

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this Document or the action you should take, you are recommended to seek your own financial advice immediately from an appropriately authorised stockbroker, bank manager, solicitor, accountant or other independent financial adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000 ("FSMA").

This Document comprises a prospectus relating to Cleeve Capital Plc (the "Company") prepared in accordance with the Prospectus Rules of the Financial Conduct Authority (the "FCA") made under section 73A of FSMA and approved by the FCA under section 87A of FSMA. This Document has been filed with the FCA and made available to the public in accordance with Rule 3.2 of the Prospectus Rules.

Applications will be made to the FCA for all of the ordinary shares in the Company (issued and to be issued in connection with the Placing) (the "Ordinary Shares") to be admitted to the Official List of the UK Listing Authority (the "Official List") (by way of a standard listing under Chapter 14 of the listing rules published by the UK Listing Authority under section 73A of FSMA as amended from time to time (the "Listing Rules") and to the London Stock Exchange plc (the "London Stock Exchange") for such Ordinary Shares to be admitted to trading on the London Stock Exchange's main market for listed securities ("Admission"). It is expected that Admission will become effective, and that unconditional dealings in the Ordinary Shares will commence, at 8.00 a.m. on 19 December 2014.

THE WHOLE OF THE TEXT OF THIS DOCUMENT SHOULD BE READ BY PROSPECTIVE INVESTORS. YOUR ATTENTION IS SPECIFICALLY DRAWN TO THE DISCUSSION OF CERTAIN RISKS AND OTHER FACTORS THAT SHOULD BE CONSIDERED IN CONNECTION WITH AN INVESTMENT IN THE ORDINARY SHARES, AS SET OUT IN THE SECTION ENTITLED "RISK FACTORS" BEGINNING ON PAGE 10 OF THIS DOCUMENT.

The Directors, whose names appear on page 26, and the Company accept responsibility for the information contained in this Document. To the best of the knowledge of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this Document is in accordance with the facts and contains no omission likely to affect its import.

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# Cleeve Capital Plc

(incorporated in England and Wales under the company number 9223439)

Placing of 107,833,333 New Ordinary Shares of £0.01 each at a placing price of £0.03 per New Ordinary Share and admission to the Official List of 128,833,333 Ordinary Shares of £0.01 each (by way of a Standard Listing under Chapter 14 of the Listing Rules) and to trading on the London Stock Exchange's main market for listed securities

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This Document does not constitute an offer to sell or an invitation to subscribe for, or the solicitation of an offer or invitation to buy or subscribe for, Ordinary Shares in any jurisdiction where such an offer or solicitation is unlawful or would impose any unfulfilled registration, publication or approval requirements on the Company.

The Ordinary Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state or other jurisdiction of the United States or under applicable securities laws of Australia, Canada or Japan. Subject to certain exceptions, the Ordinary Shares may not be, offered, sold, resold, transferred or distributed, directly or indirectly, within, into or in the United States or to or for the account or benefit of persons in the United States, Australia, Canada, Japan or any other jurisdiction where such offer or sale would violate the relevant securities laws of such jurisdiction.

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

Application will be made for the Ordinary Shares to be admitted to a Standard Listing on the Official List. A Standard Listing will afford investors in the Company a lower level of regulatory protection than that afforded to investors in companies with Premium Listings on the Official List, which are subject to additional obligations under the Listing Rules.

It should be noted that the UK Listing Authority will not have authority to (and will not) monitor the Company's compliance with any of the Listing Rules and/or any provision of the Model Code which the Company has indicated herein that it intends to comply with on a voluntary basis, nor to impose sanctions in respect of any failure by the Company to so comply.

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## SUMMARY

*Summaries are made up of disclosure requirements known as “Elements”. These elements are numbered in Sections A - E (A.1 - E.7).*

*This summary contains all the Elements required to be included in a summary for this type of securities and Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.*

*Even though an Element may be required to be inserted in the summary because of the type of securities and Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of “not applicable”.*

### SECTION A—INTRODUCTION AND WARNINGS

#### A.1. Warning to investors

This summary should be read as an introduction to this Document.

Any decision to invest in the Ordinary Shares should be based on consideration of this Document as a whole by the investor.

Where a claim relating to the information contained in this Document is brought before a court the plaintiff Investor might, under the national legislation of the EEA States, have to bear the costs of translating this Document before legal proceedings are initiated.

Civil liability attaches only to those persons who have tabled this summary including any translation thereof but only if this summary is misleading, inaccurate or inconsistent when read together with the other parts of this Document or it does not provide, when read together with the other parts of this Document, key information in order to aid investors when considering whether to invest in such securities.

#### A.2. Consent for intermediaries

Not applicable; there will be no resale or final placement of securities by financial intermediaries.

### SECTION B—ISSUER

#### B.1. Legal and commercial name

The legal and commercial name of the issuer is Cleeve Capital Plc.

#### B.2. Domicile / Legal form / Legislation / Country of incorporation

The Company was incorporated and registered in England and Wales on 17 September 2014 as a private limited company and re-registered on 20 November 2014 as a public limited company.

#### B.3. Current operations / Principal activities and markets

##### Introduction

The Company has been formed to undertake an acquisition of a target company or business. The Company does not have any specific acquisition under consideration and does not expect to engage in substantive negotiations with any target company or business until after Admission. There is no specific expected target value for the Acquisition and the Company expects that any funds not used in connection with the Acquisition will be used for future acquisitions, internal or external growth and expansion, and working capital in relation to the acquired company or business.

Following completion of the Acquisition, the objective of the Company will be to operate the acquired business and implement an operating strategy with a view to generating value for its shareholders through operational improvements as well as potentially through additional complementary acquisitions following the Acquisition. Following the Acquisition, the Company intends to seek re-admission of the enlarged group to listing on the Official List and trading on the London Stock Exchange or admission to another stock exchange.

The Company's efforts in identifying a prospective target company or business will not be limited to a particular industry or geographic region, but the Directors intend to focus on the TMT sector.

The Company has not engaged or retained any agent or other representative to identify or locate any suitable Acquisition candidate, to conduct any research or take any measures, directly or indirectly, to locate or contact a target company or business. To date, the Company's efforts have been limited to organisational activities as well as activities related to the Placing. The Company may subsequently seek to raise further capital for purposes of the Acquisition.

Unless required by applicable law or other regulatory process, no Shareholder approval will be sought by the Company in relation to the Acquisition.

The Acquisition will be subject to Board approval. The determination of the Company's post-Acquisition strategy and whether any of the Directors will remain with the combined company and on what terms, will be made at or prior to the time of the Acquisition.

#### Failure to make the Acquisition

If the Acquisition has not been announced by 31 December 2015, the Board will recommend to Shareholders that the Company continue to pursue an Acquisition for a further 12 months from the first anniversary of Admission or that the Company be wound up (in order to return capital to Shareholders to the extent assets are available). The Board's recommendation will then be put to a Shareholder vote (from which the Directors will abstain).

#### Business strategy and execution

The Directors intend to focus on the TMT sector, but will not exclude any company with growth potential in any other sector.

#### B.4. Significant trends

Not applicable; the Company has not yet commenced business. There are no known trends affecting the Company and the industries in which it will operate.

#### B.5. Group structure

Not applicable; the Company is not part of a group.

#### B.6. Major shareholders

As at 16 December 2014 (being the latest practicable date prior to publication of this Document), the following Shareholders had a notifiable interest in the issued shares of the Company:

Shareholder	No. of Ordinary Shares	Percentage of issued ordinary share capital
Rodger Sargent	5,250,000	25.0
Chesterfield Capital Limited	2,500,000	11.9
Catalyst Corporate Consultants Limited	2,500,000	11.9
Adrian Beeston	2,500,000	11.9
Simon McGivern	1,500,000	7.14
Robert Proctor	1,250,000	5.95
Candy Ventures S.a.r.l	1,250,000	5.95
Chris Akers	1,000,000	4.76
Russell Backhouse	1,000,000	4.76
Tim Webb	750,000	3.57
Henry Turcan	750,000	3.57
Reef Securities Limited	750,000	3.57

B.7. Selected historical key financial information

The Company was incorporated on 17 September 2014 and the following balance sheet was drawn up at 30 November 2014. The Company has not yet commenced business.

**Balance Sheet as at 30 November 2014**

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## Assets

## Current Assets

Cash at bank	193,770
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TOTAL ASSETS	193,730
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## EQUITY AND LIABILITIES

Called up Capital	200,000
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Profit and loss account	(6,270)
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TOTAL EQUITY AND LIABILITIES	193,730
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**Statement of changes in equity for the period from incorporation to 30 November 2014**

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At beginning of period	-
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Loss for the period	(6,270)
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Issue of share capital	200,000
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At end of period	193,730
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**Statement of cash flows for the period from incorporation to 30 November 2014**

Cash flows from operating activities	(6,270)
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Cash flows from investing activities	-
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Cash flow from financing activities	200,000
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Net increase in cash and cash equivalents	193,730
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Cash and cash equivalents at beginning of period	-
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Cash and cash equivalents at end of period	193,730
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There has been no significant change in the financial condition or operating results of the Company since 30 November 2014.

B.8. Selected key pro forma financial information

If the Placing and Admission had taken place on 30 November 2014 (being the date as at which the financial information contained in “Part VII—Financial Information on the Company” is presented), the net assets of the Company would have been increased by £3,384,989 (due to the receipt of the Net Proceeds).

B.9. Profit forecast or estimate

Not applicable; no profit forecast or estimate is made.

B.10. Qualified audit report

Not applicable; there are no qualifications in the accountant’s report on the historical financial information.

B.11. Insufficient working capital

Not applicable; the Company’s working capital, taking into account the Net Proceeds, is sufficient for its present requirements, that is for at least the 12 months from the date of this Document.

## SECTION C—SECURITIES

C.1. Description of the type and the class of the securities being offered

Each prospective Investor will be offered one New Ordinary Share of £0.01 in exchange for every £0.03 invested. The Ordinary Shares will be registered with ISIN number GB00BT6SRD21 and SEDOL number BT6SRD2.

C.2. Currency of the securities issue

The currency of the securities issue is Pounds Sterling.

C.3. Issued share capital

21,000,000 Ordinary Shares have been issued at the date of this Document.

C.4. Rights attached to the securities

Shareholders will have the right to receive notice of and to attend and vote at any meetings of members. Each Shareholder entitled to attend and being present in person or by proxy at a meeting will, upon a show of hands, have one vote and upon a poll each such Shareholder present in person or by proxy will have one vote for each Ordinary Share held by him.

In the case of joint holders of an Ordinary Share, if two or more persons hold an Ordinary Share jointly each of them may be present in person or by proxy at a meeting of members and may speak as a member, and if one or more joint holders are present at a meeting of members, in person or by proxy, they must vote as one.

The pre-emption rights contained in the Articles (whether to issue equity securities or sell them from treasury) have been waived, (i) for the purposes of, or in connection with, the Placing, (ii) for the purposes of, or in connection with, the Acquisition (including in respect of consideration payable for the Acquisition) or in connection with the restructuring or refinancing of any debt or other financial obligation relating to the Acquisition (whether assumed or entered into by the Company or owed or guaranteed by any company or entity acquired), (iii) generally for such purposes as the Directors may think fit, an aggregate amount not exceeding 200 per cent. of the aggregate value of Ordinary Shares in issue (as at the close of the first Business Day following Admission) and (iv) for the purposes of issues of securities offered to Shareholders on a pro rata basis. Otherwise, Shareholders will have pre-emption rights which will generally apply in respect of future share issues for cash. No pre-emption rights exist in respect of future share issues wholly or partly other than for cash.

Subject to the Companies Act, on a winding-up of the Company the assets of the Company available for distribution shall be distributed, provided there are sufficient assets available, first to the holders of Ordinary Shares in an amount up to £0.01 per share in respect of each fully paid up Ordinary Share. If, following these distributions to holders of Ordinary Shares there are any assets of the Company still available, they shall be distributed to the holders of Ordinary Shares pro rata to the number of such fully paid up Ordinary Shares held (by each holder as the case may be) relative to the total number of issued and fully paid up Ordinary Shares.

C.5. Restrictions on transferability

Subject to the terms of the Articles, any Shareholder may transfer all or any of his certificated Ordinary Shares by a stock transfer form. The Directors shall have power to implement and/or approve any arrangements they may, in their absolute discretion, think fit in relation to the evidencing of title to and transfer of interests in Ordinary Shares in the Company in uncertificated form.

C.6. Application for admission to trading on a regulated market

Application has been made for the Ordinary Shares to be admitted to a Standard Listing on the Official List and to trading on the London Stock Exchange's main market for listed securities. It is expected that Admission will become effective and that unconditional dealings will commence at 8.00 a.m. on 19 December 2014.

C.7. Dividend policy

The Company intends to pay dividends on the Ordinary Shares following the Acquisition at such times (if any) and in such amounts (if any) as the Board determines appropriate. The Company's current intention is to retain any earnings for use in its business operations, and the Company does not anticipate declaring any dividends in the foreseeable future. The Company will only pay dividends to the extent that to do so is in accordance with the Companies Act and all other applicable laws.

## SECTION D—RISKS

D.1 Key information on the key risks that are specific to the issuer or its industry

*Business Strategy*

- The Company is a newly formed entity with no operating history and has not yet identified any potential target company or business for the Acquisition.
- The Company may acquire either less than whole voting control of, or less than a controlling equity interest in, a target, which may limit its operational strategies.
- The Company may be unable to complete the Acquisition in a timely manner or at all or to fund the operations of the target business if it does not obtain additional funding following completion of the Acquisition.

*The Company's relationship with the Directors and the Founders, and conflicts of interest*

- The Company is dependent on the Founders to identify potential acquisition opportunities and to execute the Acquisition and the loss of the services of the Founders could materially adversely affect it.
- The Directors may allocate a portion of their time to other businesses leading to the potential for conflicts of interest in their determination as to how much time to devote to the Company's affairs.
- One of the Directors, Rodger Sargent, is a director of Mithril Capital Plc, another special purpose acquisition company proposing to obtain a standard listing at the same time as the Company. However, Mithril Capital will focus on the natural resources sector.

D.3 Key information on the key risks that are specific to the securities

*The Ordinary Shares*

- The proposed Standard Listing of the Ordinary Shares will not afford Shareholders the opportunity to vote to approve the Acquisition.
- A suspension of the Company's Ordinary Shares, as a result of the FCA determining that there is insufficient information in the market about the Acquisition or the target, would materially reduce liquidity in such shares, which may affect an Investor's ability to realise some or all of its investment and/or the price at which such Investor can effect such realisation. In the event of such suspension, the value of the Investors' shareholdings may be materially reduced.
- It may be necessary for the Company to apply for readmission of the Company's Ordinary Shares following completion of the reverse takeover. A cancellation of the listing of the Company's Ordinary Shares by the FCA would prevent the Company from raising equity finance on the public market, or to carry out a further acquisition using share consideration, restricting its business activities and resulting in incurring unnecessary costs.

SECTION E—OFFER

E.1 Total net proceeds / expenses

The Net Proceeds are approximately £3,384,989. The total expenses incurred (or to be incurred) by the Company in connection with Admission, the Placing and the incorporation (and initial capitalisation) of the Company are approximately £80,011.

E.2a Reasons for the offer and use of proceeds

The Company has been formed to undertake an acquisition of a target company or business. There is no specific expected target value and the Company expects that any funds not used in connection with the Acquisition will be used for future acquisitions, internal or external growth and expansion, and working capital in relation to the acquired company or business. The Company intends to use shares as consideration for the Acquisition.

Following completion of the Acquisition, the objective of the Company is expected to be to operate the acquired business and implement an operating strategy with a view to generating value for its shareholders.

Prior to completing the Acquisition, the Net Proceeds will be held in the bank account of the Company held with SG Hambros or such money market fund instruments as approved by the Directors and will be used for general corporate purposes, including paying the expenses of the Placing, and the Company's ongoing costs and expenses, including directors' fees, due diligence costs and other costs of sourcing, reviewing and pursuing the Acquisition.

The Company's primary intention is to use the Net Proceeds to enable it to evaluate potential Acquisition targets and to pay professional fees (i.e. due diligence, legal fees, accountants fees) in relation to the Acquisition, which may include additional complementary acquisitions following the Acquisition. Following the Acquisition, the Company intends to seek re-admission of the enlarged group to listing on the Official List and trading on the London Stock Exchange or admission to another stock exchange.

E.3 Terms and conditions of the offer

Each prospective Investor will be offered New Ordinary Shares of £0.01 at a placing price of £0.03 per New Ordinary Share.

The Directors have received irrevocable undertakings from potential Investors to subscribe for (and will be allotted) 107,833,333 Ordinary Shares in aggregate at the Placing Price. The undertakings are unconditional and may not be withdrawn other than a failure of the Company to achieve Admission.

The Founders have agreed to certain conflict of interest procedures in connection with the identification of suitable acquisition targets for the Company.

E.4 Material interests

Not applicable; there is no interest that is material to the issue/offer.

E.5 Selling Shareholders / Lock-up agreements

Not applicable; no person or entity is offering to sell the relevant securities.

Each of the Directors have agreed that they shall not, offer, sell, contract to sell, pledge or otherwise dispose of any of the Ordinary Shares issued and allotted pursuant to the capitalisation of their respective £15,000 directors' fee, for 12 months from Admission, except in limited circumstances.

The restrictions on the ability of the Directors and the Founders to transfer their Ordinary Shares, are subject to certain usual and customary exceptions and exceptions for: transfers for estate planning purposes; transfers to trusts (including any direct or indirect wholly-owned subsidiary of such trusts) for the benefit of the Directors or their families; transfers to affiliates or direct or indirect equity holders, transfers to any direct or indirect subsidiary of the Company, a target company or shareholders of a target company in connection with an Acquisition, provided that in each of the foregoing cases, transfers of any Ordinary Shares acquired after the date of Admission in an open-market transaction, or the acceptance of, or provision of, an irrevocable undertaking to accept, a general offer made to all Shareholders on equal terms; after the Acquisition, transfers to satisfy certain tax liabilities in connection with, or as a result of transactions related to, completion of the Acquisition.

E.6 Dilution

Not applicable; there is no immediate dilution resulting from the offer in respect of the New Ordinary Shares.

Not applicable; there is no subscription offer to existing equity holders.

E.7 Expenses charged to investors

Not applicable; no expenses will be charged to the investors.

## RISK FACTORS

*Investment in the Company and the Ordinary Shares carries a significant degree of risk, including risks in relation to the Company's business strategy, potential conflicts of interest, risks relating to taxation and risks relating to the Ordinary Shares.*

*Prospective investors should note that the risks relating to the Company, its industry and the Ordinary Shares summarised in the section of this document headed "Summary" are the risks that the Directors believe to be the most essential to an assessment by a prospective investor of whether to consider an investment in the Ordinary Shares. However, as the risks which the Company faces relate to events and depend on circumstances that may or may not occur in the future, prospective investors should consider not only the information on the key risks summarised in the section of this document headed "Summary" but also, among other things, the risks and uncertainties described below.*

*The risks referred to below are those risks the Company and the Directors consider to be the material risks relating to the Company. However, there may be additional risks that the Company and the Directors do not currently consider to be material or of which the Company and the Directors are not currently aware that may adversely affect the Company's business, financial condition, results of operations or prospects. Investors should review this Document carefully and in its entirety and consult with their professional advisers before acquiring any Ordinary Shares. If any of the risks referred to in this Document were to occur, the results of operations, financial condition and prospects of the Company could be materially adversely affected. If that were to be the case, the trading price of the Ordinary Shares and/or the level of dividends or distributions (if any) received from the Ordinary Shares could decline significantly. Further, Investors could lose all or part of their investment.*

### **RISKS RELATING TO THE COMPANY'S BUSINESS STRATEGY**

***The Company is a newly formed entity with no operating history and has not yet identified any potential target company or business for the Acquisition***

The Company is a newly formed entity with no operating results and it will not commence operations prior to obtaining the Net Proceeds. The Company lacks an operating history, and therefore, Investors have no basis on which to evaluate the Company's ability to achieve its objective of identifying, acquiring and operating a company or business. Currently, there are no plans, arrangements or understandings with any prospective target company or business regarding the Acquisition and the Company may acquire a target company or business that does not meet the Company's stated acquisition criteria. The Company will not generate any revenues from operations unless it completes the Acquisition.

