strategy into action by further accelerating the development of the technology and platform and by growing our engagement with content producers and distributors in our key markets China, France, Germany, UK and US.

"Mirriad's new strategy has borne its first fruit in the shape of a two-year contract with Tencent, one of the largest and most influential technology and platform companies in the world. This new partnership will positively affect the Company's 2019/20 revenues."

The Fundraising

The Fundraising is conditional upon the passing of certain resolutions at a general meeting of the Company's shareholders. A circular containing further details and reasons for the Fundraising is expected to be posted to shareholders later today (the "**Circular**") notifying shareholders of a general meeting which is being convened for the purpose of considering the relevant resolutions, at the offices of Osborne Clarke LLP, One London Wall, London EC2Y 5EB at 11.00 a.m. on 31 July 2019. The Company has received irrevocable undertakings to vote in favour of the Resolutions in respect of 47,174,063 Ordinary Shares representing, in aggregate, approximately 44.9 per cent. of the Existing Ordinary Shares.

Numis Securities Limited ("**Numis**") and Baden Hill (a trading name of Northland Capital Partners Limited) ("**Baden Hill**") and, together with Numis, the "**Joint Bookrunners**") are acting as joint bookrunners in relation to the Placing. The Fundraising is not being underwritten

Appendix 1 to this Announcement contains the detailed terms and conditions applicable to the Placing and a copy of this Announcement is also available on the Company's website at <https://www.mirriadplc.com/>.

The person responsible for arranging the release of this announcement on behalf of the Company is David Dorans, Chief Financial Officer, of the Company.

Enquiries:

For further information please visit www.mirriad.com or contact:

Mirriad Advertising plc

Stephan Beringer, Chief Executive Officer

David Dorans, Chief Financial Officer

Tel: +44 (0)207 884 2530

Numis Securities Limited (Nominated Adviser, Broker and Joint Bookrunner)

Nick Westlake

James Black

Hugo Rubinstein

Tel: +44 (0) 207 260 1200

Baden Hill (a trading name of Northland Capital Partners Limited) (Joint Bookrunner)

Craig Fraser Tel: +44 (0)207 903 7004

Matthew Wakefield Tel: +44 (0)207 903 7003

Charlotte Street Partners (Financial Communications)

Andrew Wilson Tel: +44 (0) 7810 636995

Proposed Placing of 94,537,142 new Ordinary Shares and Open Offer of a maximum of 26,278,920 new Ordinary Shares at a price of 15 pence per New Ordinary Share

Background to and reasons for the Fundraising and use of proceeds

The financial year ended 31 December 2018 was a year of transition for Mirriad. Although there were operational and technological achievements to be proud of, the financial results were not what the Board had expected. Businesses such as Mirriad that are looking to disrupt established business models require the ability to pivot their strategies to break through. The Board deemed this necessary in 2018 both in terms of leadership and strategy. The key changes implemented by the Board in the last 12 months were the appointment of a new senior management team, led by Stephan Beringer, in the fourth quarter of 2018 to manage the business and deliver on its potential, and the approval of a new strategy for the business which was presented to shareholders in March 2019.

The key elements of the new strategy are to:

- a) implement a revised go-to-market strategy to accelerate demand by engaging with clients and media agencies as channel partners;
- b) build scale by attracting additional linear and digital distribution partners as well as content producers to create a rich and dynamic marketplace. In parallel, to accelerate technology platform automation and ecosystem integration;
- c) focus on core markets and the right kind of revenue. The Company will focus on markets with high per capita advertising spending and in particular the USA, the UK, Germany, France and China; and
- d) pursue one vision, one strategy and one plan that focuses the Company on its path to success and aligns all resources to the opportunity.

Implementing this new strategy has meant some significant changes in the Company's operations. These changes included exiting entirely the Brazilian market, closing its commercial operations in India and forging a new partnership in China with Tencent which has allowed the Company to reduce staff in its Chinese operations. The Company is now focussing its commercial attention on the USA, France, Germany and the UK. The Company completed its restructuring during the second quarter of 2019 with all costs to be accounted for in the Company's financial year ending 31 December 2019.

The Directors are confident of the future prospects for the Company and are encouraged by recent developments in the Company's underlying business and performance. The Directors recently announced a new two year contract with Tencent which provides minimum fixed monthly revenues to the Company described in more detail below. In addition, management continues to make good progress in increasing engagement with senior stakeholders at advertising clients, agency groups and broadcasters/distributors, a direct measure of the implementation of the new go-to-market strategy.

The Company announced on 9 May 2019 in its preliminary results announcement that it had sufficient cash to fund its activities throughout the current financial year but that it would need to raise additional funds within 12 months of the date of that announcement. The Directors consider this the appropriate time to raise that additional capital. Please see paragraph 13 of the Circular for further details.

The net proceeds of the Fundraising will be used for general working capital purposes and to provide the Group with sufficient funds to demonstrate the efficacy of its new go-to-market strategy and revenue traction with partners in its key markets.

Current trading and prospects

The Company has undertaken a full review of its current operations and implemented the changes (set out in paragraph 2 of part I of the Circular) in the scope and focus of its business. It is implementing a new go-to-market strategy which the Directors believe will have a positive impact on revenues in the current financial year and beyond.

The Company announced on 9 May 2019 that its revenues in the first quarter of 2019 had exceeded those generated by the Company in the first half of 2018.

The Company also announced on 28 June 2019 an innovative new contract with Tencent in China which will provide the Company with a fixed minimum revenue in China for 24 months commencing 1 April 2019 (with the first 12 weeks of revenue earned retrospectively from signing on 28 June 2019). The contracted revenues are weighted towards the

second year and will have a material impact on revenues in 2019 and 2020.

The Company also published a trading update on 5 July 2019 noting that it anticipated 2019 revenues to exceed those recorded in 2017 and to be substantially greater than revenues in 2018. The Company announced that minimum contracted revenues in 2019 and 2020 now amount to £1.1m and £2.2m respectively. This minimum revenue only includes revenue already contracted and not any incremental revenue that the Group expects to deliver in 2019 and 2020 through the delivery of its new go-to-market strategy.

Directors' participation in the Placing

Certain of the Directors have agreed to subscribe on a conditional basis for 913,331 Placing Shares at the Issue Price as follows:

	<i>Amount (£)</i>	<i>Number of Placing Shares</i>
John Pearson	25,000	166,666
Stephan Beringer	50,000	333,333
David Dorans	2,000	13,333
Dr Mark Alexander Reilly	5,000	33,333
Alastair Hugh Lowell Kilgour	35,000	233,333
Bob Head	20,000	133,333
Total	137,000	913,331

Directors' Shareholdings

The interests of each of the Directors and their family (within the meaning of the AIM Rules) in the issued ordinary share capital of the Company and the existence of which is known to, or could with reasonable due diligence be ascertained by, any Director: (i) as at the date of this document and (ii) as they are expected to be on General Admission are as follows:

	<i>Number of Existing Ordinary Shares</i>	<i>Percentage of existing issued share capital</i>	<i>Ordinary Shares (following General Admission)</i>	<i>Percentage of Enlarged Share Capital (following General Admission)</i>
John Pearson	-	-	166,666	0.07%
Stephan Beringer	-	-	333,333	0.15%
David Dorans	508,024	0.48%	521,357	0.23%
Dr Mark Alexander Reilly	33,333	0.03%	66,666	0.03%
Alastair Hugh Lowell Kilgour	333,335	0.32%	566,668	0.25%
Bob Head	-	-	133,333	0.06%
Total	874,692	0.83%	1,788,023	0.79%

1. Assumes that 100 per cent. of the Ordinary Shares theoretically available under the Open Offer are subscribed for in the Open Offer.

Related party transactions

The issue of Placing Shares to IP2IPO Portfolio L.P. acting by its general partner IP2IPO Portfolio (GP) Limited and Parkwalk Advisors Ltd, substantial shareholders of the Company, constitute related party transactions under the AIM Rules. The Independent Directors consider, having consulted with Numis, acting in its capacity as the Company's nominated adviser, that the terms of such issues of Placing Shares are fair and reasonable insofar as the Company's shareholders are concerned.

Importance of the vote

The Company announced on 9 May 2019 in its preliminary results announcement that it had sufficient cash to fund its activities throughout the current financial year but that it would need to raise additional funds within 12 months of the date of that announcement. The Resolutions must be passed by Shareholders at the General Meeting in order for the Fundraising to proceed. If the Resolutions are not passed, the Company would need to consider the options available

to it in terms of alternative sources of funding. It may be that such sources would not be on terms as favourable to Shareholders as the Fundraising. Further, there is no guarantee that alternative sources could be found. If such an alternative source of funding cannot be found, the Company expects that it would only have sufficient cash to fund its activities until the end of the first quarter of 2020. In such circumstances, Shareholders may lose the value of their current shareholdings.

