

Admission Document

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 should immediately seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent adviser who is authorised under FSMA if you are in the United Kingdom, or, if outside the United Kingdom, from another appropriately authorised independent adviser who specialises in advising on the acquisition of shares and other securities.

This document, which comprises an AIM admission document drawn up in accordance with the AIM Rules for Companies, has been issued in connection with an application for admission to trading on AIM of the entire share capital, issued and to be issued pursuant to the Placing, of Made Tech Group plc. This document does not constitute an offer or any part of any offer of transferable securities to the public within the meaning of section 102B of FSMA or otherwise. Accordingly, this document does not constitute a prospectus for the purposes of section 85 of FSMA or otherwise and has not been drawn up in accordance with the Prospectus Regulation Rules or filed with or approved by the FCA or any other competent authority. The Ordinary Shares will not be admitted to the Official List or to any recognised investment exchange apart from AIM and no such other applications have been or are intended to be made.

Application has been made for the Ordinary Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that trading in the Ordinary Shares will commence on AIM at 8.00 a.m. on 30 September 2021.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the official list of the FCA. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. Each AIM company is required pursuant to the AIM Rules for Companies to have a nominated adviser. The nominated adviser is required to make a declaration to the London Stock Exchange on admission in the form set out in Schedule Two to the AIM Rules for Nominated Advisers. The London Stock Exchange has not itself examined or approved the contents of this document.

The Company and the Directors, whose names appear on page 9 of this document, accept responsibility individually and collectively for the information contained in this document. To the best of the knowledge of the Company and the Directors (each of whom has 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 the import of such information.

Prospective investors should read this document in its entirety. An investment in the Company includes a significant degree of risk and prospective investors should consider carefully the risk factors set out in Part II of this document.

Made Tech Group plc

(Incorporated under the Companies Act 2006 and registered in England and Wales with registered number 12204805)

**Placing of 12,295,081 new Ordinary Shares and 57,707,816 existing Ordinary Shares
at 122 pence per share
and**

Admission to trading on AIM

Nominated Adviser, Joint Broker and Joint Bookrunner



Joint Broker and Joint Bookrunner



BERENBERG
PARTNERSHIP SINCE 1590

<i>Share capital immediately following Admission</i>	<i>Issued and fully paid</i>	
	<i>Amount</i>	<i>Number</i>
<i>Ordinary shares of £0.0005 each</i>	£74,039.09	148,078,173

Singer Capital Markets Advisory LLP (the "**Nomad**") and Singer Capital Markets Securities Limited ("**Singer**"), which are authorised and regulated in the United Kingdom by the FCA, are acting as nominated adviser, joint broker and joint bookrunner respectively, and Joh. Berenberg, Gossler & Co. KG, London Branch ("**Berenberg**") is acting as joint broker and joint bookrunner, to the Company in connection with the proposed Placing and Admission and will not be acting for any other person (including a recipient of this document) or otherwise be responsible to any person for providing the protections afforded to clients of the Nomad, Singer or Berenberg or for advising any other person in respect of the proposed Placing and Admission or any transaction, matter or arrangement referred to in this document. The Nomad's responsibilities as the Company's nominated adviser under the AIM Rules for Nominated Advisers, and the responsibilities of Singer and Berenberg as joint brokers, are owed solely to London Stock Exchange and are not owed to the Company or to any Director or to any other person in respect of his decision to acquire shares in the Company in reliance on any part of this document.

Apart from the responsibilities and liabilities, if any, which may be imposed on the Nomad, Singer and Berenberg by the FSMA or the regulatory regime established thereunder, the Nomad, Singer and Berenberg do not accept any responsibility whatsoever for the contents of this document, including its accuracy, completeness or verification or for any other statement made or purported to be made by them, or on their behalf, in connection with the Company, the Ordinary Shares or the Placing and Admission. The Nomad, Singer and Berenberg accordingly disclaim all and any liability whether arising in tort, contract or otherwise (save as referred to above) in respect of this document or any such statement.

This document does not constitute an offer to sell, or the solicitation of an offer to buy or subscribe for, securities in any jurisdiction in which such offer or solicitation is unlawful and, in particular, is not for publication or distribution in or into the United States, Canada, Australia, New Zealand, South Africa or Japan, nor in any country or territory where to do so may contravene local securities laws or regulations. 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 restriction. Any failure to comply with these restrictions may constitute a violation of the securities law of any such jurisdictions. The Ordinary Shares have not been and will not be registered under the US Securities Act 1933, as amended nor under the applicable securities laws of any State of the United States or any province or territory of Canada, Australia, New Zealand, South Africa or Japan. Accordingly, the Ordinary Shares may not be offered or sold directly or indirectly in or into the United States, Canada, Australia, New Zealand, South Africa, Japan or to any resident of the United States, Canada, Australia, New Zealand, South Africa or Japan. No public offering of securities is being made in the United States. The Ordinary Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission or any other regulatory authority in the United States, nor have any of the foregoing authorities passed upon or endorsed the accuracy or adequacy of this document. Any representation to the contrary is a criminal offence in the United States.

Holding Ordinary Shares may have implications for overseas shareholders under the laws of the relevant overseas jurisdictions. Overseas investors should inform themselves about and observe any applicable legal requirements. It is the responsibility of each overseas shareholder to satisfy himself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, or the compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes due in such jurisdiction.

Subject to restrictions relating to persons resident in certain overseas jurisdictions, copies of the document will be available free of charge on the Company's website, <https://madetech.com/>.

IMPORTANT INFORMATION

General

This document should be read in its entirety before making any decision to subscribe for New Ordinary Shares or purchase Sale 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, the Nomad, Singer or Berenberg or any of their respective affiliates, officers, directors, partners, employees or agents. Without prejudice to the Company's obligations under the AIM Rules for Companies, neither the delivery of this document nor any subscription or purchase made under this document shall, under any circumstances, create any implication that there has been no change in the affairs of the Company or the Group since the date of this document or that the information contained herein is correct as at any time subsequent to its date.

Prospective investors in the Company must not treat the contents of this document or any subsequent communications from the Company, the Nomad, Singer or Berenberg or any of their respective affiliates, officers, directors, partners, employees or agents as advice relating to legal, taxation, accounting, regulatory, investment or any other matters.

If you are in any doubt about the contents of this document or the action you should take, you should immediately seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent adviser who is authorised under the FSMA if you are in the United Kingdom, or, if you are outside the United Kingdom, from another appropriately authorised independent adviser.

The Company does not accept any responsibility for the accuracy or completeness of any information reported by the press or other media, nor the fairness or appropriateness of any forecasts, views or opinions expressed by the press or other media or any other person regarding the Placing, the Company and/or its subsidiaries. The Company makes no representation as to the appropriateness, accuracy, completeness or reliability of any such information or publication.

As required by the AIM Rules for Companies, the Company will update the information provided in this document by means of a supplement to it if a significant new factor that may affect the evaluation of the Placing by prospective investors occurs prior to Admission or if it is noted that this document contains any mistake or substantial inaccuracy. This document and any supplement thereto will be made public in accordance with the AIM Rules for Companies.

This document is not intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation, by the Company, the Nomad, Singer or Berenberg or any of their respective representatives, that any recipient of this document should subscribe for or purchase any of the Placing Shares. Prior to making any decision as to whether to subscribe for or purchase any Placing Shares, prospective investors should read the entirety of this document and, in particular, the section headed "Risk Factors".

Investors should ensure that they read the whole of this document and not just rely on key information or information summarised within it. In making an investment decision, prospective investors must rely upon their own examination (or an examination by the prospective investor's FSMA authorised or other appropriate advisers) of the Company and the terms of this document, including the risks involved. Any decision to purchase or subscribe for Placing Shares should be based solely on this document and the prospective investor's own (or such prospective investor's FSMA authorised or other appropriate advisers') examination of the Company.

Investors who subscribe for New Ordinary Shares or purchase Sale Shares in the Placing will be deemed to have acknowledged that: (i) they have not relied on the Nomad, Singer or Berenberg or any person affiliated with them in connection with any investigation of the accuracy of any information contained in this document for their investment decision; (ii) they have relied only on the information contained in this document; and (iii) no person has been authorised to give any information or to make any representation concerning the Company or the Ordinary Shares (other than as contained in this document) and, if given or made, any such other information or representation has not been relied upon as having been authorised by or on behalf of the Company, the Directors, the Nomad, Singer or Berenberg.

None of the Company, the Directors, the Nomad, Singer or Berenberg or any of their respective representatives makes any representation to any subscriber of New Ordinary Shares or transferee of Sale Shares regarding the legality of an investment by such subscriber or purchaser.

In connection with the Placing, the Nomad, Singer or Berenberg and any of their affiliates, acting as investors for their own accounts, may acquire Placing Shares, and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such Placing Shares and other securities of the Company or related investments in connection with the Placing or otherwise. Accordingly, references in this document to the Ordinary Shares being offered, subscribed, purchased, acquired, placed or otherwise dealt with should be read as including any offer to, or subscription, purchase, acquisition, dealing or placing by the Nomad, Singer or Berenberg or any of their affiliates acting as investors for their own accounts. The Nomad, Singer and Berenberg do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

The Nomad, Singer and Berenberg and any of their affiliates may have engaged in transactions with, and provided various investment banking, financial advisory or other services to, the Company, for which they would have received customary fees. The Nomad, Singer and Berenberg and any of their affiliates may provide such services to the Company and any of its affiliates in the future.

Notice to prospective investors in the United Kingdom

No Ordinary Shares have been offered or will be offered pursuant to the Placing to the public in the United Kingdom prior to the publication of a prospectus in relation to the Ordinary Shares which has been approved by the FCA, or in accordance with the Prospectus Regulation, except that offers of Ordinary Shares to the public may be made at any time under the following exemptions under the Prospectus Regulation:

- (1) to any legal entity which is a qualified investor as defined in the Prospectus Regulation;
- (2) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation); or
- (3) in any other circumstances falling within Article 1(4) of the Prospectus Regulation, provided that no such offer of Ordinary Shares shall require the Company or any other person to publish a prospectus pursuant to Article 23 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation and each person who initially acquires any Ordinary Shares or to whom any offer is made under the Placing will be deemed to have represented, acknowledged and agreed that it is a “qualified investor” within the meaning of the Prospectus Regulation and/or EU Prospectus Regulation.

None of the Company, the Nomad, Singer or Berenberg has authorised, nor does any of them authorise, the making of any offer of Ordinary Shares in circumstances in which an obligation arises for the Company, the Nomad, Singer or Berenberg to publish a prospectus or a supplemental prospectus in the United Kingdom in respect of such offer.

For the purposes of this provision, the expression “an offer to the public” in relation to any offer of Ordinary Shares in the United Kingdom means a communication in any form and by any means presenting 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, and the expression “Prospectus Regulation” means the Regulation (EU) 2017/1129 as applied in the United Kingdom under the European Union (Withdrawal) Act 2018 (as amended).

In addition, this document is being distributed in the United Kingdom where it is directed only at (i) persons having professional experience in matters relating to investments, i.e., investment professionals within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “FPO”); and/or (ii) high net-worth companies, unincorporated associations and other bodies within the meaning of Article 49 of the FPO. The investment or investment activity to which this document relates is available only to such persons. It is not intended that this document be distributed or passed on, directly or indirectly, to any other class of person and in any event, and under no circumstances, should persons of any other description rely on or act upon the contents of this document.

Notice to prospective investors in the EEA

In relation to each member state of the European Economic Area (“**EEA**”) (each a “**Member State**”), no Ordinary Shares have been offered or will be offered pursuant to the Placing to the public in that Member State prior to the publication of a prospectus in relation to the Ordinary Shares which has been approved by the competent authority in that Member State, or in accordance with the EU Prospectus Regulation, except that offers of Ordinary Shares to the public may be made at any time under the following exemptions under the EU Prospectus Regulation:

- (1) to any legal entity which is a qualified investor as defined in the EU Prospectus Regulation;
- (2) to fewer than 150 natural or legal persons (other than qualified investors as defined in the EU Prospectus Regulation) in such Member State; or
- (3) in any other circumstances falling within Article 1(4) of the EU Prospectus Regulation,

provided that no such offer of Ordinary Shares shall require the Company or any other person to publish a prospectus pursuant to Article 23 of the EU Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the EU Prospectus Regulation and each person who initially acquires any Ordinary Shares or to whom any offer is made under the Placing will be deemed to have represented, acknowledged and agreed that it is a “qualified investor” within the meaning of the EU Prospectus Regulation.

None of the Company, the Nomad, Singer or Berenberg has authorised, nor does any of them authorise, the making of any offer of Ordinary Shares in circumstances in which an obligation arises for the Company, the Nomad, Singer or Berenberg to publish a prospectus or a supplemental prospectus in respect of such offer.

For the purposes of this provision, the expression “an offer to the public” in relation to any offer of Ordinary Shares in any Member State means a communication in any form and by any means presenting 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, and the expression “EU Prospectus Regulation” means Regulation (EU) 2017/1129.

Notice to Overseas Shareholders

This document does not constitute an offer to sell, or the solicitation of an offer to buy or subscribe for, securities in any jurisdiction in which such offer or solicitation is unlawful and, in particular, is not for publication or distribution in or into the United States, Canada, Australia, New Zealand, South Africa or Japan, nor in any country or territory where to do so may contravene local securities laws or regulations. 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 restriction. Any failure to comply with these restrictions may constitute a violation of the securities law of any such jurisdictions. The Ordinary Shares have not been and will not be registered under the US Securities Act 1933, as amended nor under the applicable securities laws of any State of the United States or any province or territory of Canada, Australia, New Zealand, South Africa or Japan. Accordingly, the Ordinary Shares may not be offered or sold directly or indirectly in or into the United States, Canada, Australia, New Zealand, South Africa, Japan or to any resident of the United States, Canada, Australia, New Zealand, South Africa or Japan. No public offering of securities is being made in the United States. The Ordinary Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission or any other regulatory authority in the United States, nor have any of the foregoing authorities passed upon or endorsed the accuracy or adequacy of this document. Any representation to the contrary is a criminal offence in the United States.

Holding Ordinary Shares may have implications for overseas shareholders under the laws of the relevant overseas jurisdictions. Overseas investors should inform themselves about and observe any applicable legal requirements. It is the responsibility of each overseas shareholder to satisfy himself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, or the compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes due in such jurisdiction.

No prospectus

This document is not a prospectus for the purposes of the Prospectus Regulation. This document has been prepared on the basis that all offers of the Placing Shares will be made pursuant to an exemption under the Prospectus Regulation from the requirement to produce a prospectus. Accordingly, any person making or intending to make any offer within the United Kingdom of Placing Shares which is the subject of the offering contemplated in this document should only do so in circumstances in which no obligation arises for the Company or the Nomad to produce a prospectus for such offer. Neither the Company, the Nomad, Singer nor Berenberg have authorised, nor will any of them authorise, the making of any offer of the Placing Shares through any financial intermediary, other than offers made by Singer and Berenberg which constitute the final placing of the Placing Shares contemplated in this document.

Forward looking statements

Certain statements in this document are or may constitute forward looking statements, including statements about current beliefs and expectations of the Directors. In particular, the words “envisage”, “projects”, “expect”, “anticipate”, “estimate”, “may”, “should”, “plan”, “intend”, “will”, “would”, “could”, “target”, “believe” and similar expressions (or in each case their negative and other variations or comparable terminology) can be used to identify forward looking statements. Such forward looking statements relate to matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Board’s expectations of external conditions and events, current business strategy, plans and the other objectives of management for future operations and estimates and projections of the Group’s financial performance. Though the Board believes these expectations to be reasonable at the date of this document, they may prove to be erroneous. Forward looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, achievements or performance of the Group, or the industry in which the Group operates, to be materially different from any future results, achievements or performance expressed or implied by such forward looking statements. Prospective investors are strongly recommended to read the risk factors set out in Part II of this document.

Any forward looking statement in this document speaks only as of the date it is made. Save as required by law or regulation or the AIM Rules for Companies, the Company undertakes no obligation to publicly release the results of any revisions to any forward looking statements in this document that may occur due to any change in the Board’s expectations or in order to reflect events or circumstances after the date of this document.

Any forward looking statement in this document based on past or current trends and/or activities of the Group should not be taken as a representation or assurance that such trends or activities will continue in the future. No statement in this document is intended to be a profit forecast or to imply that the earnings of the Group for the current year or future years will match or exceed the historical or published earnings of the Group.

Presentation of financial information

The accountant’s report on the Group’s historical financial information included in Section (A) “Accountant’s Report on the Group Financial Information” of Part III “Financial Information” of this document has been prepared in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Crowe U.K LLP’s consent to the inclusion of its accountant’s report and name in this document appears in Part IV “Additional Information” of this document has been included as required by the AIM Rules for Companies and solely for that purpose. Unless otherwise indicated, financial information in this document, including the Group Financial Information for the three years ended 31 May 2021 has been prepared in accordance with UK adopted International Accounting Standards (“IAS”).

Non-IAS information

This document contains certain financial measures that are not defined or recognised under IAS, including EBITDA. EBITDA is defined by the Group as earnings before interest, tax, depreciation and amortisation.

Rounding

The financial information and certain other figures in this document have been subject to rounding adjustments. Therefore, the sum of numbers in a table (or otherwise) may not conform exactly to the total figure given for that table. In addition, certain percentages presented in this document reflect calculations based on the underlying information prior to rounding and accordingly may not conform exactly to the percentages that would be derived if the relevant calculations were based on the rounded numbers.

Currency presentation

In the document, references to “sterling”, “£”, “penny”, “pence” and “p” are to the lawful currency of the United Kingdom. Unless otherwise indicated, the financial information contained in this document has been expressed in sterling. The Group presents its financial statements in sterling.

Market, industry and economic data

The data, statistics and information and other statements in this document regarding the markets in which the Group operates, or the Group’s position therein, are based on the Group’s records. In relation to these sources, such information has been accurately reproduced from the published information and, so far as the Directors are aware and are able to ascertain from the information provided by the suppliers of these sources, no facts have been omitted which would render such information inaccurate or misleading.

This document includes market share and industry data and forecasts that the Company has obtained from industry publications, surveys and internal company sources. As noted in this document, the Company has obtained market and industry data relating to the Group’s business from providers of industry data and has obtained market data from the following reports:

TechMarketReview

Tussell

Public.io

Crown Commercial Service

ScotlandIS

Market and industry data is inherently predictive and speculative, and is not necessarily reflective of actual market conditions. Statistics in such data are based on market research, which itself is based on sampling and subjective judgments by both the researchers and the respondents, including judgments about what types of products and transactions should be included in the relevant market. The value of comparisons of statistics for different markets is limited by many factors, including: (i) the markets are defined differently; (ii) the underlying information was gathered by different methods; and (iii) different assumptions were applied in compiling the data. Consequently, the industry publications and other reports referred to above generally state that the information contained therein has been obtained from sources believed to be reliable, but that the accuracy and completeness of such information is not guaranteed and, in some instances, these reports and publications state expressly that they do not assume liability for such information. Specifically, the Nomad, Singer and Berenberg have not authorised the contents of, or any part of, this document and accordingly no liability whatsoever is accepted by the Nomad, Singer or Berenberg for the accuracy or completeness of any market or industry data which is included in this document.

No incorporation of website information

The contents of the Company’s website, any website mentioned in this document or any website directly or indirectly linked to these websites have not been verified and do not form part of this document and prospective investors should not rely on such information.

Interpretation

Certain terms used in this document are defined and certain technical and other terms used in this document are explained at the section of this document under the heading “Definitions”.

All times referred to in this document are, unless otherwise stated, references to London time.

All references to legislation in this document are to the legislation of England and Wales unless the contrary is indicated. Any reference to any provision of any legislation or regulation shall include any amendment, modification, re-enactment or extension thereof. Unless otherwise stated, statements made in this document are based on the law and practice currently in force in England and Wales and are subject to changes therein.

Words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include the feminine or neutral gender.

Notice to Distributors

Solely for the purposes of Paragraph 3.2.7R regarding the responsibilities of UK Manufacturers under the Product Governance requirements contained within Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK Product Governance Requirements**”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the UK Product Governance Requirements) may otherwise have with respect thereto, the Ordinary Shares have been subject to a product approval process, which has determined that the Ordinary Shares are: (i) compatible with an end target market of (a) retail investors, (b) investors who meet the criteria of professional clients and (c) eligible counterparties, each as defined in UK Product Governance Requirements; and (ii) eligible for distribution through all distribution channels as are permitted by UK Product Governance Requirements (the “**Target Market Assessment**”). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Ordinary Shares may decline and investors could lose all or part of their investment; the Ordinary Shares offer no guaranteed income and no capital protection; and an investment in the Ordinary Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Placing.