Although the Company will seek to evaluate the risks inherent in a particular target business (including the industries and geographic regions in which it operates), it cannot offer any assurance that it will make a proper discovery or assessment of all of the significant risks. Furthermore, no assurance may be made that an investment in Ordinary Shares will ultimately prove to be more favourable to Investors than a direct investment, if such opportunity were available, in any target company or business. Because the Company does not expect that Shareholder approval will be required in connection with the Acquisition, investors will be relying on the Company's and the Founders' ability to identify potential targets, evaluate their merits, conduct or monitor diligence and conduct negotiations.

***There is no assurance that the Company will identify suitable acquisition opportunities in a timely manner or at all which could result in a loss on your investment***

The success of the Company's business strategy is dependent on its ability to identify sufficient suitable acquisition opportunities. The Company cannot estimate how long it will take to identify suitable acquisition opportunities or whether it will be able to identify any suitable acquisition opportunities at all within one year after the date of Admission. If the Company fails to complete a proposed acquisition (for example, because it has been outbid by a competitor) it may be left with substantial unrecovered transaction costs, potentially including fees, legal costs, accounting costs, due diligence or other expenses. Furthermore, even if an agreement is reached relating to a proposed acquisition, the Company may fail to complete such acquisition for reasons beyond its control. Any such event will result in a loss to the Company of the related costs incurred, which could materially adversely affect subsequent attempts to identify and acquire another target business.

In the event that the Acquisition has not been announced by 31 December 2015, the Board will ask Shareholders to approve to continue pursuing the Acquisition for a further year or the liquidation and dissolution of the Company and distribution of the remaining assets of the Company to Shareholders. In such circumstances, there can be no assurance as to the particular amount or value of the remaining assets at such future time of any such distribution either as a result of costs from an unsuccessful Acquisition or from other factors, including disputes or legal claims which the Company is required to pay out, the cost of the liquidation and dissolution process, applicable tax liabilities or amounts due to third party creditors. Upon

distribution of assets on a liquidation, such costs and expenses will result in Investors receiving less than the initial subscription price of £0.03 per Ordinary Share and Investors who acquired Ordinary Shares after Admission potentially receiving less than they invested.

***The Company may consider a potential target company or business which operates within the TMT sector which could expose the Company to TMT sector-specific risks***

If the Company does decide to pursue a target company or business which operates within the TMT sector, the success of the business following the Acquisition may depend on the proposed target company's exposure to TMT sector-specific risks. If TMT is the key focus of the proposed target company, it is possible that the market in which the company operates may be characterised by fast moving technological change, failure of technology to define its promised functionality, legal challenges to proprietary technology, the emergence of competing technologies and rapid changes to market requirements. The future success of the business following the Acquisition will depend on its ability to adapt quickly to such threats.

It is possible that the business of the target company may involve reliance on third parties to assist in the delivery of components or services required for the products of the proposed target company or reliance on specialised facilities suitable in order to develop and test its technology. Absence of those facilities for any material period may adversely impact the operations following the Acquisition. If the business requires specialised facilities, it may mean that alternative or replacement facilities may not be available immediately or at all.

If the target company faced delays in meeting deadlines or facilities were unavailable for a significant period of time, it could have a material adverse effect on the business, financial condition, results of operations and prospects going forward.

***The Company intends to use shares as consideration for the Acquisition***

The Company intends to issue Ordinary Shares (and not cash) as consideration for the Acquisition. There is no guarantee that consideration shares will be an attractive offer for the shareholders of any company or business which the Company identifies as a suitable acquisition opportunity. If the Company fails to identify a target company which is willing to accept share consideration, it may have to raise additional cash funds (or, if the circumstances require, use debt financing) and may be left with substantial unrecovered transaction costs, potentially including fees, legal costs, accounting costs, due diligence or other expenses.

***Even if the Company completes the Acquisition, there is no assurance that any operating improvements will be successful or, that they will be effective in increasing the valuation of any business acquired***

Following the Acquisition the Company will endeavour to generate shareholder value through capital adequacy, operational improvements, economies of scale and through an acquisition programme. However, there can be no assurance that the Company will be able to propose and implement effective operational improvements for any company or business which the Company acquires. In addition, even if the Company completes the Acquisition, general economic and market conditions or other factors outside the Company's control could make the Company's operating strategies difficult or impossible to implement. Any failure to implement these operational improvements successfully and/or the failure of these operational improvements to deliver the anticipated benefits could have a material adverse effect on the Company's results of operations and financial condition.

***The Company may face significant competition for acquisition opportunities***

There may be significant competition in some or all of the acquisition opportunities that the Company may explore. Such competition may for example come from strategic buyers, sovereign wealth funds, other special purpose acquisition companies and public and private investment funds many of which are well established and have extensive experience in identifying and completing acquisitions. A number of these competitors may possess greater technical, financial, human and other resources than the Company. The Company cannot assure Investors that it will be successful against such competition. Such competition may cause the Company to be unsuccessful in executing an Acquisition or may result in a successful Acquisition being made at a significantly higher price than would otherwise have been the case.

***Any due diligence by the Company in connection with the Acquisition may not reveal all relevant considerations or liabilities of the target business, which could have a material adverse effect on the Company's financial condition or results of operations***

The Company intends to conduct such due diligence as it deems reasonably practicable and appropriate based on the facts and circumstances applicable to any potential acquisition. The objective of the due diligence process will be to identify material issues which might affect the decision to proceed with any one particular acquisition target or the consideration payable for an acquisition. The Company also intends to use information revealed during the due diligence process to

formulate its business and operational planning for, and its valuation of, any target company or business. Whilst conducting due diligence and assessing a potential acquisition, the Company will rely on publicly available information, if any, information provided by the relevant target company to the extent such company is willing or able to provide such information and, in some circumstances, third party investigations.

There can be no assurance that the due diligence undertaken with respect to a potential acquisition will reveal all relevant facts that may be necessary to evaluate such acquisition including the determination of the price the Company may pay for an acquisition target, or to formulate a business strategy. Furthermore, the information provided during due diligence may be incomplete, inadequate or inaccurate. As part of the due diligence process, the Company will also make subjective judgments regarding the results of operations, financial condition and prospects of a potential opportunity. If the due diligence investigation fails to correctly identify material issues and liabilities that may be present in a target company or business, or if the Company considers such material risks to be commercially acceptable relative to the opportunity, and the Company proceeds with an acquisition, the Company may subsequently incur substantial impairment charges or other losses. In addition, following the Acquisition, the Company may be subject to significant, previously undisclosed liabilities of the acquired business that were not identified during due diligence and which could contribute to poor operational performance, undermine any attempt to restructure the acquired company or business in line with the Company's business plan and have a material adverse effect on the Company's financial condition and results of operations.

***If the Company acquires less than either the whole voting control of, or less than the entire equity interest in, a target company or business, its decision-making authority to implement its plans may be limited and third party minority shareholders may dispute the Company's strategy***

The Company intends to acquire a controlling interest in a single target company or business. Although the Company (or its successor) may acquire the whole voting control of a target company or business, it may consider acquiring a controlling interest constituting less than the whole voting control or less than the entire equity interest of that target company or business if such opportunity is attractive or where the Company (or its successor) would acquire sufficient influence to implement its strategy. If the Company acquires either less than the whole voting control of, or less than the entire equity interest in, a target company or business, the remaining ownership interest will be held by third parties. Accordingly, the Company's decision-making authority may be limited. Such acquisition may also involve the risk that such third parties may become insolvent or unable or unwilling to fund additional investments in the target. Such third parties may also have interests which are inconsistent or conflict with the Company's interests, or they may obstruct the Company's strategy for the target or propose an alternative strategy. Any third party's interests may be contrary to the Company's interests. In addition, disputes among the Company and any such third parties could result in litigation or arbitration. Any of these events could impair the Company's objectives and strategy, which could have a material adverse effect on the continued development or growth of the acquired company or business.

***The Company may be unable to complete the Acquisition or to fund the operations of the target business if it does not obtain additional funding***

Although the Company has not identified a prospective target company or business and cannot currently predict the amount of additional capital that may be required, once an Acquisition has been made, if the target is not sufficiently cost generative, further funds may need to be raised.

If, following the Acquisition, the Company's cash reserves are insufficient, the Company will likely be required to seek additional equity or debt financing. The Company may not receive sufficient support from its existing Shareholders to raise additional equity, and new equity investors may be unwilling to invest on terms that are favourable to the Company, or at all. Lenders may be unwilling to extend debt financing to the Company on attractive terms, or at all. To the extent that additional equity or debt financing is necessary to complete the Acquisition and remains unavailable or only available on terms that are unacceptable to the Company, the Company may be compelled either to restructure or abandon the Acquisition, or proceed with the Acquisition on less favourable terms, which may reduce the Company's return on the investment.

Even if additional financing is unnecessary to complete the Acquisition, the Company may subsequently require equity or debt financing to implement operational improvements in the acquired business. The failure to secure additional financing or to secure such additional financing on terms acceptable to the Company could have a material adverse effect on the continued development or growth of the acquired business.

***The pre-emption rights contained in the Articles have been disapplied for Shareholders in respect of the issuance of equity securities to facilitate the Acquisition and in certain other circumstances and the Company may issue shares or convertible debt securities or incur substantial indebtedness to complete the Acquisition, which may dilute the interests of Shareholders or present other risks, including a decline in post-acquisition operating results due to increased interest expense or an adverse effect on liquidity as a result of acceleration of its indebtedness***

The pre-emption rights contained in the Articles have been disapplied for Shareholders (i) for the purposes of, or in connection with, the Placing; (ii) for the purposes of, or in connection with, the Acquisition or in connection with the restructuring of any debt or other financial obligation relating to the Acquisition (whether assumed or entered into by the Company or owed or guaranteed by any company or entity acquired); (iii) generally for such purposes as the Directors may think fit, an aggregate amount not exceeding 200 per cent. of the aggregate value of Ordinary Shares in issue (as at the close of the first Business Day following Admission) and (iv) for the purposes of the issue of securities offered (by way of a rights issue, open offer or otherwise) to existing holders of Ordinary Shares, in proportion (as nearly as may be) to their existing holdings of Ordinary Shares up to an amount equal to the aggregate value of the Ordinary Shares in issue as at the close of the first Business Day following Admission but subject to the Directors having a right to make such exclusions or other arrangements in connection with the offering as they deem necessary or expedient: (A) to deal with equity securities representing fractional entitlements and (B) to deal with legal or practical problems in the laws of any territory, or the requirements of any regulatory body.

Any issuance of Ordinary Shares, preferred shares or convertible debt securities may:

- significantly dilute the value of the Ordinary Shares held by existing Shareholders;
- cause a Change of Control if a substantial number of Ordinary Shares are issued, which may, among other things, result in the resignation or removal of one or more of the Directors;
- in certain circumstances, have the effect of delaying or preventing a Change of Control;
- subordinate the rights of holders of Ordinary Shares if preferred shares are issued with rights senior to those of Ordinary Shares; or
- adversely affect the market prices of the Company's Ordinary Shares.

Where Ordinary Shares, preferred shares or convertible debt securities are issued as consideration for the Acquisition, existing Shareholders will have no pre-emptive rights with regard to the securities that are issued. The issuance of such Ordinary Shares, preferred shares or convertible debt securities is likely to materially dilute the value of the Ordinary Shares held by existing Shareholders. Where a target company has an existing large shareholder, an issue of Ordinary Shares, preferred shares or convertible debt securities as consideration may result in such shareholder subsequently holding a significant or majority stake in the Company, which may, in turn, enable it to exert significant influence over the Company (to a greater or lesser extent depending on the size of its holding) and could lead to a Change of Control.

Although the Company intends to use share consideration in relation to the Acquisition, the Company may choose to finance all or a portion of the Acquisition with debt financing. Whilst the Company does not envisage incurring substantial indebtedness in relation to the Acquisition, if this were to be the case, substantial indebtedness could result in:

- default and foreclosure on the Company's assets, if its cash flow from operations were insufficient to pay its debt obligations as they become due;
- acceleration of its obligation to repay indebtedness, even if it has made all payments when due, if it breaches, without a waiver, covenants that require the maintenance of financial ratios or reserves or impose operating restrictions;
- a demand for immediate payment of all principal and accrued interest, if any, if the indebtedness is payable on demand; or
- an inability to obtain additional financing, if any indebtedness incurred contains covenants restricting its ability to incur additional indebtedness.

The occurrence of any or a combination of these factors could decrease an Investor's ownership interests in the Company or have a material adverse effect on its financial condition and results of operations.

***The Acquisition may result in adverse tax, regulatory or other consequences for Shareholders which may differ for individual Shareholders depending on their status and residence***

As no Acquisition target has yet been identified, it is possible that any acquisition structure determined necessary by the Company to consummate the Acquisition may have adverse tax, regulatory or other consequences for Shareholders which may differ for individual Shareholders depending on their individual status and residence.

***The Company may be unable to hire or retain personnel required to support the Company after the Acquisition***

Following completion of the Acquisition, the Company will evaluate the personnel of the acquired business and may determine that it requires increased support to operate and manage the acquired business in accordance with the Company's overall business strategy. There can be no assurance that existing personnel of the acquired business will be adequate or qualified to carry out the Company's strategy, or that the Company will be able to hire or retain experienced, qualified employees to carry out the Company's strategy.

***The Company will be subject to restrictions in offering its Ordinary Shares as consideration for the Acquisition in certain jurisdictions and may have to provide alternative consideration, which may have an adverse effect on its operations***

The Company may offer its Ordinary Shares or other securities as part of the consideration to fund, or in connection with, the Acquisition. However, certain jurisdictions may restrict the Company's use of its Ordinary Shares or other securities for this purpose, which could result in the Company needing to use alternative sources of consideration. Such restrictions may limit the Company's available acquisition opportunities or make a certain acquisition more costly.

If the Company were to implement the Acquisition by way of a takeover offer for a target, subject to the City Code, a derogation granted by the Takeover Panel would be required to implement such consideration structure under the City Code. There can be no assurance that the Takeover Panel would grant such a derogation. This need to comply with the City Code in a takeover offer may adversely impact the Company's ability to implement the most efficient structure for acquiring a target company or business.

***If the Acquisition is completed, the Company will be a holding company whose principal source of operating cash will be income received from the business it has acquired***

If the Acquisition is completed, the Company will be dependent on the income generated by the acquired business to meet the Company's expenses and operating cash requirements. The amount of distributions and dividends, if any, which may be paid from any operating subsidiary to the Company will depend on many factors, including such subsidiary's results of operations and financial condition, limits on dividends under applicable law, its constitutional documents, documents governing any indebtedness of the Company, and other factors which may be outside the control of the Company. If the acquired business is unable to generate sufficient cash flow, the Company may be unable to pay its expenses or make distributions and dividends on the Ordinary Shares.

***The Company expects to acquire a controlling interest in a single company or business which will increase the risk of loss associated with underperforming assets***

The Company expects that if the Acquisition is completed, its business risk will be concentrated in a single company or business unless or until any additional acquisitions are made. A consequence of this is that returns for Shareholders may be adversely affected if growth in the value of the acquired business is not achieved or if value of the acquired business or any of its material assets subsequently are written down. Accordingly, Investors should be aware that the risk of investing in the Company could be greater than investing in an entity which owns or operates a range of businesses and businesses in a range of sectors. The Company's future performance and ability to achieve positive returns for Shareholders will therefore be solely dependent on the subsequent performance of the acquired business. There can be no assurance that the Company will be able to propose effective operational and restructuring strategies for any company or business which the Company acquires and, to the extent that such strategies are proposed, there can be no assurance they will be implemented effectively.

***The Company may be subject to foreign investment and exchange risks***

The Company's functional and presentational currency is sterling. As a result, the Company's consolidated financial statements will carry the Company's assets in sterling. Any business the Company acquires may denominate its financial information in a currency other than sterling, conduct operations or make sales in currencies other than sterling. When consolidating a business that has functional currencies other than sterling, the Company will be required to translate, inter alia, the balance sheet and operational results of such business into sterling. Due to the foregoing, changes in exchange rates

between sterling and other currencies could lead to significant changes in the Company's reported financial results from period to period. Among the factors that may affect currency values are trade balances, levels of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political or regulatory developments. Although the Company may seek to manage its foreign exchange exposure, including by active use of hedging and derivative instruments, there is no assurance that such arrangements will be entered into or available at all times when the Company wishes to use them or that they will be sufficient to cover the risk.

***The Company has not identified any particular geographic regions in which it will seek to acquire a target company or business and may be subject to risks particular to one or more countries in which it ultimately operates, which could negatively impact its operations***

The Company's efforts in identifying a prospective target company or business are not limited to a particular industry or geographic region. The Company may therefore acquire a target company or business in, or with substantial operations in, a number of jurisdictions, any of which may expose it to considerations or risks associated with companies operating in such jurisdictions, including but not limited to: regulatory and political uncertainty; tariffs, trade barriers and regulations related to customs and import/export matters; international tax issues, such as tax law changes and variations in tax laws; cultural and language differences; rules and regulations on currency conversion or corporate withholding taxes on individuals; currency fluctuations and exchange controls; employment regulations; crime, strikes, riots, civil disturbances, terrorist attacks and wars; and deterioration of relevant political relations. Any exposure to such risks due to the countries in which the Company operates following the Acquisition could negatively impact the Company's operations.

***The Company's risk management policies and procedures may prove inadequate following an Acquisition***

The policies and procedure for managing market, regulatory and operational risk that may be utilised by the Company following an Acquisition may prove ineffective. Some of the Company's methods for managing risk may be based upon observations of historical market behaviour, and statistical techniques are applied to these observations to arrive at quantifications of its potential risk exposures. However, these methods may not accurately quantify the Company's risk exposures, especially in situations that cannot be identified based on its historical data. In particular, if the Company enter new lines of business, historical data may be incomplete. Following the global financial and economic crisis, models and techniques used to predict future conditions, behaviours and valuations have become less effective. As additional information becomes available, additional provisions may need to be made. If circumstances arise whereby the Company did not identify, anticipate or correctly evaluate certain risks in developing its statistical models, losses could be greater than the maximum losses envisaged under its risk management system. In addition, certain risks may not be accurately quantified by risk management systems. Material deficiencies in risk management or other internal control policies or procedures may result in significant market, regulatory or operational risk, which may in turn have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

***The Company may be subject to regulatory compliance risk***

Following the Acquisition, the Company will be subject to the rules applicable to the target company or business which it acquires. Non-compliance with such regulations could lead to fines, public reprimands, damage to reputation, increased prudential requirements, enforced suspension of operations or, in extreme cases, withdrawal of authorisations to operate.

Any future regulatory changes may potentially restrict the operations of the Company following an acquisition in such industry, impose increased compliance and regulatory capital costs, reduce investment returns or increase associated fees, increase corporate governance/ supervision costs, reduce the competitiveness of any business of the Company, reduce the ability of the Company to hire and retain key personnel or impose restrictions on whether individuals may be appointed or retained as directors of the Company and impose other restrictions and obligations which could adversely affect the Company's profitability.

In addition, it remains uncertain to what extent the existing more rigorous regulatory climate will impact financial institutions. Areas where changes could have an impact, other than those highlighted above, include:

- the monetary, interest rate and other policies of central banks and regulatory authorities;
- changes in government or regulatory policies that may significantly influence investor decisions in particular markets in which the Company may have operations;
- changes in the regulatory requirements, for example, rules designed to promote financial stability and increase depositor protection;

- changes in competition and pricing environments;
- developments in the financial reporting environment;
- new financial transaction related or other taxes;
- financial stability measures, fiscal budget controls, exchange controls and controls on the international movement of capital; and
- expropriation, nationalisation, confiscation of assets and changes in legislation relating to foreign ownership.