Recommendation

The Directors consider the Fundraising to be in the best interests of the Company and its Shareholders as a whole and accordingly recommend unanimously Shareholders to vote in favour of the Resolutions to be proposed at the General Meeting as they have irrevocably undertaken to do so in respect of their beneficial holdings amounting, in aggregate, to 874,692 Existing Ordinary Shares, representing approximately 0.83 per cent. of the existing issued Ordinary Share capital of the Company.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	<i>2019</i>
Announcement of the Fundraising	Friday 5 July
Record Date for entitlement under the Open Offer	3 July
Publication of this document, Proxy Form and, to Qualifying Non-Crest Shareholders, the Application Form	5 July
Ex-entitlement date of the Open Offer	5 July
Open Offer Entitlements and Excess Open Offer Entitlements credited to stock accounts in CREST of Qualifying CREST Shareholders	8 July
Latest recommended time and date for requested withdrawal of Basic Open Offer Entitlements and Excess CREST Open Offer Entitlements from CREST	4.30 p.m. on 24 July
Latest time and date for depositing Open Offer Entitlements and Excess CREST Open Offer Entitlements in CREST	3.00 p.m. on 25 July
Latest time and date for splitting of Application Forms under the Open Offer	3.00 p.m. on 26 July
Latest time and date for receipt of Forms of Proxy and CREST voting instructions	11.00 a.m. on 29 July
Latest time and date for receipt of Application Forms and payment in full under the Open Offer and settlement of relevant CREST instructions (as appropriate)	11.00 a.m. on 30 July
General Meeting	11.00 a.m. on 31 July
Results of the General Meeting and the Open Offer announced	31 July
Admission of the EIS Placing Shares to trading on AIM and commencement of dealings	8.00 a.m. on 1 August
Admission of the General Placing Shares and Open Offer Shares to trading on AIM and commencement of dealings	8.00 a.m. on 2 August
Where applicable, expected date for CREST accounts to be credited in respect of New Ordinary Shares in uncertificated form	2 August
Where applicable, expected date for despatch of definitive share certificates for New Ordinary Shares in certificated form	16 August

IMPORTANT NOTICES

MEMBERS OF THE PUBLIC ARE NOT ELIGIBLE TO TAKE PART IN THE PLACING. THIS ANNOUNCEMENT (INCLUDING THE APPENDIX) AND THE TERMS AND CONDITIONS SET OUT HEREIN (TOGETHER, THIS "**ANNOUNCEMENT**") ARE DIRECTED ONLY AT PERSONS WHOSE ORDINARY ACTIVITIES INVOLVE THEM IN ACQUIRING, HOLDING, MANAGING AND DISPOSING OF INVESTMENTS (AS PRINCIPAL OR AGENT) FOR THE PURPOSES OF THEIR BUSINESS AND WHO HAVE PROFESSIONAL EXPERIENCE IN MATTERS RELATING TO INVESTMENTS AND ARE: (1) IF IN A MEMBER STATE OF THE EUROPEAN ECONOMIC AREA ("EEA"), QUALIFIED INVESTORS AS DEFINED IN ARTICLE 2(1)(e) OF DIRECTIVE 2003/71/EC AS AMENDED, INCLUDING BY THE 2010 PROSPECTUS DIRECTIVE AMENDING DIRECTIVE (DIRECTIVE 2010/73/EC) TO THE EXTENT IMPLEMENTED IN THE RELEVANT MEMBER STATE (THE "PROSPECTUS DIRECTIVE"); (2) IF IN THE UNITED KINGDOM, QUALIFIED INVESTORS WHO (A) FALL WITHIN ARTICLE 19(5) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005, AS AMENDED (THE "ORDER") (INVESTMENT PROFESSIONALS) OR (B) FALL WITHIN ARTICLE 49(2)(a) TO (d) (HIGH NET WORTH COMPANIES, UNINCORPORATED ASSOCIATIONS, ETC.) OF THE ORDER (ALL SUCH PERSONS TOGETHER BEING REFERRED TO AS "RELEVANT PERSONS").

THIS ANNOUNCEMENT AND THE INFORMATION IN IT MUST NOT BE ACTED ON OR RELIED ON BY PERSONS WHO ARE NOT RELEVANT PERSONS. PERSONS DISTRIBUTING THIS ANNOUNCEMENT MUST SATISFY THEMSELVES THAT IT IS LAWFUL TO DO SO. ANY INVESTMENT OR INVESTMENT ACTIVITY TO WHICH THIS ANNOUNCEMENT RELATES IS AVAILABLE ONLY TO RELEVANT PERSONS AND WILL BE ENGAGED IN ONLY WITH RELEVANT PERSONS. THIS ANNOUNCEMENT DOES NOT ITSELF CONSTITUTE AN OFFER FOR SALE OR SUBSCRIPTION OF ANY SECURITIES IN MIRRIAD ADVERTISING PLC.

THE NEW ORDINARY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT") OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR JURISDICTION OF THE UNITED STATES, AND MAY NOT BE OFFERED, SOLD OR TRANSFERRED, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND IN COMPLIANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES. THE NEW ORDINARY SHARES ARE BEING OFFERED AND SOLD ONLY OUTSIDE OF THE UNITED STATES IN "OFFSHORE TRANSACTIONS" WITHIN THE MEANING OF, AND IN ACCORDANCE WITH, REGULATIONS UNDER THE SECURITIES ACT AND OTHERWISE IN ACCORDANCE WITH APPLICABLE LAWS. NO PUBLIC OFFERING OF THE NEW ORDINARY SHARES IS BEING MADE IN THE UNITED STATES OR ELSEWHERE.

THIS ANNOUNCEMENT (INCLUDING THE APPENDIX) AND THE INFORMATION CONTAINED HEREIN IS RESTRICTED AND IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO OR FROM THE UNITED STATES, AUSTRALIA, CANADA, THE REPUBLIC OF SOUTH AFRICA OR JAPAN OR ANY OTHER JURISDICTION IN WHICH SUCH RELEASE, PUBLICATION OR DISTRIBUTION WOULD BE UNLAWFUL.

THIS ANNOUNCEMENT IS NOT FOR PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA. THIS ANNOUNCEMENT IS NOT AN OFFER OF SECURITIES FOR SALE INTO THE UNITED STATES. THE SECURITIES REFERRED TO HEREIN HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES, EXCEPT PURSUANT TO AN APPLICABLE EXEMPTION FROM REGISTRATION. NO PUBLIC OFFERING IS BEING MADE IN THE UNITED STATES.

The distribution of this Announcement and/or the Placing and/or the Open Offer and/or issue of the new ordinary shares in certain jurisdictions may be restricted by law. No action has been taken by the Company, the Joint Bookrunners or any of their respective affiliates, agents, directors, officers or employees that would permit an offer of the new ordinary shares or possession or distribution of this Announcement or any other offering or publicity material relating to such new ordinary shares in any jurisdiction where action for that purpose is required. Persons into whose possession this Announcement comes are required by the Company and the Joint Bookrunners to inform themselves about and to observe any such restrictions.

This Announcement or any part of it is for information purposes only and does not constitute or form part of any offer to issue or sell, or the solicitation of an offer to acquire, purchase or subscribe for, any securities in the United States (including its territories and possessions, any state of the United States and the District of Columbia (the "United States" or the "US")), Australia, Canada, the Republic of South Africa or Japan or any other jurisdiction in which the same would be unlawful. No public offering of the new ordinary shares is being made in any such jurisdiction.

All offers of the new ordinary shares in the EEA will be made pursuant to an exemption under the Prospectus Directive from the requirement to produce a prospectus in respect of the Placing. In the United Kingdom, this Announcement is being directed solely at persons in circumstances in which section 21(1) of the Financial Services and Markets Act 2000 (as amended) does not apply.

The new ordinary shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission or other regulatory authority in the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the Fundraising or the accuracy or adequacy of this

Announcement. Any representation to the contrary is a criminal offence in the United States. The relevant clearances have not been, nor will they be, obtained from the securities commission of any province or territory of Canada, no prospectus has been lodged with, or registered by, the Australian Securities and Investments Commission or the Japanese Ministry of Finance; the relevant clearances have not been, and will not be, obtained from the South Africa Reserve Bank or any other applicable body in the Republic of South Africa in relation to the new ordinary shares and the new ordinary shares have not been, nor will they be, registered under or offered in compliance with the securities laws of any state, province or territory of Australia, Canada, the Republic of South Africa or Japan. Accordingly, the new ordinary shares may not (unless an exemption under the relevant securities laws is applicable) be offered, sold, resold or delivered, directly or indirectly, in or into Australia, Canada, the Republic of South Africa or Japan or any other jurisdiction outside the United Kingdom.

Persons (including, without limitation, nominees and trustees) who have a contractual right or other legal obligations to forward a copy of this Announcement should seek appropriate advice before taking any action.

By participating in the Placing, each person who is invited to and who chooses to participate in the Placing (a "Placee") by making an oral and legally binding offer to acquire new ordinary shares will be deemed to have read and understood this Announcement in its entirety, to be participating, making an offer and acquiring new ordinary shares on the terms and conditions contained herein and to be providing the representations, warranties, indemnities, acknowledgements and undertakings contained in the Appendix.