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

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

CONTENTS

DIRECTORS, SECRETARY AND ADVISERS	9
DEFINITIONS	11
GLOSSARY	15
PLACING STATISTICS	16
EXPECTED TIMETABLE OF PRINCIPAL EVENTS	17
PART I – INFORMATION ON THE GROUP	18
PART II – RISK FACTORS	36
PART III – HISTORICAL FINANCIAL INFORMATION OF THE GROUP	48
PART IV – ADDITIONAL INFORMATION	71
PART V – TERMS AND CONDITIONS OF THE PLACING	102

DIRECTORS, SECRETARY AND ADVISERS

Directors

Joanne Lake (*Non-Executive Chair*)
Rory MacDonald (*Chief Executive Officer*)
Deborah Lovegrove (*Chief Financial Officer*)
Chris Blackburn (*Chief Operating Officer*)
Helen Gilder (*Non-Executive Director*)
Phil Pavitt (*Non-Executive Director*)

All of whose business address is at the Company's registered office

Registered and Head Office

4 O'Meara Street
London
SE1 1TE

Company website

<https://www.madetech.com>

Company Secretary

Fieldfisher Secretaries Limited
Riverbank House
2 Swan Lane
London
EC4R 3TT

Nominated Adviser

Singer Capital Markets Advisory LLP
One Bartholomew Lane
London
EC2N 2AX

Joint Broker and Joint Bookrunner

Singer Capital Markets Securities Limited
One Bartholomew Lane
London
EC2N 2AX

Joint Broker and Joint Bookrunner

Joh. Berenberg, Gossler & Co. KG, London Branch
60 Threadneedle Street
London
EC2R 8HP

Legal advisers to the Company

Fieldfisher LLP
No. 1 Spinningfields
1 Hardman Street
Manchester
M3 3EB

Legal advisers to Nominated Adviser, Joint Brokers and Joint Bookrunners

Stephenson Harwood LLP
1 Finsbury Circus
London
EC2M 7SH

Auditor and Reporting Accountant

Crowe U.K. LLP
55 Ludgate Hill
London
EC4M 7JW

**Financial Public
Relations adviser**

SEC Newgate UK Ltd
Skylight City Tower
50 Basinghall Street
London
EC2V 5DE

Registrars

Link Group
10th Floor
Central Square
29 Wellington Street
Leeds
LS1 4DL

DEFINITIONS

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

“Act”	the Companies Act 2006 (as amended)
“Admission”	the admission of the Ordinary Shares, issued and to be issued pursuant to the Placing, to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules for Companies
“AIM”	AIM, a market operated by the London Stock Exchange
“AIM Rules for Companies”	the AIM rules for companies published by the London Stock Exchange from time to time
“AIM Rules for Nominated Advisers”	the AIM rules for nominated advisers published by the London Stock Exchange from time to time
“Articles”	the articles of association of the Company
“Audit Committee”	the Company’s audit committee details of which are set out in paragraph 18 of Part I of this document
“Berenberg”	Joh. Berenberg, Gossler & Co. KG, London Branch, the Company’s joint bookrunner
“Board” or “Directors”	the directors of the Company, whose names are set out on page 9 of this document
“CAGR”	compound annual growth rate
“Company” or “Made Tech”	Made Tech Group plc, a public limited company incorporated under the laws of England and Wales
“Concert Party”	together those shareholders in the Company deemed to be acting in concert in accordance with the Takeover Code, further details of which can be found in paragraph 5.2 of Part IV of this document
“CREST”	the relevant system (as defined in the CREST Regulations) for paperless settlement of share transfers and holding shares in uncertificated form which is administered by Euroclear
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (S.I. 2001 No. 3755) (as amended)
“Deferred Shares”	deferred shares of £0.001 each in the capital of the Company
“DTRs”	the Disclosure Guidance and Transparency Rules made by the FCA pursuant to section 73A of the FSMA from time to time
“Enlarged Share Capital”	the issued Ordinary Shares upon Admission, comprising the Existing Ordinary Shares and the New Ordinary Shares
“EU”	the European Union
“EU Prospectus Regulation”	Prospectus Regulation (EU) 2017/1129
“Euroclear”	Euroclear UK & Ireland Limited, a company incorporated under the laws of England and Wales
“EUWA”	European Union (Withdrawal) Act 2018, as amended

“Executive Directors”	the executive Directors of the Company as at the date of this document, namely Rory MacDonald, Chris Blackburn and Deborah Lovegrove
“Existing Ordinary Shares”	the 135,783,092 Ordinary Shares in issue immediately prior to Admission
“FCA”	the Financial Conduct Authority
“FSMA”	the Financial Services and Markets Act 2000 (as amended)
“Group”	the Company and its subsidiary undertakings and “Group Company” should be interpreted accordingly
“Historical Financial Information”	the audited historical financial information of the Group for the three years ended 31 May 2019, 31 May 2020 and 31 May 2021, as set out in Part III of this document
“HMRC”	Her Majesty's Revenue and Customs
“IAS”	UK adopted International Accounting Standards
“Lock-in Deeds”	the lock-in deeds entered into by each of the Locked-in Shareholders, summary details of which are set out in paragraph 13.4 of Part IV of this document
“Locked-in Shareholders”	each of the Directors and certain other Shareholders who have entered into a Lock-in Deed, details of which are set out in paragraph 13.4 of Part IV of this document
“London Stock Exchange”	London Stock Exchange plc
“LTIP”	the Made Tech Group plc Long Term Incentive Plan being a proposed discretionary share-based long term incentive plan further details of which are set out in paragraph 12.1 of Part IV of this document
“New Ordinary Shares”	the 12,295,081 Ordinary Shares proposed to be issued by the Company to Placees pursuant to the Placing
“New Share Plans”	the Company's new LTIP, RSP, Sharesave and SIP under which future share-based grants to employees may be granted further details of which are set out in paragraph 12 of Part IV of this document
“Nomad”	Singer Capital Markets Advisory LLP, the Company's nominated adviser and joint broker
“Nomination Committee”	the Company's nomination committee details of which are set out in paragraph 18 of Part I of this document
“Non-Executive Directors”	each of Joanne Lake, Helen Gilder and Phil Pavitt
“Official List”	the Official List of the FCA
“Ordinary Shares”	ordinary shares of £0.0005 each in the capital of the Company
“Panel”	the Panel on Takeovers and Mergers
“Placees”	subscribers for the Placing Shares

“Placing”	the conditional placing of the Placing Shares by Singer and Berenberg at the Placing Price pursuant to the Placing Agreement
“Placing Agreement”	the conditional agreement dated on or around the date of this document and made between the Nomad, Singer, Berenberg, the Company, the Directors and the Senior Managers and the Selling Shareholders relating to the Placing, further details of which are set out in paragraph 13.1 of Part IV of this document
“Placing Price”	122 pence per Placing Share
“Placing Shares”	together the New Ordinary Shares and the Sale Shares
“Prospectus Regulation”	the EU Prospectus Regulation as it forms part of English law by virtue of EUWA, as amended
“Prospectus Regulation Rules”	the prospectus regulation rules made by the FCA under Part VI of FSMA, as amended
“QCA Code”	the corporate governance code for small and mid-size quoted companies published by the Quoted Companies Alliance from time to time
“Redeemable Shares”	redeemable preference shares of £1 each in the capital of the Company
“Remuneration Committee”	the Company’s remuneration committee details of which are set out in paragraph 18 of Part I of this document
“Relationship Agreement”	the relationship agreement dated 27 September 2021 between the Company, the Nomad and Rory MacDonald, further details of which are set out in paragraph 13.5 of Part IV of this document
“RSP”	the Made Tech Group plc Long Term Incentive Plan being a proposed discretionary share-based long term incentive plan primarily for the benefit of employees, further details of which are set out in paragraph 12.1 of Part IV of this document
“Sale Shares”	the 57,707,816 Existing Ordinary Shares proposed to be transferred to Placees pursuant to the Placing
“Selling Shareholders”	Shareholders selling Sale Shares in the Placing comprising of Rory MacDonald, Chris Blackburn and the Senior Managers
“Senior Managers”	Luke Morton, Ian Southward, Tom Taylor and Pete Wild
“Shareholder”	a holder of Ordinary Shares
“Sharesave”	the Made Tech Group plc Savings Related Share Option Scheme being a proposed employees’ share scheme further details of which are set out in paragraph 12.2 of Part IV of this document
“Singer”	Singer Capital Markets Securities Limited, the Company’s joint broker and joint bookrunner
“SIP”	the Made Tech Group plc Share Incentive Plan being a proposed employees’ share scheme further details of which are set out in paragraph 12.3 of Part IV of this document
“Takeover Code”	the City Code on Takeovers and Mergers published by the Panel from time to time

“UK”

the United Kingdom of Great Britain and Northern Ireland

“UK MAR”

the UK Market Abuse Regulation, which is the retained UK law version of the EU Market Abuse Regulation (596/2014) which has applied in the UK since the end of the Brexit transition period

**“uncertificated” or “in
uncertificated form”**

recorded on a register of securities maintained by Euroclear UK & Ireland Limited in accordance with the CREST Regulations as being in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST

GLOSSARY

The following glossary of terms applies throughout this document, unless the context otherwise requires:

“Agile”	a way of working that values responsiveness to customers, adaptability and speed of execution
“AI” or “Artificial Intelligence”	the theory and development of computer systems able to perform tasks normally requiring human intelligence, such as decision-making and speech recognition
“API”	connection between computers or between computer programs
“AWS” or “Amazon Web Services”	a subsidiary of Amazon providing on-demand cloud computing platforms and APIs to individuals, companies and governments, on a metered pay-as-you-go basis
“Big IT”	a number of very large IT services companies
“Cloud Computing”	a means of accessing computing power and storage on demand, over the internet, without having to actively manage one’s own computing resources
“Deep Learning”	a branch of machine learning that uses multi-layered networks of computational nodes called neurons, creating an artificial neural network that mimics the way human brains process information
“DevOps”	where people, from a range of disciplines, work together to design, develop, deploy and operate a system
“DevSecOps”	is a term used to describe integrating security practices within a DevOps environment
“DPS” or “Dynamic Publishing System”	an electronic tool that is used to purchase goods, works and services that are both commonly used by an organisation and readily available on the market, similar to a framework but with the functionality to add new suppliers at any time
“GovTech”	applying emerging technologies to improve the delivery of public services through increasing efficiency and lowering costs.
“IaaS” or “Infrastructure as a Service”	a type of cloud computing service that offers essential compute, storage and networking resources on demand, on a pay-as-you-go basis
“ML” or “Machine Learning”	a branch of Artificial Intelligence that uncovers patterns in large accumulations of data in order to make predictions and decisions
“MVP” or “Minimal Viable Product”	a version of a product with just enough features to be usable by early customers who can then provide feedback for future product development
“R&D”	research and development
“Skills Framework for the Information Age” or “SFIA”	model for describing and managing skills and competencies for professionals working in information and communication technologies, software engineering and digital transformation

PLACING STATISTICS

Placing Price	122 pence
Number of Existing Ordinary Shares	135,783,092
Number of New Ordinary Shares	12,295,081
Number of Sale Shares to be sold by the Selling Shareholders	57,707,816
Number of Ordinary Shares in issue immediately following Admission	148,078,173
Percentage of Enlarged Share Capital represented by the New Ordinary Shares	8.30%
Percentage of Enlarged Share Capital represented by the Sale Shares	38.97%
Percentage of Enlarged Share Capital represented by the Placing Shares	47.27%
Market capitalisation of the Company at the Placing Price on Admission	£180.66 million
Gross proceeds of the Placing receivable by the Company	£15.00 million
Estimated net proceeds of the Placing receivable by the Company	£13.21 million
ISIN	GB00BLGYDT21
SEDOL	BLGYDT2
AIM TIDM	MTEC
LEI	213800FQR678FTPNVW08

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document	27 September 2021
Issue of New Ordinary Shares	30 September 2021
Admission and dealings commence in the Ordinary Shares on AIM	8.00 a.m. on 30 September 2021
CREST accounts credited (where applicable)	8.00 a.m. on 30 September 2021
Despatch of definitive share certificates (where applicable)	within 10 business days of Admission

Notes:

Each of the above dates is subject to change at the absolute discretion of the Company, the Nomad, Singer and Berenberg

PART I

INFORMATION ON THE GROUP

1. Overview

Made Tech is a provider of digital, data and technology services to the UK public sector. Founded in 2008 and now with a headcount of over 240 across four UK locations (London, Manchester, Bristol and Swansea), Made Tech provides services that enable central government, healthcare and local government organisations to digitally transform.

The Group has delivered strong organic growth over the period of the Historical Financial Information, with revenue increasing at a CAGR of 89 per cent. over the period from the financial year ended 31 May 2018 to the financial year ended 31 May 2021, without taking any external investment.

In the financial year ended March 2021, spending by Central Government on digital transformation totalled £3.15 billion (*Source: Crown Commercial Service 'Digital Futures'*) and forecasts predict that the UK GovTech market will reach £20 billion by 2025 (and \$400 billion (approximately £290 billion) globally) (*Source: Public.io*). The Directors believe that demand for the Group's services will continue to increase, and as a result the Group's strong growth trajectory will continue into 2023 and beyond, driven by secular growth within the digital transformation market and changes within the UK public sector IT market to disaggregate contracts to the benefit of smaller and more focused companies like Made Tech.

The Group's strategy is to achieve sustained revenue, profit and cash flow growth by expanding the Group's capabilities, building out regional hubs and growing the Group's market share within the health, local government and central government sectors. The Directors believe the Group's competitive advantage is driven through a focused and targeted offering to the public sector enabling Made Tech to closely align to client needs.

The Company is seeking to raise £15.00 million (before expenses) through the Placing of New Ordinary Shares, the net proceeds of which will be used to provide additional growth capital to allow the Group to expand its service offering, open up new regions, for further expansion within the health, defence and local government markets and to repay a £1.25 million bank loan.

The Board believes that Admission is an important step in the Group's continuing development and will accelerate its commercial progression. In particular, the Placing and Admission will provide the Group with capital to execute the Board's growth plans for the Group, further enhance its profile with its existing and potential customers and assist with the recruitment, retention and incentivisation of existing and future employees.

2. History and Background

The Group was founded in 2008 by Rory MacDonald to provide technology services to venture capital-backed startups within the UK. In 2017, the Group adjusted its strategy and repositioned its business to focus on the UK public sector market.

The Directors believe that organisations should focus on being a broader force for good within society. The Group considers itself to be an organisation that is genuinely purpose-driven and has undertaken strategic planning to identify, agree and communicate the Group's purpose: "positively impact the future of society by improving public sector technology".

The Directors believe that they can achieve the Group's purpose by executing against four strategic missions:

- **Modernise** legacy technology and working practices;
- **Accelerate** digital service and technology delivery;
- **Drive** better decisions through data and automation; and
- **Enable** technology and delivery skills to build better systems.

To guide the Group in scaling its culture, the Directors have adopted the following core values:

- **Client Focussed** – Being a trustworthy partner to the public sector to build strong and lasting relationships with the Group's clients;
- **Drive to Deliver** – Delivering successful outcomes for the Group's clients, users and citizens; and
- **Learning & Mentoring** – Continuous development of the Group's team and the client team members with whom the Group works.

The Group is headquartered in London and has expanded its operations across the UK, opening further offices in Manchester and Bristol in 2019 and Swansea in 2020. The Group's operations sit within Made Tech Limited (incorporated in May 2008), a wholly owned subsidiary of the Company.

3. Key Strengths

The Directors believe that the success of Made Tech, and their expectations for its future growth, are founded on the following key strengths, all of which will enable the Group to capitalise on the structural drivers of growth in its target market(s):

Focused market proposition built on true expertise

Made Tech has developed specialised expertise in the public sector market and several sub-sectors within this market. This focus enables the Group's staff to provide services tailored to the client's needs and ultimately allows the Group to deliver better outcomes for clients and citizens.

Highly skilled employees with significant technical and domain knowledge

Made Tech operates a business in which people are central to delivering its growth strategy. The Group targets entry-level and experienced professionals and has developed a strong culture that puts learning and development at the core. The Directors believe that a combination of the Group's reputation, the societal impact of the work the Group delivers and the Group's focus on being a 'learning organisation' is key to attracting and motivating talented individuals.

History of delivery underpins strong reputation with the public sector

The Group has a history of delivering high-profile and complex projects at speed in the public sector and previously within the private sector. As a result, the Directors consider that Made Tech has firmly established itself within the public sector market and that this provides the Group with solid foundations to deliver continued growth and expansion.

Broad, diversified and expanding base of clients

Made Tech has attracted a portfolio of public sector clients which includes many UK Central Government departments. As of 31 May 2021, clients include 6 of the 10 biggest spenders from the Crown Commercial Service 'Digital Futures' category, and the Group's portfolio is diversified across an increasing client base and across sub-sectors, including Central Government, Healthcare, Local Government and Defence.

Track record of delivering organic growth

Made Tech has consistently delivered organic growth, achieving a revenue CAGR of 89 per cent. from £1.9 million for the year ended 31 May 2018 to £13.3 million for the year ended 31 May 2021 without taking any external investment.

Favourable market dynamics

The market in which the Group operates is experiencing a period of structural growth with steadily increasing demand being driven by the need for worldwide governments to operate more efficiently and to use digital to drive change. The Directors believe these market dynamics make it favourable for the Group to continue to grow revenue and expand its presence in the market.

Experienced and ambitious management team

The Group has a dynamic leadership team led by the Group's founder, Rory MacDonald. The Group's management team has, on average, 25 years of experience working in digital and technology delivery and has a proven track record in working together to grow the Group. Further details of the Board and the Group's senior management team are set out in paragraph 12 of this Part I.

4. Capabilities & Services

The Group's primary services can be categorised into three areas: digital service delivery, embedded capabilities and legacy application transformation.

Digital Service Delivery

Made Tech works with public sector organisations to deliver user-centric digital services by supporting them through the end-to-end digital delivery lifecycle. Digital services are the new frontline of the public sector and can result in users achieving outcomes more effectively, with reduced lead times and cost, than through other channels. With this service, Made Tech supports its clients in service delivery through a number of phases:

- **Discovery** – working with public sector service owners to understand the problem they wish to solve.
- **Alpha** – prototypes are built, further user research is conducted and potential solutions to the problem are tested.
- **Beta** – a minimum viable product is developed using lean agile techniques and modern software engineering. Incremental value is delivered to users and validated through research, testing and data analysis.
- **Live** – the service goes live and the Group continues to validate and test, to improve performance and meet evolving users' needs.

Embedded Capabilities

When there is a skills shortage within an organisation, Made Tech will identify and improve them through co-sourced delivery and training, thereby supporting public sector organisations to scale their digital and IT capabilities and deliver the services. Clients are supported through:

- **Delivery management** – providing delivery and programme leaders with years of public sector experience. Working as an extension of the client's programme or service team, Made Tech supports the client's permanent staff to enable them to scale and deliver the service efficiently and effectively.
- **Software engineering** – providing skilled staff to enable delivery of lean and agile solutions utilising the latest software engineering tools and architecture with automated testing, security and maintenance.
- **Cloud engineering** – providing public cloud platform specialists who have experience delivering and operating national infrastructure. Engineers use infrastructure as code, user research and automation to guarantee reliability.
- **Training and building communities of practice** – to help scale delivery and build a future talent pipeline within a client organisation Made Tech runs a training academy where it sources, trains and embeds individuals into a client's organisation. Ongoing talks and workshops are held for the client to build communities of practice.

Legacy Application Transformation

Made Tech reduces the burden of legacy IT by defining and delivering transformation programmes from legacy IT systems to modern digitally enabled services. The Group delivers this service through:

- **Legacy discovery** – conducting a user-centred and technology-focused discovery to understand the existing user, service and technology landscape, to define a set of high-level programme transformation objectives.

- **Iterative modernisation** – using lean technology delivery and DevSecOps practices to improve existing applications ensuring they are fit-for-purpose, employing the latest security protocols and delivering value by increasing usability and reducing cost per transaction.
- **Iterative replacement** – replacing legacy applications, where Made Tech ensures both the old and new services work side-by-side as high priority user needs are gradually transferred from one service to another.
- **Big bang transformation** – a like for like service replacement with iterative release and rollout to minimise cost and service disruption.

Innovation

Made Tech has historically invested in, and intends to continue investing in, innovative and emerging technologies. Areas of interest include Artificial Intelligence, Machine Learning, Cloud, Data Science, Data Intelligence and Robotic Automation.

This investment has led to new digital, data and technology services that the Group's sales team takes to market, such as the NHS Virtual Visit solution that runs within multiple NHS Trusts. The Directors believe that the Group's investment in innovation will enable it to develop deeper strategic alliances with organisations such as AWS.

The Group's next phase of innovation will focus on the health and local government markets, which the Board expects will lead to higher spend on innovation costs in future years.