Regulations to which the Company may be subject may also be interpreted or applied differently than in the past, which could have an adverse effect on the Company's business, financial condition, results of operations and/or prospects.

## **RISKS RELATING TO THE ORDINARY SHARES**

### ***The proposed Standard Listing of the Ordinary will afford Investors a lower level of regulatory protection than a Premium Listing***

Application will be made for the Ordinary Shares to be admitted to a Standard Listing on the Official List. A Standard Listing will afford Investors in the Company a lower level of regulatory protection than that afforded to investors in a company with a Premium Listing, which is subject to additional obligations under the Listing Rules.

Further details regarding the differences in the protections afforded by a Premium Listing as against a Standard Listing are set out in the section entitled "Consequences of a Standard Listing" on page 21.

### ***The Company may be unable to transfer to a Premium Listing or other appropriate stock market following the Acquisition***

The Company is not currently eligible for a Premium Listing under Chapter 6 of the Listing Rules. Upon completion of an Acquisition, the Directors may seek to transfer from a Standard Listing to either a Premium Listing or other appropriate stock market, based on the track record of the company or business it acquires, subject to fulfilling the relevant eligibility criteria at the time. There can be no guarantee that the Company will meet such eligibility criteria or that a transfer to a Premium Listing or other appropriate stock market will be achieved. For example, such eligibility criteria may not be met, due to the circumstances and internal control systems of the acquired business or if the Company acquires less than a controlling interest in the target. In addition there may be a delay, which could be significant, between the completion of the Acquisition and the date upon which the Company is able to seek or achieve a Premium Listing or a listing on another stock exchange.

If the Company does not achieve a Premium Listing or the Directors decide to maintain the Standard Listing, the Company will not be obliged to comply with the higher standards of corporate governance or other requirements which it would be subject to upon achieving a Premium Listing and, for as long as the Company continues to have a Standard Listing, it will be required to continue to comply with the lesser standards applicable to a company with a Standard Listing. This would mean that the Company could be operating a substantial business but would not need to comply with such higher standards as a Premium Listing provides.

Further details regarding the differences in the protections afforded by a Premium Listing as against a Standard Listing are set out in the section entitled "Consequences of a Standard Listing" on page 21.

### ***If the Company proposes making an acquisition and the FCA determines that there is insufficient information in the market about the Acquisition or the target, the Company's Ordinary Shares may be suspended from listing, which will reduce liquidity in the Ordinary Shares, potentially for a significant period of time, and may adversely affect the price at which a Shareholder can sell them***

The Acquisition, if it occurs, will be treated as a reverse takeover (within the meaning given to that term in the Listing Rules).

Generally, when a reverse takeover is announced or leaked, there will be insufficient publicly available information in the market about the proposed transaction and the listed company will be unable to assess accurately its financial position and inform the market appropriately. In this case, the FCA will often consider that suspension of the listing of the listed company's securities will be appropriate. The London Stock Exchange will suspend the trading in the listed company's securities if the listing of such securities has been suspended. However, if the FCA is satisfied that there is sufficient publicly

available information about the proposed transaction it may agree with the listed company that a suspension is not required. The FCA will generally be satisfied that a suspension is not required in the following circumstances: (i) the target company is admitted to listing on a regulated market or another exchange where the disclosure requirements in relation to financial information and inside information are not materially different than the disclosure requirements under the Disclosure and Transparency Rules; or (ii) the issuer is able to fill any information gap at the time of announcing the terms of the transaction, including the disclosure of relevant financial information in relation to the target and a description of the target.

If information regarding a significant proposed transaction were to leak to the market, or the Board considered that there were good reasons for announcing the transaction at a time when it was unable to provide the market with sufficient information regarding the impact of the Acquisition on its financial position, the Ordinary Shares may be suspended. Any such suspension would be likely to continue until sufficient financial information on the transaction was made public. Depending on the nature of the transaction (or proposed transaction) and the stage at which it is leaked or announced, it may take a substantial period of time to compile the relevant information, particularly where the target does not have financial or other information readily available which is comparable with the information a listed company would be expected to provide under the Disclosure and Transparency Rules and the Listing Rules (for example, where the target business is not itself already subject to a public disclosure regime), and the period during which the Ordinary Shares would be suspended may therefore be significant.

A suspension of the listing of the Company's Ordinary Shares would materially reduce liquidity in such shares which may affect an Investor's ability to realise some or all of its investment and/or the price at which such Investor can effect such realisation.

***On completion of a reverse takeover, the FCA will seek to cancel the listing of the Company's Ordinary Shares and they may not be readmitted to trading thereafter***

The Listing Rules provide that the FCA will generally seek to cancel the listing of a listed company's securities when it completes a reverse takeover. In such circumstances, the Company may seek the re-admission to listing either simultaneously with completion of any such acquisition or as soon thereafter as is possible but there is no guarantee that such re-admission would be granted by the FCA.

A cancellation of the listing of the Company's Ordinary Shares would materially reduce liquidity in such shares which may affect an Investor's ability to realise some or all of its investment and/or the price at which such Investor can effect such realisation. There is unlikely to be a market for shares where their listing has been cancelled and if a reverse takeover were to occur but the Company's Ordinary Shares were not readmitted, the Company would not be able raise any equity or debt financing on the public market, or carry out a further acquisition using listed share consideration, which would restrict its business activities and particularly result in incurring unnecessary costs.

***There is currently no market for the Ordinary Shares, notwithstanding the Company's intention to be admitted to trading on the London Stock Exchange. A market for the Ordinary Shares may not develop, which would adversely affect the liquidity and price of the Ordinary Shares***

There is currently no market for the Ordinary Shares. Therefore, Investors cannot benefit from information about prior market history when making their decision to invest. The price of the Ordinary Shares after the Placing also can vary due to a number of factors, including but not limited to, general economic conditions and forecasts, the Company's general business condition and the release of its financial reports. Although the Company's current intention is that its securities should continue to trade on the London Stock Exchange, it cannot assure you that it will always do so. In addition, an active trading market for the Ordinary Shares may not develop or, if developed, may not be maintained. Investors may be unable to sell their Ordinary Shares unless a market can be established and maintained, and if the Company subsequently obtains a listing on an exchange in addition to, or in lieu of, the London Stock Exchange, the level of liquidity of the Ordinary Shares may decline.

***Investors may not be able to realise returns on their investment in Ordinary Shares within a period that they would consider to be reasonable***

Investments in Ordinary Shares may be relatively illiquid. There may be a limited number of Shareholders and this factor, together with the number of Ordinary Shares to be issued pursuant to the Placing, may contribute both to infrequent trading in the Ordinary Shares on the London Stock Exchange and to volatile Ordinary Share price movements. Investors should not expect that they will necessarily be able to realise their investment in Ordinary Shares within a period that they would regard as reasonable. Accordingly, the Ordinary Shares may not be suitable for short-term investment. Admission should not be taken as implying that there will be an active trading market for the Ordinary Shares. Even if an active trading market develops, the market price for the Ordinary Shares may fall below the Placing Price.

***Dividend payments on the Ordinary Shares are not guaranteed and the Company does not intend to pay dividends prior to the Acquisition***

To the extent the Company intends to pay dividends on the Ordinary Shares, it will pay such dividends following (but not before) the Acquisition, at such times (if any) and in such amounts (if any) as the Board determines appropriate and in accordance with applicable law, but expects to be principally reliant upon dividends received on shares held by it in any operating subsidiaries in order to do so. Payments of such dividends will be dependent on the availability of any dividends or other distributions from such subsidiaries. The Company can therefore give no assurance that it will be able to pay dividends going forward or as to the amount of such dividends, if any.

**RISKS RELATING TO THE COMPANY'S RELATIONSHIP WITH THE DIRECTORS AND THE FOUNDERS AND CONFLICTS OF INTEREST**

***The Company is dependent upon the Founders and the Board to identify potential acquisition opportunities and to execute the Acquisition and the loss of the services of the Founders or any Directors could materially adversely affect it***

The Company is dependent upon the Founders and the Directors to identify potential acquisition opportunities and to execute the Acquisition. None of the Founders, nor any of the Directors are required to commit any specified amount of time to the Company's affairs and, accordingly, they may have conflicts of interest in allocating time among their business activities. The Company does not have an employment agreement with, or key-man insurance on the lives of the Founders or the Directors. The unexpected loss of the services of the Founders and/or the Directors could have a material adverse effect on the Company's ability to identify potential acquisition opportunities and to execute the Acquisition. The Founders are also the founders of Mithril Capital (see below).

***The Directors will allocate their time to other businesses leading to potential conflicts of interest in their determination as to how much time to devote to the Company's affairs, which could have a negative impact on the Company's ability to complete the Acquisition***

None of the Directors are required to commit their full time or any specified amount of time to the Company's affairs, which could create a conflict of interest when allocating their time between the Company's operations and their other commitments. The Company does not intend to have any executive officers or full time employees prior to the completion of the Acquisition. The Directors are engaged in other business endeavours and are not obligated to devote any specific number of hours to the Company's affairs. If the Directors' other business affairs require them to devote more substantial amounts of time to such affairs, it could limit their ability to devote time to the Company's affairs and could have a negative impact on the Company's ability to consummate the Acquisition.

***The Directors are currently affiliated and may in the future become affiliated with, or otherwise have financial interests in, entities engaged in business activities similar to those intended to be conducted by the Company and may have conflicts of interest in allocating their time and business opportunities, and the Directors and certain of their affiliates are required to provide certain affiliated companies with a right of first review of certain acquisition opportunities***

Each of the Directors has, is currently or may in the future become affiliated with or have financial interests in entities, including certain special purpose acquisition companies, engaged in business activities similar to those intended to be conducted by the Company. In particular, Rodger Sargent is a director of Mithril Capital, a special purpose acquisition company seeking a standard listing at the same time as the Company and focusing on the natural resources sector.

In addition, the Directors may become aware of business opportunities that may be appropriate for presentation to the Company. In such instances they may decide to present these business opportunities to other entities with which they are or may be affiliated, in addition to, or instead of, presenting them to the Company. Due to these existing or future affiliations, the Directors may have fiduciary obligations to present potential acquisition opportunities to those entities prior to presenting them to the Company which could cause additional conflicts of interest. In connection with Mithril Capital, Rodger Sargent will introduce any Acquisition opportunities in the natural resources sector first to them and introduce Acquisition opportunities in the TMT sector first to the Company.

The Company cannot assure you that the Founders or any of the Company's Directors will not become involved in one or more other business opportunities that would present conflicts of interest in the time they allocate to the Company. In addition, the conflict of interest procedures described above may require or allow the Founders and certain of their affiliates to present certain acquisition opportunities to other companies before they may present them to the Company and may make it more difficult for the Company to identify a suitable target business and to complete the Acquisition.

***One or more Director may negotiate employment or consulting agreements with a target company or business in connection with the Acquisition. These agreements may provide for such Directors to receive compensation following the Acquisition and as a result, may cause them to have conflicts of interest in determining whether a particular acquisition is the most advantageous for the Company***

The Directors may negotiate to remain with the Company after the completion of the Acquisition on the condition that the target company or business asks the Directors to continue to serve on the board of directors of the combined entity. Such negotiations would take place simultaneously with the negotiation of the Acquisition and could provide for such individuals to receive compensation in the form of cash payments and/or the securities in exchange for services they would render to it after the completion of the Acquisition. The personal and financial interests of such Directors may influence their decisions in identifying and selecting a target company or business. Although the Company believes the ability of such individuals to negotiate individual agreements will not be a significant determining factor in the decision to proceed with an acquisition, there is a risk that such individual considerations will give rise to a conflict of interest on the part of the Directors in their decision to proceed with an acquisition. The determination as to whether any of the Directors will remain with the combined company and on what terms will be made at or prior to the time of the Acquisition.

***The Founders may in the future enter into related party transactions with the Company, which may give rise to conflicts of interest between the Company and the Founders or the Directors***

The Founders and one or more of their affiliates may in the future enter into other agreements with the Company that are not currently under contemplation. While the Company will not enter into any related party transaction without the approval of a majority of the Directors, it is possible that the entering into of such an agreement might raise conflicts of interest between the Company and the Founders or the Directors.

***Historical results of prior investments made by, or businesses associated with, the Founders and their affiliates may not be indicative of future performance of an investment in the Company***

Investors are directed to the information set out the descriptions of the Founders in “Part II—The Founders”. The information set out therein is presented for illustrative purposes only and Investors are cautioned that historical results of prior investments made by, or businesses associated with, the Founders and their affiliates may not be indicative of the future performance of an investment in the Company or the returns the Company will, or is likely to, generate going forward.

## **RISKS RELATING TO TAXATION**

***Changes in tax law and practice may reduce any net returns for Investors***

The tax treatment of shareholders of the Company, any special purpose vehicle that the Company may establish and any company which the Company may acquire are all subject to changes in tax laws or practices in England and Wales or any other relevant jurisdiction. Any change may reduce any net return derived by Investors from a shareholding in the Company.

***There can be no assurance that the Company will be able to make returns for Shareholders in a tax-efficient manner***

It is intended that the Company will structure the Group, including any company or business acquired in the Acquisition, to maximise returns for Shareholders in as fiscally efficient a manner as is practicable. The Company has made certain assumptions regarding taxation. However, if these assumptions are not correct, taxes may be imposed with respect to the Company’s assets, or the Company may be subject to tax on its income, profits, gains or distributions (either on a liquidation and dissolution or otherwise) in a particular jurisdiction or jurisdictions in excess of taxes that were anticipated. This could alter the post-tax returns for Shareholders (or Shareholders in certain jurisdictions). The level of return for Shareholders may also be adversely affected. Any change in laws or tax authority practices could also adversely affect any post-tax returns of capital to Shareholders or payments of dividends (if any, which the Company does not envisage the payment of, at least in the short to medium term). In addition, the Company may incur costs in taking steps to mitigate any such adverse effect on the post-tax returns for Shareholders.

## CONSEQUENCES OF A STANDARD LISTING

Application will be made for the Ordinary Shares to be admitted to listing on the Official List pursuant to Chapter 14 of the Listing Rules, which sets out the requirements for Standard Listings. Listing Principles 1 and 2 (but not 3 to 6) as set out in Chapter 7 of the Listing Rules also apply to the Company, and the Company complies with such Listing Principles.

However, while the Company has a Standard Listing, it is not required to comply with the provisions of, among other things:

- Chapter 8 of the Listing Rules regarding the appointment of a sponsor to guide the Company in understanding and meeting its responsibilities under the Listing Rules in connection with certain matters. The Company has not and does not intend to appoint such a sponsor in connection with the Placing and Admission;
- Chapter 10 of the Listing Rules relating to significant transactions. It should be noted therefore that the Acquisition will not require Shareholder consent, even if Ordinary Shares are being issued as consideration for the Acquisition;
- Chapter 11 of the Listing Rules regarding related party transactions. Nevertheless, the Company will not enter into any transaction which would constitute a “related party transaction” as defined in Chapter 11 of the Listing Rules without the specific prior approval of a majority of the Non-Founder Directors;
- Chapter 12 of the Listing Rules regarding purchases by the Company of its Ordinary Shares. In particular, the Company has not adopted a policy consistent with the provisions of Listing Rules 12.4.1 and 12.4.2. Until the Acquisition the Company will have unlimited authority to purchase Ordinary Shares; and
- Chapter 13 of the Listing Rules regarding the form and content of circulars to be sent to Shareholders.

The Company is not currently eligible for a Premium Listing under Chapter 6 of the Listing Rules. Following the Acquisition, the Directors intend to seek to transfer from a Standard Listing to either a Premium Listing or other appropriate stock market, based on the track record of the Company or business it acquires (although there can be no guarantee that the Company will fulfil the relevant eligibility criteria at the time and that a transfer to a Premium Listing or other appropriate stock market, will be achieved). Alternatively, it may determine to seek re-admission to a Standard Listing, subject to eligibility criteria. If a transfer to a Premium Listing is possible (and there can be no guarantee that it will be) and the Company decides to transfer to a Premium Listing, the various Listing Rules highlighted above as rules with which the Company is not required to comply will become mandatory and the Company will comply with the continuing obligations contained within the Listing Rules (and the Disclosure and Transparency Rules) in the same manner as any other company with a Premium Listing.

It should be noted that the UK Listing Authority will not have the authority to (and will not) monitor the Company’s compliance with any of the Listing Rules which the Company has indicated herein that it intends to comply with on a voluntary basis, nor to impose sanctions in respect of any failure by the Company so to comply.

## IMPORTANT INFORMATION

In deciding whether or not to invest in New Ordinary Shares, prospective Investors should rely only on the information contained in this Document. No person has been authorised to give any information or make any representations other than as contained in this Document and, if given or made, such information or representations must not be relied on as having been authorised by the Company or the Directors. Without prejudice to the Company's obligations under the FSMA, the Prospectus Rules, Listing Rules and Disclosure and Transparency Rules, neither the delivery of this Document nor any subscription made under this Document shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this Document or that the information contained herein is correct as at any time after its date.

Prospective Investors must not treat the contents of this Document or any subsequent communications from the Company or the Directors or any of their respective affiliates, officers, directors, employees or agents as advice relating to legal, taxation, accounting, regulatory, investment or any other matters.

The section headed "Summary" should be read as an introduction to this Document. Any decision to invest in the Ordinary Shares should be based on consideration of this Document as a whole by the Investor. In particular, Investors must read the section headed "Section D—Risks" of the Summary together with the risks set out in the section headed "Risk Factors" beginning on page 10 of this Document.

This Document does not constitute, and may not be used for the purposes of, an offer to sell or an invitation or the solicitation of an offer or invitation to subscribe for or buy, any Ordinary Shares by any person in any jurisdiction: (i) in which such offer or invitation is not authorised; (ii) in which the person making such offer or invitation is not qualified to do so; or (iii) in which, or to any person to whom, it is unlawful to make such offer, solicitation or invitation. The distribution of this Document and the offering of the Ordinary Shares in certain jurisdictions may be restricted. Accordingly, persons outside the United Kingdom who obtain possession of this document are required by the Company or the Directors to inform themselves about, and to observe any restrictions as to the offer or sale of Ordinary Shares and the distribution of, this Document under the laws and regulations of any territory in connection with any applications for Ordinary Shares, including obtaining any requisite governmental or other consent and observing any other formality prescribed in such territory. No action has been taken or will be taken in any jurisdiction by the Company, the Directors, or the Founders that would permit a public offering of the Ordinary Shares in any jurisdiction where action for that purpose is required, nor has any such action been taken with respect to the possession or distribution of this Document other than in any jurisdiction where action for that purpose is required. Neither the Company nor the Directors accepts any responsibility for any violation of any of these restrictions by any other person.

The Ordinary Shares have not been and will not be registered under the Securities Act, or under any relevant securities laws of any state or other jurisdiction in the United States, or under the applicable securities laws of Australia, Canada or Japan. Subject to certain exceptions, the Ordinary Shares may not be, offered, sold, resold, reoffered, pledged, transferred, distributed or delivered, directly or indirectly, within, into or in the United States, Australia, Canada or Japan or to any national, resident or citizen of Australia, Canada or Japan.

The Ordinary Shares have not been approved or disapproved by the SEC, any federal or state securities commission in the United States or any other regulatory authority in the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Ordinary Shares or confirmed the accuracy or determined the adequacy of the information contained in this Document. Any representation to the contrary is a criminal offence in the United States.

Investors may be required to bear the financial risk of an investment in the Ordinary Shares for an indefinite period. The Ordinary Shares are not transferable except in compliance with the restrictions described in "Part X—Notices to Investors".