This Announcement may contain and the Company may make verbal statements containing "forward-looking statements" with respect to certain of the Company's plans and its current goals and expectations relating to its future financial condition, performance, strategic initiatives, objectives and results. Forward-looking statements sometimes use words such as "aim", "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "seek", "may", "could", "outlook" or other words of similar meaning. By their nature, all forward-looking statements involve risk and uncertainty because they relate to future events and circumstances which are beyond the control of the Company, including amongst other things, United Kingdom domestic and global economic business conditions, market-related risks such as fluctuations in interest rates and exchange rates, the policies and actions of governmental and regulatory authorities, the effect of competition, inflation, deflation, the timing effect and other uncertainties of future acquisitions or combinations within relevant industries, the effect of tax and other legislation and other regulations in the jurisdictions in which the Company and its affiliates operate, the effect of volatility in the equity, capital and credit markets on the Company's profitability and ability to access capital and credit, a decline in the Company's credit ratings; the effect of operational risks; and the loss of key personnel. As a result, the actual future financial condition, performance and results of the Company may differ materially from the plans, goals and expectations set forth in any forward-looking statements. Any forward-looking statements made in this Announcement by or on behalf of the Company speak only as of the date they are made. Except as required by applicable law or regulation, the Company and each of the Joint Brokers expressly disclaims any obligation or undertaking to publish any updates or revisions to any forward-looking statements contained in this Announcement to reflect any changes in the Company's expectations with regard thereto or any changes in events, conditions or circumstances on which any such statement is based.

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the new ordinary shares have been subject to a product approval process, which has determined that the new ordinary shares are: (i) compatible with an end target market of (a) retail investors, (b) investors who meet the criteria of professional clients and (c) eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the new ordinary shares may decline and investors could lose all or part of their investment; the new ordinary shares offer no guaranteed income and no capital protection; and an investment in the new ordinary shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Placing. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Bookrunners will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the new ordinary shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the new ordinary shares and determining appropriate distribution channels.

Numis Securities Limited ("**Numis**") and Baden Hill a trading name of Northland Capital Partners Limited ("**Baden Hill**"), both of which are authorised and regulated in the United Kingdom by the FCA, are acting for the Company in connection with the proposed Placing and will not be acting for any other person or otherwise be responsible to any person for providing the protections afforded to clients of Numis or Baden Hill or for advising any other person in respect of the proposed Placing and Open Offer or any transaction, matter or arrangement referred to in this

Announcement. Numis' responsibilities as the Company's nominated adviser and broker under the AIM Rules for Nominated Advisers are owed solely to the London Stock Exchange and are not owed to the Company or to any Director or to any other person in respect of his decision to acquire shares in the Company in reliance on any part of this Announcement.

No representation or warranty, express or implied, is or will be made as to, or in relation to, and no responsibility or liability is or will be accepted by the Joint Bookrunners or by any of their respective affiliates or agents as to, or in relation to, the accuracy or completeness of this Announcement or any other written or oral information made available to or publicly available to any interested party or its advisers, and any liability therefor is expressly disclaimed.

No statement in this Announcement is intended to be a profit forecast or estimate, and no statement in this Announcement should be interpreted to mean that earnings per share of the Company for the current or future financial years would necessarily match or exceed the historical published earnings per share of the Company.

The price of shares and any income expected from them may go down as well as up and investors may not get back the full amount invested upon disposal of the shares. Past performance is no guide to future performance, and persons needing advice should consult an independent financial adviser.

The new ordinary shares to be issued pursuant to the Placing and Open Offer will not be admitted to trading on any stock exchange other than AIM.

Neither the content of the Company's website nor any website accessible by hyperlinks on the Company's website is incorporated in, or forms part of, this Announcement.

APPENDIX: TERMS AND CONDITIONS OF THE PLACING

IMPORTANT INFORMATION FOR PLACEES ONLY REGARDING THE PLACING

THIS ANNOUNCEMENT, INCLUDING THIS APPENDIX (TOGETHER, THE "ANNOUNCEMENT") AND THE INFORMATION IN IT, IS RESTRICTED, AND IS NOT FOR PUBLICATION, RELEASE OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA, NEW ZEALAND, JAPAN OR THE REPUBLIC OF SOUTH AFRICA OR ANY OTHER JURISDICTION IN WHICH SUCH PUBLICATION OR DISTRIBUTION WOULD BE UNLAWFUL.

IMPORTANT INFORMATION ON THE PLACING FOR INVITED PLACEES ONLY.

MEMBERS OF THE PUBLIC ARE NOT ELIGIBLE TO TAKE PART IN THE PLACING. THIS ANNOUNCEMENT (INCLUDING THE APPENDIX) AND THE TERMS AND CONDITIONS SET OUT HEREIN ARE FOR INFORMATION PURPOSES ONLY AND ARE DIRECTED ONLY AT: (A) PERSONS IN MEMBER STATES OF THE EUROPEAN ECONOMIC AREA WHO ARE QUALIFIED INVESTORS AS DEFINED IN SECTION 86(7) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000, AS AMENDED, ("QUALIFIED INVESTORS") BEING PERSONS FALLING WITHIN THE MEANING OF ARTICLE 2(1)(E) OF THE EU PROSPECTUS DIRECTIVE (WHICH MEANS DIRECTIVE 2003/71/EC AND INCLUDES ANY RELEVANT IMPLEMENTING DIRECTIVE MEASURE IN ANY MEMBER STATE) (THE "PROSPECTUS DIRECTIVE"); (B) IN THE UNITED KINGDOM, QUALIFIED INVESTORS WHO ARE PERSONS WHO (I) FALL WITHIN ARTICLE 19(5) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005, AS AMENDED (THE "ORDER"); (II) FALL WITHIN ARTICLE 49(2)(A) TO (D) ("HIGH NET WORTH COMPANIES, UNINCORPORATED ASSOCIATIONS, ETC") OF THE ORDER; OR (III) ARE PERSONS TO WHOM IT MAY OTHERWISE BE LAWFULLY COMMUNICATED; (ALL SUCH PERSONS IN (A), (B) OR (C) TOGETHER BEING REFERRED TO AS "RELEVANT PERSONS"). THIS ANNOUNCEMENT AND THE TERMS AND CONDITIONS SET OUT HEREIN MUST NOT BE ACTED ON OR RELIED ON BY PERSONS WHO ARE NOT RELEVANT PERSONS. ANY INVESTMENT OR INVESTMENT ACTIVITY TO WHICH THIS ANNOUNCEMENT AND THE TERMS AND CONDITIONS SET OUT HEREIN RELATES IS AVAILABLE ONLY TO RELEVANT PERSONS AND WILL BE ENGAGED IN ONLY WITH RELEVANT PERSONS.

THIS ANNOUNCEMENT, INCLUDING THIS APPENDIX, IS FOR INFORMATION PURPOSES ONLY AND DOES NOT ITSELF CONSTITUTE AN OFFER FOR SALE OR SUBSCRIPTION OF ANY SECURITIES IN THE COMPANY. THIS ANNOUNCEMENT HAS BEEN ISSUED BY AND IS THE SOLE RESPONSIBILITY OF THE COMPANY.

THIS ANNOUNCEMENT, INCLUDING THIS APPENDIX, IS NOT AN OFFER FOR SALE OR SUBSCRIPTION IN ANY JURISDICTION IN WHICH SUCH OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL UNDER THE SECURITIES LAWS OF ANY SUCH JURISDICTION. THIS ANNOUNCEMENT, INCLUDING THIS APPENDIX, IS NOT AN OFFER OF OR SOLICITATION TO PURCHASE OR SUBSCRIBE FOR SECURITIES IN THE UNITED STATES. THE SECURITIES REFERRED TO HEREIN HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE US SECURITIES ACT OF 1933, AS AMENDED (THE "**SECURITIES ACT**"), AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. NEITHER THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION NOR ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES HAS APPROVED OR DISAPPROVED OF AN INVESTMENT IN THE SECURITIES OR PASSED UPON OR ENDORSED THE MERITS OF THE PLACING OR THE ACCURACY OR ADEQUACY OF THE CONTENTS OF THIS ANNOUNCEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES. NO PUBLIC OFFERING OF SECURITIES IS BEING MADE IN THE UNITED STATES. NO MONEY, SECURITIES OR OTHER CONSIDERATION FROM ANY PERSON INSIDE THE UNITED STATES IS BEING SOLICITED BY THIS ANNOUNCEMENT AND, IF SENT IN RESPONSE TO THE INFORMATION CONTAINED IN THIS ANNOUNCEMENT, WILL NOT BE ACCEPTED.

EACH PLACEE SHOULD CONSULT WITH ITS OWN ADVISERS AS TO LEGAL, TAX, BUSINESS AND RELATED ASPECTS OF AN INVESTMENT IN THE PLACING SHARES. THE PRICE OF ORDINARY SHARES IN THE COMPANY AND THE INCOME FROM THEM (IF ANY) MAY GO DOWN AS WELL AS UP AND INVESTORS MAY NOT GET BACK THE FULL AMOUNT INVESTED ON DISPOSAL OF THE PLACING SHARES.

EACH PLACEE SHOULD NOTE THAT, AS A CONDITION TO PARTICIPATING IN THE PLACING, IT UNDERTAKES NOT TO APPLY FOR ANY OPEN OFFER SHARES UNDER THE OPEN OFFER.