5. Information Technology Systems

Made Tech uses several enterprise IT systems to provide accurate operational and management information, and to provide its staff with tools and services to undertake their jobs. These systems are all Cloud-based and managed by an external IT provider.

The Group's main IT systems include:

- Kimble, a SaaS product for professional services automation;
- Salesforce, a SaaS product for customer relationship management;
- Hubspot, a SaaS product for marketing automation;
- Slack, a SaaS product for business communication;
- Xero, a SaaS product for accounting;
- Google Workspace, a SaaS product for productivity and collaboration;
- CharlieHR, a SaaS product for HR administration; and
- Workable, a SaaS product for talent acquisition.

Made Tech holds the Information Security Management (ISO27001), CyberEssentials and CyberEssentials Plus and Quality Management (ISO9001) accreditations.

6. Market Opportunity

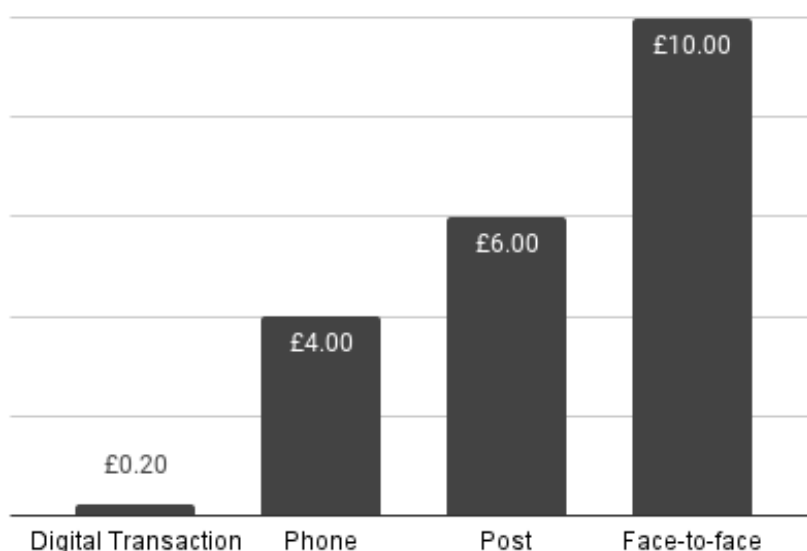
Governments worldwide are trying to operate more efficiently, with many using digital to drive transformational changes that impact citizens, organisational structures, working practices and culture.

Within the UK, since 2013, there has been considerable growth in spending by Central Government on digital transformation, particularly within the Home Office and Ministry of Justice. In the financial year ended March 2021, spending rose by approximately 33 per cent. to £3.15 billion (*Source: Crown Commercial/Service 'Digital Futures'*). Forecasts predict that the UK GovTech market will reach £20 billion by 2025 (and \$400 billion (approximately £290 billion) globally) (*Source: Public.io*).

Since 2016, the market share of the top 10 suppliers of IT to Central Government has dropped by over 25 per cent. from 70 per cent. market share to 44 per cent. During this period, the market share of small

and medium sized enterprises has grown from 7 per cent. to 15 per cent. (Source: *Tussell*). The Directors believe this rapid change in landscape is due to: the shift in spending from classic IT services to digital; the civil service becoming a more mature buyer of IT/technology services; negative sentiment towards “Big IT” developing within the civil service; and the central government recommendation to disaggregate large IT contracts and adopt a multi-sourcing model.

The cost of digital transactions is substantially lower than other types of interactions, as demonstrated in the chart below (Source: *speech on Digital Government by then Cabinet Office Minister Francis Maude, 2013*), highlighting the opportunity for digital transformation:



The Directors believe that the change in market dynamics occurring within central government is also appearing in other areas of public services, creating market opportunities in:

- **Health** – Supporting the central healthcare bodies and CCGs who spent approximately £1.92 billion on software and IT services in fiscal year 2019 (Source: *TechMarketView*);
- **Local government** – Supporting the 343 local authorities who spent approximately £2.2 billion on software and IT services in fiscal year 2019 (Source: *TechMarketView*);
- **Police** – Supporting the central police bodies and 43 police forces who spent approximately £572 million on software and IT services in fiscal year 2019 (Source: *TechMarketView*);
- **Defence** – Supporting the central defence organisations who spent approximately £1.8 billion on software and IT services in fiscal year 2019 (Source: *TechMarketView*); and
- **Devolved administrations** – Supporting the devolved Scottish governments who spent approximately £800 million on software and IT services in fiscal year 2016/17 (Source: *ScotlandIS*).

The Board believes that further opportunities will arise as a result of the Covid-19 global pandemic as governments globally will be forced to look at cost efficiencies leading to further digital transformation opportunities.

Additionally, the Directors believe there is a significant international opportunity within digital Government. Historically, the UK has ranked highly in the UN E-Government survey (7th in 2020, 4th in 2018 and 1st in 2016). The Directors believe that the work undertaken by the UK’s Government Digital Service has influenced a number of international governments. This has led to several international governments catching up with and in some cases overtaking the UK’s E-Government ranking. The Directors believe the Group’s association with UK Government and GDS will help to capture international opportunities.

7. Commercial Model

The UK public sector is not a single buyer but comprises thousands of organisations, each with its own requirements, decision-making processes and procurement approaches.

These organisations typically use procurement frameworks run by Crown Commercial Service, part of the Cabinet Office. Frameworks provide a mechanism for public sector buyers to tender projects and efficiently purchase services from suppliers, using standard contractual terms and supplier vetting practices whilst ensuring UK procurement regulations are being met.

Framework requirements vary; some are open to all suppliers, others have strict requirements around eligibility and a cap on the number of suppliers; some frameworks are dynamic and allow suppliers to apply for a place at any time available; others will only open every five years, so there is a limited window to gain a place. Typically, the Crown Commercial Service is responsible for overseeing and managing the process around framework competitions.

Made Tech has a place on several frameworks, including:

- G-Cloud Framework (RM1557): cloud-based computing services such as hosting, software and cloud support, including many off-the-shelf, pay-as-you-go cloud solutions;
- Digital Outcomes & Specialists Framework (RM1043): teams or individuals to build and support the digital transformation of public services;
- Digital Capability for Health (RM6221): As part of a consortium of suppliers providing application development and management services for the public health and care sector;
- Quality Assurance and Testing for IT Systems 2 (RM6148): quality assurance testing (“QAT”), including testing environments, specialists, automation and services, such as consultancy;
- Technology Services 3 (RM6100): Technology services ranging from strategy and design to operational deployment;
- Met Office Delivery Partnerships (DN481606): Extend the capacity and capability particularly around data, technology and software engineering; and
- Ofgem Digital Services DPS (2020-043): DPS to support digital transformation activities across cloud, data, modern workplace and digital services.

The Group’s work is primarily contracted on a time and materials basis against a scope, schedule and budget. The Group uses agile methodologies to iteratively refine the scope and schedule over the course of the project. The Directors believe that this approach significantly reduces the Group’s contractual risk. Typical projects are 12 months in length with an opportunity for ongoing project work. Revenue visibility is typically up to 24 months.

8. Clients

The primary clients of the Group are the departments, agencies and arm’s length bodies of UK Government.

The Group has a number of high-profile clients including the Department for Education, Home Office, DVLA, HMRC, Department for International Trade and Ministry of Justice. Given the nature of the public sector Made Tech has historically had multiple contracts for different projects with many of the same key clients. Current projects include delivering and operating the Multichannel Digital Tax platform (MDTP) which runs the Making Tax Digital ecosystem, supporting the Ministry of Justice to deliver a programme to digitally transform the technology within the prison estate and delivering the digital transformation of UK provisional driving licence service.

9. Competition

The Group operates in a fragmented and diverse marketplace with thousands of information technology, innovation and consulting firms providing services to the UK public sector market.

The Directors believe that the vast majority of these are small businesses with relatively few employees who lack the scale to capture significant market share. The Directors consider their primary competition to be from the following groups:

- **Medium-sized vendors**

There are a limited number of medium-sized competitors with which the Directors believe that the Group competes. These include Kainos, The Panoply, BJSS, ThoughtWorks, Valtech, Equal Experts, Version1 and Methods. The Group has a good working relationship with a number of these organisations and believes some of them are having a positive impact on public services.

- **Legacy systems integrators**

There are a small number of large systems integrators with which the Directors believe the Group competes and takes market share. Historically such firms have had long-term contracts with government organisations but are impacted by a decreasing market share in the UK public sector. The Directors believe that the previous experiences of UK Government departments and agencies working with these vendors has given rise to a situation whereby Made Tech and other suppliers are seen as more appropriate partners for many departments and agencies.

- **Offshore IT**

The Directors believe that there are a handful of large offshore IT firms actively targeting the UK public sector, however the security requirements of the UK Government will continue to create challenges for organisations with a predominately offshore staffing model.

- **In-house capability**

Nearly all Central Government departments have started to build their in-house Digital, Data and Technology capabilities. However, many have struggled to retain people due to pay and headcount limitations, with nearly all relying heavily on external suppliers. The Directors believe that it's unlikely in-house capability will represent a risk to the Made Tech business model without significant government policy changes.

- **Strategic consultancies**

The big advisory consulting firms are increasingly moving towards Digital and Technology Services as part of their offering. The Directors believe these firms will not compete directly with the Group as they typically focus on providing advisory services and do not typically engage in the delivery of IT or technology services.

- **Staff augmentation services**

With changes in IR35, the Directors believe that many recruitment firms have adopted a new engagement model based on placing individuals into outcomes-based contracts, supporting organisations to build in-house capability. The Directors believe that clients seeking these services are typically very price-sensitive, and the Group has a number of advantages given its employee's expertise and experience.

The Directors believe their competitive advantage is driven through their focused and targeted offering to the public sector which enables them to provide clients with service offerings that are much more closely aligned to client needs.

10. Employees

As of 31 August 2021, the Group had a headcount of approximately 243, comprised of 215 employees and 28 contractors working across its four offices in London, Bristol, Manchester and Swansea. These are categorised as follows: 10 per cent. in Management, 71 per cent. in Delivery, 9 per cent. in Sales & Marketing, and 10 per cent. in Operations & Administration. The table below sets out the number of employees of the Group at the end of each financial year over the Historical Period:

	May 2019	May 2020	May 2021
Management	5	6	20
Delivery	36	63	139
Sales & Marketing	2	5	18
Operations & Administration	3	6	20
Total	46	80	197

Made Tech uses the Skills Framework for the Information Age (“SFIA”) framework to manage its employees’ skills and progression. Approximately 7 per cent. of employees are classified as SFIA Level 6 and are Made Tech’s most senior staff, responsible for Management and Delivery in partially billable “Heads of” or “Principal” roles. These employees are supported by a tier of approximately 170 delivery staff encompassing software engineers, user researchers, designers, delivery managers and entry-level talent.

The Directors believe the Group’s staff are essential to the businesses’ future success, and it is of paramount importance to ensure that the Group has appropriate and attractive terms of employment and a proactive career and talent development programme. As such, the Group concentrates on the following areas:

Employee engagement and retention

Made Tech uses a number of internal and external surveys to monitor and report on staff engagement. The Group’s people function runs regular questionnaires to collate insights from staff and generates various engagement metrics used by the Group’s management teams. The Group works with ‘Best Companies’, and as of May 2021, the Group ranked number 40 in the Best Technology Companies to Work for in the UK and had a Glassdoor.com recommendation rating of 87 per cent.

The Group’s employee retention rate was 86 per cent. for the financial year ended 31 May 2021 although the Directors expect this to increase in FY22 due to the impact of Covid-19 and resulting changes in employee working patterns. (Managed retention rates exclude employees that did not pass their probationary period or employees who were managed out of the business due for cultural fit or performance related issues.)

Recruitment

Made Tech is proud of the quality of its staff and maintains this quality through a comprehensive and highly selective recruitment process, which requires significant administrative effort and investment from management to screen, interview and offer candidates roles in the Group. In the financial year ended 31 May 2021, the Group hired 192 experienced candidates from an initial application pool of 4,872 and undertook 610 interviews (4 per cent. successful). 92 per cent. of candidates joined the business as fulltime employees and 8 per cent. joined as contractors on a temporary basis.

The Group has built a significant in-house recruitment function responsible for the end-to-end process of both entry-level and experienced hires on a permanent and contract basis.

Academy

Made Tech has run an Academy programme since 2017. This programme attracts entry-level candidates from diverse backgrounds looking to start their careers in the IT and technology sector. The Group’s last intake was in summer 2020, where the Group welcomed 12 new starters to the Manchester, Bristol and London teams. The Groups’ Academy programme is highly sought after, with the last intake having over 400 applications, 345 candidates assessed, resulting in just 12 hires (a 3 per cent. success rate) and a retention rate of 92 per cent. The Directors intend to run Academy intakes in November 2021 and March 2022, hiring between 30 and 50 people through the programme in the current financial year. The Directors see the Academy programme as critical to Made Tech’s future talent strategy and expects many of the Academy graduates to become future business leaders.

Learning and Development

The Group invests significantly in learning and development, as the Directors believe that organisations with learning cultures deliver better long-term results. In the financial year ending 31 May 2021, the Group recorded nearly 7,800 hours of training, which is approximately 6 per cent. of employee time.

In the financial year ending 31 May 2022, the Directors have prioritised the re-design of the Group's learning and development investment into a more formal and structured career development programme. This work is led by a new employee who joined the business in March 2021 with a mandate to build and operate an industry-leading career development programme for Made Tech staff.

The Directors expect the programme to be an important part of the Group's employee value proposition moving forward and expect it to lead to increased retention levels due to enhanced career development opportunities within the Group.

11. Group Strategy

Made Tech's strategy is to achieve sustained revenue, profit and cash flow growth. The primary focus will be on driving growth organically, though the Company may consider relevant bolt-on acquisitions when suitable opportunities arise. The strategic objectives include:

Growing the Group's impact and market share

The Directors believe that Group is well-positioned to secure increasingly larger contracts with new and existing clients and this will grow the Group's market share. The Group will achieve this through:

- **Delivering successful outcomes and nurturing long-term client relationships**

The Company will work closely with the Group's clients to deliver successful outcomes and build commercial relationships that benefit both parties. The Directors believe successful delivery will lead to high levels of client satisfaction, which provides the foundation necessary for building long-term strategic relationships with the Group's clients.

- **Continued investment into industries**

The Group intends to build on its early successes in industries such as Health, Local Government and Defence, through focused sales and marketing efforts and the hiring of industry domain experts.

- **Further deepening relationships with alliance partners**

The Group will look to build on its early successes with alliance partners like AWS and Microsoft through focused sales and marketing investments, increased investment in skills and certification of its employees, and joint planning, marketing and delivery activities. The Directors believe the Alliance relationships will help the Group to increase the scale of engagements and improve the effectiveness of the Group's go-to-market strategy.

Scaling the Group's workforce within UK and International territories

The Group will significantly increase its employee headcount whilst maintaining the calibre of staff and loyalty through a market-leading employee value proposition, that is focused on providing engaging, varied and rewarding career opportunities with both learning and employee development at the core.

The Group will materially increase the size of its Academy training programme to bring entry-level talent into the business across a number of capabilities, including Software Engineering, Design, User Research, Delivery, Data and DevOps.

The Group intends to open several new offices within the UK to enable the Company to service clients more effectively, expand access to talent pools, and support the sales team in winning new clients. In the medium term, the Group intends to expand internationally to capture opportunities within those markets facing similar systemic changes, similar to that experienced within the UK public sector.

Leading the way in delivering social value

As a public sector-focused company, the Directors believe the Group must lead the way in implementing high standards of environmental, social and governance practices, focusing on social value and the impact

the company has on the world. The Group intends to constitute a board committee to manage and execute on its ESG strategy.

Expanding the Group's propositions and capabilities

The Group will continue to build new capabilities, prioritising areas including User Centered Design, Managed Services, Data, AI & Machine Learning, Change Management and Cyber Security. These capabilities will be developed through direct investment in skills, partnerships with other organisations and through acquisitions.

The Group intends to increase investment in R&D to develop intellectual property which is focused on solving industry specific issues. The Directors believe that over the medium-term, this will enable the Company to disrupt a large number of "Big IT" suppliers underserving the Group's target markets.

12. Directors and Senior Management

On Admission, the Board will consist of three Executive Directors and three Non-Executive Directors (including the Chair). Each of the Non-Executive Directors is considered to be independent.

Joanne Carolyn Lake, *Non-Executive Chair*

Joanne has over 30 years' experience in accountancy and investment banking, including with Panmure Gordon, Evolution Securities, Williams de Broe and Price Waterhouse. She is a Chartered Accountant and a Fellow of the Chartered Institute for Securities & Investment, and of the ICAEW, and is a member of the ICAEW's Corporate Finance Faculty. Joanne is also Non-executive Chair of Mattioli Woods plc, and a Non-executive Director of Henry Boot PLC, Gateley (Holdings) Plc, Morses Club PLC and Honeycomb Investment Trust PLC.

Rory Peter MacDonald, *Founder and Chief Executive Officer*

Rory founded Made Tech in 2008 and has led the business in delivering organic and profitable growth ever since. He has over 20 years' experience working in technology services organisations, across both the public and private sectors. In his role as CEO, Rory is responsible for setting the strategic direction of Made Tech and for overseeing profitable growth.

Deborah Lovegrove, *Chief Financial Officer*

Deborah joined Made Tech in September 2021 and brings over 25 years' experience in finance. Previous roles include Chief Financial Officer and Finance Director roles for organisations including Wavemaker (owned by WPP), Dentsu Aegis and GMTV (subsequently acquired by ITV). Deborah has a strong track record of building and managing finance, IT and HR functions, and problem-solving within challenging business environments.

Chris James Blackburn, *Chief Operating Officer*

Chris has 20 years' experience in digital and technology consulting roles spanning public and private sector clients including Royal Bank of Scotland, Philips, Government Digital Service, and Ministry of Justice. Prior to Made Tech Chris was Technology Director at Dentsu Aegis agency Isobar, leading technology delivery in the UK. Chris has been with the Company since 2012.

Helen Patricia Gilder, *Independent Non-Executive Director*

Helen has a strong track record in leading fast-growth digital technology companies. She was formerly CFO of AIM quoted ZOO Digital plc, and is a member of the Yorkshire Regional Advisory Group of the London Stock Exchange and advises a number of growth businesses. Helen is a qualified Chartered Accountant with the ICAEW.

Philip David Pavitt, *Independent Non-Executive Director*

Phil has over 30 years' experience in technology and transformation, including with HM Revenue & Customs, Transport for London and Essex County Council. He has won a number of awards and has consistently been rated as one of the UK's top 25 CIOs.

Senior Management

Made Tech's senior management team is comprised of three Executive Directors from the Board and the following senior management.

Ian Southward *(Chief Commercial Officer)*

Ian has over 30 years' experience in delivering technology services to clients. For the last 20 years, Ian has built and managed highly consultative sales and high-growth marketing teams including for ThoughtWorks, Ness Software Engineering and Energised Works. Ian has considerable international experience helping build and develop sales teams in India, Australia, Hong Kong and the USA and has helped build and grow near-shore and off-shore software delivery teams in Eastern Europe and India.

Luke Morton *(Chief Technology Officer)*

Luke has 16 years' experience delivering digital services, architecting technology platforms and building capabilities across the public and private sector including Government Digital Service, Department for Education, Home Office, Ministry of Justice, Akzo Nobel, Carbon Disclosure Project, various NHS organisations and Skills for Care.

Hazel Jones *(Managing Director, Manchester & North West & Head of Health)*

With nearly 30 years' experience in digital transformation, Hazel has held roles such as Head of Transformation for BSkyB, Director for Apps & Wearables with NHS Digital and recently responded to a call to arms to help deliver a digital donor journey for the NHS Blood & Transplant plasma programme, which was part of the international Covid19 Recovery Trial.

Tom Taylor *(Managing Director, London & South East)*

Tom has 15 years' experience in the technology industry providing technical and delivery consultancy to clients such as Heineken, British Gas, Government Digital Service and Her Majesty's Revenue & Customs. Prior to joining Made Tech, founded a technology startup in the ticketing industry that was acquired in 2012.

Robin Wyles *(Managing Director, South West & Wales)*

Robin has 25 years' experience in the technology and digital media industries. He has provided software engineering and technical product development consultancy to BP, HSBC, Barclays and The Body Shop before going on to develop a B2C video streaming platform that was acquired in 2013. Prior to joining Made Tech, Robin was Engineering Director at MOO.COM where they worked to rapidly scale the technology team and develop their future platform strategy.

13. Summary Financial Information

The following summary financial information for the Group for the years ended 31 May 2019, 31 May 2020 and 31 May 2021 has been derived from the financial information contained in Part III "*Financial Information*" of this document and should be read in conjunction with the full text of this document. Investors should not rely solely on the summarised information set out below.