### **Selling and transfer restrictions**

Prospective Investors should consider (to the extent relevant to them) the notices to residents of various countries set out in "Part X—Notices to Investors".

### **Investment considerations**

In making an investment decision, prospective Investors must rely on their own examination, analysis and enquiry of the Company, this Document and the terms of the Placing, including the merits and risks involved. The contents of this Document are not to be construed as advice relating to legal, financial, taxation, investment decisions or any other matter. Prospective Investors should inform themselves as to:

- the legal requirements within their own countries for the purchase, holding, transfer or other disposal of the Ordinary Shares;
- any foreign exchange restrictions applicable to the purchase, holding, transfer or other disposal of the Ordinary Shares which they might encounter; and
- the income and other tax consequences which may apply in their own countries as a result of the purchase, holding, transfer or other disposal of the Ordinary Shares or distributions by the Company, either on a liquidation and distribution or otherwise. Prospective Investors must rely upon their own representatives, including their own legal advisers and accountants, as to legal, tax, investment or any other related matters concerning the Company and an investment therein.

An investment in the Company should be regarded as a long-term investment. There can be no assurance that the Company's objective will be achieved.

It should be remembered that the price of the Ordinary Shares, and any income from such Ordinary Shares, can go down as well as up.

This Document should be read in its entirety before making any investment in the Ordinary Shares. All Shareholders are entitled to the benefit of, are bound by, and are deemed to have notice of, the provisions of the Articles of Association of the Company, which Investors should review.

### **Forward-looking statements**

This Document includes statements that are, or may be deemed to be, "forward-looking statements". In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including the terms "targets", "believes", "estimates", "anticipates", "expects", "intends", "may", "will", "should" or, in each case, their negative or other variations or comparable terminology. They appear in a number of places throughout the Document and include statements regarding the intentions, beliefs or current expectations of the Company and the Board of Directors concerning, among other things: (i) the Company's objective, acquisition and financing strategies, results of operations, financial condition, capital resources, prospects, capital appreciation of the Ordinary Shares and dividends; and (ii) future deal flow and implementation of active management strategies, including with regard to the Acquisition. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. The Company's actual performance, results of operations, financial condition, distributions to shareholders and the development of its financing strategies may differ materially from the forward-looking statements contained in this Document. In addition, even if the Company's actual performance, results of operations, financial condition, distributions to shareholders and the development of its financing strategies are consistent with the forward-looking statements contained in this Document, those results or developments may not be indicative of results or developments in subsequent periods. Important factors that may cause these differences include, but are not limited to:

- the Company's ability to identify suitable acquisition opportunities or the Company's success in completing an Acquisition;
- the Company's ability to ascertain the merits or risks of the operations of a target company or business;
- the Company's ability to deploy the Net Proceeds on a timely basis;
- the availability and cost of equity or debt capital for future transactions;
- currency exchange rate fluctuations, as well as the success of the Company's hedging strategies in relation to such fluctuations (if such strategies are in fact used); and
- legislative and/or regulatory changes, including changes in taxation regimes.

Prospective Investors should carefully review the "Risk Factors" section of this Document for a discussion of additional factors that could cause the Company's actual results to differ materially, before making an investment decision. For the

avoidance of doubt, nothing in this paragraph constitutes a qualification of the working capital statement contained in paragraph 10 of “Part IX —Additional Information”.

Forward-looking statements contained in this Document apply only as at the date of this Document. Subject to any obligations under the Listing Rules, the Disclosure and Transparency Rules and the Prospectus Rules, the Company undertakes no obligation publicly to update or review any forward-looking statement, whether as a result of new information, future developments or otherwise.

#### **Currency presentation**

Unless otherwise indicated, all references to “British pound sterling”, “sterling”, “£” or “pounds” are to the lawful currency of the U.K.

#### **No incorporation of website**

The contents of any website of the Company or any other person do not form part of this Document.

#### **Definitions**

A list of defined terms used in this Document is set out in “Part XI—Definitions” beginning at page 66.

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2014

Publication of this Document	16 December
Results of Placing announced	by 7.00 a.m. on 19 December
Admission and commencement of unconditional dealings in Ordinary Shares	8.00 a.m. on 19 December
Crediting of Ordinary Shares to CREST Accounts	19 December
Share certificates dispatched	Week commencing 22 December

All references to time in this Document are to London time unless otherwise stated.

Total number of New Ordinary Shares in the Placing	107,833,333
Total number of Ordinary Shares in issue following the Placing and Admission	128,833,333
Placing Price per New Ordinary Share	£0.03
Estimated Net Proceeds receivable by the Company	Approximately £3,384,989

## DEALING CODES

The dealing codes for the Ordinary Shares will be as follows:

ISIN	GB00BT6SRD21
SEDOL	BT6SRD2
TIDM	CLEE

## DIRECTORS, AGENTS AND ADVISERS

Directors (all non-executive)	Simon McGivern Rodger Sargent
Administrator to the Company and Company Secretary	Peter Redmond
Registered Office	6 New Street Square London EC4A 3LX
Auditors and Reporting Accountants	Haysmacintyre 26 Red Lion Square London WC1R 4AG
Registrar	Share Registrars Limited Suite E First Floor 9 Lion & Lamb Yard Farnham Surrey GU9 7LL
Legal advisers to the Company as to English law	Charles Russell Speechlys LLP 6 New Street Square London EC4A 3LX

## PART I

### THE COMPANY'S STRATEGY

#### **Introduction**

The Company was incorporated on 17 September 2014 in accordance with the laws of England and Wales as a private company limited by shares and re-registered as a public limited company on 20 November 2014.

On Admission, the Company will be authorised to issue one class of share (the Ordinary Shares). It is intended that the Ordinary Shares will be admitted by the FCA to a Standard Listing on the Official List in accordance with Chapter 14 of the Listing Rules and to trading on the London Stock Exchange's main market for listed securities.

The Founders consider that a listing on the main market may attract greater opportunities, both from the perspective of Investors, who may not be willing or able to invest in a company whose shares are listed on a different securities exchange, and from the perspective of the target company, which may only consider accepting share consideration as part of the Acquisition, from a company admitted to the Official List.

#### **Company objective**

The Company has been formed to undertake an acquisition of a target company or business. The Company does not have any specific acquisition under consideration and does not expect to engage in substantive negotiations with any target company or business until after Admission. There is no specific expected target value for the Acquisition and the Company expects that any funds not used for the Acquisition will be used for future acquisitions, internal or external growth and expansion, and working capital in relation to the acquired company or business.

Following completion of the Acquisition, the objective of the Company will be to operate the acquired business and implement an operating strategy with a view to generating value for its Shareholders through operational improvements as well as potentially through additional complementary acquisitions following the Acquisition. Following the Acquisition, the Company intends to seek re-admission of the enlarged group to listing on the Official List and trading on the London Stock Exchange or admission to another stock exchange.

The Company's efforts in identifying a prospective target company or business will not be limited to a particular industry or geographic region. The Founders and the Board have extensive experience in sourcing and executing transactions in numerous sectors such as financial services, natural resources and technology. Generally the Company would prefer to acquire a business with above average growth prospects. In assessing potential targets, the Board will consider whether and how they can generate shareholder value post-Acquisition through raising new capital through the enlarged listed entity, operational improvement, economics of scale and through "bolt on" acquisitions.

The Company has not engaged or retained any agent or other representative to identify or locate any suitable Acquisition candidate, to conduct any research or take any measures, directly or indirectly, to locate or contact a target company or business. To date, the Company's efforts have been limited to organisational activities as well as activities related to the Placing. The Company may subsequently seek to raise further capital to fund the working capital requirements of the Company following the Acquisition.

Unless required by applicable law or other regulatory process, no Shareholder approval will be sought by the Company in relation to the Acquisition.

#### **Business strategy and execution**

The Directors intend to focus on Acquisition opportunities within the TMT sector but will consider any investments that generate value for shareholders across any sectors.

The Board will undertake in depth market analysis in a number of areas initially within the TMT sector using the Directors' experience and knowledge. Once a suitable target has been identified and a structure and valuation negotiated and agreed, financial and legal due diligence will be undertaken using professional advisers. If this process is successful, the acquisition will complete. Consideration is likely to be a combination of shares and cash.

## Capital and returns management

The Company expects to raise gross proceeds of £3,435,000 from the Placing, including the Founder Proceeds and the Intermediate Placee Proceeds. The Directors believe that, following the Acquisition, further equity capital raisings may be required by the Company for working capital purposes as the Company pursues its objectives going forward. Given that the anticipated operating costs of the Company will be minimal, the Company does not envisage that further funding will be required in the first 12 months or prior to the Acquisition. It is intended that the Acquisition will be undertaken by way of share consideration which will leave cash available for working capital purposes. However, whether a further equity raising will be required and the amount of such raising will depend on the nature of the acquisition opportunities which arise and the form of consideration the Company uses to make the Acquisition and cannot be determined at this time.

The pre-emption rights contained in the Articles (whether to issue equity securities or sell them from treasury) have been waived, subject to Admission, (i) for the purposes of or in connection with the Placing, (ii) for the purposes of or in connection with the Acquisition or in connection with the restructuring of any debt or other financial obligation relating to the Acquisition (whether assumed or entered into by the Company or owed or guaranteed by any company or entity acquired), (iii) generally for such purposes as the Directors may think fit, an aggregate amount not exceeding 200 per cent. of the aggregate value of Ordinary Shares in issue (as at the close of the first Business Day following Admission) and (iv) for the purposes of issues of securities offered to existing holders of Ordinary Shares on a pro rata basis. Otherwise, Shareholders will have pre-emption rights which will generally apply in respect of future issues of Ordinary Shares for cash. No pre-emption rights exist in respect of future share issues wholly or partly other than for cash. See paragraph 4.1(e) of “Part IX—Additional Information” for further details.

The Company expects that any returns for Shareholders would derive primarily from capital appreciation of the Ordinary Shares and any dividends paid pursuant to the Company’s dividend policy set out below in this Part I.

If the Acquisition has not been announced by 31 December 2015, the Board will recommend to Shareholders either that the Company continue to pursue the Acquisition for a further year, or that the Company be wound up (in order to return capital to Shareholders, to the extent assets are available). The Board’s recommendation will then be put to a Shareholder vote (from which the Directors will abstain). In the event that the Company is wound up, any capital available for distribution will be returned to Shareholders in accordance with the Articles. A Special Resolution of Members, requiring not less than 75 per cent. of the votes cast, is required to voluntarily wind-up the Company unless (i) the Board proposes such resolution following the first anniversary of Admission in accordance with the Articles, in which case a Resolution of Members is required, or (ii) the Directors determine by a Resolution of Directors that the Company should be wound up at any time after an Acquisition has been completed and when the Directors reasonably conclude that the Company is or will become a Dormant Company.

To the extent an Acquisition has been completed by a subsidiary or other entity established by the Company for the purposes of the Acquisition and the Directors reasonably conclude that the Company is or will become a Dormant Company, the Board may approve the winding up of the Company without Shareholder approval.

## Dividend policy

The Company intends to pay dividends on the Ordinary Shares following the Acquisition at such times (if any) and in such amounts (if any) as the Board determines appropriate in its absolute discretion. The Company’s current intention is to retain any earnings for use in its business operations, and the Company does not anticipate declaring any dividends in the foreseeable future. The Company will only pay dividends to the extent that to do so is in accordance with all applicable laws.

## Corporate governance

In order to implement its business strategy, the Company has adopted a corporate governance structure more fully outlined in “Part II - The Founders” and “Part III - The Company, its Board and the Acquisition Structure”. The key features of its structure are:

- a wholly non-executive Board with at least two Independent Non-Executive Directors. The Board, including the Independent Non-Executive Directors, is knowledgeable and experienced and has extensive experience of making acquisitions such as the Acquisition;
- the Articles contain express provisions relating to conflicts of interest in line with the Companies Act;

- consistent with the rules applicable to companies with a Standard Listing, unless required by law or other regulatory process, Shareholder approval is not required in order for the Company to complete the Acquisition. The Company will, however, be required to obtain the approval of the Board of Directors, before it may complete the Acquisition;
- the Board intends to comply, so far as it is practicable for a special purpose acquisition vehicle, with certain Main Principles of the UK Corporate Governance Code (as set out in more detail in “Part III—The Company, its Board and the Acquisition Structure”) and will voluntarily adopt the Model Code. Compliance with the provisions of the Model Code is being undertaken on a voluntary basis, and the FCA will not have the authority to monitor the Company’s voluntary compliance with the Model Code or to impose sanctions in respect of any breaches; and
- following the Acquisition, the Company may seek to transfer from a Standard Listing to either a Premium Listing or other appropriate stock market, based on the track record of the Company or business it acquires (although there can be no guarantee that the Company will fulfil the relevant eligibility criteria at the time and that a transfer to a Premium Listing or other appropriate stock market, will be achieved). If the Company is successful in obtaining a Premium Listing, further rules will apply to the Company under the Listing Rules and Disclosure and Transparency Rules and the Company will be obliged to comply with the Model Code and to comply or explain any derogation from the UK Corporate Governance Code. In addition to, or in lieu of, a Premium Listing, the Company may determine to seek a listing on another stock exchange or seek re-admission to a Standard Listing.

## PART II

### THE FOUNDERS

#### **Introduction**

The Directors believe that the Founders, together with the Board, comprise a knowledgeable and experienced group of professionals with extensive experience of making international acquisitions and operational improvement. The Directors further believe that the Founders' track record, demonstrate their ability to source, structure and complete acquisitions, return value to investors and introduce and complete operational improvements to companies. The Founders will bring their extensive experience, skills and expertise to bear, initially in sourcing, evaluating, structuring and executing the Acquisition.

#### **The Founders**

The Directors believe that the Company, through the Founders, has a team of highly qualified and experienced professionals with extensive operational, technological and financial expertise to enable the Company to fulfil its objective.

Details of the Founders are set out below.

#### ***Adrian Richard Thorpe Beeston***

Adrian founded Thorpe-Beeston Investments Ltd ("TBIL") in 2002. TBIL specializes in the financing and structuring of small to medium size businesses, and the floatation of these companies on the American Stock Exchange, AIM Exchange and TSX Venture Exchange. Previous to this, Adrian was at Altium Capital, a major pan-European corporate finance house, where he focused primarily on the raising of private equity. Adrian has worked extensively in small to mid size businesses, financing and working with over 20 companies in the last 5 years. Other work has included implementation of corporate structure, human resources planning, corporate governance policies and providing finance once these cornerstones of a business are in place.

#### ***Rodger David Sargent***

Rodger Sargent has been the founder and finance director of a number of quoted and private companies over the past fifteen years, including Sports Internet Group Plc, Hydrodec Group Plc, Audio Boom Group Plc and Litebulb Group Limited. He previously ran the family office of Betfair founder, Andrew Black. He qualified as a chartered accountant with PriceWaterhouse Cooper, London in 1996.

#### ***Peter Redmond (through Catalyst Corporate Consultants Limited)***

Peter Redmond is a corporate financier with some 30 years' experience in corporate finance and venture capital. He has acted on and assisted a wide range of companies to attain a listing over many years, on the Unlisted Securities Market, the Full List and AIM, whether by IPO or in many cases via reversals, across a wide range of sectors, ranging from technology through financial services to natural resources and, in recent years has done so as a director of the companies concerned. Reverse transactions on which he has acted include natural resources companies, Weatherly International PLC and IGas Resources PLC.

#### ***Geoffrey Dart (through Chesterfield Capital Limited)***

Geoffrey Dart is a merchant banker with over 35 years of experience of fund raising and listing transactions. In 1990 he was appointed to the board of Harrell Hospitality Inc, a hotel management and development company, after he structured and completed its reverse takeover by a US-listed shell company. In 2003, as chairman of Energy Technique Plc (a Main Market company) Geoffrey oversaw the re-structuring and re-capitalisation of the company. Also in 2003, as a founder and an executive director of London and Boston Investments Plc (an AIM-listed company), Geoffrey was responsible for M&A activity for the company. In 2010, Geoffrey joined the board of Hayward Tyler Limited, the specialist pump manufacturer and after raising equity and debt funding, completed the Main Market listing of the company and thereafter took on particular responsibility for the group's Chinese operations and completed a successful re-structuring of those operations.

#### **Mithril Capital**

The Founders are also the founders of Mithril Capital, another special purpose acquisition company referred to on page 19.

**Founders' Commitment**

As at 16 December 2014 (being the latest practicable date prior to publication of this Document), the Founders held, in aggregate, 10,000,000 Ordinary Shares, which were issued at par. In addition, Rodger Sargent held a further 500,000 Ordinary Shares in respect of his Director's fee, as set out in paragraph headed "Directors' fees" of "Part III – The Company, It's Board and the Acquisition Structure."

## PART III

### THE COMPANY, ITS BOARD AND THE ACQUISITION STRUCTURE

#### **The Company**

The Company was incorporated on 17 September 2014 in accordance with the laws of England and Wales as a private company limited by shares and re-registered as a public limited company on 20 November 2014. Its share capital will, on Admission, consist of Ordinary Shares. It is intended that the Ordinary Shares will be admitted by the FCA to a Standard Listing on the Official List in accordance with Chapter 14 of the Listing Rules and to trading on the London Stock Exchange's main market for listed securities.

#### **The Directors**

The Directors, all of whom are non-executive, are listed below.

##### ***Simon McGivern***

Simon McGivern is the CEO of Litebulb Group Plc, an AIM listed consumer brands and solutions company, a position he has held since founding the company in 2008. During this time, apart from fulfilling his normal CEO duties, he has lead 6 acquisitions, the AIM listing of the company in 2010 and fundraisings of over £10 million. Prior to his position at Litebulb Group, he was CEO of Locca Tech Ltd, responsible for strategy and business development, and before this he was a fund manager at Panmure Gordon.

##### ***Rodger Sargent***

Rodger Sargent has been the founder and finance director of a number of quoted and private companies over the past fifteen years, including Sports Internet Group Plc, Hydrodec Group Plc, Audio Boom Group Plc and Litebulb Group Limited. He previously ran the family office of Betfair founder, Andrew Black. He qualified as a chartered accountant with PriceWaterhouse Cooper, London in 1996.

#### **Independence of the Board**

Rodger Sargent is also a Founder. However, the board consider Simon McGivern to be independent in character and judgment.

#### **Directors' fees**

Each of the Directors are entitled to receive a fee from the Company at a rate of £15,000 per annum or such rate as is subsequently determined by the Board in accordance with the Articles. The Company and the Directors have agreed to capitalise this annual fee for the first year of the appointment, by issuing and allotting to each of the Directors 500,000 Ordinary Shares at an issue price of £0.03 per ordinary share. The Directors will agree not to dispose of these shares for 12 months from Admission, except in limited circumstances. If any of the Directors cease to be a director of the Company in the 6 months following Admission or is otherwise a bad leaver, the Company will have the power to direct the sale of the Shares for the benefit of the Company.

#### **Strategic decisions**

##### ***Members and responsibility***

The Directors are responsible for carrying out the Company's objectives, implementing its business strategy and conducting its overall supervision. Acquisition, divestment and other strategic decisions will all be considered and determined by the Board.

The Board will provide leadership within a framework of prudent and effective controls. The Board will establish the corporate governance values of the Company and will have overall responsibility for setting the Company's strategic aims, defining the business plan and strategy and managing the financial and operational resources of the Company. Prior to the Acquisition, the Company will not have any executive officers or full-time employees.

No Shareholder approval will be sought by the Company in relation to the making of the Acquisition. The Acquisition will be subject to Board approval.

## **Conflicts of Interest**

Rodger Sargent is also a director of Mithril Capital, a special purpose acquisition company seeking a standard listing at around the same time as the Company and focusing on the natural resources sector. Any Acquisition opportunities that he originates in the natural resources sector will be offered first to Mithril Capital and any Acquisition opportunities that originate within the TMT sector shall be offered first to the Company.