For the purposes of this Appendix, "**Joint Brokers**" shall mean Numis and Baden Hill, and "**Joint Broker**" shall refer to either one of them.

Persons who are invited to and who choose to participate in the Placing, by making (or on whose behalf there is made) an oral or written offer to subscribe for Placing Shares (each such person whose participation is accepted by a Joint Broker in accordance with this Appendix being a "**Placee**" and together the "**Placees**"), will be deemed to have read and understood this Announcement, including this Appendix, in its entirety and to be making such offer on the terms and conditions, and to be providing the representations, warranties, acknowledgements, and undertakings contained in this Appendix. In particular, each such Placee represents, warrants and acknowledges that:

1. it is a Relevant Person (as defined above) and undertakes that it will acquire, hold, manage or dispose of any Placing Shares that are allocated to it for the purposes of its business;
2. in the case of any Placing Shares acquired by it as a financial intermediary, as that term is used in Article 3(2) of the Prospectus Directive, (i) the Placing Shares acquired by it have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Member State of the European Economic Area ("EEA") which has implemented the Prospectus Directive other than Qualified Investors or in circumstances in which the prior consent of the Joint Brokers has been given to the offer or resale; or (ii) where Placing Shares have been acquired by it on behalf of persons in any Member State of the EEA other than Qualified Investors, the offer of those Placing Shares to it is not treated under the Prospectus Directive as having been made to such persons; and/or
3. (a) (i) it is not in the United States and (ii) it is not acting for the account or benefit of a person in the United States, (b) it is a dealer or other professional fiduciary in the United States acting on a discretionary basis for a non-US person (other than an estate or trust) in reliance on Regulation S under the Securities Act; or (c) it is otherwise acquiring the Placing Shares in an "offshore transaction" meeting the requirements of Regulation S under the Securities Act.

The Company and each of the Joint Brokers are relying on the truth and accuracy of the foregoing representations, acknowledgements and agreements.

This Announcement does not constitute an offer, and may not be used in connection with an offer, to sell or issue or the solicitation of an offer to buy or subscribe for Placing Shares in any jurisdiction in which such offer or solicitation is or may be unlawful. No action has been taken by the Company or the Joint Brokers that would permit an offering of such securities or possession or distribution of this document or any other offering or publicity material relating to such securities in any jurisdiction where action for that purposes is required. This Announcement and the information contained herein is not for publication or distribution, directly or indirectly, to persons in the United States, Canada, Australia, New Zealand, Japan or the Republic of South Africa or in any jurisdiction in which such publication or distribution is unlawful. Persons into whose possession this Announcement may come are required by the Company to inform themselves about and to observe any restrictions of transfer of this Announcement. No public offer of securities of the Company is being made in the United Kingdom, the United States or elsewhere.

In particular, the Placing Shares referred to in this Announcement have not been and will not be registered under the Securities Act or any laws of, or with any securities regulatory authority of, any state or other jurisdiction of the United States, and may not be offered, sold, pledged or otherwise transferred within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and the securities laws of any state or other jurisdiction of the United States. The Placing Shares are being offered and sold outside the United States in accordance with Regulation S under the Securities Act.

The Placing Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission or other regulatory authority in the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the Placing or the accuracy or adequacy of this Announcement. Any representation to the contrary is a criminal offence in the United States.

The Placing Shares will not be lodged with or registered by the Australian Securities and Investments Commission and are not being offered for subscription or sale and may not be directly or indirectly offered, sold, taken up, transferred or delivered in or into Australia or to or for the account or benefit of any person or corporation in (or with a registered address in) Australia. The relevant clearances have not been, and will not be obtained from the Ministry of Finance of Japan and no circular in relation to the Placing Shares has been or will be lodged with or registered by the Ministry of Finance of Japan. The Placing Shares may not therefore be offered, taken up, transferred or sold, directly or indirectly, in or into Japan, its territories and possessions and any areas subject to its jurisdiction or to any resident

of Japan. The approval of the South African Exchange Control Authorities has not been, and will not be, obtained in relation to the Placing Shares. The Placing Shares may not therefore be offered, taken up, transferred or sold directly or indirectly in or into South Africa or to a resident of South Africa. The Placing Shares may not be offered, taken up, transferred or sold directly or indirectly in or into Canada or to a resident of Canada.

Any indication in this Announcement of the price at which Ordinary Shares have been bought or sold in the past cannot be relied upon as a guide to future performance. No statement in this Announcement is intended to be a profit forecast and no statement in this Announcement should be interpreted to mean that earnings per share of the Company for the current or future financial years would necessarily match or exceed the historical published earnings per share of the Company.

The Placing Shares are not admitted to trading on any stock exchange other than AIM.

Persons (including, without limitation, nominees and trustees) who have a contractual or other legal obligation to forward a copy of this Appendix or the Announcement of which it forms part should seek appropriate advice before taking any action.

Details of the Placing

The Joint Brokers have entered into the Placing and Open Offer Agreement with the Company under which the Joint Brokers have severally agreed, on the terms and subject to the conditions set out therein, and undertaken to use their respective reasonable endeavours, as agents for the Company, to place the Placing Shares with Placees at the Issue Price pursuant to the Placing.

The Placing and Open Offer Agreement contains customary undertakings and warranties given by the Company to each of the Joint Brokers including as to the accuracy of information contained in this Announcement, to matters relating to the Company and its business and a customary indemnity given by the Company to each of the Joint Brokers respectively in respect of liabilities arising out of or in connection with the Placing and/or Open Offer.

The Placing and Open Offer are conditional upon, amongst other things, the Resolutions being passed by the requisite majorities at the General Meeting. A circular explaining the background to and reasons for the Placing and Open Offer, and containing the Notice of General Meeting will be sent to Shareholders. A copy of the Circular and the Notice of General Meeting will also be available from the Company's website at: www.mirriadplc.com.

The Placing and Open Offer is also conditional upon, amongst other things, Admission becoming effective and the Placing and Open Offer Agreement not being terminated in accordance with its terms.

The New Shares will, when issued, be credited as fully paid and will rank *pari passu* in all respects with the existing issued Ordinary Shares, including the right to receive all dividends and other distributions (if any) declared, made or paid on or in respect of the Ordinary Shares after the relevant date of issue of the New Shares.

The Company, subject to certain exceptions, has agreed not to offer, issue, sell, contract to sell, issue options in respect of or otherwise dispose of any securities of the Company (or any interest therein) in the period of three months from the date of General Admission without the prior written consent of the Joint Broker (such consent not to be unreasonably withheld or delayed).

Application for admission to trading

Application will be made to the London Stock Exchange for Admission. Subject to, amongst other things, the Resolutions being passed by the requisite majorities at the General Meeting, it is expected that settlement of the EIS Placing Shares and EIS Admission will become effective on or around 1 August 2019 and that dealings in the EIS Placing Shares will commence at that time. It is expected that settlement of the General Placing Shares and General Admission will become effective on or around 2 August 2019 and that dealings in the General Placing Shares will commence at that time.

Participation in, and principal terms of, the Placing

1. The Joint Brokers (whether through themselves or any of their respective affiliates) are arranging the Placing as placing agents and joint brokers of the Company for the purpose of using their respective reasonable endeavours to procure Placees at the Issue Price for the Placing Shares.

2. Participation in the Placing will only be available to persons who may lawfully be, and are, invited to participate by the Joint Brokers. The Joint Brokers will determine in their absolute discretion the extent of each Placee's participation in the Placing, which will not necessarily be the same for each Placee.
3. Baden Hill, which is regulated in the United Kingdom by the FCA, is acting exclusively for the Company and no one else in connection with the matters referred to in this Announcement and will not be responsible to anyone other than the Company for protections afforded to their respective customers nor for providing advice in relation to the matters described in this Announcement or any matter, transaction or arrangement referred to in it.
4. Numis, which is regulated in the United Kingdom by the FCA, is acting exclusively for the Company and no one else in connection with the matters referred to in this Announcement and will not be responsible to anyone other than the Company for protections afforded to their respective customers nor for providing advice in relation to the matters described in this Announcement or any matter, transaction or arrangement referred to in it.
5. This Appendix gives details of the terms and conditions of, and the mechanics of participation in, the Placing. No commissions will be paid to Placees or by Placees in respect of any Placing Shares.
6. The Issue Price will be a fixed price of 15 pence (15p) per new Ordinary Share.
7. A Placee's commitment to purchase or subscribe for a fixed number of Placing Shares will be agreed with and confirmed to it orally or in writing by a Joint Broker and a contract note (a "**Contract Note**") will be despatched as soon as practicable thereafter. The terms of this Appendix will be deemed incorporated by reference therein. The oral or written confirmation to the Placee by the relevant Joint Broker constitutes an irrevocable, legally binding contractual commitment in favour of the Company and the Joint Brokers (as agents for the Company) to purchase or subscribe for the number of Placing Shares allocated to it at the Issue Price and on the terms set out in this Appendix and in accordance with the Company's articles of association.
8. An offer to acquire Placing Shares, which has been communicated by a prospective Placee to the relevant Joint Broker which has not been withdrawn or revoked prior to publication of this Announcement, shall not be capable of withdrawal or revocation immediately following the publication of this Announcement without the consent of the relevant Joint Brokers.
9. Except as required by law or regulation, no press release or other announcement will be made by the Joint Brokers or the Company using the name of any Placee (or its agent), in its capacity as Placee (or agent), other than with such Placee's prior written consent.
10. Each Placee will have an immediate, separate, irrevocable and binding obligation, owed to the Company and each of the Joint Brokers, to pay in cleared funds immediately on the settlement date, in accordance with the registration and settlement requirements set out below, an amount equal to the product of the Issue Price and the number of Placing Shares such Placee has agreed to take up and the Company has agreed to allot.
11. Irrespective of the time at which a Placee's allocation pursuant to the Placing is confirmed, settlement for all Placing Shares to be acquired pursuant to the Placing will be required to be made at the times and on the basis explained below under "Registration and Settlement".
12. All obligations under the Placing will be subject to fulfilment or (where applicable) waiver of, amongst other things, the conditions referred to below under "Conditions of the Placing" and to the Placing not being terminated on the basis referred to below under "Right to terminate under the Placing and Open Offer Agreement".
13. By participating in the Placing, each Placee will agree that its rights and obligations in respect of the Placing will terminate only in the circumstances described below and will not be capable of rescission or termination by the Placee.
14. To the fullest extent permissible by law, none of the Company, the Joint Brokers or any of their respective affiliates, agents, directors, officers or employees, shall have any liability to Placees nor shall they owe any Placees fiduciary duties in respect of any claim they may have (or to any other person whether acting on behalf of a Placee or otherwise) under these terms and conditions. In particular, none of the Company, the Joint Brokers or any of their respective affiliates agents, directors, officers or employees shall have any liability