The Group completed a restructuring in November 2020 pursuant to which its newly incorporated parent company, Made Tech Group Limited (now re-registered as Made Tech Group plc), acquired Made Tech Limited. The summary financial information below reflects the Group's consolidated financial information for the years ended 31 May 2019, 31 May 2020 and 31 May 2021.

	<i>Audited</i> <i>Year ended</i> <i>31 May</i> <i>2019</i> <i>£'000</i>	<i>Audited</i> <i>Year ended</i> <i>31 May</i> <i>2020</i> <i>£'000</i>	<i>Audited</i> <i>Year ended</i> <i>31 May</i> <i>2021</i> <i>£'000</i>
Summary Statement of Comprehensive Income			
Revenue	4,209	5,466	13,331
Gross profit	1,189	2,359	5,013
Gross margin	28%	43%	38%
Operating profit/(loss)	507	387	(776)
Profit/(loss) before tax	498	359	(806)
Total comprehensive profit/(loss)	490	336	(781)
Summary Statement of Financial Position			
Non-current assets	826	758	755
Current assets	1,613	2,498	3,466
Total assets	2,439	3,256	4,221
Equity	1,079	1,171	(787)
Non-current liabilities	639	500	1,397
Current liabilities	721	1,585	3,611
Equity and liabilities	2,439	3,256	4,221
Summary Statement of Cash Flows			
Cash flows from operating activities	528	392	320
Cash used by investing activities	(74)	(139)	(272)
Cash used by financing activities	(258)	(417)	(112)
Net increase/(decrease) in cash	196	(164)	(64)
<i>Cash b/fwd</i>	954	1,150	986
Cash c/fwd	1,150	986	922

Non-IAS information

EBITDA

The Group Financial Information set out in Part III “Financial Information” of this document includes certain financial measures that are not defined or recognised under IAS, including EBITDA. EBITDA is defined by the Group as “*earnings before interest, tax, depreciation and amortisation*”. Audited EBITDA for each of the three years ended 31 May 2021, 31 May 2020 and 31 May 2019 is as follows:

	<i>Audited</i> <i>Year ended</i> <i>31 May</i> <i>2019</i> <i>£'000</i>	<i>Audited</i> <i>Year ended</i> <i>31 May</i> <i>2020</i> <i>£'000</i>	<i>Audited</i> <i>Year ended</i> <i>31 May</i> <i>2021</i> <i>£'000</i>
Operating profit/(loss)	507	387	(776)
Add back:			
Depreciation	46	196	265
EBITDA	553	583	(511)

Adjusted EBITDA

During the year ended 31 May 2021, the Group incurred certain administrative expenses in anticipation of the Placing and Admission so as to deliver the anticipated growth in the business post-Admission. Had the decision to undertake the Placing and Admission not been taken by the Group, then such expenditure

would not have been incurred. In order to show the effects of the additional administrative expenditure on the EBITDA for each of the years ended 31 May 2021, 31 May 2020 and 31 May 2019, the Directors present below unaudited pro forma adjusted EBITDA for each of the years presented.

Adjusted EBITDA is therefore defined as EBITDA, less the additional administrative expenses incurred in anticipation of the Placing and Admission, with such expenditure being:

- the recruitment of a dedicated sales team; and

The Directors' rationale for this additional expenditure is that the recruitment of a dedicated sales team would enable the Group to 1) change its approach to developing its project pipeline and 2) generate opportunities from new sources and 3) achieve a higher conversion rate with such new opportunities.

During the year ended 31 May 2021, the Group recruited a new sales team with respect to this initiative. The aggregate salaries paid to the new sales team were £1,087,000 during the year. As no sales were directly attributable to the new sales team during the year ended 31 May 2021, Adjusted EBITDA reflects the adjustment to EBITDA of the full £1,087,000 additional expenditure in relation to this item.

Subsequent to 31 May 2021, opportunities generated by the new sales team are being turned into revenue.

- the recruitment of an in-house recruitment team.

The Directors' rationale for this additional expenditure is that the recruitment of an in-house recruitment team would reduce commissions payable to third-party recruitment firms used historically, particularly in light of the Group's growth plans.

During the year ended 31 May 2021, the Group recruited its new in-house recruitment team with respect to this initiative, whilst also retaining the services of the Group's existing third-party recruitment providers. The aggregate salaries paid to the new recruitment team were £136,000 during the year. Adjusted EBITDA reflects the adjustment to EBITDA of the full £136,000 additional expenditure in relation to this item.

The Group ceased utilising the third-party recruitment providers with effect from 1 June 2021, bringing all recruitment activity in-house and under the remit of the new recruitment team.

Unaudited Adjusted EBITDA for each of the three years ended 31 May 2021, 31 May 2020 and 31 May 2019 is as follows:

	<i>Unaudited Year ended 31 May 2019 £'000</i>	<i>Unaudited Year ended 31 May 2020 £'000</i>	<i>Unaudited Year ended 31 May 2021 £'000</i>
EBITDA	553	583	(511)
Add back:			
Additional expenditure in relation to the new sales team	–	–	1,087
Additional expenditure in relation to the new recruitment team	–	–	136
Adjusted EBITDA	553	583	712

Current Trading and Prospects

The Group's trading in the period from 31 May 2021 has been encouraging and in line with the Board's expectations for the first quarter, with revenue over 100 per cent. greater than that reported in the first quarter of the financial year ended 31 May 2021.

The Board is encouraged by the significant level of new business, from both new and existing customers with sales bookings in the first quarter exceeding £11 million. At 31 August 2021, the Group's order pipeline was approximately £51 million. The Group's order pipeline is comprised of existing client contracts, alliance subcontracts and expected renewals and extensions of current engagements.

As a result, the Directors are confident the Group's prospects for the 2022 and 2023 financial years remain positive and support Made Tech's stated strategy and growth plans.

14. Reasons for Admission and use of Proceeds

The Board believes that Admission is an important step in the Group's continuing development, and will accelerate its commercial progression. In particular, the Placing and Admission will provide the Company with capital to execute the Board's growth plans for the Group, further enhance the Company's profile with its existing and potential customers and assist with the recruitment, retention and incentivisation of existing and future employees.

The issue of New Ordinary Shares pursuant to the Placing will raise net proceeds of approximately £13.21 million receivable by the Company.

The Board intends to use the net proceeds of the Placing to fund:

- the introduction of new service lines, such as managed services and cyber security;
- opening up in new regions, such as the North East, Scotland and Midlands;
- expansion of the business within the health, defence and local government markets; and
- the repayment of the loan in full, granted by HSBC Bank plc to Made Tech Limited details of which are set out in paragraph 13.6 of Part IV.

The Directors believe that the enhanced disclosure and corporate governance regime that will apply to the Group following Admission will give the Group greater credibility in its discussions with key stakeholders.

15. Details of the Placing and Admission

The Placing comprises the sale of the Sale Shares by Selling Shareholders and the issue of the New Ordinary Shares by the Company details of which are set out below.

The Selling Shareholders

The Selling Shareholders have, pursuant to the terms of the Placing Agreement, agreed to sell an aggregate of 57,707,816 Sale Shares at the Placing Price, raising gross aggregate proceeds for the Selling Shareholders of £70.40 million in aggregate before their expenses. The Company will not receive any proceeds from the sale of the Sale Shares by the Selling Shareholders. The Sale Shares will represent approximately 38.97 per cent. of the Enlarged Share Capital.

The Placing

The Company is proposing to raise £15.00 million gross (approximately £13.21 million net of expenses) for the Company through the issue of 12,295,081 New Ordinary Shares. The New Ordinary Shares will represent approximately 8.30 per cent. of the Enlarged Share Capital. On Admission, it is expected that the Company will have a market capitalisation of approximately £180.66 million at the Placing Price.

The Nomad, Singer, Berenberg, the Company, the Directors and Senior Managers and the Selling Shareholders have entered into the Placing Agreement relating to the Placing, pursuant to which, subject to certain conditions, Singer and Berenberg have conditionally agreed to use reasonable endeavours to procure subscribers for the New Ordinary Shares to be issued by the Company, and purchasers for the Sale Shares to be transferred by Selling Shareholders, in the Placing.

The Placing has not been underwritten by Singer or Berenberg and the placing of the Placing Shares is conditional, among other things, upon the Placing Agreement becoming unconditional (including Admission taking place at 8.00 a.m. on 30 September 2021 (or such later time and/or date as Singer, Berenberg and the Company may agree, not being later than 8.00 a.m. on 14 October 2021) and not having been terminated in accordance with its terms prior to Admission.

The New Ordinary Shares will be issued credited as fully paid and will, on Admission, rank *pari passu* in all respects with the Existing Ordinary Shares including the right to receive all dividends and other distributions declared, paid or made after Admission.

Further details of the Placing Agreement are set out in paragraph 13.1 of Part IV of this document.

16. Lock-in Deeds

Each of the Selling Shareholders, who on Admission will be the holders of 78,075,276 Ordinary Shares in aggregate, representing approximately 52.73 per cent. of the Enlarged Share Capital, have entered into Lock-in Deeds.

Under the terms of the Lock-in Deeds, the Selling Shareholders have undertaken to the Company, Singer and Berenberg not to dispose of any interest in any Ordinary Shares owned by them or any connected person prior to the date which is 12 months from the date of Admission (the “**Restricted Period**”) and, for a further period of 12 months following expiry of the Restricted Period, only to dispose of their Ordinary Shares through Singer or Berenberg during that period in such a way as to maintain an orderly market, except in certain limited circumstances considered customary for an agreement of this nature.

Further details of the Lock-in Deeds are set out in paragraph 13.4 of Part IV of this document.

17. Relationship Agreement

Rory MacDonald will hold 41,696,665 Ordinary Shares on Admission, representing approximately 28.16 per cent. of the Enlarged Share Capital. He has undertaken to the Company, Singer and Berenberg that, for so long as he (either alone or together with any party with whom he is acting in concert) is interested in Ordinary Shares carrying 20 per cent. or more of the Company’s voting share capital, he will not act to unduly influence the Company or its Board or otherwise interfere with the day-to-day management of the Company. Further details of the Relationship Agreement described above are set out in paragraph 13.5 of Part IV of this document.

18. Corporate Governance

AIM-quoted companies are required to adopt a recognised corporate governance code with effect from their admission to trading on AIM however, there is no prescribed corporate governance regime for AIM companies. The QCA has published the Quoted Companies Alliance’s Corporate Governance Code (the “QCA Code”), a set of corporate governance guidelines, which include a code of best practice, comprising principles intended as a minimum standard, and recommendations for reporting corporate governance matters. The Directors acknowledge the importance of high standards of corporate governance and intend, given the Company’s size, board structure, stage of development and resources, to comply with the QCA Code.

Following Admission, the Board will comprise six Directors, of which three are Executive Directors and three are Non-Executive Directors. The Board considers Joanne Lake, Helen Gilder and Phil Pavitt to be independent Non-Executive Directors under the criteria identified in the QCA Code.

The Company will hold regular board meetings and the Directors will be responsible for formulating, reviewing and approving the Company’s strategy, budget and major items of capital expenditure. The Directors have, conditional on Admission, established an audit committee, a nomination committee and a remuneration committee with formally delegated rules and responsibilities.

Audit Committee

The audit committee will comprise Joanne Lake, Phil Pavitt and Helen Gilder, who will act as chair. The audit committee will, among other things, determine and examine matters relating to the financial affairs of the Company including the terms of engagement of the Company’s auditors and, in consultation with the auditors, the scope of the audit. It will receive and review reports from management and the Company’s auditors relating to the half yearly and annual accounts and the accounting and the internal control systems in use throughout the Company.

Remuneration Committee

The remuneration committee will comprise Joanne Lake, Phil Pavitt and Helen Gilder, who will act as chair. The remuneration committee will review and make recommendations in respect of the Executive Directors’ remuneration and benefits packages, including share options and the terms of their appointment. The remuneration committee will also make recommendations to the board concerning the allocation of share options to employees under the New Share Plans.

Nomination Committee

The nomination committee will comprise Phil Pavitt, Helen Gilder and Joanne Lake, who will act as chair. The nomination committee will be responsible for identifying and nominating for Board approval candidates to fill board vacancies and evaluating the need for and nature of additional appointments.

Environmental, Social and Corporate Governance (ESG) Committee

The ESG committee will comprise Rory MacDonald, Joanne Lake, Helen Gilder and various employees of the Group. The Chair will be appointed from the membership of the committee. The ESG committee will be responsible for measuring and improving the Group's impact on the environment, generating social value through its work, positively impacting the lives of its employees and stakeholders and operating ethically and with goodwill.

19. Dividend Policy

The Directors recognise the importance of dividend income to Shareholders and the financial discipline of committing to a progressive dividend policy. Subject to the availability of distributable reserves, the retention of funds required to finance future growth and such other factors which the Directors may from time to time deem relevant, the Company intends to adopt a progressive dividend policy with the first dividend expected to be declared during the Group's financial year ending 31 May 2023.

The Directors will consider the following general principles when recommending dividends for approval by Shareholders: (a) the Enlarged Group's level of cash and financial position; (b) its required and expected cashflows and earnings; (c) its expected results from operations and the anticipated future level of operations; and (d) its projected levels of capital and R&D expenditure and other investment plans including future acquisitions. There can be no assurance as to whether dividend distributions will occur as intended, the amount of dividend payments or the timing of any such payment.

20. Share Dealing Policy

With effect from Admission, the Company will operate its Share Dealing Code, which is compliant with Article 19 of UK MAR and Rule 21 of the AIM Rules for Companies. The Share Dealing Code will apply to any person discharging management responsibility, including the Directors, and the Senior Management and any closely associated persons and applicable employees.

The Share Dealing Code imposes restrictions beyond those that are imposed by law (including by FSMA, UK MAR and other relevant legislation) and its purpose is to ensure that persons discharging managerial responsibility and persons connected with them do not abuse, and do not place themselves under suspicion of abusing, price-sensitive information that they may have or be thought to have, especially in periods leading up to an announcement of financial results. The Share Dealing Code sets out a notification procedure which is required to be followed prior to any dealing in the Company's securities.

21. Share Option Schemes

The Directors recognise the role of the Group's staff in contributing to its overall success and the importance of the Group's ability to incentivise and motivate its employees. Therefore, the Directors believe that certain employees should be given the opportunity to participate and take a financial interest in the success of the Company.

Awards under the LTIP will be made to the Executive Directors prior to but conditional on Admission. Awards over 737,704 Ordinary Shares will be made to Rory MacDonald, 491,803 Ordinary Shares to Debbie Lovegrove and 491,803 Ordinary Shares to Chris Blackburn. In addition, awards under the LTIP over 461,064 Ordinary Shares will be made to a number of senior managers prior to but conditional on Admission. In aggregate awards under the LTIP to the Executive Directors and certain senior managers will represent approximately 1.72 per cent. of the Enlarged Share Capital.

It is also intended that the Board intends to grant initial awards under the RSP to up to 265 employees prior to but conditional on Admission over approximately/a maximum of 5,210,704 Ordinary Shares representing approximately 3.52 per cent. of the Enlarged Share Capital.

Further details of the New Share Plans and the type of awards that may be made under them are set out in paragraph 12 of Part IV.

22. Taxation

The attention of investors is drawn to the information regarding taxation set out in paragraph 19 of Part IV of this document. This information is intended only as a general guide to the current tax position under UK taxation law for certain types of investor. **Investors who are in any doubt as to their tax position or who are subject to tax in jurisdictions other than the UK are strongly advised to consult their professional advisers.**

23. The Takeover Code

The Takeover Code applies to the Company. Under the Takeover Code, if an acquisition of an interest in Ordinary Shares were to increase the aggregate interests of the acquirer and its concert parties to 30 per cent. or more of the voting rights in the Company, the acquirer and, its concert parties would be required to make a cash offer for the outstanding Ordinary Shares at a price not less than the highest price paid for interests in Ordinary Shares by the acquirer or its concert parties during the previous 12 months. This requirement would also be triggered when, except with the consent of the Panel, any person (together with persons acting in concert with him) who is interested in Ordinary Shares which carry not less than 30 per cent. of the voting rights of the Company but does not hold Ordinary Shares carrying more than 50 per cent. of such voting rights, and such person (or person acting in concert with him) acquires any other Ordinary Shares which increases the percentage of Ordinary Shares carrying voting rights in which he is interested.

For the purpose of Rule 9 of the Takeover Code, it has been agreed with the Panel that the concert party comprises Rory MacDonald and Chris Blackburn, the founders of Made Tech (together with their respective interests) (the “**Concert Party**”).

On Admission, the Concert Party will have an interest in 63,037,526 Ordinary Shares, in aggregate, representing 42.57 per cent. of the Enlarged Share Capital (on an undiluted basis). As more fully described in paragraph 5 of Part IV of this document, the Concert Party could (based on the assumption that only members of the Concert Party exercised their LTIP awards and no other Ordinary Shares are issued) come to have an interest in aggregate up to 64,267,033 Ordinary Shares (following the exercise of all LTIP awards held by its members), representing a maximum potential interest of up to 43.04 per cent. of the Enlarged Share Capital (as enlarged by such exercise).

Since, on Admission, the Concert Party will have an interest in not less than 30 per cent. of the Enlarged Share Capital but will hold not more than 50 per cent. of the Enlarged Share Capital, if members of the Concert Party acquire any further interest in Ordinary Shares, apart from pursuant to the specific grant of options referred to above, such acquisition will, subject to Panel consent, result in an obligation under Rule 9 of the Takeover Code upon the Concert Party to make a general offer for the remaining Ordinary Shares of the Company not already held by the Concert Party, at a price not less than the highest price paid by any member of the Concert Party for any Ordinary Shares in the previous 12 months.

Further information on the provisions of the Takeover Code can be found in paragraph 5 of Part IV of this document.

24. Risk Factors

Prospective investors should consider carefully the risk factors described in the section headed “Risk Factors” and set out in Part II of this document in addition to the other information set out in this document and their own circumstances, before deciding to invest in Ordinary Shares.

25. Admission, Settlement and Dealings

Application has been made to the London Stock Exchange for all of the Ordinary Shares, including those issued and to be issued pursuant to the Placing, to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the Ordinary Shares will commence on AIM on

30 September 2021. The Ordinary Shares will be in registered form and will be eligible for settlement through CREST.

CREST is a paperless settlement procedure enabling securities to be evidenced otherwise than by a certificate and transferred otherwise than by a written instrument. The Articles of Association contain provisions concerning the holding and transfer of Ordinary Shares in uncertificated form in accordance with the CREST Regulations. The Company has applied for the Ordinary Shares to be admitted to CREST with effect from Admission and Euroclear has agreed to such admission. Accordingly, settlement of transactions in the Ordinary Shares following Admission may take place within the CREST system if the relevant Shareholder so wishes. CREST is a voluntary system and Shareholders who wish to receive and retain share certificates will be able to do so.

In the case of Placees who have requested to receive New Ordinary Shares and Sale Shares in uncertificated form, it is expected that CREST accounts will be credited as soon as reasonably practicable on 30 September 2021. In the case of Placees who have requested to receive New Ordinary Shares and Sale Shares in certificated form, it is expected that share certificates will be despatched by post within 10 days of the date of Admission.

No temporary documents of title will be issued. All documents sent by or to a Placee who elects to hold Ordinary Shares in certificated form, or at their direction, will be sent through the post at the Placee's risk. Pending the despatch of definitive share certificates, transfers will be certified against the register of members of the Company.

26. Further Information

You should read the whole of this document, which provides additional information on the Group and the Placing, and not just rely on the information contained in this Part I. In particular, your attention is drawn to the risk factors in Part II of this document and the additional information contained in Part IV of this document.

PART II

RISK FACTORS

Investing in and holding Ordinary Shares involves financial risk. Prospective investors in the Ordinary Shares should carefully review all of the information contained in this document and should pay particular attention to the following risks associated with an investment in the Ordinary Shares, the Group's business and the industry in which it participates prior to making an investment decision.

The risk factors set out below, which are not set out in any order of priority, apply to the Group as at the date of this document.

The risks and uncertainties described below are not an exhaustive list, are not set out in any order of priority and do not necessarily comprise all, or explain all, of the risks associated with the Group and the industry in which it participates or an investment in the Ordinary Shares. They comprise the material risks and uncertainties in this regard that are known to the Group and should be used as guidance only. Additional risks and uncertainties relating to the Group and/or the Ordinary Shares that are not currently known to the Group, or which the Group currently deems immaterial, may arise or become (individually or collectively) material in the future, and may have a material adverse effect on the Group's business, results of operations, financial condition and prospects. If any such risk or risks should occur, the price of the Ordinary Shares may decline and investors could lose part or all of their investment. There can be no certainty that the Group will be able to successfully implement its growth strategy as is detailed in this document. No representation is or can be made as to the future performance of the Group and there can be no assurance that the Group will achieve its objectives.