## ***Frequency of meetings***

The Board will schedule quarterly meetings and will hold additional meetings as and when required. The expectation is that this will not result in more than four meetings of the Board each year.

## ***Corporate governance***

The Company will observe the requirements of the UK Corporate Governance Code. As at the date of this Document, the Company is, and at the date of Admission will be, in compliance with the UK Corporate Governance Code, save as set out below:

- Given the wholly non-executive composition of the Board, certain provisions of the UK Corporate Governance Code (in particular the provisions relating to the division of responsibilities between the Chairman and chief executive and executive compensation), are considered by the Board to be inapplicable to the Company. In addition, the Company does not comply with the requirements of the UK Corporate Governance Code in relation to the requirement to have a senior independent director.
- The UK Corporate Governance Code also recommends the submission of all directors for re-election at annual intervals. No Director will be required to submit for re-election until the first annual general meeting of the Company following the Acquisition.
- Until the Acquisition is made the Company will not have nomination, remuneration, audit or risk committees. The Board as a whole will instead review its size, structure and composition, the scale and structure of the Directors' fees (taking into account the interests of Shareholders and the performance of the Company) take responsibility for the appointment of auditors and payment of their audit fee, monitor and review the integrity of the Company's financial statements and take responsibility for any formal announcements on the Company's financial performance. Following the Acquisition the Board intends to put in place nomination, remuneration, audit and risk committees.

As at the date of this Document the Board has voluntarily adopted the Model Code for Directors' dealings contained in the Listing Rules of the UK Listing Authority. The Board will be responsible for taking all proper and reasonable steps to ensure compliance with the Model Code by the Directors. Compliance with the Model Code is being undertaken on a voluntary basis and the FCA will not have the authority to (and will not) monitor the Company's voluntary compliance with the Model Code, nor to impose sanctions in respect of any failure by the Company to so comply. In addition, the Company will take all proper and reasonable steps to ensure compliance by the Founders with the Model Code for dealings in the Ordinary Shares.

Following the Acquisition, the Directors intend to seek to transfer from a Standard Listing to either a Premium Listing or other appropriate stock market, based on the track record of the Company or business it acquires (although there can be no guarantee that the Company will fulfil the relevant eligibility criteria at the time and that a transfer to a Premium Listing or other appropriate stock market, will be achieved). However, in addition to or in lieu of a Premium Listing, the Company may determine to seek a listing on another stock exchange. Following such a Premium Listing, the Company would comply with the continuing obligations contained within the Listing Rules and the Disclosure and Transparency Rules in the same manner as any other company with a Premium Listing.

## **Acquisition structure**

The Acquisition may be made by the Company or a wholly-owned subsidiary of the Company, established as a special purpose vehicle to make the Acquisition. The details of the structure of the Acquisition will be determined once a target for the Acquisition has been identified.

## **Financial Adviser**

In anticipation of completion of the Acquisition, the Company intends to instruct a financial adviser to guide the Company in relation to corporate governance as the enlarged group.

**Other Agreements**

The Company has also entered into an agreement for the provision of registrar services, more fully described in “Part IX-Additional Information”.

## PART IV

### CONFLICTS

#### **Conflicts of interest**

##### ***General***

Potential areas for conflicts of interest in relation to the Company include:

- None of the Founders or the Directors are required to commit any specified amount of time to the Company's affairs and, accordingly, they may have conflicts of interest in allocating management time among various business activities.
- In the course of their other business activities, the Founders and the Directors may become aware of investment and business opportunities which may be appropriate for presentation to the Company as well as the other entities with which they are affiliated. They may have conflicts of interest in determining to which entity a particular business opportunity should be presented.
- The Founders and the Directors are or may in the future become affiliated with entities, including other special purpose acquisition vehicles, engaged in business activities similar to those intended to be conducted by the Company, which may include entities with a focus on target companies or businesses similar to those being sought by the Company. In particular, the Founders are also founders in Mithril Capital.
- The Directors may have a conflict of interest with respect to evaluating a particular acquisition opportunity if the retention or resignation of any of the Directors were included by a target company or business as a condition to any agreement with respect to the Acquisition.

Accordingly, as a result of these multiple business affiliations, each of the Directors may have similar legal obligations to present business opportunities to multiple entities. In addition, conflicts of interest may arise when the Board evaluates a particular business opportunity.

The Directors have, or may come to have, other fiduciary obligations, including to other companies on whose board of directors they presently sit or to other companies whose board of directors they may join in the future. To the extent that they identify business opportunities that may be suitable for the Company or other companies on whose board of directors they may sit, the Directors will honour any pre-existing fiduciary obligations ahead of their obligations to the Company. Accordingly, they may refrain from presenting certain opportunities to the Company that come to their attention in the performance of their duties as directors of such other entities unless the other companies have declined to accept such opportunities or clearly lack the resources to take advantage of such opportunities.

Additionally, the Founders and the Directors may become aware of business opportunities that may be appropriate for presentation to the Company as well as the other entities with which they are or may be affiliated.

##### ***Other conflict of interest limitations***

To further minimise potential conflicts of interest, in the event that the Company intends to acquire an entity that is an affiliate of any of the Directors or the Founders (for example, an entity of which any Director or Founder is a director or shareholder), such Director or Founder shall not take part in any aspect of the Acquisition. Notwithstanding the provisions of the Articles, such Director or Founder shall not vote on any board decisions in relation to the Acquisition (nor shall they form part of the quorum required for any such board meetings).

The Founders and the Directors are free to become affiliated with other entities engaged in similar business activities prior to its identifying and acquiring a target company or business.

Each of the Directors have agreed that if such person or entity becomes involved following this date of this Document and prior to the completion of the Acquisition with entities with similar acquisition criteria to the Company's, any potential opportunities that fit such criteria would first be presented to the Company.

## PART V

### THE PLACING

#### **Description of the Placing**

Under the Placing, 107,833,333 New Ordinary Shares are being made available to Investors at the Placing Price of £0.03 per New Ordinary Share, which is expected to raise gross proceeds of £3,235,000.

In advance of the Placing, the Founders held, in aggregate, 10,000,000 Ordinary Shares, issued at par, the Intermediate Placees held, in aggregate, 10,000,000 Ordinary Shares, issued at par and the Directors held, in aggregate, 1,000,000 Ordinary Shares issued at £0.03 per Ordinary Share in respect of their fee (see paragraph headed “Directors fees” of “Part III – The Company, Its Board and the Acquisition Structure”). Such Ordinary Shares will constitute 16.30 per cent. of the issued Ordinary Shares after the Placing.

The Directors have received irrevocable undertakings from potential Investors to subscribe for and will be allocated 107,833,333 Ordinary Shares in aggregate at the Placing Price. The undertakings are unconditional and may not be withdrawn other than on a failure by the Company to achieve Admission.

Applications under the Placing were required to be received no later than 5p.m. on 15 December 2014 (or such later time and/or date as the Company may agree).

The Placing is conditional, inter alia, on Admission having become effective on or before 8.00 a.m. on 16 January 2015 (or such later date as the Company may determine).

The Company intends to apply the Net Proceeds in pursuit of the objective set out in “Business Strategy and Execution” in “Part I— The Company’s Strategy”.

The Company intends to apply the Net Proceeds as described in the section entitled “Liquidity and capital resources” in “Part VI - Share capital, liquidity and capital resources and accounting policies”, in pursuit of the objective set out in “Company Objective” in “Part I - The Company’s Strategy”.

The Ordinary Shares have not been and will not be registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be, offered, sold, resold, transferred, delivered or distributed, directly or indirectly, within, into or in the United States except pursuant to an exemption from, or in a transaction that is not subject to, the registration requirements of the Securities Act and in compliance with the securities laws of any state or other jurisdiction of the United States.

The Placing is being made by means of an offering of the New Ordinary Shares to certain institutional investors in the United Kingdom and (elsewhere in the EEA).

Certain restrictions that apply to the distribution of this Document and the New Ordinary Shares being issued under the Placing in certain jurisdictions are described in the section headed “Part X—Notices to Investors”. Certain selling and transfer restrictions are also contained in “Part X— Notices to Investors”.

Admission is expected to take place and unconditional dealings in the Ordinary Shares are expected to commence on the London Stock Exchange on 19 December 2014. All dealings in Ordinary Shares prior to the commencement of unconditional dealings will be on a “when issued basis”, will be of no effect if Admission does not take place, and will be at the sole risk of the parties concerned. No application has been or is currently intended to be made for the Ordinary Shares to be admitted to listing or dealt with on any other stock exchange. When admitted to trading, the Ordinary Shares will be registered with ISIN number GB00BT6SRD21 and SEDOL number BT6SRD2.

#### **Terms and Conditions of the Placing**

##### ***Introduction***

Each Investor who applies to subscribe for the New Ordinary Shares under the Placing will be bound by these terms and conditions:

##### ***Agreement to acquire the New Ordinary Shares***

Conditional on: (i) Admission occurring and becoming effective by 8.00 a.m. on or prior to 16 January 2015 (or such later time and/or date as the Company may agree and (ii) the Investor being allocated New Ordinary Shares, an Investor who has applied for New Ordinary Shares agrees to acquire those New Ordinary Shares (such number of New Ordinary Shares not to exceed the number applied for by such Investor) at the Placing Price. To the fullest extent permitted by law, each Investor

acknowledges and agrees that it will not be entitled to exercise any remedy of rescission at any time. This does not affect any other rights an Investor may have. Each such Investor is deemed to acknowledge receipt and understanding of this Document and in particular the risk and investment warnings contained in this Document.

#### ***Payment for the New Ordinary Shares***

Each Investor must pay the Placing Price for the New Ordinary Shares issued to the Investor in the manner directed by the Company.

If any Investor fails to pay as so directed by the Company, the relevant Investor's application for New Ordinary Shares may be rejected.

If Admission does not occur, subscription monies will be returned without interest at the risk of the applicant.

#### ***Representations, warranties and acknowledgements***

Each Investor and, in the case of paragraph (h) below, any person subscribing for or applying to subscribe for New Ordinary Shares, or agreeing to subscribe for New Ordinary Shares on behalf of an Investor will be deemed to represent and warrant to the Registrar and the Company that:

- (a) in agreeing to subscribe for New Ordinary Shares under the Placing, the Investor is relying solely on this Document, any supplementary prospectus and any regulatory announcement issued by or on behalf of the Company or on or after the date hereof and prior to Admission, and not on any other information or representation concerning the Company or the Placing. The Investor agrees that none of the Company or the Registrar nor any of their respective officers or directors will have any liability for any other information or representation. The Investor irrevocably and unconditionally waives any rights it may have in respect of any other information or representation;
- (b) the content of this Document is exclusively the responsibility of the Company and the Directors and the Registrar nor any person acting on their behalf nor any of their respective affiliates is responsible for or shall have any liability for any information, representation or statement contained in this Document or any information published by or on behalf of the Company, and none of the Registrar nor any person acting on its behalf nor any of their respective affiliates will be liable for any decision by an Investor to participate in the Placing based on any information, representation or statement contained in this Document or otherwise;
- (c) it has not relied on any information given or representations, warranties or statements made by the Company, the Directors, the Founders, the Registrar or any other person in connection with the Placing other than information contained in this Document and/or any supplementary prospectus or regulatory announcement issued by or on behalf of the Company on or after the date hereof and prior to Admission. The Investor irrevocably and unconditionally waives any rights it may have in respect of any other information or representation;
- (d) if the Investor is in the United Kingdom, it is: (a) a person having professional experience in matters relating to investments who falls within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Financial Promotions Order**"); or (b) a high net worth body corporate, unincorporated association or partnership or trustee of a high value trust as described in Article 49(2) of the Financial Promotions Order, or is otherwise a person to whom an invitation or inducement to engage in investment activity may be communicated without contravening section 21 of FSMA;
- (e) if the Investor is in any EEA State which has implemented the Prospectus Directive, it is: (i) a legal entity which is a qualified investor as defined in the Prospectus Directive; or (ii) a legal entity which is otherwise permitted by law to be offered and issued New Ordinary Shares in circumstances which do not require the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Directive or other applicable laws. If the Investor subscribes for New Ordinary Shares as a financial intermediary, as that term is used in Article 3(2) of the Prospectus Directive, it further represents, warrants and undertakes that: (y) the New Ordinary Shares have not been and will not be acquired on behalf of, nor have they been nor will they be acquired with a view to their offer or resale to, persons in any EEA State other than qualified investors, as that term is defined in the Prospectus Directive; and (z) where New Ordinary Shares have been acquired by it on behalf of persons in an EEA State other than qualified investors, the offer of those New Ordinary Shares to it is not treated under the Prospectus Directive as having been made to such persons;
- (f) it has complied with its obligations in connection with money laundering and terrorist financing under the Proceeds of Crime Act 2002, the Terrorism Act 2000 and the Money Laundering Regulations 2003, or applicable legislation in any

other jurisdiction (the “Regulations”) and, if it is making payment on behalf of a third party, it has obtained and recorded satisfactory evidence to verify the identity of the third party as required by the Regulations;

- (g) it is entitled to subscribe for the New Ordinary Shares under the laws of all relevant jurisdictions which apply to it; it has fully observed such laws and obtained all governmental and other consents which may be required under such laws and complied with all necessary formalities; it has paid all issue, transfer or other taxes due in connection with its acceptance in any jurisdiction; and it has not taken any action or omitted to take any action which will or may result in any of the Company, the Founders, the Registrar or any of their respective directors, officers, agents, employees or advisers acting in breach of the legal and regulatory requirements of any jurisdiction in connection with the Placing or, if applicable, its acceptance of or participation in the Placing;
- (h) in the case of a person who agrees on behalf of an Investor, to subscribe for New Ordinary Shares under the Placing that person represents and warrants that he has authority to do so on behalf of the Investor;
- (i) it hereby acknowledges to the Registrar and the Company that the Investor has been warned that an investment in the New Ordinary Shares is only suitable for acquisition by a person who:
  - (a) has a significantly substantial asset base such that would enable the person to sustain any loss that might be incurred as a result of acquiring the New Ordinary Shares; and
  - (b) is sufficiently financially sophisticated to be reasonably expected to know the risks involved in acquiring the New Ordinary Shares.

The Company will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and undertakings.

#### ***Acknowledgement***

Each Investor and, in the case of paragraph (h) above, any person subscribing for or applying to subscribe for New Ordinary Shares, or agreeing to subscribe for New Ordinary Shares on behalf of an Investor will be deemed to acknowledge to the Company that the Investor has been warned that an investment in the Ordinary Shares is only suitable for acquisition by a person who:

- (a) has a significantly substantial asset base such that would enable the person to sustain any loss that might be incurred as a result of acquiring the Ordinary Shares; and
- (b) is sufficiently financially sophisticated to be reasonably expected to know the risks involved in acquiring the Ordinary Shares.

The Company will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and undertakings.

#### ***Supply and disclosure of information***

If any of the Registrar or the Company or any of their agents request any information about an Investor’s agreement to purchase New Ordinary Shares under the Placing, such Investor must promptly disclose it to them.

#### ***Miscellaneous***

The rights and remedies of each of the Registrar and the Company under these terms and conditions are in addition to any rights and remedies which would otherwise be available to each of them and the exercise or partial exercise of one will not prevent the exercise of others.

On application, if an Investor is a discretionary fund manager, that Investor may be asked to disclose in writing or orally the jurisdictions in which its funds are managed or owned.

All documents will be sent at the Investor’s risk. They may be sent by post to such Investor at an address notified to the Company.

Each Investor agrees to be bound by the Articles (as amended from time to time) once the New Ordinary Shares, which the Investor has agreed to acquire pursuant to the Placing, have been issued to the Investor.

The contract to purchase New Ordinary Shares under the Placing, the appointments and authorities mentioned herein and the representations, warranties and undertakings set out herein will be governed by, and construed in accordance with, English law. For the exclusive benefit of the Company and the Registrar, each Investor irrevocably submits to the exclusive jurisdiction of the English courts in respect of these matters. This does not prevent an action being taken against an Investor in any other jurisdiction.

In the case of a joint agreement to purchase New Ordinary Shares under the Placing, references to an “Investor” in these terms and conditions are to each of the Investors who are a party to that joint agreement and their liability is joint and several.

The Company expressly reserves the right to modify the Placing (including, without limitation, its timetable and settlement) at any time before closing.

### **Allocation**

Allocations under the Placing will be determined by the Company in consultation with the Founders after indications of interest from prospective Investors have been received. Multiple applications for New Ordinary Shares under the Placing will be accepted. A number of factors will be considered in deciding the basis of allocation under the Placing, including the level and nature of the demand for the New Ordinary Shares and the objective of establishing an Investor profile consistent with the long-term objective of the Company. The Company will notify Investors of their allocations.

All New Ordinary Shares issued pursuant to the Placing will be issued, payable in full, at the Placing Price.

The Ordinary Shares issued pursuant to the Placing will be issued in registered form. It is expected that the Ordinary Shares will be issued pursuant to the Placing on 19 December 2014.

### **Dealing arrangements**

Application has been made to the U.K. Listing Authority for all the Ordinary Shares to be listed on the Official List and application has been made to the London Stock Exchange for the Ordinary Shares to be admitted to trading on the London Stock Exchange’s main market for listed securities.

The expected date for settlement of such dealings will be 19 December 2014. All dealings between the commencement of conditional dealings and the commencement of unconditional dealings will be on a “when issued basis”. If the Placing does not become unconditional in all respects, any such dealings will be of no effect and any such dealings will be at the risk of the parties concerned.

It is expected that Admission will take place and unconditional dealings in the Ordinary Shares will commence on the London Stock Exchange at 8.00 a.m. on 19 December 2014. This date and time may change.

It is intended that settlement of Ordinary Shares allocated to Investors who wish to hold shares in uncertificated form will take place through CREST on Admission. It is intended that, where applicable, definitive share certificates in respect of the Placing will be distributed from 22 December 2014 or as soon as practicable thereafter. Temporary documents of title will not be issued. Dealings in advance of crediting of the relevant CREST stock account shall be at the risk of the person concerned.

### **CREST**

CREST is the system for paperless settlement of trades in listed securities operated by Euroclear. CREST allows securities to be transferred from one person’s CREST account to another’s without the need to use share certificates or written instruments of transfer.

The Articles permit the holding of Ordinary Shares in uncertificated form under the CREST system.

Application has been made for the Ordinary Shares to be admitted to CREST with effect from Admission. Accordingly, settlement of transactions in the Ordinary Shares following Admission may take place within the CREST System if any Shareholder so wishes. CREST is a voluntary system and holders of Ordinary Shares who wish to receive and retain share certificates will be able to do so. An Investor applying for Ordinary Shares in the Placing may elect to receive Ordinary Shares in uncertificated form in the form if the Investor is a system member (as defined in the CREST Regulations) in relation to CREST.

## PART VI

### SHARE CAPITAL, LIQUIDITY AND CAPITAL RESOURCES AND ACCOUNTING POLICIES

#### Share capital

The Company was incorporated on 17 September 2014 under the Companies Act.

Details of the current issued share capital of the Company are set out in paragraph 3 of “Part IX —Additional Information”. Immediately following Admission, there is expected to be £1,288,333.33 of Ordinary Shares (divided into 128,833,333 issued Ordinary Shares of £0.01 each).

All of the issued Ordinary Shares will be in registered form, and capable of being held in certificated or uncertificated form. The Registrar will be responsible for maintaining the share register. Temporary documents of title will not be issued. The ISIN number of the Ordinary Shares is GB00BT6SRD21. The SEDOL number of the Ordinary Shares is BT6SRD2.

#### Financial position

The Company has not yet commenced operations. The financial information in respect of the Company upon which Haysmacintyre has provided the accountant’s report in Section A of “Part VII-Financial Information on the Company” as at 30 November 2014 is set out in “Part VII-Financial Information on the Company”.