(including to the fullest extent permissible by law, any fiduciary duties) in respect of the Joint Brokers' conduct of the Placing. Each Placee acknowledges and agrees that the Company is responsible for the allotment of the Placing Shares to the Placees and neither the Joint Brokers nor any of their respective affiliates, agents, directors, officers or employees shall have any liability to the Placees for the failure of the Company to fulfil those obligations.

Conditions of the Placing

The Joint Brokers' obligations under the Placing and Open Offer Agreement in respect of the EIS Placing Shares are conditional on, inter alia:

- (a) the Company allotting, subject only to EIS Admission, the EIS Placing Shares in accordance with the Placing and Open Offer Agreement;
- (b) EIS Admission taking place not later than 8.00 a.m. on 1 August 2019;
- (c) the passing of the Resolutions at the General Meeting, without any amendment (save as may be approved by the Joint Brokers); and
- (d) there not having occurred prior to EIS Admission any development or event which will have or is reasonably likely, in the opinion of either of the Joint Broker (acting in good faith), to have a material adverse affect on the condition (financial operational, legal or otherwise), prospects, management, results of operations, financial position, business or general affairs of the Group.

The Joint Brokers' obligations under the Placing and Open Offer Agreement in respect of the General Placing Shares are conditional on, inter alia:

- (a) the EIS Placing Shares being unconditionally allotted and issued to the relevant Placees on EIS Admission;
- (b) the Company allotting, subject only to General Admission, the General Placing Shares in accordance with the Placing and Open Offer Agreement;
- (c) General Admission taking place not later than 8.00 a.m. on 2 August 2019; and
- (d) there not having occurred prior to General Admission any development or event which will have or is reasonably likely, in the opinion of either of the Joint Broker (acting in good faith), to have a material adverse affect on the condition (financial operational, legal or otherwise), prospects, management, results of operations, financial position, business or general affairs of the Group.

If (i) any of the conditions contained in the Placing and Open Offer Agreement are not fulfilled or waived by the Joint Brokers by the time or date where specified (or such later time or date as the Company and the Joint Brokers may agree, not being later than 8.30 a.m. on 16 August 2019 (the "**Long-Stop Date**"), or (ii) the Placing and Open Offer Agreement is terminated as described below, the Placing and Open Offer will lapse and the Placees' rights and obligations hereunder in relation to the Placing Shares shall cease and terminate at such time and each Placee agrees that no claim can be made by the Placee in respect thereof.

Any condition contained in the Placing and Open Offer Agreement (other than those relating to Admission and the unconditional issue and allotment of the EIS Placing Shares on the EIS Issue Date) may be waived, in whole or in part, and the time for satisfaction of any condition contained in the Placing and Open Offer Agreement (other than Admission) may be extended by the Joint Brokers (acting in their absolute discretion, in good faith and without any obligation to make any such waiver or extension) by express written notice to the Company provided that the time for satisfaction of the conditions shall not be extended beyond 8.30 a.m. on the Long-Stop Date. Any such extension or waiver will not affect Placees' commitments as set out in this Announcement.

Neither the Joint Brokers nor the Company shall have any liability to any Placee (or to any other person whether acting on behalf of a Placee or otherwise) in respect of any decision they may make as to whether or not to waive or to extend the time and/or date for the satisfaction of any condition to the Placing nor for any decision they may make as to the satisfaction of any condition or in respect of the Placing generally and by participating in the Placing each

Placee agrees that any such decision is within the absolute discretion of each of the Joint Brokers.

Right to terminate under the Placing and Open Offer Agreement

Either of the Joint Brokers may in their absolute discretion, at any time before Admission, terminate the Placing and Open Offer Agreement by giving notice to the Company and the other Joint Broker in certain circumstances, including, inter alia:

- (a) in the opinion of that Joint Broker (acting in good faith), any of the warranties given by the Company to the Joint Broker are not true and accurate or have become misleading (or would not be true and accurate or would be misleading if they were to be repeated at any time before Admission); or
- (b) in the opinion of that Joint Broker (acting in good faith), the Company fails to comply with any of its obligations under the Placing and Open Offer Agreement and that failure is considered by the Joint Broker to be material in the context of the Placing and/or Open Offer and/or Admission; or
- (c) in the opinion of that Joint Broker (acting in good faith), there has been a development or event (or any development or event involving a prospective change of which the Company is, or might reasonably be expected to be, aware) which will or is likely to have a material adverse effect on the operations, the condition (financial, operational, legal or otherwise), prospects, management, results of operations, financial position, business or general affairs of the Company or the Group respectively whether or not foreseeable and whether or not arising in the ordinary course of business; or
- (d) there has been a material adverse change in national or international financial, political, economic or stock market conditions (primary or secondary); an incident of terrorism, outbreak or escalation of hostilities, war, declaration of martial law; a suspension or material limitation in trading of securities generally on the London Stock Exchange; any material adverse change in currency exchange rates or exchange controls or a disruption of settlement systems or a disruption in commercial banking, in each case as would be likely in the opinion of either of the Joint Broker to prejudice the success of the Placing and/or Open Offer.

Following EIS Admission, the Placing and Open Offer Agreement is not capable of termination to the extent that it relates to the Placing of the EIS Placing Shares. Following General Admission, the Placing and Open Offer Agreement is not capable of termination to the extent it relates to the Placing of any of the General Placing Shares. For the avoidance of doubt, EIS Admission is not conditional on General Admission taking place.

The rights and obligations of the Placees shall terminate only in the circumstances described in these terms and conditions and in the Placing and Open Offer Agreement and will not be subject to termination by the Placee or any prospective Placee at any time or in any circumstances. By participating in the Placing, Placees agree that the exercise by the Joint Brokers of any right of termination or other discretion under the Placing and Open Offer Agreement shall be within the absolute discretion of the Joint Brokers, and that they need not make any reference to Placees and that the Joint Brokers shall have no liability to Placees whatsoever in connection with any such exercise or decision not to exercise. Placees will have no rights against the Joint Brokers, the Company or any of their respective directors or employees under the Placing and Open Offer Agreement pursuant to the Contracts (Rights of Third Parties) Act 1999 (as amended).

No admission document or prospectus

The Placing Shares are being offered to a limited number of specifically invited persons only and will not be offered in such a way as to require an admission document or prospectus in the United Kingdom or in any other jurisdiction. No offering document, admission document or prospectus has been or will be submitted to be approved by the FCA or submitted to the London Stock Exchange in relation to the Placing and Open Offer, and Placees' commitments will be made solely on the basis of the information contained in the Announcement (including this Appendix) and the Exchange Information (as defined further below). Each Placee, by accepting a participation in the Placing, agrees that the content of this Announcement is exclusively the responsibility of the Company and confirms that it has neither received nor relied on any other information (other than the Exchange Information), representation, warranty, or statement made by or on behalf of the Company, the Joint Brokers or any other person and neither the Joint Brokers, the Company nor any other person will be liable for any Placee's decision to participate in the Placing based on any other information, representation, warranty or statement which the Placees may have obtained or received and, if given or made, such information, representation, warranty or statement must not be relied upon as having been authorised by the Joint Brokers, the Company, or their respective officers, directors, employees or agents. Each Placee acknowledges and agrees that it has relied on its own investigation of the business, financial or other position

of the Company in accepting a participation in the Placing. Neither the Company, the Joint Brokers are making any undertaking or warranty to any Placee regarding the legality of an investment in the Placing Shares by such Placee under any legal, investment or similar laws or regulations. Each Placee should not consider any information in this Announcement to be legal, tax or business advice. Each Placee should consult its own solicitor, tax adviser and financial adviser for independent legal, tax and financial advice regarding an investment in the Placing Shares. Nothing in this paragraph shall exclude the liability of any person for fraudulent misrepresentation.