Prospective investors should consider carefully whether an investment in the Ordinary Shares is suitable for them in the light of the information in this document and their personal circumstances. Prospective investors should consult a legal adviser, an independent financial adviser or a tax adviser for legal, financial or tax advice if they do not understand any part of this document.

RISKS RELATING TO THE GROUP'S BUSINESS

Ability to attract, recruit, retain and develop high quality candidates and employees

The Group requires highly skilled employees to carry out its business and enable it to achieve its growth targets. The Directors believe that there is significant competition for skilled personnel, including software engineers, consultants and project managers with the skills and technical knowledge that the Group requires for its operations. The Group's ability to achieve substantial revenue growth and maintain margins will depend, in large part, on its success in recruiting, developing and retaining sufficient numbers of such people to support its growth.

The Group has strived to become an employer of choice in London, Manchester, Bristol and Swansea, and has implemented a team, processes and infrastructure dedicated to recruiting the most appropriate candidates in a streamlined hiring process.

If the Group is unable to increase recruitment activities and retain its employees in its existing and any new locations and rely on contractors to support and deliver its services to clients this may have a negative impact on the Group's growth prospects and ability to maintain margins.

New employees, particularly at the graduate level, can require substantial training and may take significant time to achieve full productivity. Therefore, the Group's recent hires and planned hires may not become fully productive as quickly as expected and the Group may be unable to hire or retain sufficient numbers of qualified individuals in the markets where it does business or plans to do business. If the Group fails to identify and conduct appropriate training, the Group's personnel may not have adequate or appropriate training and consequently the Group's business and reputation may be harmed.

Loss of key management

The Group places substantial reliance upon key senior management personnel who have extensive experience and knowledge of the Group, its clients, its target markets and its business generally. The successful implementation of the Group's strategy depends on the continuing availability of senior management and the Group's ability to continue to attract, motivate and retain other highly qualified employees. If members of the Group's senior management depart and adequate succession plans are not put in place, the Group may not be able to find effective replacements in a timely manner, or at all and the Group's business may be disrupted or damaged. In addition, the loss of key members of senior management to competitors could have a material adverse effect on the Group's competitive position.

Dependence on certain key clients

The Group's business is dependent on certain key clients (for the financial year ended 31 May 2021 the Group's ten largest clients accounted for approximately 89 per cent. of revenue with the largest client (comprising multiple contracts) accounting for approximately 30 per cent. of revenue) who may seek lower prices or may reduce their demand for the products or services of the Group. The relationship of the Group with its key clients could be materially adversely affected by a number of factors, including a decision by a key client to diversify or change how, or from whom they source the services currently provided by the Group, an inability to agree on mutually acceptable pricing terms with any one of its key clients or a significant dispute with or between the Group and one of its key clients.

If the Group's commercial relationship with any of its key clients terminates for any reason, or if one of its key clients significantly reduces its business with the Group and the Group is unable to enter into similar relationships with other clients on a timely basis, or at all, the Group's business, its results of operations and/or its financial condition could be materially adversely affected.

Reputation is important in winning contracts with both new and existing clients

The Group's reputation, in terms of the service it provides and the way in which it conducts its business, are central to the Group winning contracts with both new and existing clients. Failure to meet the expectations of these clients and other business partners may have a material adverse effect on the Group's reputation, business, prospects, results of operation and financial condition.

The Group's future revenue growth and the contracts it wins depends on its ability to provide clients with a high quality of service. If the Group is unable to provide clients with a high quality of service, it could face client dissatisfaction, leading to decreased demand for its products and services, a loss of revenue and damage to the Group's reputation. Any such failure to meet its clients' service level expectations (whether contractual or not and for whatever reason, regardless of whether under or outside the Group's control), may entitle clients to terminate their contracts with the Group in addition to damaging the Group's reputation and reducing the confidence of the Group's clients in its services, thereby impairing its ability to retain existing clients and attract new clients. This could adversely affect the Group's ability to generate revenue and negatively impact its results of operation.

Security and privacy breaches of the Group's or client's systems and data

The Group is regularly required and authorised by its clients to work with sensitive personal and confidential information in the deployment of the Group's services.

Although the Group employs security and testing measures for the software it deploys, these may not protect against all possible security breaches that could harm the Group's or its clients' business. Any compromise of the Group's security could harm its reputation or financial condition and, therefore, its business. In addition, a party who is able to circumvent the Group's security measures could, among other things, misappropriate proprietary information, interrupt the Group's operations or expose clients to computer viruses or other disruptions. Actual or perceived vulnerabilities may lead to claims against the Group. Whilst the Group will, where possible, seek to ensure that its client agreements contain provisions that limit the Group's liability, the Group may need to enforce these provisions to enjoy the benefit of them, with the associated risk and expense.

Any security breach of the Group's business includes risks associated with security breach or fraudulent or negligent use or unauthorised access to personal data (particularly sensitive personal data) held on the Group's systems. This data is frequently made available to the Group during certain projects, such as when using citizen data to test software developed for the UK Government.

Any security breach is likely to have a significant and well-publicised adverse impact on the Group's reputation, financial condition and ability to win new business.

Undetected defects in the software provided by the Group

The Group's business involves providing clients with reliable software. If the software contains undetected defects when first introduced or when upgraded or enhanced, the Group may fail to meet its clients' performance requirements or otherwise satisfy contract specifications. As a result, it may lose clients and/or become liable to its clients for damages and this may, amongst other things, damage the Group's reputation and financial condition.

The Group endeavours to negotiate limitations on its liability in its client contracts and predominantly works on a 'time & materials' basis when developing software for its clients, which helps to limit the impact of any potential financial liability. However, defects in software developed could result in the loss of a client, a reduction in business from any particular client, negative publicity, reduced prospects and/or a distraction to its management team. Any of these eventualities could have a material adverse effect on the Group's reputation, business, prospects, results of operation and financial condition.

Growth management

The Directors believe that further expansion, either organically or through acquisition, may be required to capitalise on the market opportunities available to the Group. Such expansion is expected to place further demands on management, support functions, sales and marketing functions and other resources of the Group.

In order to manage the further expansion of the Group's business and the growth of its operations and personnel, the Group may be required to expand and enhance its infrastructure and technology and enhance its operational and financial systems and procedures and controls from time to time in order to match that expansion. This could have a material cost to the Group.

Historically, the Group has invested in its people, infrastructure, processes and policies to enable and support continued revenue growth but its future success will depend, in part, on its ability to continue to manage this anticipated expansion.

There can be no assurance that the Group's current and planned staff, infrastructure, systems, procedures and controls will be adequate to support its expanding operations in the future. If the Group fails to manage its expansion effectively, its business, prospects and results of operations may be materially and adversely affected.

Client relationships

A large proportion of the Group's business is derived from supplying on-going services to clients. Despite low levels of client attrition and the longevity of many of the Group's relationships with Central Government and Local Government, it is possible that client attrition rates may increase in the future in response to, for instance, failed delivery. While the Group has procedures in place to seek to minimise the risk of events of this nature occurring, the Directors believe that the high-profile nature of its services make the ability to reference existing clients and the Group's reputation of the utmost importance. Accordingly, such events could materially and adversely affect the Group's business, prospects, results of operation and financial condition.

Key partner and supplier relationships

The Group is dependent on a small number of technology alliance partners to support the delivery of outcomes for clients. A failure to manage these relationships effectively and/or identify the most suitable partners may adversely impact the business, its prospects and results.

Inability to contract with clients on the most favourable terms to the Group

The Group contracts with a wide variety of public sector bodies, many of which are in a strong negotiating position. Whilst the Group seeks to negotiate contracts on terms that it considers are the most beneficial to it in the circumstances the majority of the Group's material client contracts are the product of tender processes where the Group, as supplier, has been afforded limited scope for negotiation of the contract terms. As such, these contracts contain provisions (such as liquidated damages clauses, broad indemnities, break clauses, termination rights and unlimited or high liability caps) which might ordinarily be regarded as onerous, but which are not unusual in a procurement context and the Directors believe that due to the nature of the work undertaken by the Group this will continue to be the case going forward. If claims were to be successfully made under such contracts, the Group could be liable for substantial damages awards which could materially and adversely affect its financial condition. Further pursuant to certain contracts there is a risk that the Company may be required to publically share valuable commercial information in open source environments.

Material client relationships enable clients to terminate on change of control and/or without cause and in some instances are not fully formalised

Members of the Group are party to certain client contracts which require them to notify the relevant counterparty of a change of control of the Group which, in some instances, may allow the relevant counterparty to terminate their contracts with the Group. It is likely that Admission will trigger certain clients' rights to terminate for change of control. In addition, some of the material client contracts allow the counterparty to terminate for convenience on less than three months' notice. In some instances the Group provides services pursuant to less formal purchase orders issued under existing framework agreements and may therefore in certain such circumstances be operating outside formal contract. The cumulative effect of these rights and circumstances is that a number of key clients are or may be able to terminate their contracts, or effectively cease trading with the Group, without breach by the Group. The Directors are not aware of and do not anticipate any reasons or circumstances why any such key clients would wish to trigger their termination rights under such change of control provisions or cease to contract with the Group in the absence of formal contract. In anticipation of Admission, clients may seek to renegotiate other terms of their contracts with the Group and such terms may not be as favourable to the Group. Any material problems or delays in the Group's business and operations, or the loss of any material client contracts, could have a material adverse effect on the Group's reputation, business, prospects, results of operation and financial condition.

Failure of information systems

The Group's internal computer systems are vulnerable to damage or interruption from floods, fires, power loss, telecommunications failures and similar events. These systems may also be subject to sabotage, vandalism, viruses and similar misconduct.

Whilst the Group has taken steps to ensure that its systems are robust and adequately protected with backups to remote locations, any damage to or failure of the systems could result in interruptions to the Group's financial controls and client service. Such interruptions could have a material adverse effect on the Group's reputation, business, prospects, results of operation and financial condition.

Products developed in and on 'open source' environments

The Group develops some of its products in and on 'open source' environments and these products may contain elements licensed under FOSS code. As with any type of software licence, the Group must abide by the terms of the relevant licences. The FOSS products used by the Group are a mix of 'permissive' and 'copyleft' licences, with the majority being 'permissive'. There is an inherent risk for any business that uses FOSS with a 'copyleft' effect that it may be obliged to release the source code to its proprietary software. This is sometimes referred to as 'contamination'. Whilst this risk cannot be entirely eliminated, the Group

has implemented a FOSS policy that includes the following provisions to significantly reduce and mitigate the risk of ‘contamination’:

- the Group favours the use of permissive FOSS licences which do not pose a ‘contamination’ risk (specifically, high risk ‘copyleft’ licences are not used by the Group);
- if there is any question about how appropriate a FOSS licence is (for example, if it is unknown whether it is a permissive or ‘copyleft’ licence), then the Group will seek to agree a suitable method for relicensing with the licensor or the Group will seek specific legal advice prior to entering into the relevant FOSS licence;
- when packaging any FOSS, where required, the terms of the licence will be placed in a licences file or folder contained in the product; and
- the Group will use ‘dynamic’ rather than ‘static’ linking to FOSS code, wherever possible: this is generally accepted in the market as a way to reduce the risk of ‘contamination’ by the FOSS products the Group currently uses.

If the Group does not comply with its FOSS policy then the risk of ‘contamination’ by FOSS with a ‘copyleft’ effect is increased. To date, no instances of such non-compliance have been identified by the Group.

Intellectual property, domain knowledge and know-how

The Group uses its proprietary know-how and other intellectual property in its operations. The Directors believe that the combination of the Group’s domain experience together with the non-disclosure agreements typically entered into with employees, independent contractors and third parties in the ordinary course of its business provides a degree of protection to its intellectual property, domain knowledge and know-how. However these arrangements rely on the law of copyright and confidentiality, neither of which permits registration. Accordingly, there is a risk that the Group may not have the benefit of adequate intellectual property protection of its assets. Any unprotected intellectual property (including unregistered or unregistrable intellectual property rights) used by the Group in the course of its business or in respect of which the Group believes it has rights may be prejudiced and/or open to challenge by third parties (including where such third parties have or claim to have pre-existing rights in such intellectual property). In any such case, the Group may be prevented from using such intellectual property or it may require the Group to become involved in litigation to protect its intellectual property rights, each of which may have a material adverse effect on the Group’s reputation, business, prospects, results of operation and financial condition. Conversely, while the Directors believe the Group has taken precautions, they cannot guarantee that any action or inaction by the Group will not inadvertently infringe the intellectual property rights of others. Any infringement by the Group of the intellectual property rights of others could have a material adverse effect on the Group’s reputation, business, prospects, results of operation and financial condition.

Failure to deliver a particular project

The Group has a strong track record of delivering ‘fit-for-purpose’ systems to its clients. The Group’s use of agile development methodologies, in which clients are provided with regular staged deliveries of software products which undergo regular testing, helps reduce the risk that a completed system is delivered which does not work or is unfit for purpose.

In the event that the Group delivers any system which fails to work or is unfit for purpose, the Group could experience significant damage to its reputation and reduce the confidence of the Group’s clients in its services, which could have an adverse impact on the Group’s business, results of operations and financial condition. In addition, delivery of a system which is unfit for purpose may give rise to a scenario whereby the Group feels it is appropriate to enter into a commercial arrangement to provide rectification work (potentially at its own cost), even if not contractually obliged to do so.

Client work coming under public and political scrutiny

As the scale and profile of public sector work undertaken by the Group increases this also exposes the Group to an increased level of potential scrutiny and political sensitivity around the work product and services delivered by it which could also result in significant damage to the Group’s reputation and have a material adverse effect on its business, results of operations and financial condition.

Unforeseen delays and cost overruns for a particular project or projects being put on hold

The Group has considerable experience in forecasting and managing project implementation timetables.

However, there is a risk that a particular client project could experience unforeseen delays, incur unexpected expenses (potentially for reasons beyond the control of the Group and that were beyond its reasonable contemplation at the time of contract finalisation) or otherwise be put on hold by a client or otherwise become subject to uncertainty. If these were to occur in respect of a large or otherwise important project, it could have a material adverse effect on the Group's business, prospects, results of operation and financial condition and may also damage the Group's reputation and reduce the confidence of the Group's clients in its products and services.

Failure to be selected on Government procurement frameworks

The success of the business is contingent upon the Group being selected to participate in a number of UK Government procurement frameworks, as government bodies are only able to contract through these frameworks. These frameworks can contain many potential vendors whose ongoing selection to a framework is reviewed on a regular basis. The Group has been awarded a position on the 'Digital Outcomes & Specialists' Frameworks (RM1043.7), the 'G-Cloud' Frameworks (RM1557.12), the Technology Services 3 Framework (RM6100) and Quality Assurance and Testing for IT Systems 2 (RM6148), but there is no guarantee of being awarded positions on future frameworks when these expire.

UK public sector frameworks can be amended, or substituted by alternative frameworks or otherwise replaced by the UK Government. Nonetheless, if the selection criteria for any particular framework changes, or if a framework is scrapped altogether, there is a risk that the Group can no longer be selected to tender for new contracts through these frameworks which may have a material adverse effect on the Group's reputation, business, prospects, results of operation and financial condition.

Increased competition

The Directors believe that significant barriers to entry exist to the market the Group operates in, both from a technical skills and capability perspective, a reputational perspective and due to the need for market participants to have access to appropriate capital resources and proprietary technology, all of which have allowed the Group to develop a strong position in the UK public sector market. Whilst the Directors believe that the Group has a proven track record of innovation in its field, it is possible that the strength of the Group's competitors could improve or that the Group fails to win any new contracts from its competitors or fails to maintain its existing contracts. There can also be no guarantee that other participants will not be able to enter the UK Government digital services market at some point in the future or that competitive pressure (whether from current or future competitors) will not result in price reductions, reduced operating margins and loss of market share, any one of which could harm the Group's reputation, business, prospects, results of operations and financial condition.

The Group's competitors may be able to respond more quickly to new or emerging technologies, changes in client requirements and/or demands or devote greater resources to the development, promotion and sales of their products and services than the Group can. The Group's current and potential competitors may develop and introduce new products and services that could be priced lower, provide superior performance or achieve greater market acceptance than the Group's products and services. The Group's current and potential competitors may establish financial and strategic relationships amongst themselves or with existing or potential clients or other third parties to increase the ability of their products to address client needs.

Future results of operations may fluctuate significantly and its recent results of operations may not be a good indication of its future performance

The Group's revenue and results of operations could vary significantly from period to period as a result of various factors, many of which are outside of its control. Although the Group typically has twelve to twenty-four months' visibility over its contracted revenue, comparing the Group's revenue and results of operations on a period-to-period basis may not be meaningful and past results should not be relied on as an indication of its future performance.

The Group may not be able to predict accurately its future revenue or results of operations on an annual or longer-term basis. It bases its current and future expense levels on its operating plans and sales forecasts and its operating costs are expected to be relatively fixed in the short-term. As a result, the Group may not be able to reduce its costs sufficiently to compensate for an unexpected shortfall in revenue and even a small shortfall in revenue in a quarter could harm its financial results for that quarter and cause its financial results to fall short of market expectations.

In addition to the other risk factors described in this Part II, other factors that may cause the Group's results of operations to fluctuate from quarter to quarter include:

- the timing of new client contracts;
- the renewal rates of the Group's clients;
- changes to the competitive dynamics of the Group's market;
- clients delaying purchasing decisions;
- the Group's ability to control costs, including its operating expenses;
- the 'collectability' of receivables; and
- general economic conditions, in both Made Tech's domestic markets and internationally, as well as economic conditions specifically affecting industries in which the Group's clients participate.

Many of these factors are outside of the Group's control and the variability and unpredictability of such factors could result in the Group failing to meet or exceed its financial expectations for a given period.

Technological risks

The Group operates in industries where competitive advantages can be dependent on technology, including the use of proprietary software and hardware and the ability to provide 'best-of-breed' products.

A fundamental element of the Group's strategy is to invest in the identification, development and utilisation of leading industry technologies in order to retain the competitive advantage of the Group's services. However, if the Group's services do not sustain their competitive advantage, the Group's reputation, business, prospects, results of operation and/or financial condition may be materially adversely affected.

The Group will need to continue to improve its products and services and to develop and market new products and services that keep pace with technological developments.

Data privacy

The Group must comply with data protection and privacy laws. In the event that confidential information is wrongfully used or misappropriated by the Group or its employees or contractors, the Group could face legal sanctions. There is also the risk that the Group's database administrators could wrongfully use, misappropriate or otherwise unlawfully or improperly exploit client data. It is also possible that laws in the Group's various operational jurisdictions may be introduced or interpreted in a manner which is inconsistent with the Group's existing data practices and which could, therefore, have a material adverse effect on the Group. There is a further reputation risk associated with handling large quantities of personal information and data. If the data were to be obtained by third parties without the consent of the client, this would have serious risks and ramifications for the Group from both a regulatory and reputational perspective.

Loss of key accreditations and certifications

The Group is reliant on a number of regulatory or client-driven accreditations in order to be able to deliver their services and solutions. If these accreditations are detrimentally affected in any way, this could have a material adverse effect on the Group's financial condition and prospects as, unless those accreditations are restored, the Group could be excluded from opportunities to tender for future work or from being able to continue to perform its existing contracts.

In some cases, Group staff would be excluded from client engagements unless relevant accreditations are held by individual staff members, such as in respect of AWS skills accreditations or security clearances for certain UK Government contracts.

Identification and implementation of acquisition opportunities

To the extent that suitable opportunities arise and are identified, the Group may expand its business through the acquisition of companies, businesses, assets and/or services from third parties. There can be no assurance that the Group will identify suitable acquisitions or opportunities, obtain any financing necessary to complete and support such acquisitions, be able to satisfy potential conditions relating to approvals for changes of control under, for example, the National Security and Investment Act 2021 or otherwise acquire businesses on satisfactory terms. In addition, there can be no certainty that any business acquired by the Group will prove to be profitable and the acquisition and integration of independent businesses is a complex, costly and time-consuming process involving a number of possible problems and risks which could have a material adverse effect on the results of operations or financial condition of the Group. This includes possible adverse effects on the Group's operating results, diversion of management's attention, failure to retain personnel, failure to maintain client service levels or disruption to relationships with clients and other third parties. There are also risks associated with unanticipated events or liabilities and difficulties in the assimilation of any acquired operations, technologies, systems, services, products and/or employees.

If the Group were to make any acquisitions in future or were to need capital for other growth opportunities, it may require further financing. Any additional equity financing may be dilutive to Shareholders and debt financing, if available, may involve restrictions on financing and operating activities.

If, following any such acquisition, the Group was required to record impairment of significant amounts of intangible assets, record impairment of goodwill in connection with future acquisitions, or divest non performing assets at below market prices, its operating results could be materially and adversely affected.