If the Placing and Admission had taken place on 30 November 2014 (being the date as at which the financial information contained in “Part VII—Financial Information on the Company” is presented):

- the net assets of the Company would have been increased by £3,384,989 (due to the receipt of the Net Proceeds and the funds raised through the subscription for the Ordinary Shares); and
- the Company’s earnings would have decreased as a result of fees and expenses incurred in connection with the Placing and Admission.

#### Liquidity and capital resources

##### *Sources of cash and liquidity*

The Company’s initial source of cash will be the Net Proceeds of the Placing, which are, in aggregate, expected to be £3,384,989. It will use such cash to fund the expenses of the Placing, on-going costs and expenses (primarily UKLA listing fee of £225, LSE listing fee of £9,120 (including VAT), director fees of £30,000 per year, (paid in Shares as set out in paragraph headed “Directors fees” of “Part III – The Company, It’s Board and the Acquisition Structure”), Registrar’s base fees of £1.25 per holding per year and LSE fees of £1,506 per year) and the costs and expenses to be incurred in connection with seeking to identify and effect the Acquisition. The costs and expenses of any Acquisition will likely comprise legal, financial and tax due diligence in relation to the target company, however, the Company would only reach this stage after the Directors have carried out an initial commercial review of the target and the Company has entered into a non-disclosure agreement and/or heads of terms. The Company intends to use share consideration in relation to the Acquisition. The Company may raise additional capital from time to time. Such capital may be raised through share issues (such as rights issues, open offers or private placings) or borrowings.

The Company may also make the Acquisition or fund part of the Acquisition through share-for-share exchanges. Any such exchanges will be subject to the restrictions on the issue of shares set out in paragraph 18 of “Part IX—Additional Information”.

Although the Company envisages that any capital raised will be from new equity, the Company may also choose to finance all or a portion of the Acquisition with debt financing. Any debt financing used by the Company is expected to take the form of bank financing, although no financing arrangements will be in place at Admission. The Company envisages that debt financing may be necessary if, for example, a target company has been identified but would require a certain amount of cash consideration in addition to, or instead of, share consideration.

Any associated debt financing (if any) for the Acquisition will be assessed with reference to the projected cash flow of the target company or business and may be incurred at the Company level or by any subsidiary of the Company. Any costs associated with the debt financing will be paid with the proceeds of such financing.

If debt financing is utilised, there will be additional servicing costs. Furthermore, while the terms of any such financing cannot be predicted, such terms may subject the Company to financial and operating covenants or other restrictions, including restrictions that might limit the Company's ability to make distributions to Shareholders.

As substantially all of the cash raised (including cash from any subsequent share offers) is expected to be used for working capital. Following the Acquisition (which will be funded through share consideration) the Company's future liquidity will depend in the medium to longer term primarily on: (i) the profitability of the company or business it acquires; (ii) the Company's management of available cash; (iii) cash distributions on sale of existing assets; (iv) the use of borrowings, if any, to fund short-term liquidity needs; and (v) dividends or distributions from subsidiary companies.

#### ***Cash uses***

The Company's principal use of cash (including the Net Proceeds) will be as working capital. The Company's current intention is to retain earnings for use in its business operations and it does not anticipate declaring any dividends in the foreseeable future. Following the Acquisition and in accordance with the Company's business strategy and applicable laws, it expects to make distributions to Shareholders in accordance with the Company's dividend policy. The Company intends to use share consideration in relation to the Acquisition. However, the Company will incur day-to-day expenses that will need to be funded. Initially, the Company expects these expenses will be funded through the Net Proceeds (and income earned on such funds). Such expenses include:

- all costs relating to the Placing, including fees and expenses incurred in connection with the Placing such as those incurred in the establishment of the Company, Placing and Admission fees, legal, accounting, registration, printing, advertising and distribution costs and any other applicable expenses;
- transaction costs and expenses—the Company will bear all due diligence costs and legal and accounting costs; and
- Directors' fees.

The Board intends to be prudent so as to preserve Company funds as far as possible and will keep costs within the Company's cash reserves at all times, for example, the Board is unlikely to commence detailed due diligence without first having agreed capped fees with its advisers in order that total transaction fees are ascertainable.

#### **Deposit of Net Proceeds Pending Acquisition**

Prior to the completion of the Acquisition, the Net Proceeds will be held in the bank account of the Company held with SG Hambros. The Net Proceeds will not be placed in any trust or escrow account. The Company will principally seek to preserve capital and therefore the yield on such deposits or instruments is likely to be low.

#### **Indebtedness**

As at the date of this Document, the Company has no guaranteed, secured, unguaranteed or unsecured debt and no indirect or contingent indebtedness.

#### **Interest rate risks**

The Company may incur indebtedness to finance and leverage an Acquisition and to fund its liquidity needs. Such indebtedness may expose the Company to risks associated with movements in prevailing interest rates. Changes in the level of interest rates can affect, among other things: (i) the cost and availability of debt financing and hence the Company's ability to achieve attractive rates of return on its assets; (ii) the Company's ability to make an Acquisition when competing with other potential buyers who may be able to bid for an asset at a higher price due to a lower overall cost of capital; (iii) the debt financing capability of the companies and businesses in which the Company is invested; and (iv) the rate of return on the Company's uninvested cash balances. This exposure may be reduced by introducing a combination of a fixed and floating interest rates or through the use of hedging transactions (such as derivative transactions, including swaps or caps). Interest rate hedging transactions will only be undertaken for the purpose of efficient portfolio management, and will not be carried out for speculative purposes. See "Hedging arrangements and risk management" below.

#### **Hedging arrangements and risk management**

The Company may use forward contracts, options, swaps, caps, collars and floors or other strategies or forms of derivative instruments to limit its exposure to changes in the relative values of investments that may result from market developments, including changes in prevailing interest rates and currency exchange rates, as previously described. It is expected that the

extent of risk management activities by the Company will vary based on the level of exposure and consideration of risk across the business.

The success of any hedging or other derivative transaction generally will depend on the Company's ability to correctly predict market changes. As a result, while the Company may enter into such a transaction to reduce exposure to market risks, unanticipated market changes may result in poorer overall investment performance than if the transaction had not been executed. In addition, the degree of correlation between price movements of the instruments used in connection with hedging activities and price movements in a position being hedged may vary. Moreover, for a variety of reasons, the Company may not seek, or be successful in establishing, an exact correlation between the instruments used in a hedging or other derivative transactions and the position being hedged and could create new risks of loss. In addition, it may not be possible to fully or perfectly limit the Company's exposure against all changes in the values of its assets, because the values of its assets are likely to fluctuate as a result of a number of factors, some of which will be beyond the Company's control.

#### **Accounting policies and financial reporting**

The Company's financial year end will be 31 December, and the first set of audited annual financial statements will be for the period from incorporation to 31 December 2015. The Company will produce and publish half-yearly financial statements as required by the Disclosure and Transparency Rules. The Company will present its financial statements in accordance with IFRS as adopted by the European Union.

PART VII  
FINANCIAL INFORMATION ON THE COMPANY

ACCOUNTANT'S REPORT ON THE HISTORICAL FINANCIAL INFORMATION ON THE COMPANY

The Directors  
Cleeve Capital Plc  
6 New Street Square  
London  
EC4A 3LX

16 December 2014

Dear Sirs

**Cleeve Capital Plc**

We report on the financial information for the period from incorporation of the Company to 30 November 2014 set out on pages 46 to 49 which comprises the company balance sheet, the income statement, the statement of cash flows, the statement of changes in equity and the related notes. The financial information has been prepared for inclusion in the Prospectus dated 16 December 2014 of Cleeve Capital Plc on the basis of the accounting policies set out in Note 1. This report is required by paragraph 20.1 of Annex 1 of the Prospectus Directive and is given for the purpose of complying with that paragraph and for no other purpose.

**Responsibilities**

The Directors of Cleeve Capital Plc are responsible for preparing the financial information in accordance with International Financial Reporting Standards as adopted by the European Union.

It is our responsibility to form an opinion on the financial information and to report our opinion to you.

Save for any responsibility arising under Prospectus Rule 5.5.3R(2)(f) to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report and our statement, required by and given solely for the purpose of complying with paragraph 23.1 of Annex I of the Prospectus Directive, consenting to its inclusion in the Prospectus.

**Basis of opinion**

We conducted our work in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of significant estimates and judgments made by those responsible for the preparation of the financial information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatements whether caused by fraud or other irregularity or error.

**Opinion of financial information**

In our opinion, the financial information gives, for the purposes of the Prospectus dated 16 December 2014, a true and fair view of the state of affairs of Cleeve Capital Plc as at 30 November 2014 and of its results, cash flows and changes in equity for the period ended 30 November 2014 with the basis of preparation set out in Note 1.

**Declaration**

For the purposes of Prospectus Rule 5.5.3R(2)(f), we are responsible for this report as part of the Prospectus and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Prospectus in compliance with Annex I item 1.2 and Annex I of the Prospectus Directive.

Yours faithfully,

haysmacintyre

*Chartered Accountants*

26 Red Lion Square  
London  
WC1R 4AG

## HISTORICAL FINANCIAL INFORMATION ON THE COMPANY

### **Income statement for the period from incorporation to 30 November 2014**

The Company has not yet commenced business since incorporation but has entered into the following transactions:-

- Cleeve Capital Plc was incorporated on 17 September 2014 and has an accounting reference date of 30 September, with its first set of accounts being for the period to 30 September 2015.
- On incorporation, Peter Redmond and Rodger Sargent were appointed directors and Peter Redmond was appointed company secretary.
- On incorporation, the Company issued three ordinary shares of 1p each to Adrian Beeston, Rodger Sargent and Catalyst Corporate Consultants Limited.
- On 19 September 2014, the Company issued a further 2,499,999 1p ordinary shares at par to Catalyst Corporate Consultants Limited and a further 1,249,999 1p ordinary shares at par each to Adrian Beeston and Rodger Sargent to give 5,000,000 1p ordinary shares 25% paid up.
- On 19 November 2014 the issued share capital of the Company was paid up in full and the Company issued a further 1,250,000 1p ordinary shares at par each to Adrian Beeston and Rodger Sargent and 2,500,000 1p ordinary shares at par each to Catalyst Corporate Consultants Limited to give 10,000,000 1p ordinary shares fully paid up.
- On 19 November 2014, the Company lengthened its year end to 31 December, with its first set of accounts being for the period to 31 December 2015.
- On 20 November 2014, the Company re registered as a Public Limited Company.
- On 28 November 2014, the company issued a further 10,000,000 1p ordinary shares at par and fully paid up to the Intermediate Placees.
- On 28 November 2014, Chesterfield Capital Limited acquired 2,500,000 ordinary shares from Catalyst Corporate Consultants Limited at par.
- On 16 December 2014, the directors entered into service agreements with the Company whereby each director will be entitled to a remuneration of £15,000 per annum which was allotted to the directors in shares at a price of 3p per share, being the placing price.
- On 16 December 2014, Peter Richard resigned as a director and Simon McGivern was appointed.
- On 19 December 2014 the Company intends to issue 107,833,333 1p ordinary shares by way of the Placing at 3p per share.

**Balance Sheet as at 30 November 2014**

	£
Assets	
Current Assets	
Cash at bank	193,770
	_____
TOTAL ASSETS	£193,730
	=====
EQUITY AND LIABILITIES	
Called up Capital	200,000
Profit and loss account	(6,270)
	_____
TOTAL EQUITY AND LIABILITIES	£193,730
	=====

**Statement of changes in equity for the period from incorporation to 30 November 2014**

	£
At beginning of period	-
Loss for the period	(6,270)
Issue of share capital	200,000
	_____
At end of period	£193,730
	=====

**Statement of cash flows for the period from incorporation to 30 November 2014**

	£
Cash flows from operating activities	(6,270)
Cash flows from investing activities	-
Cash flow from financing activities	200,000
	_____
Net increase in cash and cash equivalents	193,730
Cash and cash equivalents at beginning of period	-
	_____
Cash and cash equivalents at end of period	£193,730
	=====

**Notes to the Historical Financial Information**

## 1) Accounting Policies and Basis of Preparation

The Company has not yet commenced business since incorporation, no audited financial statements have been prepared and no dividends have been declared as paid since incorporation.

The Historical Financial Information has been prepared in accordance with International Financial Reporting Standards as adopted by the European Union.

The Historical Financial Information is presented in sterling, which is the Company's functional and presentational currency and has been prepared under the historical cost convention.

## 2) Called Up Share Capital

20,000,000 ordinary shares of 1p each have been issued and fully paid as at 30 November 2014.

## CAPITALISATION AND INDEBTEDNESS OF THE COMPANY

The following table shows the Company's capitalisation and indebtedness as at 30 November 2014

### *Total Current Debt*

	£
Guaranteed	-
Secured	-
Unguaranteed/Unsecured	-

### *Total Non-Current Debt*

Guaranteed	-
Secured	-
Unguaranteed/Unsecured	-

### *Shareholder Equity*

	£
Share Capital	200,000
Reserves	<u>(6,270)</u>
Total	<u>£193,730</u>

As at 16 December 2014, being the last practicable date prior to the publication of this document, there has been no material change in the capitalisation of the Company since 30 November 2014, with the exception of 1,000,000 shares being issued to the Directors at 3p per share in lieu of the Directors remuneration.

The following table shows the Company's net indebtedness as at 30 November 2014:

	£
A. Cash	193,730
B. Cash equivalent	-
C. Trading securities	-
D. <b>Liquidity (A) + (B) + (C)</b>	193,730
E. Current financial receivable	-
F. Current bank debt	-
G. Current portion of non current debt	-
H. Other current financial debt	-
I. <b>Current Financial Debt (F) + (G) + (H)</b>	-
J. <b>Net Current Financial Indebtedness (I) - (E) - (D)</b>	(193,730)
K. Non current Bank loans	-
L. Bonds Issued	-
M. Other non current loans	-
N. <b>Non current Financial Indebtedness (K) + (L) + (M)</b>	-
O. <b>Net Financial Indebtedness (J) + (N)</b>	(193,730)

## PART VIII

### TAXATION

#### **General**

The following statements do not constitute tax advice and are intended only as a general guide to current UK law as applied in England and Wales and HMRC published practice, which may not be binding on HMRC, as at the date of this document (which are both subject to change at any time, possibly with retrospective effect). They relate only to certain limited aspects of the UK taxation treatment of Shareholders in connection with the Placing and are intended to apply only, except to the extent stated below, to persons who are resident and, if individuals, domiciled in the UK for UK tax purposes, who are absolute beneficial owners of the New Ordinary Shares (otherwise than through an Individual Savings Account or a Self Invested Personal Pension) and who hold the New Ordinary Shares as investments (and not as securities to be realised in the course of a trade).

They may not apply to certain Shareholders, such as dealers in securities, insurance companies and collective investment schemes, Shareholders who are exempt from taxation and Shareholders who have (or are deemed to have) acquired their New Ordinary Shares by virtue of an office or employment. Such persons may be subject to special rules.

**Any person who is in any doubt as to their tax position, or who is subject to taxation in any jurisdiction other than the UK, should consult their own professional adviser without delay.**

#### **United Kingdom taxation**

##### *Taxation of dividends*

###### *(A) General*

There is no UK withholding tax on dividends, including cases where dividends are paid to a Shareholder who is not resident (for tax purposes) in the UK.

###### *(B) Individual Shareholders*

When the Company pays a dividend to a Shareholder who is an individual resident (for tax purposes) in the UK, the Shareholder will be entitled to a tax credit equal to one-ninth of the dividend received. The dividend received plus the related tax credit (the “**gross dividend**”) will be part of the Shareholder’s total income for UK income tax purposes and will be regarded as the top slice of that income. However, in calculating the Shareholder’s liability to income tax in respect of the gross dividend, the tax credit (which equates to 10 per cent. of the gross dividend) is set off against the tax chargeable on the gross dividend.

###### *Basic rate taxpayers*

In the case of a Shareholder who is liable to income tax at the basic rate, the Shareholder will be subject to tax on the gross dividend at the rate of 10 per cent. The tax credit will, in consequence, satisfy in full the Shareholder’s liability to income tax on the gross dividend.

###### *Higher rate taxpayers*

In the case of a Shareholder who is liable to income tax at the higher rate, the Shareholder will be subject to tax on the gross dividend at the higher rate of 32.5 per cent., to the extent that the gross dividend falls above the threshold for the higher rate of income tax but below the threshold for the additional rate of income tax when it is treated (as mentioned above) as the top slice of the Shareholder’s income. This means that the tax credit will satisfy only part of the Shareholder’s liability to income tax on the gross dividend, so that the Shareholder will have to account for income tax equal to 22.5 per cent. of the gross dividend (which equates to 25 per cent. of the dividend actually received). For example, a dividend of £90 from the Company would represent a gross dividend of £100 (after the addition of the tax credit of one-ninth of £90, i.e. £10) and the Shareholder would be required to account for income tax of £22.50 on the dividend, being £32.50 (i.e. 32.5 per cent. of £100) less £10 (the amount of the tax credit).

###### *Additional rate taxpayers*

In the case of a Shareholder who is liable to income tax at the additional rate, the Shareholder will be subject to tax on the gross dividend at the dividend additional rate of 37.5 per cent., to the extent that the gross dividend falls above the threshold for the additional rate of income tax when it is treated (as mentioned above) as the top slice of the Shareholder’s income. This means that the tax credit will satisfy only part of the Shareholder’s liability to income tax on the gross dividend, so that the

Shareholder will have to account for income tax equal to 27.5 per cent. of the gross dividend (which equates to approximately 30.6 per cent. of the dividend actually received). For example, a dividend of £90 from the Company would represent a gross dividend of £100 (after the addition of the tax credit of one-ninth of £90, i.e. £10) and the Shareholder would be required to account for income tax of £27.50 on the dividend, being £37.50 (i.e. 37.5 per cent. of £100) less £10 (the amount of the tax credit).

#### ***(C) Corporate Shareholders***

Shareholders within the charge to UK corporation tax which are “small companies” (for the purposes of UK taxation of dividends) will not generally expect to be subject to tax on dividends from the Company. Other Shareholders within the charge to UK corporation tax will not be subject to tax on dividends from the Company so long as the dividends fall within an exempt class and certain conditions are met. In general, (i) dividends paid on shares that are not redeemable and do not carry any present or future preferential rights to dividends or to a company’s assets on its winding up and (ii) dividends paid to a person holding less than, among other things, 10 per cent. of the issued share capital of the payer (or any class of that share capital) are examples of dividends that fall within an exempt class.

#### ***(D) Tax credit***

Other than as set out below, a Shareholder (whether an individual or a company) who is not liable to tax on dividends from the Company will not be entitled to claim payment of the tax credit in respect of those dividends.

The right of a Shareholder who is not resident (for tax purposes) in the UK to a tax credit in respect of a dividend received from the Company and to claim payment of any part of that tax credit will depend on the existence and terms of any double taxation convention between the UK and the country in which the holder is resident (for tax purposes), although generally no such payment will be available.

#### ***Taxation of chargeable gains***

##### ***(A) Individual Shareholders***

A disposal of New Ordinary Shares may give rise to a chargeable gain (or allowable loss) for the purposes of UK capital gains tax, depending on the circumstances and subject to any available exemption or relief.

##### ***(B) Corporate Shareholders***

Where a Shareholder is within the charge to corporation tax, including cases where it is not resident (for tax purposes) in the UK, a disposal of New Ordinary Shares may give rise to a chargeable gain (or allowable loss) for the purposes of UK corporation tax, depending on the circumstances and subject to any available exemption or relief. Indexation allowance may reduce the amount of chargeable gain that is subject to corporation tax, but may not create or increase any allowable loss.

##### ***(C) Non-resident Holders***

A Shareholder that is not resident in the UK (and is not temporarily non-resident) for UK tax purposes and whose New Ordinary Shares are not held in connection with carrying on a trade, profession or vocation in the UK generally will not be subject to UK tax on chargeable gains on the disposal of New Ordinary Shares.