Registration and settlement

Settlement of transactions in the Placing Shares (ISIN: GB00BF5252QY14) following the relevant Admission will take place within CREST provided that, subject to certain exceptions, the Joint Brokers reserve the right to require settlement for, and delivery of, the Placing Shares (or a portion thereof) to Placees by such other means that it deems necessary if delivery or settlement is not possible or practicable within CREST within the timetable set out in this Announcement or would not be consistent with the regulatory requirements in any Placee's jurisdiction.

Each Placee allocated Placing Shares in the Placing will be sent a Contract Note stating the number of Placing Shares allocated to it at the Issue Price, the aggregate amount owed by such Placee to Numis, acting on behalf of the Joint Brokers (as agent for the Company) and settlement instructions. Each Placee agrees that it will do all things necessary to ensure that delivery and payment is completed in accordance with either the CREST or certificated settlement instructions that it has in place with Numis (as settlement agent).

It is expected that settlement in respect of the EIS Placing Shares will be on 1 August 2019 and the General Placing Shares will be on 2 August 2019 in accordance with the instructions set out in the Contract Note and the Placing Shares allocated to that Placee shall be delivered to your CREST account from Numis Nominees (Client) Limited CREST account (CREST ID: 600) against payment of the Placing Price per Placing Share.

Interest is chargeable daily on payments not received from Placees on the due date in accordance with the arrangements set out above at the rate of two percentage points above LIBOR as determined by the Joint Brokers.

Each Placee is deemed to agree that, if it does not comply with these obligations, the relevant Joint Broker may sell any or all of the Placing Shares allocated to that Placee on such Placee's behalf and retain from the proceeds, for the relevant Joint Broker's account and benefit (as agent for the Company), an amount equal to the aggregate amount owed by the Placee plus any interest due. The relevant Placee will, however, remain liable and shall indemnify the relevant Joint Broker (as agent for the Company) on demand for any shortfall below the aggregate amount owed by it and may be required to bear any stamp duty or stamp duty reserve tax or securities transfer tax (together with any interest or penalties) which may arise upon the sale of such Placing Shares on such Placee's behalf. By communicating a bid for Placing Shares to the relevant Joint Broker, each Placee confers on the relevant Joint Broker all such authorities and powers necessary to carry out any such sale and agrees to ratify and confirm all actions which the relevant Joint Broker lawfully takes in pursuance of such sale.

If Placing Shares are to be delivered to a custodian or settlement agent, Placees should ensure that the Contract Note is copied and delivered immediately to the relevant person within that organisation.

Insofar as Placing Shares are registered in a Placee's name or that of its nominee or in the name of any person for whom a Placee is contracting as agent or that of a nominee for such person, such Placing Shares should, subject as provided below, be so registered free from any liability to UK stamp duty or stamp duty reserve tax or securities transfer tax. Placees will not be entitled to receive any fee or commission in connection with the Placing.

Representations, warranties and further terms

By participating in the Placing each Placee (and any person acting on such Placee's behalf) makes the following representations, warranties, acknowledgements, agreements and undertakings (as the case may be) to the Company and the Joint Brokers, namely that, each Placee (and any person acting on such Placee's behalf):

1. represents and warrants that it has read and understood this Announcement, including this Appendix, in its entirety and that its subscription of Placing Shares is subject to and based upon all the terms, conditions, representations, warranties, acknowledgements, agreements and undertakings and other information contained herein and not in reliance on any information given or any representations, warranties or statements made at any time by any person in connection with Admission, the Company, the Placing or otherwise, other than the information contained in this Announcement, and undertakes not to redistribute or duplicate this Announcement;

2. acknowledges that no offering document, admission document or prospectus has been prepared in connection with the Placing and/or Open Offer and represents and warrants that it has not received and will not receive a prospectus, admission document or other offering document in connection therewith;
3. acknowledges that the Ordinary Shares are admitted to trading on AIM and the Company is therefore required to publish certain business and financial information in accordance with the AIM Rules (collectively "**Exchange Information**"), which includes a description of the nature of the Company's business and the Company's most recent balance sheet and profit and loss account and that the Placee is able to obtain or access such information or comparable information concerning any other publicly traded company without undue difficulty;
4. acknowledges that the content of this Announcement is exclusively the responsibility of the Company, and that none of the Joint Brokers, their respective affiliates or any person acting on its or their behalf has or shall have any liability for any information, representation or statement contained in this Announcement or any information previously or concurrently published by or on behalf of the Company, and will not be liable for any Placee's decision to participate in the Placing based on any information, representation or statement contained in this Announcement or otherwise. Each Placee further represents, warrants and agrees that the only information on which it is entitled to rely and on which such Placee has relied in committing itself to acquire the Placing Shares is contained in this Announcement and any Exchange Information, such information being all that it deems necessary to make an investment decision in respect of the Placing Shares and that it has neither received nor relied on any other information given or representations, warranties or statements made by the Joint Brokers, the Company or any of their respective affiliates, agents, directors, officers or employees or any person acting on behalf of any of them, or, if received, it has not relied upon any such information, representations, warranties or statements (including any management presentation that may have been received by any prospective Placee or any material prepared by the respective Research Departments of the Joint Brokers (the views of such Research Departments not representing and being independent from those of the Company and the respective Corporate Finance Department of the Joint Brokers and not being attributable to the same)), and neither the Joint Brokers nor the Company will be liable for any Placee's decision to accept an invitation to participate in the Placing based on any other information, representation, warranty or statement. Each Placee further acknowledges and agrees that it may not place the same degree of reliance on this Announcement as it may otherwise place on a prospectus or admission document. Each Placee further acknowledges and agrees that it has relied solely on its own investigation of the business, financial or other position of the Company in deciding to participate in the Placing and it will not rely on any investigation that the Joint Brokers, their affiliates or any other person acting on its or their behalf has or may have conducted;
5. acknowledges that none of the Joint Brokers, the Company nor any of their respective affiliates or any person acting on behalf of any of them has provided it, and will not provide it, with any material regarding the Placing Shares or the Company other than this Announcement; nor has it requested any of the Joint Brokers, the Company, their respective affiliates or any person acting on behalf of any of them to provide it with any such information and has read and understood the Exchange Information;
6. acknowledges that none of the Joint Brokers, their respective affiliates, agents, directors, officers or employees, or any person acting on behalf of them has or shall have any liability for the Exchange Information and this Announcement, any publicly available or filed information or any representation relating to the Company, provided that nothing in this paragraph excludes the liability of any person for fraudulent misrepresentation made by that person;
7. represents and warrants that it has neither received nor relied on any confidential price sensitive information concerning the Company in accepting this invitation to participate in the Placing;
8. acknowledges that the Joint Brokers do not have any duties or responsibilities to it, or its clients, similar or comparable to the duties of "best execution" and "suitability" imposed by the Conduct of Business Sourcebook in the FCA's Handbook of Rules and Guidance and that the Joint Brokers are not acting for them or their clients and that the Joint Brokers will not be responsible for providing protections to it or its clients;
9. acknowledges that neither of the Joint Brokers, the ultimate holding company of the Joint Brokers nor any direct or indirect subsidiary undertakings of such holding company, nor any of their respective affiliates, agents, officers, directors and employees shall be liable to Placees for any matter arising out of the Joint Brokers' roles as placing agents or otherwise in connection with the Placing and that where any such liability nevertheless arises as a matter of law each Placee will immediately waive any claim against any of such persons which it may have in respect thereof;