Litigation risk

Whilst the Group has taken and intends to continue to take such precautions as it regards appropriate to avoid or minimise the likelihood of any legal proceedings or claims, or any resulting financial loss to the Group, the Directors cannot preclude the possibility of litigation being brought against the Group.

There can also be no assurance that the other parties in any litigation proceedings will not be able to devote substantially greater financial resources than the Group to any litigation proceedings or that the Group will prevail in any such litigation. Any litigation, whether or not determined in the Group's favour or settled by the Group, may be costly and may divert the efforts and attention of the Group's management and other personnel from normal business operations.

Insurance

Whilst the Group maintains insurance that it considers adequate in terms of scope, with liability limitation levels which exceed the required coverage levels set out in all agreements with its clients, there are limitations (including as a result of customary deductibles and exclusions) on the total coverage for all aspects of the insurance policies, including for professional indemnity claims. As such, the Group's insurance may not be adequate to cover all losses. The Group will be responsible for any claims over and above the coverage limits and for any claims which are not covered by the Group's insurance policies.

Although the Group has historically been able to obtain insurance coverage that it believes is appropriate, it is possible that insurance costs may increase substantially in the future or that the availability of insurance coverage for certain risks may be withdrawn completely or increase significantly in cost. In these circumstances, the Group may be unwilling or unable to obtain commercial insurance either at acceptable prices or at all and, as such, may have to forego or limit its purchase of relevant commercial insurance.

Additional costs as a publicly traded company

As a quoted company, the Company will incur significant legal, accounting and other expenses, including the costs of recruiting and retaining non-executive directors, costs resulting from public company reporting

obligations and the rules and regulations regarding corporate governance practices, including the admission and listing requirements of the London Stock Exchange. The Company's management and other employees will need to devote a substantial amount of time to ensure that the Company complies with all of these requirements. The reporting requirements, rules and regulations will increase the Company's legal and financial compliance costs and make some activities more time-consuming and costly. These rules and regulations will make it more difficult and more expensive for the Company to obtain director and officer liability insurance and the Company may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. These factors could also make it more difficult for the Company to attract and retain qualified persons to serve on the Board, particularly to serve on any board committees, or as executive officers.

Taxation

Any change in the tax status of any member of the Group or in tax legislation could affect the Company's ability to provide returns to shareholders. Statements in this document in relation to tax and concerning the taxation of investors in Ordinary Shares are based on current tax law and practice which is subject to change.

The taxation of an investment in the Company depends on the specific circumstances of the relevant investor. The nature and amount of tax which members of the Group expect to pay and the reliefs expected to be available to any member of the Group are each dependent upon a number of assumptions, any one of which may change and which would, if so changed, affect the nature and amount of tax payable and reliefs available. In particular, the nature and amount of tax payable is dependent on the availability of relief under tax treaties in a number of jurisdictions and is subject to changes to the tax laws or practice in any of the jurisdictions affecting the Group. Any limitation in the availability of relief under these treaties, any change in the terms of any such treaty or any changes in tax law, interpretation or practice could increase the amount of tax payable by the Group.

Risk management

The Group's policies, procedures and practices used to identify, monitor and control a variety of risks may not be effective.

The Group's risk management procedures and practices are also subject to human error, technological failure and fraud. There can be no assurance that the Group will continue to set risk management parameters accurately, that its testing and quality control practices will be effective in preventing technical software or hardware failure or that its employees will accurately and appropriately apply the Group's risk management procedures. Any failures in this regard could materially adversely affect the Group's financial performance and operations.

Expansion into new international geographic markets

The Group has identified opportunities for its services in the medium term in new geographies outside the UK. There is a risk that the Group's lack of experience of international expansion means that it is managed incorrectly and/or causes a significant distraction to Made Tech's management, each of which may have an adverse impact on the Group's business, results of operation and/or financial position. Further, there is also the risk that the Group may be unable to recruit and retain suitably skilled employees in any new jurisdiction of operation.

RISKS RELATING TO THE MARKETS IN WHICH THE GROUP OPERATES

Change in Government policy

The Group heavily relies on revenue from contracts with the UK Government. Changes to Government policy or spending may have a material impact on future contracts it awards and consequently on the performance, financial condition or business prospects of the Group. If Government procurement policy moves away from its current policy favouring SMEs such as Made Tech, or if any current or future Government reduces their stated commitment to digital technology, the Group's performance, financial condition or business prospects may be adversely impacted.

Economic conditions

Any economic downturn either globally or locally in any area in which the Group operates may have an adverse effect on the demand for the Group's products (although as the Group's services are intended to save money for clients once implemented, the Group may be less exposed in this regard than organisations operating in other sectors, however this is subject to UK Government spending being maintained throughout any economic downturn). A more prolonged economic downturn may lead to an overall decline in the volume of the Group's sales, restricting the Group's ability to realise profit.

The markets in which the Group offers its services are directly affected by many national and international factors that are beyond the Group's control.

Changes to laws and regulations

The Group's business operations are affected by various UK statutes, regulations and laws as well as an increasing number of other directly applicable laws and regulations that originate outside of the UK.

Accordingly, the Group must comply with laws applicable to businesses generally, including, but not limited to, laws affecting health and safety, environmental, taxation, protection of client and employee data, landlord and tenant, consumer safety, product liability, transportation, labour, employment practices (including pensions) and competition. It is possible that additional laws and regulations may be enacted covering issues such as user privacy, law enforcement, content liability, data encryption, copyright protection and quality of products and services. The requirement to comply with and adapt to such new or revised laws or regulations, or new or changed interpretations or enforcement of existing laws or regulations, may have a material adverse effect on the Group's reputation, business, prospects, results of operation and financial condition.

The Group's operations could be adversely affected by the effects of health epidemics, including the current Covid-19 pandemic, in regions where the Group or third parties on which it relies have significant manufacturing facilities or other business operations

The Group's business could be adversely affected by health epidemics in regions where it has business operations, and could cause significant disruption in its client's operations.

A spread of such diseases amongst the employees of the Group, as well as any quarantines affecting the employees of the Group or the Group's facilities, may reduce the ability of the Group's personnel to carry out their work. The Group or third parties with which it contracts may require employees to temporarily work from home, which could adversely impact the productivity of the Group's workforce or the workforce of third parties on which the Group relies. The spread of Covid-19, which has caused a broad impact globally, may materially adversely affect the Group economically. While the potential economic impact brought by, and the duration of, Covid-19 may be difficult to assess or predict, a widespread pandemic could result in significant disruption of global financial markets, reducing the Group's ability to access capital, which could in the future negatively affect its liquidity. In addition, a recession or market correction resulting from the spread of Covid-19 may adversely and materially affect the Group's business and the value of the Ordinary Shares.

The global pandemic of Covid-19 continues to rapidly evolve. The ultimate impact of the Covid-19 pandemic or a similar health epidemic is highly uncertain and subject to change. The full extent of potential delays or impacts on the Group's business, healthcare systems or the global economy as a whole is not yet known with any certainty. However, such effects could have a material impact on the Group's business, prospects, results of operations and financial condition.

GENERAL RISKS RELATING TO AN INVESTMENT IN THE ORDINARY SHARES

An investment in the Ordinary Shares is only suitable for financially sophisticated investors who are capable of evaluating the merits and risks of such an investment, or other investors who have been professionally advised with regard to the investment, and who have sufficient resources to be able to bear any losses that may arise therefrom (which may be the whole amount invested). Such an investment should be seen as complementary to existing investments in a wide spread of other financial assets and should not form a major part of an investment portfolio. Investors should not consider investing in the Ordinary Shares unless they already have a diversified investment portfolio.

Prospective investors should be aware that the value of an investment in the Group may go down as well as up and investors may therefore not recover or may lose all of their original investment. In addition, the price at which investors may dispose of their Ordinary Shares may be influenced by a number of factors, some of which may pertain to the Group, and others of which are extraneous. These factors could include the performance of the Group's business, large purchases or sales of Ordinary Shares, liquidity (or absence of liquidity) in the Ordinary Shares, currency fluctuations, legislative or regulatory or taxation changes, general economic and political conditions and interest and inflation rate variations. The value of the Ordinary Shares may therefore fluctuate and not reflect their underlying asset value.

The market price of the Ordinary Shares may fluctuate significantly in response to a number of factors, some of which may be out of the Group's control.

Publicly traded securities from time to time experience significant price and volume fluctuations that may be unrelated to the operating performance of the companies that have issued them. In addition, the market price of the Ordinary Shares may prove to be highly volatile. The market price of the Ordinary Shares may fluctuate significantly in response to a number of factors, some of which are beyond the Group's control, including: general business, political, social and economic conditions; variations in operating results in the Group's reporting periods; changes in financial estimates by securities analysts; poor stock market conditions affecting companies engaged in the same sector; additions or departures of key personnel; announcements by the Group or its competitors; acquisitions or joint ventures entered into by any of the Group's companies; any shortfall in turnover or net profit or any increase in losses from levels expected by securities analysts; and future issues or sales of Ordinary Shares. Any or all of these events could result in a material decline in the price of the Ordinary Shares, regardless of the Group's performance.

The Company's activities from time to time may fall within the scope of the National Security and Investment Act 2021 ("NSIA") and therefore purchases of or offers for certain proportions of the Ordinary Shares may be notifiable acquisitions for the purposes of NSIA. The relevant notification obligations may result in conditional approval or prohibition of such a purchase which may discourage parties considering making such a purchase or offer.

Suitability of the Ordinary Shares as an investment

The Ordinary Shares may not be a suitable investment for all the recipients of this document. Before making a final decision, Shareholders and other prospective investors are advised to consult an appropriate independent financial adviser authorised under the FSMA if such Shareholder or other prospective investor is resident in the UK or, if not, from another appropriately authorised independent financial adviser who specialises in advising on acquisitions of shares and other securities.

The value of the Ordinary Shares, and the income received from them, can go down as well as up and Shareholders may receive less than their original investment. In the event of a winding-up of the Group, the Ordinary Shares will rank behind any liabilities of the Group and therefore any return for Shareholders will depend on the Group's assets being sufficient to meet the prior entitlements of creditors.

Future sales of Ordinary Shares

Shareholders may sell their Ordinary Shares in the public or private market and the Group may undertake a public or private offering of Ordinary Shares. The Group cannot predict what effect, if any, future sales of Ordinary Shares will have on the market price of the Ordinary Shares. If the Group's existing shareholders were to sell, or if the Group was to issue a substantial number of shares in the market, the market price of the Ordinary Shares could be materially adversely affected. Sales by the Group's existing Shareholders could also make it more difficult for the Group to sell equity securities in the future at a time and price that it deems appropriate.

The Group's ability to pay dividends in the future is not certain

The Group does not intend to pay a dividend in the financial year ending 31 May 2022 and cannot guarantee that it will have sufficient cash resources to pay dividends in the future. The declaration, payment and amount of any future dividends of the Group are subject to the discretion of the Shareholders, or in the case of interim dividends to the discretion of the Directors, and will depend upon, amongst other things, the Group's earnings, financial position, cash requirements, availability or profits, any dividends and profits that it receives from its subsidiary companies, as well as provisions for relevant laws or generally accepted accounting principles from time to time.

Further issuances of Ordinary Shares may be dilutive

The Companies Act 2006 provides for pre-emptive rights to be granted to shareholders in the Group, unless those rights are disapplied by a special resolution in accordance with the Company's articles of association. The Group may decide to offer additional shares in the future for capital raising or other purposes. If the rights mentioned above are disapplied, or if Shareholders do not take up their rights to subscribe for further ordinary Shares under a pre-emption offer, existing Shareholders' proportionate ownership interest in the Group will be diluted. In addition, a further issue of Ordinary Shares by the Group, or the public perception that an issue may occur, could have an adverse effect on the market price of Ordinary Shares and could dilute the proportionate ownership interest and the proportionate voting interest of those Shareholders that do not participate in that additional issue.

In addition, the securities laws of certain jurisdictions may restrict the Company's ability to allow the participation of Shareholders in future offerings. In particular, Shareholders in the United States may not be entitled to exercise those rights unless either the rights and the Ordinary Shares are registered under the US Securities Act, or the rights and the Ordinary Shares are offered pursuant to an exemption from, or in transactions not subject to, the registration requirements of the US Securities Act. Any Shareholder who is unable to participate in future equity offerings may suffer dilution.

Valuation of Ordinary Shares

Before Admission, there has been no prior public market for the Ordinary Shares. The Placing Price has been determined by the Group and may not relate to the Group's net asset value, net worth, or any established criteria or value. Although application has been made for the Ordinary shares to be admitted to trading on AIM, an active public market may not develop or be sustained following Admission. There can be no guarantee that the Ordinary Shares will be able to achieve higher valuations or, if they do so, that such higher valuations can be maintained. If an active trading market is not developed or maintained, the liquidity and trading price of the Ordinary Shares could be materially and adversely affected.

Conditionality of the Placing

The Placing is conditional, *inter alia*, upon the New Ordinary Shares having being allotted, Admission becoming effective and the Placing Agreement becoming unconditional in all respects. In the event that certain conditions to which Admission is subject are not satisfied or, if capable of waiver, waived, then Admission will not occur.

Market Perception

Market perception of the Group and/or the Group may change, potentially affecting the value of investor's holdings and the ability of the Group to raise further funds by the issue of further Ordinary Shares or otherwise.

The Ordinary Shares will not be admitted to the Official List

The Ordinary Shares will be traded on AIM and will not be admitted to the Official List or admitted to trading on the London Stock Exchange's main market for listed securities. Neither the FCA nor the London Stock Exchange have examined or approved the contents of this document. The AIM market is designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. The rules of AIM are less demanding than those of the Official List and an investment in Ordinary Shares traded on AIM may carry a higher risk than an investment in shares admitted to the Official List. Although the Group is applying for the admission of its Enlarged Share Capital to trading on AIM, there can be no assurance that an active trading market for the Ordinary Shares will develop, or if developed, that it will be maintained. In addition, the market in Ordinary Shares on AIM may have limited liquidity, making it more difficult for an investor to realise its investment than might be the case in respect of an investment in shares which are quoted on the London Stock Exchange's main market for listed securities. Investors should therefore be aware that the market price of the Ordinary Shares may be more volatile than the market prices of shares quoted on the London Stock Exchange's main market for listed securities and may not reflect the underlying value of the net assets of the Group. For these and other reasons, investors may not be able to sell at a price which permits them to recover their original investment.

PART III

HISTORICAL FINANCIAL INFORMATION OF THE GROUP

SECTION A: ACCOUNTANTS' REPORT ON THE HISTORICAL FINANCIAL INFORMATION OF THE GROUP



27 September 2021

The Directors
4 O'Meara Street
London
SE1 1TE

Singer Capital Markets Advisory LLP
One Bartholomew Lane
London
EC2N 2AX

Dear Sirs,

Introduction

We report on the audited consolidated historical financial information of Made Tech Group Plc (the **"Company"** or **"Made Tech"**) and its subsidiaries (together, the **"Group"**) set out in Section B of Part III (**"Historical Financial Information of the Group"**) of the admission document dated 27 September 2021 (the **"Document"**) of the Company.

Opinion on financial information

In our opinion, the financial information gives, for the purposes of the Document, a true and fair view of the state of affairs of the Group as at the date stated and of the results, financial position, cash flows and changes in equity for the period then ended in accordance with the basis of preparation set out in note 2 to the financial information and International Financial Reporting Standards (IFRS) as issued by the UK Endorsement Board.

Responsibilities

The Directors of the Company are responsible for preparing the financial information on the basis of preparation set out in note 2 to the financial information. It is our responsibility to form an opinion on the financial information and to report our opinion to you.

Basis of Preparation

This historical financial information of the Group has been prepared for inclusion in the Document on the basis of preparation and accounting policies set out in note 2 to the financial information. This report is required by part (a) of Schedule Two to the AIM Rules for Companies (the **"AIM Rules"**) and is given for the purposes of complying with the AIM Rules and for no other purpose.

Basis of opinion

We conducted our work in accordance with Standards of Investment Reporting issued by the the Financial Reporting Council in the United Kingdom. We are independent of the Group in accordance with relevant ethical requirements. In the United Kingdom this is the FRC's Ethical Standard as applied to Investment

Circular Reporting Engagements, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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 statements underlying 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 misstatement, whether caused by fraud or other irregularity or error.

Declaration

For the purposes of paragraph (a) of Schedule Two of the AIM Rules for Companies, we are responsible for this report as part of the Document 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 Document in compliance with Paragraph (a) of Schedule Two of the AIM Rules.

Yours faithfully

Crowe U.K. LLP

Chartered Accountants

SECTION B: HISTORICAL FINANCIAL INFORMATION OF THE GROUP

Consolidated statement of comprehensive income

The audited statements of comprehensive income of the Group for the three years ended 31 May 2021 are set out below:

		<i>Year ended</i> <i>31 May</i> <i>2019</i> <i>£'000</i>	<i>Year ended</i> <i>31 May</i> <i>2020</i> <i>£'000</i>	<i>Year ended</i> <i>31 May</i> <i>2021</i> <i>£'000</i>
	<i>Note</i>			
Revenue	4	4,209	5,466	13,331
Cost of sales		(3,020)	(3,107)	(8,318)
Gross profit		1,189	2,359	5,013
Administrative expense		(636)	(1,776)	(5,524)
EBITDA		553	583	(511)
Depreciation		(46)	(196)	(265)
Administrative expense		(682)	(1,972)	(5,789)
Operating profit/(loss)	5	507	387	(776)
Finance charges	7	(9)	(28)	(30)
Profit/(loss) before tax		498	359	(806)
Taxation	8	(8)	(23)	25
Total comprehensive income and profit/(loss) for the year		490	336	(781)
Earnings/loss per share:				
Basic	9	2,450	1,680	(1,178)

Consolidated statement of financial position

The audited statements of financial position of the Group as at 31 May 2019, 31 May 2020 and 31 May 2021.

	Note	As at 31 May 2019 £'000	As at 31 May 2020 £'000	As at 31 May 2021 £'000
Assets				
Non-current assets				
Property, plant and equipment	10	826	758	755
		<u>826</u>	<u>758</u>	<u>755</u>
Current assets				
Trade and other receivables	11	463	1,512	2,544
Cash and cash equivalents		1,150	986	922
		<u>1,613</u>	<u>2,498</u>	<u>3,466</u>
Total assets		<u>2,439</u>	<u>3,256</u>	<u>4,221</u>
Equity				
Share capital	12	–	–	1
Retained earnings/(deficit)	13	1,079	1,171	(788)
		<u>1,079</u>	<u>1,171</u>	<u>(787)</u>
Liabilities				
Non-current liabilities				
Loans and borrowings	16	625	475	1,397
Deferred tax liability		14	25	–
		<u>639</u>	<u>500</u>	<u>1,397</u>
Current liabilities				
Trade and other payables	17	571	1,430	3,283
Owed to related parties	18	5	5	–
Loans and borrowings	16	145	150	328
		<u>721</u>	<u>1,585</u>	<u>3,611</u>
Total liabilities		<u>1,360</u>	<u>2,085</u>	<u>5,008</u>
Total equity and liabilities		<u>2,439</u>	<u>3,256</u>	<u>4,221</u>

Consolidated statement of changes in equity

The audited statements of changes in equity of the Group for the three years ended 31 May 2021 are set out below:

	<i>Share Capital £'000</i>	<i>Retained earnings/ (deficit) £'000</i>	<i>Total equity/ (deficit) £'000</i>
Equity as at 1 June 2018	–	842	842
Profit for the financial year	–	490	490
Transactions with equity owners:			
Dividend	–	(253)	(253)
Equity as at 31 May 2019	–	1,079	1,079
Profit for the year	–	336	336
Transactions with equity owners:			
Dividend		(244)	(244)
Equity as at 31 May 2020	–	1,171	1,171
Loss for the year	–	(781)	(781)
Transactions with equity owners:			
Issue of shares	1	–	1
Dividend	–	(1,178)	(1,178)
Total transactions with equity owners		(1,959)	(1,958)
Deficit as at 31 May 2021	1	(788)	(787)

Consolidated statement of cash flows

The audited statements of cash flows of the Group for the three years ended 31 May 2021 are set out below:

		Year ended 31 May 2019 £'000	Year ended 31 May 2020 £'000	Year ended 31 May 2021 £'000
	Note			
Profit/(loss) for the year		490	336	(781)
Adjustments for:				
Tax expense/(income)	8	8	23	(25)
Finance expense	7	9	28	30
Loss on disposal of property, plant and equipment		–	11	10
Depreciation of property, plant and equipment	10	47	196	265
Decrease/(increase) in trade and other receivables		(252)	(1,049)	(1,032)
(Decrease)/increase in trade and other payables		226	859	1,853
Cash generated by operations		528	404	320
Income taxes (paid)/received	8	–	(12)	–
Net cash flows from operating activities		528	392	320
Investing activities				
Purchase of property, plant and equipment		(74)	(139)	(272)
Net cash used by investing activities		(74)	(139)	(272)
Financing activities				
Share issue		–	–	1
Interest paid		–	(2)	(6)
Dividend paid		(253)	(244)	(1,178)
Drawdown of loans and borrowings		–	–	1,250
Repayment of directors loan		–	–	(5)
Repayment of lease liability		–	(145)	(150)
Interest paid on lease liability		(5)	(26)	(24)
Net cash used by financing		(258)	(417)	(112)
Net increase/(decrease) in cash and cash equivalents		196	(164)	(64)
Cash and cash equivalents at beginning of year		954	1,150	986
Cash and cash equivalents at end of year		1,150	986	922

Notes to the financial information

1. Corporate Information

Made Tech Group Plc is a company incorporated on 13 September 2019 and domiciled in England and Wales, registration number 12204805. The Company's registered office is 4 O'Meara Street, Southwark, London SE1 1TE.