#### ***Stamp Duty and Stamp Duty Reserve Tax (“SDRT”)***

The statements below (which apply whether or not a Shareholder is resident or domiciled in the UK) summarise the current position and are intended as a general guide only to stamp duty and SDRT. Certain categories of person are not liable to stamp duty or SDRT, and special rules apply to agreements made by broker dealers and market makers in the ordinary course of their business and to certain categories of person (such as depositaries and clearance services) who may be liable to stamp duty or SDRT at a higher rate or who may, although not primarily liable for tax, be required to notify and account for SDRT under the Stamp Duty Reserve Tax Regulations 1986.

No UK stamp duty or SDRT will be payable on the issue of New Ordinary Shares pursuant to the Placing, other than as explained below.

Dealings in New Ordinary Shares will generally be subject to stamp duty or SDRT in the normal way. An instrument effecting the transfer on sale of New Ordinary Shares will generally be liable to stamp duty at the rate of 0.5 per cent. (rounded up, if necessary, to the nearest multiple of £5) of the amount or value of the consideration payable. However, where the amount or value of the consideration is £1,000 or less, and provided that the transfer does not form part of a larger

transaction or series of transactions where the combined consideration exceeds £1,000, such instrument should be exempt from charge upon certification of such facts.

An unconditional agreement to transfer New Ordinary Shares will generally be liable to SDRT at the rate of 0.5 per cent. of the amount or value of the consideration payable, but such liability will be cancelled, or a right to a repayment (generally, with interest) in respect of the payment of such SDRT liability will arise, if the agreement is completed by a duly stamped or exempt transfer within six years of the agreement having become unconditional. Stamp duty and SDRT are normally the liability of the purchaser.

Subject to certain exemptions, a charge to stamp duty or SDRT will arise on the transfer of New Ordinary Shares to a person providing a clearance service, its nominee or agent, or to an issuer of depositary receipts, its nominee or agent, where that transfer is not an integral part of an issue of share capital. The rate of stamp duty or SDRT, as the case may be, in such circumstances will generally be 1.5 per cent. of the amount or value of the consideration for the transfer or, in some circumstances, the value of the New Ordinary Shares concerned, in the case of stamp duty rounded up, if necessary, to the nearest multiple of £5.

No stamp duty or SDRT will arise on a transfer of New Ordinary Shares into the CREST system provided that the transfer is not for money or money's worth. Paperless transfers of New Ordinary Shares within CREST are liable to SDRT (at a rate of 0.5 per cent. of the amount or value of the consideration payable) rather than stamp duty, and SDRT arising on the agreement to transfer New Ordinary Shares under relevant transactions settled within the system or reported through it for regulatory purposes will generally be collected by CREST

## PART IX

### ADDITIONAL INFORMATION

#### 1. Responsibility

The Directors, whose names appear on page 26, and the Company accept responsibility for the information contained in this Document. To the best of the knowledge of the Directors and the Company (who have each taken all reasonable care to ensure that such is the case), the information contained in this Document is in accordance with the facts and contains no omission likely to affect its import.

#### 2. The Company

- 2.1 The Company was incorporated in England and Wales on 17 September 2014 with the name Cleeve Capital Limited with the registration number 9223439 as a private company limited by shares. Pursuant to special resolutions passed on 19 November 2014, the Company was re-registered as a public company and changed its name to Cleeve Capital Plc.
- 2.2 The Company is not regulated by the FCA or any financial services or other regulator. With effect from Admission the Company will be subject to the Listing Rules and the Disclosure and Transparency Rules (and the resulting jurisdiction of the UK Listing Authority), to the extent such rules apply to companies with a Standard Listing pursuant to Chapter 14 of the Listing Rules.
- 2.3 The principal legislation under which the Company operates, and pursuant to which the Ordinary Shares have been created, is the Companies Act.
- 2.4 The Company's registered and head office is at 6 New Street Square, London EC4A 3LX. The Company's telephone number is 0207 427 6538.
- 2.5 On incorporation of the Company, one Ordinary Share was issued to each of Adrian Beeston, Rodger Sargent and Catalyst Corporate Consultants Limited, fully paid up and at a nominal value of £0.01 each. On 19 November 2014, Adrian Beeston, Rodger Sargent and Catalyst Corporate Consultants Limited subscribed for and were allotted, in aggregate, 9,999,997 Ordinary Shares at par. On 28 November 2014, Chesterfield Capital Limited acquired 2,500,000 Ordinary Shares from Catalyst Corporate Consultants Limited, at par and the Intermediate Placees subscribed for and were allotted, in aggregate, 10,000,000 Ordinary Shares at par. On 16 December 2014, the Directors were allotted, in aggregate, 1,000,000 Ordinary Shares at £0.03 per Ordinary Share in respect of their fee (as set out in paragraph headed "Directors fees" of "Part III – The Company, Its Board and the Acquisition Structure".)
- 2.6 On 19 November 2014, the Company adopted the Articles in substitution for and to the exclusion of the Company's then existing articles of association.
- 2.7 As at 16 December 2014, being the latest practicable date prior to publication of this Document, the Company did not have any subsidiaries.

#### 3. Share Capital

- 3.1 The following table shows the issued and fully paid shares of the Company at the date of this document:

Issued and Credited as Full Paid		
<u>Class of Share</u>	<u>Number</u>	<u>Amount Paid up</u>
Ordinary	21,000,000	£210,000

- 3.2 Assuming that the Placing is fully subscribed, the issued and fully paid shares of the Company immediately following Admission is expected to be as shown in the following table:

<u>Class of Share</u>	<u>Number</u>	<u>Amount Paid up</u>
Ordinary	128,833,333	£1,288,333.33
3.3	Save as disclosed in this Document, as at the date of this Document, the Company will have no short, medium or long term indebtedness.	
3.4	Pursuant to a resolution passed on 19 November 2014, the Company resolved that:	
(a)	the Directors be authorised in accordance with the Articles to exercise all the powers of the Company to allot 150,000,000 Ordinary Shares for the purposes of, or in connection with, the Placing, provided that this authority shall, unless renewed, varied or revoked by the Company expire on the date falling one year from the date following Admission, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer of agreement notwithstanding that the authority conferred by this resolution has expired;	
(b)	the Directors be authorised in accordance with the Articles to exercise all the powers of the Company to allot up to £50,000,000 of Ordinary Shares of £0.01 each in the capital of the Company pursuant to any acquisition carried out by the Company on or before the first anniversary of Admission, provided that this authority shall, unless renewed, varied or revoked by the Company expire on the date falling one year from the date following Admission, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer of agreement notwithstanding that the authority conferred by this resolution has expired;	
(c)	subject to Admission, all pre-emption rights in the Articles (whether to issue equity securities or sell them from treasury) be waived (i) for the purposes of, or in connection with, the Placing; (ii) for the purposes of, or in connection with, or resulting from the Acquisition or in connection with the restructuring of any debt or other financial obligation relating to the Acquisition (whether assumed or entered into by the Company or owed or guaranteed by any company or entity acquired); (iii) generally for such purposes as the Directors may think fit, an aggregate amount not exceeding 200 per cent. of the aggregate value of Ordinary Shares in issue (as at the close of the first Business Day following Admission), and (iv) for the purposes of the issue of securities offered (by way of a rights issue, open offer or otherwise) to existing holders of Ordinary Shares, in proportion (as nearly as may be) to their existing holdings of Ordinary Shares up to an amount equal to the aggregate value of the Ordinary Shares in issue as at the close of the first Business Day following Admission but subject to the Directors having a right to make such exclusions or other arrangements in connection with the offering as they deem necessary or expedient: (A) to deal with equity securities representing fractional entitlements and (B) to deal with legal or practical problems in the laws of any territory, or the requirements of any regulatory body; on the basis that the authorities in (ii) and (iv) above shall expire at the conclusion of the next annual general meeting of the Company after the passing of the resolution, save that the Company shall be entitled to make an offer or agreement which would or might require equity securities to be issued pursuant to (ii) and (iv) above (inclusive) before the expiry of its power to do so, and the Directors shall be entitled to issue or sell from treasury the equity securities pursuant to any such offer or agreement after that expiry date and provided further that the Directors may sell, as they think fit, any equity securities from treasury.	
3.5	Save as disclosed in this Document:	
(a)	no share or loan capital of the Company has been issued or is proposed to be issued;	
(b)	no person has any preferential subscription rights for any shares of the Company;	
(c)	no share or loan capital of the Company is unconditionally to be put under option; or	

- (d) no commissions, discounts, brokerages or other special terms have been granted by the Company since its incorporation in connection with the issue or sale of any share or loan capital of the Company.

3.6 The Ordinary Shares will be listed on the Official List and will be traded on the main market of the London Stock Exchange. The Ordinary Shares are not listed or traded on, and no application has been or is being made for the admission of the Ordinary Shares to listing or trading on any other stock exchange or securities market.

#### 4 **Articles of Association of the Company**

4.1 Set out below is a summary of the provisions of the Articles of Association of the Company. A copy of the Articles is available for inspection at the address specified in paragraph 2.4 of this “Part IX - Additional Information”.

##### (a) Share Capital

The Company’s share capital currently consists of Ordinary Shares. The Company may issue shares with such rights or restrictions as may be determined by ordinary resolution, including shares which are to be redeemed, or are liable to be redeemed at the option of the Company or the holder of such shares.

##### (b) Voting

The Shareholders have the right to receive notice of, and to vote at, general meetings of the Company. Each Shareholder who is present in person (or, being a corporation, by representative) at a general meeting on a show of hands has one vote and, on a poll, every such holder who is present in person (or, being a corporation, by representative) or by proxy has one vote in respect of every share held by him.

##### (c) Dividends

The Company may, subject to the provisions of the Companies Act and the Articles, by ordinary resolution from time to time declare dividends to be paid to members not exceeding the amount recommended by the Directors. Subject to the provisions of the Companies Act in so far as, in the Directors’ opinions, the Company’s profits justify such payments, the Directors may pay interim dividends on any class of shares except for shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears. Any dividend, unclaimed after a period of 12 years from the date such dividend was declared or became payable shall, if the Directors resolve, be forfeited and revert to the Company. The Company does not pay interest on any dividend unless otherwise provided by the terms on which the shares were issued or the provision of another agreement.

##### (d) Transfer of Ordinary Shares

Each member may transfer all or any of his shares which are in certificated form by means of an instrument of transfer in any usual form or in any other form which the Directors may approve. Each member may transfer all or any of his shares which are in uncertificated form by means of a relevant system in such manner provided for, and subject as provided in, the uncertificated securities rules.

The Board may, in its absolute discretion, refuse to register a transfer of certificated shares unless::

- (i) it is for a share which is fully paid up;
- (ii) it is for a share upon which the Company has no lien;
- (iii) it is only for one class of share;
- (iv) it is in favour of a single transferee or no more than four joint transferees;
- (v) it is duly stamped or is duly certificated or otherwise shown to the satisfaction of the Board to be exempt from stamp duty; and
- (vi) it is delivered for registration to the registered office of the Company (or such other place as the Board may determine), accompanied (except in the case of a transfer by a person to whom the Company is not required by law to issue a certificate and to whom a certificate has not been issued or in the case of a renunciation) by the certificate for the shares to which it relates and such other evidence as the Board may reasonably require to prove the title of the transferor (or person

renouncing) and the due execution of the transfer or renunciation by him or, if the transfer or renunciation is executed by some other person on his behalf, the authority of that person to do so.

The Directors may refuse to register a transfer of uncertificated shares in any circumstances that are allowed or required by the uncertificated securities rules and the relevant system.

(e) Allotment of shares and pre-emption rights

Subject to the Companies Act and the Articles and in accordance with section 551 of the Companies Act, the Directors shall be generally and unconditionally authorised to exercise for each prescribed period, all the powers of the Company to allot shares up to an aggregate nominal amount equal to the amount stated in the relevant special resolution passed pursuant to section 561 of the Companies Act, authorising such allotment.

Under and within the terms of the said authority or otherwise in accordance with section 570 of the Companies Act, the Directors shall be empowered during each prescribed period to allot equity securities (as defined in the Companies Act), wholly for case:

- (i) in accordance with a rights issue (as defined in the Articles);
- (ii) otherwise than in connection with a rights issue up to an aggregate nominal amount equal to the amount stated in the relevant ordinary or special resolution passed pursuant to section 551 of the Companies Act, authorising such allotment.

(f) Directors

Unless otherwise determined by the Company by ordinary resolution, the number of Directors (other than any alternate Directors) shall not be less than two, but there shall be no maximum number of Directors.

Subject to the Articles and the Companies Act, the Company may by ordinary resolution appoint a person who is willing to act as a Director and the Board shall have power at any time to appoint any person who is willing to act as a Director, in both cases either to fill a vacancy or as an addition to the existing Board.

At the first annual general meeting all Directors shall retire from office and may offer themselves for re-appointment by the Shareholders by ordinary resolution.

At every subsequent annual general meeting any director who:

- (i) has been appointed by the Directors since the last annual general meeting; or
- (ii) was not appointed or re-appointed at one of the preceding two annual general meetings;

must retire from office and may offer themselves for reappointment by the Shareholders by ordinary resolution.

Subject to the provisions of the Articles, the Board, which may exercise all the powers of the Company, may regulate their proceedings as they think fit. A Director may, and the secretary at the request of a Director shall, call a meeting of the Directors.

The quorum for a Directors' meeting shall be fixed from time to time by a decision of the Directors, but it must never be less than two and unless otherwise fixed, it is two.

Questions arising at a meeting shall be decided by a majority of votes of the participating directors, with each director having one vote. In the case of an equality of votes the chairman shall have a second or casting vote.

The Directors shall be entitled to receive such remuneration as the Directors shall determine for their services to the Company as directors and for any other service which they undertake for the Company provided that the aggregate fees payable to the Directors must not exceed such amount as may from time to time be decided by ordinary resolution of the Company. The Directors shall also be entitled to be paid all reasonable expenses properly incurred by them in connection with their attendance at meetings of Shareholders or class meetings, board or committee meetings or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

The Board may, in accordance with the requirements in the Articles, authorise any matter proposed to them by any Director which would, if not authorised, involve a Director breaching his duty under the Companies Act to avoid conflicts of interests.

A Director seeking authorisation in respect of such conflict shall declare to the Board the nature and extent of his interest in a conflict as soon as is reasonably practicable. The Director shall provide the Board with such details of the matter as are necessary for the Board to decide how to address the Conflict together with such additional information as may be requested by the Board.

Any authorisation by the Board will be effective only if:

- (i) to the extent permitted by the Act, the matter in question shall have been proposed by any Director for consideration in the same way that any other matter may be proposed to the Directors under the provisions of the Articles;
- (ii) any requirement as to the quorum for consideration of the relevant matter is met without counting the conflicted Director and any other conflicted Director; and
- (iii) the matter is agreed to without the conflicted Director voting or would be agreed to if the conflicted Director's and any other interested Director's vote is not counted.

(g) General meetings

The Company must convene and hold annual general meetings in accordance with the Companies Act.

No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, but the absence of a quorum shall not preclude the choice or appointment of a chairman of the meeting which shall not be treated as part of the business of the meeting. Save as otherwise provided by the articles, two Shareholders present in person or by proxy and entitled to vote shall be a quorum for all purposes.

(h) Borrowing Powers

Subject to the Articles and the Companies Act, the Board may exercise all of the powers of the Company to:

- (i) borrow money;
- (ii) indemnify and guarantee;
- (iii) mortgage or charge;
- (iv) create and issue debentures and other securities; and
- (v) give security either outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

(i) Capitalisation of profits

The Directors may, if they are so authorised by an ordinary resolution of the Shareholders, decide to capitalise any undivided profits of the Company (whether or not they are available for distribution), or any sum standing to the credit of the Company's share premium account or capital redemption reserve. The Directors may also, subject to the aforementioned ordinary resolution, appropriate any sum which they so decide to capitalise to the persons who would have been entitled to it if it were distributed by way of dividend and in the same proportions.

(j) Uncertificated Shares

Subject to the Companies Act, the Directors may permit title to shares of any class to be issued or held otherwise than by a certificate and to be transferred by means of a relevant system without a certificate.

The Directors may take such steps as it sees fit in relation to the evidencing of and transfer of title to uncertificated shares, any records relating to the holding of uncertificated shares and the conversion of uncertificated shares to certificated shares, or vice-versa.

The Company may by notice to the holder of an uncertificated share, require that share to be converted into certificated form.

The Board may take such other action that the Board considers appropriate to achieve the sale, transfer, disposal, forfeiture, re-allotment or surrender of an uncertified share or otherwise to enforce a lien in respect of it.

## 5 Directorships and Partnerships

In addition to their directorships of the Company, the Directors are, or have been, members of the administrative, management or supervisory bodies (“directorships”) or partners of the following companies or partnerships, at any time in the five years prior to the date of this Document.

### *Current Directors*

#### **Simon McGivern**

##### *Current directorships and partnerships*

Locca Tech Limited  
Locca Distribution Limited  
Locca Design & Development Limited  
Ila Security Limited  
Bluwstuff Limited  
Bluw Limited  
Scarlett Willow Limited  
Litebulb Studios Limited

##### *Former directorships and partnerships*

Handpicked Companies Ltd  
Coldstreame Seafood Limited  
Map Companies Limited

#### **Rodger Sargent**

##### *Current directorships and partnerships*

Mithril Capital Plc

##### *Former directorships and partnerships*

Audioboom Group Plc  
Blackbottle Limited  
Namotether Discovery Science Limited  
Touclight Genetics Limited  
Hydrodec Group Plc  
Curve Public Relations Limited  
Litebulb Group Limited

## 6 Directors' Confirmations

6.1 At the date of this Document none of the Directors:

- (i) has any convictions in relation to fraudulent offences for at least the previous five years;
- (ii) has been associated with any bankruptcy, receivership or liquidation while acting in the capacity of a member of the administrative, management or supervisory body or of senior manager of any company for at least the previous five years; or
- (iii) has been subject to any official public incrimination and/or sanction of him by any statutory or regulatory authority (including any designated professional bodies) or has ever been disqualified by a court from acting as a director of a company or from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer for at least the previous five years.

6.2 Save as set out under the heading “Part IV-Conflicts”, none of the Directors has any potential conflicts of interest between their duties to the Company and their private interests or other duties they may also have.

## 7 Directors' interests

Save as disclosed below, none of the Directors nor any member of their immediate families has or will have on or following Admission any interests (beneficial or non-beneficial) in the shares of the Company or any of its subsidiaries.

### Interests immediately following Admission

Director	No. of Ordinary Shares	Percentage of Issued Ordinary Shares
Simon McGivern	1,500,000	1.16
Rodger Sargent	5,250,000	4.08

## 8 Founders' interests

- 8.1 The table below sets out the interests that the Founders have or will have on or following Admission in the share capital of the company, together with details of the amount and percentage of immediate dilution of their interests in the capital of the Company as a result of the Placing:

### Interests immediately following Admission

Founder	No. of Ordinary Shares prior to Placing	Percentage of issued ordinary share capital prior to Placing	Percentage of ordinary shares following Placing
Adrian Beeston	2,500,000	11.9	1.94
Rodger Sargent	5,250,000	25	4.08
Catalyst Corporate Consultants Limited	2,500,000	11.9	0.97
Chesterfield Capital Limited	2,500,000	11.9	1.62

- 8.2 With effect from Admission, Catalyst Corporate Consultants Limited has agreed to place 416,667, and Chesterfield Capital Limited has agreed to place 1,250,000 Ordinary Shares at £0.03 per Ordinary Share as part of and at the same time as the Placing.