10. represents and warrants that (i) it is not in the United States and (ii) it is not acting for the account or benefit of a person in the United States;
11. acknowledges that the Placing Shares are being offered and sold only pursuant to Regulation S under the Securities Act in a transaction not involving a public offering of securities in the United States and the Placing Shares have not been and will not be registered under the Securities Act or with any state or other jurisdiction of the United States, nor approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any other United States regulatory authority, and that the offer and sale of the Placing Shares to it has been made outside of the United States in an 'offshore transaction' (as such term is defined in Regulation S under the Securities Act) and agrees not to reoffer, resell, pledge or otherwise transfer the Placing Shares except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and otherwise in accordance with any applicable securities laws of any state or jurisdiction of the United States; therefore, it agrees that it will not offer, sell, pledge or otherwise transfer any Placing Shares in the United States unless and until the Placing Shares are registered under the US Securities Act (which it acknowledges the Company has no obligation to do) or unless the Placing Shares are offered, sold, pledged or transferred in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and the laws of any state or other jurisdiction of the United States;
12. represents and warrants that neither it nor the beneficial owner of such Placing Shares is a resident of Canada, Australia, New Zealand, Japan or the Republic of South Africa;
13. acknowledges and agrees that the relevant clearances have not been and will not be obtained from the securities commission of any province of Canada and that the Placing Shares have not been and will not be registered under the securities legislation of Australia, New Zealand, Japan or the Republic of South Africa and, subject to certain exceptions, may not be offered, sold, taken up, renounced or delivered or transferred, directly or indirectly, within those jurisdictions;
14. represents and warrants that the issue to it, or the person specified by it for registration as holder, of Placing Shares will not give rise to a liability under any of sections 67, 70, 93 or 96 of the Finance Act 1986 (depository receipts and clearance services) and that the Placing Shares are not being acquired in connection with arrangements to issue depository receipts or to transfer Placing Shares into a clearance system;
15. represents and warrants that: (i) it is aware of and has complied with its obligations under the Criminal Justice Act 1993 and the Market Abuse Regulation (Regulation 596/2014) ("**MAR**"); (ii) in connection with money laundering and terrorist financing, it has complied with its obligations under the Proceeds of Crime Act 2002 (as amended), the Terrorism Act 2000 (as amended), the Terrorism Act 2000 (as amended), the Terrorism Act 2006 and the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017; and (iii) it is not a person: (a) with whom transactions are prohibited under the Foreign Corrupt Practices Act of 1977 or any economic sanction programmes administered by, or regulations promulgated by, the Office of Foreign Assets Control of the U.S. Department of the Treasury; (b) named on the Consolidated List of Financial Sanctions Targets maintained by HM Treasury of the United Kingdom; or (c) subject to financial sanctions imposed pursuant to a regulation of the European Union or a regulation adopted by the United Nations (together, the "**Regulations**"); and, if making payment on behalf of a third party, that satisfactory evidence has been obtained and recorded by it to verify the identity of the third party as required by the Regulations and has obtained all governmental and other consents (if any) which may be required for the purpose of, or as a consequence of, such purchase, and it will provide promptly to the Joint Brokers such evidence, if any, as to the identity or location or legal status of any person which the Joint Brokers may request from it in connection with the Placing (for the purpose of complying with such Regulations or ascertaining the nationality of any person or the jurisdiction(s) to which any person is subject or otherwise) in the form and manner requested by the Joint Brokers on the basis that any failure by it to do so may result in the number of Placing Shares that are to be purchased by it or at its direction pursuant to the Placing being reduced to such number, or to nil, as the Joint Brokers may decide in their sole discretion;
16. if a financial intermediary, as that term is used in Article 3(2) of the Prospectus Directive, represents and warrants that the Placing Shares purchased by it in the Placing will not be acquired on a non-discretionary basis on behalf of, nor will they be acquired with a view to their offer or resale to, persons in a Member State of the European Economic Area which has implemented the Prospectus Directive other than Qualified Investors, or in circumstances in which the prior consent of the Joint Brokers has been given to the offer or resale;
17. represents and warrants that it has not offered or sold and will not offer or sell any Placing Shares to persons

in the European Economic Area prior to Admission except to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their business or otherwise in circumstances which have not resulted in and which will not result in an offer to the public in any member state of the European Economic Area within the meaning of the Prospectus Directive (including any relevant implementing measure in any member state);

18. represents and warrants that it has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) relating to the Placing Shares in circumstances in which section 21(1) of the FSMA does not require approval of the communication by an authorised person;
19. represents and warrants that it has complied and will comply with all applicable provisions of the MAR with respect to anything done by it in relation to the Placing Shares in, from or otherwise involving, the United Kingdom;
20. if in a Member State of the European Economic Area, unless otherwise specifically agreed with the Joint Brokers in writing, represents and warrants that it is a Qualified Investor within the meaning of the Prospectus Directive;
21. if in the United Kingdom, represents and warrants that it is a person (i) who has professional experience in matters relating to investments falling within Article 19(1) of the Order; (ii) falling within Article 49(2)(A) to (D) ("High Net Worth Companies, Unincorporated Associations, etc.") of the Order; or (iii) to whom this Announcement may otherwise be lawfully communicated;
22. represents and warrants that it and any person acting on its behalf is entitled to acquire the Placing Shares under the laws of all relevant jurisdictions and that it has all necessary capacity and has obtained all necessary consents and authorities and taken any other necessary actions to enable it to commit to this participation in the Placing and to perform its obligations in relation thereto (including, without limitation, in the case of any person on whose behalf it is acting, all necessary consents and authorities to agree to the terms set out or referred to in this Appendix) and will honour such obligations;
23. where it is acquiring Placing Shares for one or more managed accounts, represents and warrants that it is authorised in writing by each managed account: (a) to acquire the Placing Shares for each managed account; (b) to make on its behalf the representations, warranties, acknowledgements, undertakings and agreements in this Appendix and the Announcement of which it forms part; and (c) to receive on its behalf any investment letter relating to the Placing in the form provided to it by either of the Joint Brokers;
24. undertakes that it (and any person acting on its behalf) will make payment to Numis (as settlement agent) for the Placing Shares allocated to it in accordance with this Announcement on the due time and date set out herein, failing which the relevant Placing Shares may be placed with other subscribers or sold as the relevant Joint Broker may in its sole discretion determine and without liability to such Placee and it will remain liable and will indemnify the relevant Joint Broker on demand for any shortfall below the net proceeds of such sale and the placing proceeds of such Placing Shares and may be required to bear the liability for any stamp duty or stamp duty reserve tax or security transfer tax (together with any interest or penalties due pursuant to or referred to in these terms and conditions) which may arise upon the placing or sale of such Placee's Placing Shares on its behalf;
25. acknowledges that neither of the Joint Brokers, any of their affiliates, or any person acting on behalf of any of them, is making any recommendations to it, advising it regarding the suitability of any transactions it may enter into in connection with the Placing and that participation in the Placing is on the basis that it is not and will not be treated for these purposes as a client of either of the Joint Brokers and that neither of the Joint Brokers has any duties or responsibilities to it for providing the protections afforded to their clients or customers or for providing advice in relation to the Placing nor in respect of any representations, warranties, undertakings or indemnities contained in the Placing and Open Offer Agreement nor for the exercise or performance of any of their rights and obligations thereunder including any rights to waive or vary any conditions or exercise any termination right;
26. undertakes that the person whom it specifies for registration as holder of the Placing Shares will be (i) itself or (ii) its nominee, as the case may be and acknowledges and agrees that neither Joint Brokers nor the Company will be responsible for any liability to stamp duty or stamp duty reserve tax resulting from a failure to observe this requirement. Each Placee and any person acting on behalf of such Placee agrees to participate

in the Placing and it agrees to indemnify the Company and the Joint Brokers in respect of the same on the basis that the Placing Shares will be credited to the CREST stock account of the relevant Joint Broker who will hold them as nominee on behalf of such Placee until settlement in accordance with its standing settlement instructions;

27. acknowledges that these terms and conditions and any agreements entered into by it pursuant to these terms and conditions and any non-contractual obligations arising out of or in connection with such agreement shall be governed by and construed in accordance with the laws of England and Wales and it submits (on behalf of itself and on behalf of any person on whose behalf it is acting) to the exclusive jurisdiction of the English courts as regards any claim, dispute or matter (including non-contractual matters) arising out of any such contract, except that enforcement proceedings in respect of the obligation to make payment for the Placing Shares (together with any interest chargeable thereon) may be taken by the Company or the Joint Brokers in any jurisdiction in which the relevant Placee is incorporated or in which any of its securities have a quotation on a recognised stock exchange;
28. acknowledges that time shall be of the essence as regards to obligations pursuant to this Appendix;
29. agrees that the Company, the Joint Brokers and their respective affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and undertakings which are given to Numis on its own behalf, to Baden Hill on its own behalf and on behalf of the Company and are irrevocable and are irrevocably authorised to produce this Announcement or a copy thereof to any interested party in any administrative or legal proceeding or official inquiry with respect to the matters covered hereby;
30. agrees to indemnify on an after-tax basis and hold the Company, the Joint Brokers and their respective affiliates harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of the representations, warranties, acknowledgements, agreements and undertakings in this Appendix and further agrees that the provisions of this Appendix shall survive after completion of the Placing;
31. acknowledges that no action has been or will be taken by any of the Company, the Joint Brokers or any person acting on behalf of the Company or the Joint Brokers that would, or is intended to, permit a public offer of the Placing Shares in any country or jurisdiction where any such action for that purpose is required;
32. acknowledges that it is an institution that has knowledge and experience in financial, business and international investment matters as is required to evaluate the merits and risks of subscribing for the Placing Shares. It further acknowledges that it is experienced in investing in securities of this nature and in this sector and is aware that it may be required to bear, and it, and any accounts for which it may be acting, are able to bear, the economic risk of, and is able to sustain, a complete loss in connection with the Placing. It has relied upon its own examination and due diligence of the Company and its associates taken as a whole, and understands the terms of the Placing, including the merits and risks involved;
33. acknowledges that its commitment to subscribe for Placing Shares on the terms set out herein and in the Contract Note will continue notwithstanding any amendment that may in future be made to the terms of the Placing and that Placees will have no right to be consulted or require that their consent be obtained with respect to the Company's conduct of the Placing;
34. acknowledges that the Joint Brokers or any of their affiliates acting as an investor for their own account may take up shares in the Company and in that capacity may retain, purchase or sell for its own account such shares and may offer or sell such shares other than in connection with the Placing;
35. represents and warrants that, if it is a pension fund or investment company, its purchase of Placing Shares is in full compliance with all applicable laws and regulation;
36. to the fullest extent permitted by law, it acknowledges and agrees to the disclaimers contained in the Announcement including this Appendix; and
37. undertakes it will not (and will procure that no person acting on its behalf will) apply for any Open Offer Shares under the Open Offer.

