

Release of the Tender Document and the Stub Tender Offer Circular, including the Notice of Extraordinary General Meeting of DCAC Shareholders IN RESPECT OF DCAC Shareholders (ISIN Code GG00BMB5XZ39) and DCAC Public Warrant Holders (ISIN Co

DISRUPTIVE CAPITAL ACQUISITION COMPANY LIMITED

("DCAC" or the "Company")

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25 January 2023

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This announcement follows the shareholder circular issued on 20 December 2022 (the "**December Circular**"), the DCAC Sponsor Shareholder Class Meeting and Warrant Holding Meetings held on 11 January 2023 and the adjourned extraordinary general meeting and DCAC Ordinary Shareholder Class Meeting held on 18 January 2023 (collectively the "**Meetings**"), and the passing of all resolutions proposed at the Meetings.

Tender Offer Circular

As undertaken in the December Circular, the Company has today issued the Tender Document (referred to in the December Circular as the "Repurchase Offer Circular") offering to acquire up to 95 per cent. (95%) of the DCAC Ordinary Shares held by DCAC Ordinary Shareholders as at 10 February 2023 (the "**Record Date**") (the "**Tender Offer**"), at a price of £10.789 per DCAC Ordinary Share. The Tender Document contains further details of the Tender Offer, together with details of how DCAC Ordinary Shareholders can tender up to 95% of their DCAC Ordinary Shares at the Record Date for repurchase, if they wish to do so.

Stub Tender Offer Circular

As announced by DCAC on 13 January 2023, and on 17 January 2023, (the "**Stub Tender Announcements**") given the passing of the resolutions at the Meetings, DCAC is now issuing the Stub Tender Offer Circular, offering (subject to and conditional upon the passing of the Stub Tender Resolutions as described below) DCAC Ordinary Shareholders and DCAC Public Warrant Holders the opportunity to tender for repurchase by DCAC up to 5% of their DCAC Ordinary Shares and all of their DCAC Public Warrants as at the Record Date, at a price of up to £2.20 per DCAC Ordinary Share and up to £0.066 per DCAC Public Warrant (the "**Stub Tender Offer**"). The Stub Tender Offer Circular contains further details of the Stub Tender Offer, together with details of how DCAC Ordinary Shareholders and DCAC Public Warrant Holders can tender up to 5% of their DCAC Ordinary Shares and all of their DCAC Public Warrants as at the Record Date for repurchase, if they wish to do so.

Convening EGM

In connection with the Stub Tender Offer, DCAC is convening an extraordinary general meeting to be held on 15 February 2023 at 10.30am (11.30am (CET)) at First Floor, 10 Lefebvre Street, St Peter Port, Guernsey GY1 2PE ("**EGM**") at which DCAC will seek the approval of DCAC Shareholders by ordinary resolution for, among other things, the acquisition by DCAC of up to 325,000 DCAC Ordinary Shares in aggregate (the "**Stub Tender Resolutions**").

Should the Stub Tender Resolutions pass, DCAC will issue a public announcement confirming that the Stub Tender Resolutions have passed and that the Stub Tender Offer (as defined below) is open.

Copies of the Tender Document and the Stub Tender Offer Circular, including the notice for the EGM, are available on DCAC's website: www.disruptivecapitalac.com

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