Prior to the incorporation of Made Tech Group Plc on 13 September 2019 the trading operations were carried on by the stand-alone company Made Tech Limited. On 6 November 2020 Made Tech Limited was acquired by Made Tech Group Plc., however, as the two companies were owned by the same shareholders, and so were under common control, the combination falls outside the scope of IFRS 3 Business combinations.

Made Tech provide Digital, Data and Technology services to the UK public sector. Service offerings include Digital Service Delivery, Embedded Capabilities, and Legacy Application Transformation:

- Digital Service Delivery – Made Tech works with public sector organisations to deliver user-centric digital services by supporting them through the end-to-end digital delivery lifecycle.
- Embedded Capabilities – When there is a skills shortage within an organisation, Made Tech will identify and improve them through co-sourced delivery and training, thereby supporting public sector organisations to scale their digital and IT capabilities and deliver the services.
- Legacy Application Transformation – Made Tech reduces the burden of legacy IT by defining and delivering transformation programmes from legacy IT systems to modern digitally-enabled services.

2. Accounting policies

Accounting convention

The financial information has been prepared.

using the historical cost convention, as stated in the accounting policies. These policies have been consistently applied to all periods presented, unless otherwise stated.

The presentation currency of the financial information is Pounds Sterling, rounded to the nearest thousand (£'000) unless otherwise indicated. Made Tech Limited and Made Tech Group Plc's functional currency is also Pounds Sterling as this is the currency of the primary economic environment in which the entities operate.

The financial information has been prepared in compliance with International Financial Reporting Standards (IFRSs) and IFRS Interpretations Committee (IFRIC) interpretations as adopted by the UK. This is the first time that financial information for the Group has been prepared under IFRS (see note 20).

Basis of preparation

The consolidated financial information comprises Made Tech Group Plc and its subsidiary Made Tech Limited. Subsidiaries are consolidated from the date of acquisition being the date on which the Group obtains control. Control is achieved when the Group is exposed or has rights to variable returns from its involvement with the investee and has the ability to affect those returns through its powers over the investee.

On 6 November 2020 Made Tech Group Plc acquired the entire share capital of Made Tech Limited, however, as both of the companies were under common control the transaction fell outside the scope of IFRS 3 'Business combinations'.

The combination of companies under common control has been treated as if the two companies had always been combined and is usually referred to as merger accounting.

IFRS does not prescribe how such a merger is accounted for in the preparation of consolidated financial information. The use of merger accounting has been applied to treat the combining entities as if they had always been a single entity, with adjustments made for the elimination of transactions between the merged companies. Any difference arising on the carrying amount of the cost of investment held by Made Tech

Group Plc and the legal subsidiary, Made Tech Limited, has been recognised in a separate reserve on consolidation, Merger reserve. Accordingly, in preparing these consolidated financial information certain accounting conventions commonly used for the preparation of historical financial information for inclusion in investment circulars, as described in the Annexure to SIR 2000 (Investment Reporting Standard applicable to public reporting engagements on historical financial information) issued by the UK Auditing Practices Board, have been applied. In other respects IFRS has been applied.

The financial information is prepared on a consolidated basis which reflects the following:

The financial information the year to 31 May 2019 represents the results of Made Tech Limited alone.

For the year to 31 May 2020 the results are:

- (i) for Made Tech Limited alone for the period from 1 June 2019 to the date of the incorporation of Made Tech Group Plc on 13 September 2019.
- (ii) for the aggregated companies Made Tech Limited and Made Tech Group Plc from the incorporation of Made Tech Group Plc on 13 September 2019 and until the acquisition of Made Tech Limited by Made Tech Group Plc on 6 November 2020. During this period there was no activity in Made Tech Group Plc and so the profit or loss was generated by Made Tech Limited alone.
- (iii) for the consolidated Group of the parent company Made Tech Group Plc and its subsidiary Made Tech Limited. Once again there was no activity in the parent company and so the profit or loss was generated by Made Tech Limited alone.

For the year to 31 May 2021 the results are for the consolidated Group of the parent company Made Tech Group Plc and its subsidiary Made Tech Limited.

The date of transition to IFRS is 1 June 2018. The principles and requirements for first time adoption are set out in IFRS 1.

Going concern

The management assessment of whether the Company should continue to report on the going concern basis included consideration of the following:

- a detailed forecast prepared for a period of 18 months,
- the Company's impending IPO, which on completion will provide significant cash resources, and
- the results of work undertaken by the Company's auditors.

The going concern analysis, which for audit purposes covers a period no shorter than 12 months from the date of approval of this financial information, also includes the evaluation of the material uncertainties and potential material adverse effects within the industry, the global economy and the regulatory regime.

At the time of the preparation of the historical financial information the management was not aware of any other events or conditions beyond the period of management's assessment that may cast significant doubt on the entity's ability to continue as a going concern.

Changes in accounting policies

The new accounting standard framework has been adopted and is effective from the transition to International Financial Reporting Standards (IFRS) which took place on 1 June 2018 and which is the first period to which the standards have been applied. Details of the impact of the new accounting standards are given in note 20.

Revenue recognition

The Group's only source of revenue is from the provision of Digital, Data and Technology services to the UK public sector, all of which are recognised in the same manner.

Contracts for the provision of services are typically 'time and materials' contracts whereby the customer is contractually bound to pay for services for each hour or day spent in delivering a contractually agreed

services scope. Materials are incidental expenses incurred whilst delivering the services. These contracts typically have no payment milestones or bundling with other services and have no variable element. Revenue is therefore recognised in line with the chargeable 'time and materials' which are allocated to the contracted project.

Time and materials projects are billed when the inputs are known so will therefore occur after the reporting date, which may give rise to a contract asset at the balance sheet date. Payment for the services is based on the agreed payment terms.

Revenue contract liability is recorded when cash payments are received in advance of satisfying the performance obligation. Contract liabilities are recognised in profit or loss in the period when the company completes the agreed services to the customers. In all other cases payments are due from customers within 30-60 days (depending on the credit terms applicable) of the service being agreed and invoiced.

Cost of sales

Cost of sales represents the direct expenses that are attributable to the services or product sold. They consist primarily of contractors and employed personnel providing the service to the clients and are recognised as the expense is incurred.

Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, the following assets have been depreciated using the method described. The estimated useful lives are as follows:

Furniture and fixtures	–	25 per cent. on reducing balance
Office equipment	–	3 years straight line
Leasehold improvements	–	25 per cent. on reducing balance over the length of the lease

Financial assets

On initial recognition, the Group classifies its financial assets as either financial assets at amortised cost, at fair value through profit or loss or at fair value through comprehensive income, as appropriate. The classification depends on the policy for management of the financial assets. At the reporting year-end the financial assets of the Group were all classified as loans or receivables and are therefore at the amortised cost.

Trade receivables

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of services to customers but also incorporate other types of contractual monetary assets.

They are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any impairment loss.

The Group's financial assets comprise trade receivables, other receivables (excluding prepayments) and cash and cash equivalents.

Trade and other receivables – impairment

The Group applies an expected credit loss model to calculate the impairment losses on its trade receivables. The Group applies the simplified approach to providing for expected credit losses prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables. Trade receivables at the balance sheet date have been put into groups based on days past the due date for payment and an

expected loss percentage has been applied to each group to generate the expected credit loss provision for each group and a total expected credit loss provision has thus been calculated.

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less, and – for the purpose of the statement of cash flows – bank overdrafts. Bank overdrafts are shown within loans and borrowings in current liabilities on the statement of financial position.

Financial liabilities

Financial liabilities are recognised when the Group becomes a party to the contractual agreements of the instrument.

At initial recognition financial liabilities (trade and other payables, excluding other taxes and social security costs, bank borrowings and deferred income), are measured at their fair value plus, if appropriate, any transaction costs that are directly attributable to the issue of the financial liability. These financial liabilities are subsequently carried at amortised cost.

Share capital

Financial instruments issued by Made Tech Group Plc are treated as equity only to the extent that they do not meet the definition of a financial liability. Made Tech Group Plc's share capital is classified as equity instruments.

Retirement benefits

The cost of pensions in respect of the Group's defined contribution scheme is charged to the income statement in the period in which the related employee services were provided.

Leases

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentive received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

At inception the Group assesses whether a contract contains a lease. This assessment involved the exercise of judgement about whether the Group obtains substantially all the economic benefits from the use of that asset and whether the Group has the right to direct the use of the asset.

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets which it defines as having a purchase cost of £5,000 or less. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The lease liability is measured at amortised cost using the effective interest method.

The Group presents right-of-use assets in 'property, plant and equipment' and lease liabilities in 'borrowings' in the statement of financial position.

Deferred taxation

Deferred income taxes are calculated using the liability method on temporary differences. Deferred tax is generally provided on the difference between the carrying amounts of assets and liabilities and their tax bases. However, deferred tax is not provided on the initial recognition of goodwill, nor on the initial recognition

of an asset or liability unless the related transaction is a business combination or affects tax or accounting profit. Deferred tax on temporary differences associated with shares in subsidiaries and joint ventures is not provided if reversal of these temporary differences can be controlled by the Group and it is probable that reversal will not occur in the foreseeable future. In addition, tax losses available to be carried forward as well as other income tax credits to the Group are assessed for recognition as deferred tax assets.

Deferred tax liabilities are always provided for in full. Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Deferred tax assets and liabilities are calculated at tax rates that are expected to apply to their respective period of realisation, provided they are enacted or substantively enacted at the balance sheet date.

Bank loans

Interest-bearing borrowings are initially recorded at fair value, net of transaction costs. Interest-bearing borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the profit and loss over the period of the relevant borrowing.

Interest expense is recognised on the basis of the effective interest method and is included in interest payable and similar charges. Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

Critical accounting estimates and judgements

The Group makes certain estimates and assumptions regarding the future. Estimates and judgements are continually evaluated based on historical experience and other factors, including the expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Judgements

Right of use asset recognition

Management have assessed each lease liability for recognition under IFRS 16. The judgements are based on the term and nature of individual leases. Those leases with a term greater than 12 months which convey a right to occupy are recognised as a right of use asset with corresponding lease liability. Leases of equal to or less than 12 months or with a nature of right of access rather than occupy are expensed in profit or loss.

Merger accounting

The combination of companies under common control has been treated as if the two companies had always been combined and is usually referred to as merger accounting.

IFRS does not prescribe how such a merger is accounted for in the preparation of consolidated financial information. The use of merger accounting has been applied to treat the combining entities as if they had always been a single entity, with adjustments made for the elimination of transactions between the merged companies.

IFRS 16 – Leases

As part of the Group's adoption of IFRS 16, lease liabilities were measured at the present value of the remaining lease payments discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security, and conditions.

The Directors applied an incremental borrowing rate of 4.09 per cent. in determining the present value calculation. This rate was assessed as being the market rate at which the Group was able to borrow funds based on the interest rate applicable to its only borrowings, the COVID Business Interruption Loan.

Estimation uncertainty

IFRS 16

As part of the group's adoption of IFRS 16, the liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 1 June 2019. The lease was discounted using an estimated incremental rate of borrowing at the time of inception of the lease 4.09 per cent. The lease is for office premises.

3. Financial instruments – risk management

The board of directors of Made Tech Group Plc has overall responsibility for the determination of the Group's risk management objectives and policies. The overall objective of the board is to set policies that seek to reduce risk as far as possible without unduly affecting the Group's competitiveness and flexibility. Made Tech reports in Pounds Sterling (£). All funding requirements and financial risks are managed based on policies and procedures adopted by the board.

The Group is exposed to the following financial risks:

- Market risk
- Interest rate risk
- Credit risk
- Liquidity risk
- Foreign exchange risk

In common with all other businesses, the Group is exposed to risks that arise from its use of financial instruments. The principal financial instruments used by the Group, from which financial instrument risk arises, are as follows:

- Trade and other receivables
- Cash and cash equivalents
- Trade and other payables
- Bank loans

To the extent financial instruments are not carried at fair value in the statement of financial position, book value approximates to fair value at 1 June 2018, 31 May 2019, 31 May 2020 and 31 May 2021.

Trade and other receivables are measured at amortised cost. Book values and expected cash flows are reviewed by the Board and any impairment charged to the statement of profit and loss in the relevant period.

Trade and other payables are measured at amortised cost.

Financial instruments by category

Financial assets

	Year ended 31 May 2019 £'000	Year ended 31 May 2020 £'000	Year ended 31 May 2021 £'000
Cash and cash equivalents	1,150	986	922
Trade receivables – due at reporting date	125	184	240
Trade receivables – not due at reporting date	285	1,130	1,858
Gross trade receivables	410	1,314	2,098
Less provision for impairment	–	–	–
Trade receivables – net	410	1,314	2,098
Other receivables	53	198	446
Receivables at amortised cost	463	1,512	2,544
Financial assets at amortised cost	1,613	2,498	3,466

Financial liabilities

	Year ended 31 May 2019 £'000	Year ended 31 May 2020 £'000	Year ended 31 May 2021 £'000
Current			
Trade payables	222	416	747
Accruals	27	49	122
Other payables	26	26	802
Trade and other payables	275	491	1,671
Bank loans	–	–	172
Lease liability	145	150	156
	145	150	328
Non-current			
Bank loans	–	–	1,078
Lease liability	625	475	319
Loans and borrowings	770	625	1,397
Financial liabilities at amortised cost	1,045	1,116	3,068

The management of risk is a fundamental concern of the Group's management. This note summarises the key risks to the Group and the policies and procedures put in place by management to manage them.

(a) Market risk

Market risk arises from the Group's use of interest-bearing financial instruments. It is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in interest rates (interest rate risk) or foreign exchange rates (foreign exchange risk).

Interest rate risk

The Group is exposed to cash flow interest rate risk from bank borrowings at variable rates. The Group's bank borrowings are disclosed in note 16.

The following table demonstrates the sensitivity to a 1.0 per cent. change (lower/higher) to the interest rates of the borrowings at 31 May 2019, 2020 and 2021 to the profit before tax and net assets for the period:

	<i>Year ended 31 May 2019 £'000</i>	<i>Year ended 31 May 2020 £'000</i>	<i>Year ended 31 May 2021 £'000</i>
Bank loans	—	—	13

Foreign exchange risk

Management do not consider that foreign exchange volatility presents a material risk as there is minimal exposure to foreign currencies.

(b) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group considers that its exposure to credit risk is insignificant as it carries out work for public sector entities without the risks attached to normal commercial credit sales. The Group's net trade receivables for the three reported periods are disclosed in the financial assets table above.

Credit risk on cash and cash equivalents is considered to be small as the counterparties are all substantial banks with high credit ratings. The maximum exposure is the amount of the deposit. The credit risk is monitored on an ongoing basis and changes in counterparty made if appropriate.

No expected credit losses have been recognised due to the credit quality of the receivables over previous trading periods.

(c) Liquidity risk

Liquidity risk arises from the Group's management of working capital. It is the risk that the Group will encounter difficulty in meeting its financial obligations as they fall due. The Group plans to acquire additional financing. The table below analyses the Group's financial liabilities by contractual maturities and all amounts disclosed in the table are the undiscounted contractual cash flows:

<i>31 May 2019</i>	<i>Within 1 year £'000</i>	<i>1-2 years £'000</i>	<i>2-5 years £'000</i>
Trade payables	222	—	—
Accruals	27	—	—
Other payables	26	—	—
Lease liability	172	172	504
	<u>447</u>	<u>172</u>	<u>504</u>
<i>31 May 2020</i>	<i>Within 1 year £'000</i>	<i>1-2 years £'000</i>	<i>2-5 years £'000</i>
Trade payables	416	—	—
Accruals	49	—	—
Other payables	26	—	—
Lease liability	172	172	332
	<u>663</u>	<u>172</u>	<u>332</u>

31 May 2021	Within 1 year £'000	1-2 years £'000	2-5 years £'000
Trade payables	747	–	–
Accruals	122	–	–
Other payables	802	–	–
Bank loans	188	301	1,017
Lease liability	172	190	142
	<u>2,031</u>	<u>491</u>	<u>1,159</u>

(d) *Capital management*

The Group's capital is made up as follows:

	Year ended 31 May 2019 £'000	Year ended 31 May 2020 £'000	Year ended 31 May 2021 £'000
Share capital	–	–	1
Retained earnings/(deficit)	<u>1,079</u>	<u>1,171</u>	<u>(788)</u>
	<u>1,079</u>	<u>1,171</u>	<u>(787)</u>

The Group's objectives when maintaining capital are:

- to safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders; and
- to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

The capital structure of the Group consists of shareholders' equity as set out in the statement of changes in equity. All working capital requirements are financed from existing cash resources and borrowings.

4. Revenue

Revenue from operations:

	Year ended 31 May 2019 £'000	Year ended 31 May 2020 £'000	Year ended 31 May 2021 £'000
Revenue arises from:			
Provision of services on a time and materials basis	<u>4,209</u>	<u>5,466</u>	<u>13,331</u>

There is a single ultimate customer which is responsible for 100 per cent. of the revenue of the Group.

5. Operating profit/(loss)

The operating profit/(loss) has been arrived at after charging/(crediting):

	<i>Year ended 31 May 2019 £'000</i>	<i>Year ended 31 May 2020 £'000</i>	<i>Year ended 31 May 2021 £'000</i>
Foreign exchange losses/(gains)	–	2	–
Loss/(profit) on disposal of property, plant and equipment	–	11	10
Advertising expense	49	83	175
Depreciation of property, plant and equipment	46	196	265
Staff costs (note 6)	1,850	3,208	8,914

6. Employee benefit expense

	<i>Year ended 31 May 2019 £'000</i>	<i>Year ended 31 May 2020 £'000</i>	<i>Year ended 31 May 2021 £'000</i>
Wages and salaries	1,653	2,852	7,888
Social security costs	179	317	923
Pension	18	39	103
Total	1,850	3,208	8,914

Key management comprises only the directors. Directors' remuneration included in staff costs:

	<i>Year ended 31 May 2019 £'000</i>	<i>Year ended 31 May 2020 £'000</i>	<i>Year ended 31 May 2021 £'000</i>
Wages and salaries	107	117	152
Social security costs	11	13	18
Pension	1	1	1
Total	119	131	171

The average monthly number of employees during the period was as follows:

	<i>Year ended 31 May 2019 £'000</i>	<i>Year ended 31 May 2020 £'000</i>	<i>Year ended 31 May 2021 £'000</i>
Management	3	3	3
Operations and administration	34	54	131
Total	37	57	134

7. Finance expense

	<i>Year ended 31 May 2019 £'000</i>	<i>Year ended 31 May 2020 £'000</i>	<i>Year ended 31 May 2021 £'000</i>
Finance expenses			
Other interest and bank charges	–	2	6
Interest on lease liability	9	26	24
Total finance expense	<u>9</u>	<u>28</u>	<u>30</u>

An amount of interest and fees on the COVID business interruption loan totalling £40,000 was paid for by a Government grant during the year to 31 May 2021. The Group has adopted a policy of recognising government grants against the related expense.