The representations, warranties, acknowledgments and undertakings contained in this Appendix are given to the Joint Brokers and the Company and are irrevocable and shall not be capable of termination in any circumstances.

The agreement to settle a Placee's purchase and/or subscription (and/or the purchase and/or subscription of a person for whom such Placee is contracting as agent) free of stamp duty and stamp duty reserve tax depends on the settlement relating only to a purchase and/or subscription by it and/or such person direct from the Company for the Placing Shares in question. Such agreement assumes that the Placing Shares are not being subscribed for in connection with arrangements to issue depositary receipts or to transfer the Placing Shares into a clearance service. If there are any such arrangements, or the settlement relates to any other subsequent dealing in the Placing Shares, stamp duty or stamp duty reserve tax may be payable, for which neither the Company nor the Joint Brokers will be responsible, and the Placee to whom (or on behalf of whom, or in respect of the person for whom it is participating in the Placing as an agent or nominee) the allocation, allotment, issue or delivery of Placing Shares has given rise to such UK stamp duty or stamp duty reserve tax undertakes to pay such UK stamp duty or stamp duty reserve tax forthwith and to indemnify on an after-tax basis and to hold harmless the Company, the Joint Brokers in the event that any of the Company or the Joint Brokers has incurred any such liability to UK stamp duty or stamp duty reserve tax. If this is the case, each Placee should seek its own advice and notify the Joint Brokers accordingly.

In addition, Placees should note that they will be liable for any stamp duty and all other stamp, issue, securities, transfer, registration, documentary or other duties or taxes (including any interest, fines or penalties relating thereto) payable outside the UK by them or any other person on the subscription by them of any Placing Shares or the agreement by them to subscribe for any Placing Shares.

Each Placee, and any person acting on behalf of the Placee, acknowledges that neither Joint Broker owes any fiduciary or other duties to any Placee in respect of any representations, warranties, undertakings or indemnities in the Placing and Open Offer Agreement.

Each Placee and any person acting on behalf of the Placee acknowledges and agrees that each of the Joint Brokers (or any of their respective) affiliates may, at their absolute discretion, agree to become a Placee in respect of some or all of the Placing Shares.

When a Placee or person acting on behalf of the Placee is dealing with the Joint Brokers, any money held in an account with the relevant Joint Broker on behalf of the Placee and/or any person acting on behalf of the Placee will not be treated as client money within the meaning of the rules and regulations of the FCA made under the FSMA. The Placee acknowledges that the money will not be subject to the protections conferred by the client money rules; as a consequence, this money will not be segregated from the relevant Joint Broker's money in accordance with the client money rules and will be used by the relevant Joint Broker in the course of its own business and the Placee will rank only as a general creditor of the relevant Joint Broker.

All times and dates in this Announcement may be subject to amendment. The Joint Brokers shall notify the Placees and any person acting on behalf of the Placees of any changes.

Past performance is no guide to future performance and persons needing advice should consult an independent financial adviser.

DEFINITIONS

In this Appendix to the Announcement and, as the context shall admit, in the Announcement:

"Admission" means General Admission and/or EIS Admission, as the context requires;

"AIM" means AIM, a market operated by the London Stock Exchange;

"AIM Rules" means the AIM Rules for Companies published by the London Stock Exchange from time to time governing, inter alia, admission to AIM and the continuing obligations of AIM companies;

"Announcement" means this announcement (including the Appendix to this announcement) relating to the Placing and Open Offer;

"Application Form" means the application form accompanying the Circular on which Qualifying non-CREST

Shareholders may apply for Open Offer Shares in respect of the Open Offer;

"Baden Hill" means Northland Capital Partners Limited (trading as Baden Hill), registered in England and Wales under registration number 02617599), the registered office of which is at 60 Gresham Street, London EC2V 7BB;

"Circular" means the document detailing the Placing and Open Offer, and which sets out the terms and conditions of the Open Offer and incorporating a notice convening the General Meeting, to be posted to Shareholders;

"Company" means Mirriad Advertising PLC, registered in England and Wales under company registration number 09550311, the registered office of which is at 6th Floor, One London Wall, London EC2Y 5EB;

"Contract Note" means the trade confirmation to be sent to each Placee stating the number of Placing Shares allocated to it at the Issue Price, the aggregate amount owed by such Placee to Numis, acting on behalf of the Joint Brokers (as agent for the Company) and settlement instructions;

"CREST" means the relevant system (as defined in the CREST Regulations) in respect of which Euroclear UK & Ireland Limited is the Operator (as defined in the CREST Regulations);

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

"EIS Admission" means the admission of the EIS Placing Shares to trading on AIM becoming effective in accordance with the AIM Rules;

"EIS Issue Date" means 1 August 2019 or (if the allotment does not occur on that date) such other date as the Company and the Joint Brokers may agree in writing (being not later than the Long-Stop Date);

"EIS Placing Shares" means such number of Placing Shares as are to be allotted and issued pursuant to the Placing Agreement to certain person seeking to invest in "eligible shares" for the purposes of the Enterprise Investment Scheme;

"Existing Ordinary Shares" the 105,122,717 Ordinary Shares in issue at the date of this announcement, all of which are admitted to trading on AIM;

"FCA" means the Financial Conduct Authority of the United Kingdom;

"FSMA" means the Financial Services and Markets Act 2000 (as amended);

"General Admission" means the admission of the General Placing Shares to trading on AIM becoming effective in accordance with the AIM Rules;

"General Placing Shares" means the 67,870,476 new Ordinary Shares to be issued by the Company pursuant to the Placing and any Open Offer Shares not taken up pursuant to the Open Offer but for which Numis or Baden Hill have procured subscribers in accordance with the Placing and Open Offer Agreement;

"General Meeting" means the general meeting of the Company to be convened for 11.00 a.m. on 31 July 2019 (or any adjournment of that meeting);

"Issue Price" means 15 pence per New Share;

"Joint Brokers" means Numis and Baden Hill, and Joint Broker shall be construed accordingly;

"London Stock Exchange" means London Stock Exchange plc;

"New Shares" means, together, the Placing Shares and the Open Offer Shares;

"Numis" means Numis Securities Limited, registered in England and Wales with company number 2285918, whose registered office is at The London Stock Exchange Building, 10 Paternoster Square, London EC4M 7LT;

"Open Offer" means the invitation to Qualifying Shareholders to apply to subscribe for Open Offer Shares at the Issue Price on the terms and subject to the conditions set out in the Circular;

"Open Offer Entitlement" means the entitlement of a Qualifying Shareholder, pursuant to the Open Offer, to apply to subscribe for Open Offer Shares pursuant to, and subject to the terms of, the Open Offer;

"Open Offer Shares" means the Ordinary Shares to be issued to certain Shareholders who have agreed to subscribe for such Ordinary Shares pursuant to the Open Offer;

"Ordinary Shares" means the ordinary shares of £0.00001 each in the capital of the Company and Ordinary Share shall be construed accordingly;

"Placee" means the persons who are to subscribe for or purchase Placing Shares (as the case may be) pursuant to the Placing on the terms and conditions incorporated into this Announcement (including the Appendix);

"Placing" means the conditional placing of the Placing Shares in accordance with the Placing and Open Offer Agreement by the Joint Brokers on behalf of the Company;

"Placing and Open Offer Agreement" means the placing agreement dated 5 July 2019 between the Company and the Joint Brokers in respect of the Placing and Open Offer;

"Placing Shares" means the 94,537,142 new Ordinary Shares to be issued pursuant to the Placing together with any Open Offer Shares which are not taken up by Qualifying Shareholders but which are placed by the Joint Brokers pursuant to the Placing Agreement;

"Prospectus Directive" means the Directive of the European Parliament and of the Council of the European Union 2003/71/EC and Regulation (EU) 2017/1129 of the European Parliament and of the Council of the European Union;

"Qualifying CREST Shareholders" means holders of Ordinary Shares in uncertificated form on the register of members of the Company on the Record Date;

"Qualifying non-CREST Shareholders" means holders of Ordinary Shares in certificated form on the register of members of the Company on the Record Date;

"Qualifying Shareholders" means Qualifying CREST Shareholders and Qualifying non-CREST Shareholders;

"Record Date" means 6 p.m. on 3 July 2019;

"Resolutions" means the resolutions set out in the notice of General Meeting contained in the Circular;

"Securities Act" means the US Securities Act of 1933, as amended;

"Shareholders" means holders of Ordinary Shares;

"United Kingdom" or **"UK"** means the United Kingdom of Great Britain and Northern Ireland; and

"United States" or **"US"** means the United States of America, its territories and possessions, any state of the United States, and the District of Columbia.

This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact rns@lseg.com or visit www.rns.com.

END

MSCLIFLEDSIEIIA