## 9 Major Shareholders and other interests

- 9.1 As at 16 December 2014 (being the latest practicable date prior to the publication of this Document), the following Shareholders had a notifiable interest in the issued shares of the Company:

Shareholder	No. of Ordinary Shares	Percentage of issued ordinary share capital
Rodger Sargent	5,250,000	25.0
Chesterfield Capital Limited	2,500,000	11.9
Catalyst Corporate Consultants Limited	2,500,000	11.9
Adrian Beeston	2,500,000	11.9
Simon McGivern	1,500,000	7.14
Robert Proctor	1,250,000	5.95
Candy Ventures S.a.r.l	1,250,000	5.95
Chris Akers	1,000,000	4.76
Russell Backhouse	1,000,000	4.76
Tim Webb	750,000	3.57
Henry Turcan	750,000	3.57
Reef Securities Limited	750,000	3.57

- 9.2 Immediately following Admission, as a result of the Placing, the Directors expect that a number of persons will have an interest, directly or indirectly, in at least five per cent. of the voting rights attached to the Company's issued shares. Such persons will be required to notify such interests to the Company in accordance with the provisions of Chapter 5 of the Disclosure and Transparency Rules, and such interests will be notified by the Company to the public.
- 9.3 As at 16 December 2014 (being the latest practicable date prior to the publication of this Document), and save for the control exercised by the Founders (which will cease upon Admission) the Company was not aware of any person or persons who, directly or indirectly, jointly or severally, exercise or could exercise control over the Company nor is it aware of any arrangements, the operation of which may at a subsequent date result in a change in control of the Company.
- 9.4 Those interested, directly or indirectly, in five per cent. or more of the issued Ordinary Shares of the Company do not now, and, following the Placing and Admission, will not, have different voting rights from other holders of Ordinary Shares.

10. **Working capital**

The Company is of the opinion that the working capital available to the Company, taking into account the Net Proceeds, is sufficient for the Company's present requirements, that is for at least the 12 months from the date of this Document.

11. **Significant change**

There has been no significant change in the trading or financial position of the Company since 30 November 2014, being the date as at which the financial information contained in "Part VII—Financial Information on the Company" has been prepared.

12. **Litigation**

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware) since the Company's incorporation which may have, or have had in the recent past, significant effects on the financial position or profitability of the Company.

13. **City Code**

The City Code applies to the Company. Under Rule 9 of the City Code, if:

- (a) a person acquires an interest in shares in the Company which, when taken together with shares already held by him or persons acting in concert with him, carry 30% or more of the voting rights in the Company; or
- (b) a person who, together with persons acting in concert with him, is interested in not less than 30% and not more than 50% of the voting rights in the Company acquires additional interests in shares which increase the percentage of shares carrying voting rights in which that person is interested,

the acquirer and, depending on the circumstances, his concert parties, would be required (except with the consent of the Panel on Takeovers and Mergers) to make a cash offer for the outstanding shares in the Company at a price not less than the highest price paid for any interests in the Ordinary Shares by the acquirer or his concert parties during the previous 12 months.

14. **Material contracts**

The following are all of the contracts (not being contracts entered into in the ordinary course of business) that have been entered into by the Company since the Company's incorporation which: (i) are, or may be, material to the Company; or (ii) contain obligations or entitlements which are, or may be, material to the Company as at the date of this document.

14.1 *Registrar Agreement*

The Registrar is responsible for providing share registration services to the Company under the terms of a registrars agreement dated 28 November 2014, for an initial period of 12 months from 21 November 2014.

The Company has agreed to pay the Registrar's fees in quarterly arrears in respect of its standard service. The basic fee comprises £1.25 per holding per annum (subject to a minim charge of £400 per quarter). The Registrar may, on 1 April each year, review its fee arrangements and will give the Company at least one month's written notice of any alteration to such charges.

15. **Related party transactions**

From 17 September 2014 (being the Company's date of incorporation) up to and including the date of this document, the Company has not entered into any related party transactions other than as set out below:

15.1 *Directors' letters of appointment*

Each of the Directors has entered into a letter of appointment with the Company dated 16 December 2014. Each of the Directors' appointments shall be as a non-executive director of the Company, for an initial term ending at the conclusion of the Company's first annual general meeting. Details of the Directors fees are set out at paragraph headed "Directors fees" in "Part III – The Company, It's Board and the Acquisition Structure."

**16. Accounts and annual general meetings**

The Company's annual report and accounts will be made up to 31 December in each year, with the first annual report and accounts covering the period from incorporation to 31 December 2015. The Company will prepare its annual report and accounts for the period to 31 December 2016 thereafter. It is expected that the Company will make public its annual report and accounts within four months of each financial year end (or earlier if possible) and that copies of the annual report and accounts will be sent to Shareholders within six months of each financial year end (or earlier if possible). The Company will prepare its first unaudited interim report for the period from incorporation to 30 June. The Company will prepare its unaudited interim report for each six month period ending 30 June thereafter. It is expected that the Company will make public its unaudited interim reports within two months of the end of each interim period.

The Company shall hold its first annual general meeting in December 2015.

**17. Issues of new shares**

The Directors are authorised to issue (1) 150,000,000 of Ordinary Shares in connection with the Placing and £50,000,000 of Ordinary Shares in connection with the Acquisition. The pre-emption rights in the Articles have been disapplied, and therefore pre-emption rights do not apply, to issues of relevant securities in the circumstances described in paragraph 3.4 above.

Otherwise, subject to certain other exceptions, the Directors are obliged to offer Ordinary Shares to Shareholders on a basis pro rata to their existing holdings before offering them to any other person for cash. The Directors will only issue Ordinary Shares if they deem it to be in the interests of the Company and (save pursuant to the powers or exceptions referred to above) will not issue Ordinary Shares for cash on a non-pre-emptive basis without first obtaining Shareholder approval. See paragraph 4.1(e) above for further details.

**18. General**

18.1 Haysmacintyre whose address is 26 Red Lion Square, London WC1R 4AG, have been appointed as the first auditors of the Company and are registered to carry out audit work by the Institute of Chartered Accountants in England and Wales.

18.2 Haysmacintyre has given and has not withdrawn its consent to the inclusion in this document of its accountant's report in "Part VII—Financial Information on the Company" in the form and context in which it is included and has authorised the contents of that report for the purposes of Rule 5.5.3R(2)(f) of the Prospectus Rules.

18.3 The Company has not had any employees since its incorporation and does not own any premises.

18.4 The total expenses incurred (or to be incurred) by the Company in connection with Admission, the Placing and the incorporation (and initial capitalisation) of the Company are approximately £80,011. The estimated Net Proceeds, after deducting fees and expenses in connection with the Placing, are approximately £3,384,989.

**19. Availability of this Document**

19.1 Following Admission, copies of this Document may be collected, free of charge during normal business hours, from the registered office of the Company: 6 New Street Square, London EC4A 3LX

In addition, this Document will be published in electronic form and be available on the Company's website at [www.cleevecapital.com](http://www.cleevecapital.com), subject to certain access restrictions applicable to persons located or resident outside the United Kingdom.

**20. Documents for inspection**

Copies of the following documents may be inspected at the registered office of the Company during usual business hours on any day (except Saturdays, Sundays and public holidays) from the date of this Document until the Placing closes:

- (i) the Memorandum and Articles of Association of the Company;
- (ii) the accountant's report by Haysmacintyre on the historical financial information of the Company as at 30 November 2014 set out in "Part VII—Financial Information on the Company"; and
- (iii) this Document.

Dated: 16 December 2014

## PART X

### NOTICES TO INVESTORS

The distribution of this Document and the Placing may be restricted by law in certain jurisdictions and therefore persons into whose possession this Document comes should inform themselves about and observe any restrictions, including those set out below. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

#### **General**

No action has been or will be taken in any jurisdiction that would permit a public offering of the Ordinary Shares, or possession or distribution of this Document or any other offering material in any country or jurisdiction where action for that purpose is required. Accordingly, the Ordinary Shares may not be offered or sold, directly or indirectly, and neither this Document nor any other offering material or advertisement in connection with the Ordinary Shares may be distributed or published in or from any country or jurisdiction except under circumstances that will result in compliance with any and all applicable rules and regulations of any such country or jurisdiction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This Document does not constitute an offer to subscribe for any of the Ordinary Shares offered hereby to any person in any jurisdiction to whom it is unlawful to make such offer or solicitation in such jurisdiction.

This Document has been approved by the FCA as a prospectus which may be used to offer securities to the public for the purposes of section 85 of FSMA, and of the Prospectus Directive. No arrangement has however been made with the competent authority in any other EEA State (or any other jurisdiction) for the use of this document as an approved prospectus in such jurisdiction and accordingly no public offer is to be made in such jurisdiction. Issue or circulation of this Document may be prohibited in countries other than those in relation to which notices are given below.

#### **For the attention of all Investors**

The Ordinary Shares are only suitable for acquisition by a person who: (a) has a significantly substantial asset base such that would enable the person to sustain any loss that might be incurred as a result of acquiring the Ordinary Shares; and (b) is sufficiently financially sophisticated to be reasonably expected to know the risks involved in acquiring the Ordinary Shares.

#### **For the attention of European Economic Area Investors**

In relation to each member state of the European Economic Area which has implemented the Prospectus Directive (each, a “Relevant Member State”), an offer to the public of the Ordinary Shares may only be made once the prospectus has been passported in such Relevant Member State in accordance with the Prospectus Directive as implemented by such Relevant Member State. For the other Relevant Member States an offer to the public in that Relevant Member State of any Ordinary Shares may only be made at any time under the following exemptions under the Prospectus Directive, if they have been implemented in that Relevant Member State:

- (a) to any legal entity which is a qualified investor as defined under the Prospectus Directive;
- (b) to fewer than 100 or, if the Relevant Member State has implemented the relevant provisions of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive) in such Relevant Member State subject to obtaining prior consent of the Company for any such offer; or
- (c) in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of Ordinary Shares shall result in a requirement for the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an “offer to the public” in relation to any offer of Ordinary Shares in any Relevant Member State means the communication in any form and by

any means of sufficient information on the terms of the offer and any Ordinary Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Ordinary Shares, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State and the expression “Prospectus Directive” means Directive 2003/71/EC (and any amendments, thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State) and includes any relevant implementing measure in each Relevant Member State and the expression “2010 PD Amending Directive” means Directive 2010/73/EU.

During the period up to but excluding the date on which the Prospectus Directive is implemented in member states of the EEA, this Prospectus may not be used for, or in connection with, and does not constitute, any offer of Ordinary Shares or an invitation to purchase or subscribe for any Ordinary Shares in any member state of the EEA in which such offer or invitation would be unlawful.

The distribution of this Document in other jurisdictions may be restricted by law and therefore persons into whose possession this Document comes should inform themselves about and observe any such restrictions.

**For the attention of U.K. Investors**

This Document comprises a prospectus relating to the Company prepared in accordance with the Prospectus Rules and approved by the FCA under section 87A of FSMA. This Document has been filed with the FCA and made available to the public in accordance with Rule 3.2 of the Prospectus Rules.

This document is being distributed only to and is directed at persons who (if they are in the EEA) will fall within one of the categories of persons set out above in the “Part X - Notices to Investors”. In addition, this document is being distributed only to and is directed at persons in the United Kingdom who are: (i) persons having professional experience in matters relating to investments falling within the definition of “investment professionals” in Article 19(5) of the Financial Promotions Order; or (ii) persons who are high net worth bodies corporate, unincorporated associations and partnerships and the trustees of high value trusts, as described in Article 49(2)(a)-(d) of the Financial Promotions Order; or (iii) persons to whom it may otherwise be lawful to distribute (all such persons together being referred to as “relevant persons”).

## PART XI

### DEFINITIONS

The following definitions apply throughout this Document unless the context requires otherwise:

“Acquisition”	means the initial acquisition by the Company or by any subsidiary thereof (which may be in the form of a merger, capital stock exchange, asset acquisition, stock purchase, scheme of arrangement, reorganisation or similar business combination) of an interest in an operating company or business as described in “Part I—The Company’s Strategy” (and, in the context of the Acquisition, references to a company without reference to a business and references to a business without reference to a company shall in both cases be construed to mean both a company or a business);
“Administrator”	means Peter Redmond or such other administrator as may be appointed by the Company from time to time;
“Admission”	means admission of the Ordinary Shares to the standard segment of the Official List and to trading on the main market for listed securities of the London Stock Exchange;
“Articles of Association” or “Articles”	means the articles of association of the Company in force from time to time;
“Business Day”	means a day (other than a Saturday or a Sunday) on which banks are open for business in London;
“Catalyst Corporate Consultants Limited”	means Catalyst Corporate Consultants Limited, a company incorporated in England and Wales under the Companies Act on 19 January 2012, with company number 07916221;
“certificated” or “in certificated form”	means in relation to a share, warrant or other security, a share, warrant or other security, title to which is recorded in the relevant register of the share, warrant or other security concerned as being held in certificated form (that is, not in CREST);
“Chairman”	means Rodger Sargent, or the Chairman of the Board from time to time, as the context requires, provided that such person was independent on appointment for the purposes of the UK Corporate Governance Code;
“Change of Control”	means, following the Acquisition, the acquisition of Control of the Company by any person or party (or by any group of persons or parties who are acting in concert);
“City Code”	means the City Code on Takeovers and Mergers;
“Companies Act”	means the Companies Act 2006 of the United Kingdom, as amended;
“Company”	means Cleeve Capital Plc, a company incorporated in England and Wales under the Companies Act on 17 September 2014, with number 9223439;
“Control”	means: (i) the power (whether by way of ownership of shares, proxy, contract, agency or otherwise) to: (a) cast, or control the casting of, more than 50 per cent. of the maximum number of votes that might be cast at a general meeting of the Company; or (b) appoint or remove all, or the majority, of the Directors or other equivalent officers of the Company;

or (c) give directions with respect to the operating and financial policies of the Company with which the Directors or other equivalent officers of the Company are obliged to comply; and/or (ii) the holding beneficially of more than 50 per cent. of the issued shares of the Company (excluding any issued shares that carry no right to participate beyond a specified amount in a distribution of either profits or capital), but excluding in the case of each of (i) and (ii) above any such power or holding that arises as a result of the issue of Ordinary Shares by the Company in connection with the Acquisition;

“CREST” or “CREST System”	means the paperless settlement system operated by Euroclear enabling securities to be evidenced otherwise than by certificates and transferred otherwise than by written instruments;
“CREST Regulations”	means The Uncertified Securities Regulations 2001 (SI 2001 No. 3755), as amended;
“Directors” or “Board” or “Board of Directors”	means the directors of the Company, whose names appear in “Part III—The Company, its Board and the Acquisition Structure”, or the board of directors from time to time of the Company, as the context requires, and “Director” is to be construed accordingly;
“Disclosure and Transparency Rules”	means the disclosure and transparency rules of the UK Listing Authority made in accordance with section 73A of FSMA as amended from time to time;
“Dormant Company”	means a company which does not engage in trade or otherwise carry on ordinary business;
“EEA”	means the European Economic Area;
“EEA States”	means the member states of the European Union and the European Economic Area, each an “EEA State”;
“EU”	means the Member States of the European Union;
“Euroclear”	means Euroclear UK & Ireland Limited;
“FCA”	means the UK Financial Conduct Authority;
“Founders”	means Adrian Beeston, Rodger Sargent and Peter Redmond (through Catalyst Corporate Consultants Limited) and Geoffrey Dart (through Chesterfield Capital Limited);
“Founder Proceeds”	means £100,000, being the funds invested, in aggregate, by the Founders, to subscribe for 10,000,000 Ordinary Shares at par, prior to the Placing.
“FSMA”	means the Financial Services and Markets Act 2000 of the UK, as amended;
“general meeting”	means a meeting of the Shareholders of the Company or a class of Shareholders of the Company (as the context requires);
“IFRS”	means International Financial Reporting Standards as adopted by the European Union;

“Independent Non-Executive Director”	means the non-executive director of the Board from time to time considered by the Board to be independent for the purposes of the UK Corporate Governance Code, being Simon McGivern, as at the date of this document;
“Intermediate Placees”	means each of Roger Sargent, Chris Akers, Russell Bachhouse, Robert Proctor, Tom Pridmore, Tim Webb, Henry Turcan, Candy Ventures SARL and Reef Securities Limited;
“Intermediate Placee Proceeds”	means £100,000, being the funds invested, in aggregate, by the Intermediate Placees, at par, prior to the Placing;
“Investor”	means a person who confirms his agreement to the Company to subscribe for New Ordinary Shares under the Placing;
“Listing Rules”	means the listing rules made by the UK Listing Authority under section 73A of FSMA as amended from time to time;
“London Stock Exchange”	means London Stock Exchange plc;
“Mithril Capital”	Means Mithril Capital plc, a company incorporated in England and Wales under the Companies Act on 17 September 2014, with company number 9223440;
“Model Code”	means the Model Code on directors’ dealings in securities set out in Annex 1 R of Chapter 9 of the Listing Rules;
“Net Proceeds”	means the Founder Proceeds, the Intermediate Placee Proceeds and the Placing Proceeds less any expenses paid or payable in connection with Admission, the Placing and incorporation of the Company (and initial capitalisation) of the Company;
“New Ordinary Shares”	means the Ordinary Shares to be issued and allotted pursuant to the Placing;
“Official List”	means the official list maintained by the UK Listing Authority;
“Ordinary Shares”	means the ordinary shares of £0.01 each in the capital of the Company including, if the context requires, the New Ordinary Shares;
“Placing”	means the proposed placing of the New Ordinary Shares on behalf of the Company at the Placing Price and on the terms and subject to the conditions set out in this Document;
“Placing Price”	means £0.03 per New Ordinary Share;
“Placing Proceeds”	means £3,253,000, being the gross funds received on closing of the Placing;
“Premium Listing”	means a premium listing under Chapter 6 of the Listing Rules;
“Prospectus Directive”.	means Directive 2003/71/EC (and any amendments thereto, including Directive 2010/73/EU, to the extent implemented in the relevant member state), and includes any relevant implementing measures in each EEA State that has implemented Directive 2003/71/EC;

“Prospectus Rules”		means the prospectus rules of the UK Listing Authority made in accordance with section 73A of FSMA, as amended from time to time;
“Registrar”		means Share Registrars Limited or any other registrar appointed by the Company from time to time;
“Resolution of Directors”		has the meaning specified in the Articles;
“Resolution of Members”		has the meaning specified in the Articles;
“SEC”		means the U.S. Securities and Exchange Commission;
“Securities Act”		means the U.S. Securities Act of 1933, as amended;
“Shareholders”		means the holders of the Ordinary Shares and/or New Ordinary Shares, as the context requires;
“Special Resolution of Members”		has the meaning specified in the Articles;
“Standard Listing”		means a standard listing under Chapter 14 of the Listing Rules;
“Takeover Panel”		the Panel on Takeovers and Mergers;
“TMT”		means technology, media and telecommunications;
“Trading Day”		means a day on which the main market of the London Stock Exchange (or such other applicable securities exchange or quotation system on which the Ordinary Shares are listed) is open for business (other than a day on which the main market of the London Stock Exchange (or such other applicable securities exchange or quotation system) is scheduled to or does close prior to its regular weekday closing time);
“UK Corporate Governance Code”		means the UK Corporate Governance Code issued by the Financial Reporting Council in the U.K. from time to time;
“UK Listing Authority”		means the FCA in its capacity as the competent authority for listing in the U.K. pursuant to Part VI of FSMA;
“uncertificated” “uncertificated form”	or	means, in relation to a share or other security, a share or other security, title to which is recorded in the relevant register of the share or other security concerned as being held in uncertificated form (that is, in CREST) and title to which may be transferred by using CREST;
“United Kingdom” or “U.K.”		means the United Kingdom of Great Britain and Northern Ireland;
“United States” or “U.S.”		means the United States of America;
“VAT”		means (i) within the EU, any tax imposed by any Member State in conformity with the Directive of the Council of the European Union on the common system of value added tax

(2006/112/EC), and (ii) outside the EU, any tax corresponding to, or substantially similar to, the common system of value added tax referred to in paragraph (i) of this definition;

References to a “company” in this Document shall be construed so as to include any company, corporation or other body corporate, wherever and however incorporated or established.