8. Taxation

	<i>Year ended 31 May 2019 £'000</i>	<i>Year ended 31 May 2020 £'000</i>	<i>Year ended 31 May 2021 £'000</i>
Corporate tax	–	12	–
Total current tax expense	–	12	–
Deferred tax			
Origination and reversal of timing differences	8	11	(25)
Tax charge/(credit) for the year	<u>8</u>	<u>23</u>	<u>(25)</u>

The tax assessed for the year is different from the standard rate of corporation tax as applied in the respective trading domains where the Group operates. The differences are explained below:

	<i>Year ended 31 May 2019 £'000</i>	<i>Year ended 31 May 2020 £'000</i>	<i>Year ended 31 May 2021 £'000</i>
Profit/Loss before tax	<u>498</u>	<u>359</u>	<u>(806)</u>
Loss before tax multiplied by the respective standard rate of corporation tax applicable – 19%	95	68	(153)
Effects of:			
Enhanced credit for research & development	(104)	–	–
Capital allowance in excess of depreciation	4	(13)	2
Initial recognition of leases not due to business combination	4	7	7
Expenses not allowed	9	18	62
Utilisation of losses	–	(57)	–
Non-recognition of temporary difference	–	–	57
Tax charge/(credit) for the year	<u>8</u>	<u>23</u>	<u>(25)</u>

Deferred tax

	<i>Year ended 31 May 2019 £'000</i>	<i>Year ended 31 May 2020 £'000</i>	<i>Year ended 31 May 2021 £'000</i>
At 1 June	6	14	25
Deferred tax recognised	–	–	–
To profit or loss	8	11	(25)
At 31 May	<u>14</u>	<u>25</u>	<u>–</u>

The tax losses have been created by the enhanced tax credits claimed in 2019. This in turn has the potential to create a deferred tax asset, however this has not been done due to the unpredictability of future profit streams. Deferred tax liabilities have been created by the temporary differences in Property, plant and equipment.

Tax losses

	<i>Year ended 31 May 2019 £'000</i>	<i>Year ended 31 May 2020 £'000</i>	<i>Year ended 31 May 2021 £'000</i>
At 1 June	274	302	–
Arising during the year	28	–	942
Utilised during the year	–	(302)	–
At 31 May	<u>302</u>	<u>–</u>	<u>942</u>

The above trade loss can be carried forward indefinitely.

9. Earnings/(loss) per share

	<i>Year ended 31 May 2019 £'000</i>	<i>Year ended 31 May 2020 £'000</i>	<i>Year ended 31 May 2021 £'000</i>
Profit/(loss) attributable to shareholders of the Company (£)	<u>490,000</u>	<u>336,000</u>	<u>(781,000)</u>
Weighted average number of ordinary shares	<u>–</u>	<u>–</u>	<u>663</u>
Basic earnings/(loss) per share (£)	<u>–</u>	<u>–</u>	<u>(1,178)</u>

Earnings/(loss) per share is calculated based on Made Tech Group Plc's Ordinary shares in issue and the earnings of the Group.

10. Property, plant and equipment

	<i>Leasehold improvements £'000</i>	<i>Furniture, fittings and equipment £'000</i>	<i>Right of use leased asset £'000</i>	<i>Total £'000</i>
COST				
At 1 June 2018	–	63	–	63
Additions	8	66	766	840
Disposals	–	–	–	–
At 31 May 2019	8	129	766	903
Additions	25	114	–	139
Disposals	–	(39)	–	(39)
At 31 May 2020	33	204	766	1,003
Additions	–	272	–	272
Disposals	–	(23)	–	(23)
At 31 May 2021	33	453	766	1,252
DEPRECIATION				
At 1 June 2018	–	30	–	30
Charge for period	–	25	22	47
Disposals	–	–	–	–
At 31 May 2019	–	55	22	77
Charge for period	–	43	153	196
Disposals	–	(28)	–	(28)
At 31 May 2020	–	70	175	245
Charge for period	17	95	153	265
Disposals	–	(13)	–	(13)
At 31 May 2021	17	152	328	497
NET BOOK VALUE				
At 1 June 2018	–	33	–	33
At 31 May 2019	8	74	744	826
At 31 May 2020	33	134	591	758
At 31 May 2021	16	301	438	755

11. Trade and other receivables

	<i>As at 31 May 2019 £'000</i>	<i>As at 31 May 2020 £'000</i>	<i>As at 31 May 2021 £'000</i>
Trade receivables – gross	410	1,314	2,098
Less: provision for impairment	–	–	–
Trade receivable – net	410	1,314	2,098
Other receivables	53	198	446
Total trade and other receivables	463	1,512	2,544

The Group has adopted the IFRS 9 simplified approach to measuring expected credit losses using a lifetime Expected Credit Loss provision for trade receivables. This has been applied from transition on 1 June 2018.

Under IFRS 9 the expected loss rates are based on the Group's historical credit losses experienced over the three year period prior to the period end. The historical loss rates are then adjusted for current and forward-looking information on macroeconomic and other factors affecting the Group's customers.

The Group has experienced no credit losses in its history and because its ultimate customer is the UK Government does not believe it will do so in the future. As a result, the Group has not made a provision based on Expected Credit Loss.

Accounts receivable and other receivables have not been discounted as they are short-term debts.

12. Share capital

Made Tech Group Plc's issued and fully paid share capital is summarised in the table below:

<i>Ordinary shares of £1.00 each</i>	<i>Number</i>	<i>Nominal value £</i>
At 1 June 2018	–	–
Additions:	–	–
At 31 May 2019	–	–
Additions:	100,000	100
At 31 May 2020	100,000	100
Additions:	562,500	563
At 31 May 2021	662,500	663

On 31 May 2021, the issued and paid up share capital of Made Tech Group Plc consisted of 662,500 Ordinary shares each with a nominal value of £0.001 as follows:

'A' Ordinary shares are entitled to 3 votes per share, on a return of capital will be entitled to 50 per cent. or in accordance with article 4.5.

'B' Ordinary shares are entitled to 1 vote per share, on a return of capital will be entitled to 50 per cent. or in accordance with article 4.5.

'D' Ordinary shares are not entitled to voting rights or on a return of capital except in accordance with article 4.5.

The Directors are entitled to declare dividends on one class of shares to the exclusion of the others.

13. Reserves

The following describes the nature and purpose of each reserve within equity:

Share Capital	Ordinary shares are classified as equity. The nominal value of shares is included in share capital.
Retained earnings	Represents all other net gains and losses and transactions with shareholders (e.g. dividends) not recognised elsewhere.
Merger reserve	Represents the transactions in reserves under the merger acquisition rules where the entities are under common control. As at 31 May 2021 the balance on the merger reserve was £350.

14. Dividends

	<i>2019 £</i>	<i>2020 £</i>	<i>2021 £</i>
Dividends paid to shareholders of the company (£)	253,452	244,266	1,179,959
Rate of dividend payment per share (£)	–	–	1,777

The dividends were paid before the acquisition of Made Tech Limited by Made Tech Group Plc took place on 6 November 2020 and the dividend rate per share has not been presented due as this would be based on the share capital of the Made Tech Limited.

15. Leases

Property, plant and equipment comprises owned and leased assets.

	<i>As at 31 May 2019 £'000</i>	<i>As at 31 May 2020 £'000</i>	<i>As at 31 May 2021 £'000</i>
Property, plant and equipment – owned	82	167	317
Right-of-use assets except for investment property	744	591	438
	<u>826</u>	<u>758</u>	<u>755</u>

Right-of-use assets

The Group leases office buildings:

Balance at 1 June	–	744	591
New leases	766	–	–
Depreciation charge for the year	(22)	(153)	(153)
Balance at 31 May	<u>744</u>	<u>591</u>	<u>438</u>

Lease Liability

Maturity analysis – contractual discounted cash flows

Less than one year	145	150	156
One to five years	625	475	319
More than five years	–	–	–
Total lease liabilities at 31 May	<u>770</u>	<u>625</u>	<u>475</u>

16. Loans and borrowings

	<i>As at 31 May 2019 £'000</i>	<i>As at 31 May 2020 £'000</i>	<i>As at 31 May 2021 £'000</i>
Non-current			
Bank loan facility – secured	–	–	1,078
Lease liability	625	475	319
Total current loans	<u>625</u>	<u>475</u>	<u>1,397</u>
Current			
Bank loan facility – secured	–	–	172
Lease liability	145	150	156
Total non-current loans	<u>145</u>	<u>150</u>	<u>328</u>
Total loans and borrowings	<u>770</u>	<u>625</u>	<u>1,725</u>

Bank loan facility – secured

On 8 August 2020 Made Tech Limited entered into a COVID Business Interruption Loan facility agreement with HSBC UK Bank Plc. The maximum loan facility is £1,250,000 which is fully repayable on 17 August 2026. The current interest rate that applies to the loan is 4.09% per annum. The loan is covered by the bank's fixed and floating charge over all assets of Made Tech Limited.

The first year's interest charge is paid by a Government grant and payments of both interest principal start in month 13.

Analysis of net debt

	<i>Cash</i> <i>£'000</i>	<i>Bank</i> <i>loans</i> <i>£'000</i>	<i>Lease</i> <i>liabilities</i> <i>£'000</i>	<i>Net</i> <i>Debt</i> <i>£'000</i>
1 June 2018	954	–	–	954
Cashflows	196	–	–	196
31 May 2019	1,150	–	–	1,150
Cashflows	(164)	–	145	(19)
31 May 2020	986	–	145	1,131
Cashflows	(64)	(1,250)	150	(1,164)
31 May 2021	922	(1,250)	295	(33)

17. Trade and other payables

	<i>As at</i> <i>31 May</i> <i>2019</i> <i>£'000</i>	<i>As at</i> <i>31 May</i> <i>2020</i> <i>£'000</i>	<i>As at</i> <i>31 May</i> <i>2021</i> <i>£'000</i>
Trade payables	222	416	747
Accruals	27	49	122
Tax and social security	296	939	1,612
Other payables	26	26	802
Total trade and other payables	571	1,430	3,283

18. Related party transactions

During the three-year period ending 31 May 2021, the Group had the following transactions with related parties:

- i) a loan from a director during the year to 31 May 2020. The balance of £5,400.00 remained at 31 May 2020 under current liabilities as 'Owed to related parties' and was repaid during the year to 31 May 2021. No interest charges were paid.

Details of key management personnel's compensation are given in note 6.

19. Post balance sheet events

There are no significant events after the balance sheet date to report.

20. Acquisition of Made Tech Limited by Made Tech Group Plc

As described in the Basis of Preparation the acquisition by the two companies already under common control took place on 6 November 2020.

21. Adoption of IFRS

As stated in note 1 this consolidated historical financial information has been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union (EU).

The date of transition to IFRS is 1 June 2018 (the "Transition date").

The accounting policies described in note 2 were applied when preparing consolidated historical financial information for the periods ended 31 May 2019, 31 May 2020 and 31 May 2021 and the consolidated statements of financial position as at the Transition date.

In preparing its opening IFRS Consolidated Statement of Financial Position and adjusting amounts reported previously in the historical financial information prepared in accordance with UK GAAP (Generally Accepted Accounting Practice in the UK, previous GAAP), the Group has applied IFRS 1 First-Time Adoption of International Financial Reporting Standards, which contains a number of voluntary exemptions and mandatory exceptions from the requirement to apply IFRS retrospectively.

Exceptions and Exemptions used during transition to IFRS

The Group has applied the following mandatory exception required by IFRS 1 in the conversion from UK GAAP to IFRS:

- Estimates—Hindsight is not used to create or revise estimates. The estimates previously made by the Company under UK GAAP were not revised for the application of IFRS except where necessary to reflect any difference in accounting policies.

Adjustments Made in Connection with Transition to IFRS

The most significant impacts of the adoption of IFRS on the Group's financial information are as follows:

- IFRS 16 'Leases' – the standard requires all qualifying leases to be recognised on the position statement, most leases previously treated as operating leases must have a Right of Use asset created together with an offsetting Lease Liability.
- IAS 1 'Employee benefits' – the standard requires an accrual to be made to recognise the liability for holidays earned by an employee and not taken.

In restating its financial information, Made Tech Group Plc has made some IFRS adjustments to the profit or loss or equity and certain re-grouping and re-classification of items for the presentation of the financial information.

The main items contributing to the change in financial information compared with that reported under UK GAAP as at the transition date are shown below.

A summary of the impact of IFRS transition on Equity in the statement of financial position is as follows:

	1 June 2018 £'000	31 May 2019 £'000	31 May 2020 £'000
Equity reported in accordance with UK GAAP	842	1,132	1,254
IFRS adjustments:			
IFRS 16 – Leases* – right to use asset	–	744	591
IFRS 16 – Leases* – lease liability	–	(770)	(625)
Holiday accrual**	–	(27)	(49)
Equity reported in accordance with IFRS	842	1,079	1,171

A summary of the impact of IFRS transition to the income statement is as follows:

	Year ended 31 May	
	2019 £'000	2020 £'000
Profit after tax reported in accordance with UK GAAP	543	366
IFRS adjustments:		
IFRS 16 – Leases* – add back operating lease payments	–	172
IFRS 16 – Leases* – depreciation of right of use asset	(22)	(153)
IFRS 16 – Leases* – interest on lease liability	(4)	(27)
Holiday accrual**	(27)	(22)
Total loss after tax reported in accordance with IFRS	490	336

* Under UK GAAP, leases for offices are expensed to profit or loss. Under IFRS 16 'Leases' the treatment requires that a 'right-of-use' asset is created which is reduced by depreciation and the liability entry recognised for the minimum lease payments which is increased by interest charges and reduced by lease payments.

** Under IAS 19 'Employee benefits' the provision is an adjustment at transition to set aside the potential cost of that paid holiday.

PART IV

ADDITIONAL INFORMATION

1. Responsibility Statement

- 1.1 The Directors, whose names and functions are set out on page 9 of this document, and the Company accept responsibility, both individually and collectively, for all the information contained in this document, and compliance with the AIM Rules for Companies. To the best of the knowledge and belief of the Directors and the Company (each of whom has taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. The Company

- 2.1 The Company is domiciled in the United Kingdom and was incorporated and registered as a private company limited by shares on 13 September 2019 in England and Wales under the Act with the name Made Tech Group Limited and with registration number 12204805. The Company was incorporated to acquire on 6 November 2020 the entire issued share capital of Made Tech Limited which is domiciled in the United Kingdom and was incorporated and registered as a private company limited by shares on 13 May 2008 in England and Wales under the Act with registration number 06591591 and was and remains the Company's wholly-owned trading subsidiary.
- 2.2 On 3 September 2021, the Company was re-registered as a public limited company under the Act and its name was changed to Made Tech Group plc.
- 2.3 The Company is a public limited company and accordingly the liability of its members is limited to the amount paid up or to be paid on their shares. The principal legislation under which the Company operates and which the New Ordinary Shares will be issued is the Act and regulations made thereunder.
- 2.4 The Company's principal activity is that of a holding company. It is the ultimate parent company of the Group comprising the Company and the subsidiary undertaking set out in paragraph 2.5 of this Part IV. Further details of the history and background of the Company and the subsidiary undertaking are set out in paragraph 2 of Part I.
- 2.5 As at the date of this document, the Company has, and will on Admission have, the following subsidiary undertaking, which is directly wholly-owned:
- | <i>Name of company</i> | <i>Country of incorporation</i> | <i>Percentage held</i> |
|------------------------|---------------------------------|------------------------|
| Made Tech Limited | England | 100% |
- 2.6 The registered office and corporate headquarters of the Company is 4 O'Meara Street, London SE1 1TE and its telephone number is 020 3397 7846.
- 2.7 The Company's website address is <https://www.madetech.com/>

3. Share Capital of the Company

- 3.1 As at the date of this document and immediately following Admission, the issued and fully paid up share capital of the Company is, and will be, as follows:

	<i>Number of Ordinary Shares issued and credited as fully paid</i>	<i>Aggregate nominal value of Ordinary Shares (£)</i>
As at the date of this document	135,783,092	67,891.546
Immediately following Admission	148,078,173	74,039.09

- 3.2 In addition to the Ordinary Shares, the Company also has in issue 50,000 Redeemable Shares (see paragraphs 3.4.2, 4.2, 4.3 and 4.8 of this Part IV for further information on the rights attaching to the Redeemable Shares) and 12,184,554 Deferred Shares (see paragraphs 3.4.6, 4.2, 4.3 and 4.8 of this Part IV for further information on the rights attaching to the Deferred shares). The Company will not seek to list these securities on AIM and intends to redeem the Redeemable Shares shortly after Admission and cancel the Deferred Shares in due course following Admission.
- 3.3 On incorporation the share capital of the Company was £100 divided into 100,000 A ordinary shares of £0.001 each. The initial subscriber shareholder was Rory MacDonald, who held 100,000 A ordinary shares of £0.001.
- 3.4 The following changes to the share capital of the Company have taken place since incorporation to the date of this document:
- 3.4.1 On 6 November 2020, a multi-stage restructure of the Company's share capital took place as follows (and in the following order):
- Rory MacDonald sold his 1,100 ordinary shares of £1.00 each in Made Tech Holding Limited (company number 08325167) to the Company in exchange for the issue to him of 3,665,250,000 A ordinary shares of £0.001 each in the Company;
 - Made Tech Holding Limited declared a dividend in specie to the Company and transferred its 100 A ordinary shares of £1.00 each in Made Tech Limited to the Company;
 - the Company undertook a reduction of share capital via the section 643 solvency statement procedure, under which 1,245,000,000 A ordinary shares of £0.001 each were cancelled, leaving the Company with a share capital of £2,420,350 comprising 2,420,350,000 A ordinary shares of £0.001 each.
 - the Company also sold its 1,100 ordinary shares of £1.00 each in Made Tech Holding Limited (acquired as described at paragraph 3.4.1(a) above) to Rory MacDonald Holdings Ltd (company number 12941628);
 - the Company undertook a further reduction of its share capital (again via the solvency statement procedure), under which 2,420,250,000 A ordinary shares were cancelled, leaving a share capital of £100 comprising 100,000 A ordinary shares of £0.001 each.
 - the Company purchased the 100 B ordinary shares of £1.00 each in Made Tech Limited from Chris Blackburn in exchange for the allotment to Chris Blackburn of 100,000 B ordinary shares of £0.001 each in the Company, leaving Rory MacDonald with 100,000 A ordinary shares of £0.001 each and Chris Blackburn with 100,000 B ordinary shares of £0.001 each in the Company;
 - the Company capitalised the £465 standing to the credit of its profit and loss account and declared a bonus issue of 462,500 new D ordinary shares of £0.001 each, 162,500 of which were issued to Chris Blackburn and 300,000 of which were issued to Rory MacDonald;
- 3.4.2 On 26 August 2021 the Company issued 50,000 Redeemable Shares to Rory MacDonald. In order to meet the requirements of section 91(2) CA 2006, Rory MacDonald undertook to pay up £12,500 (i.e. one quarter) of the nominal value of those shares.
- 3.4.3 On 8 June 2021 an EMI option scheme was adopted and the share options particularised below were granted:

<i>Option Holder</i>	<i>Number of shares under option</i>	<i>Exercise Price</i>	<i>Latest Exercise Date</i>
Luke Morton	15,385 C ordinary shares of £0.001 each	£0.403 per share	7 June 2031
Luke Morton	44,444 D ordinary shares of £0.001 each	£0.04 per share	7 June 2031
Ian Southward	26,144 D ordinary shares of £0.001 each	£0.04 per share	7 June 2031

<i>Option Holder</i>	<i>Number of shares under option</i>	<i>Exercise Price</i>	<i>Latest Exercise Date</i>
Tom Taylor	26,144 D ordinary shares of £0.001 each	£0.04 per share	7 June 2031
Pete Wild	26,144 D ordinary shares of £0.001 each	£0.04 per share	7 June 2031

3.4.4 The Company re-registered as a public limited company on 3 September 2021.

3.4.5 On 23 September 2021 each of the option holders referred to in paragraph 3.4.3 exercised their options in full and were issued the number of shares the appears opposite their respective names in paragraph 3.4.3.

3.4.6 On 23 September 2021:

- (a) the Company made a bonus issue of shares out of its distributable reserves, *pro rata* to existing shareholdings. The issue was made on the basis of 99 new A, B, C or D ordinary shares of £0.001 each for every one A, B, C or D ordinary share of £0.001 each then held;
- (b) the Company consolidated each A, B, C and D ordinary share in order that the nominal value of each became £0.10, leaving the following ordinary shares in issue:
 - (i) 100,000 A ordinary shares of £0.10 each;
 - (ii) 100,000 B ordinary shares of £0.10 each;
 - (iii) 15,385 C ordinary shares of £0.10 each; and
 - (iv) 585,376 D ordinary shares of £0.10 each;
- (c) taking each ordinary share class in turn, the Company then made the following sub-divisions and consolidations to its share capital:

(i) **A ordinary shares:**

The 100,000 A ordinary shares of £0.10 each were sub-divided into:

- (A) 100,000 A ordinary shares of £0.06257971 each; and
- (B) 100,000 deferred shares of £0.03742029 each

The resultant shares were then consolidated on a 100,000:1 basis into:

- (A) 1 A ordinary share of £6,257.971; and
- (B) 1 deferred share of £3,742.029

The resultant shares were then sub-divided as follows:

- (A) A ordinary shares, on a 1:6,257,971 basis into 6,257,971 A ordinary shares of £0.001 each; and
- (B) deferred shares, on a 1:3,742,029 basis into 3,742,029 deferred shares of £0.001 each

(ii) **B ordinary shares:**

The 100,000 B ordinary shares of £0.10 each were sub-divided into:

- (A) 100,000 B ordinary shares of £0.02307271 each; and
- (B) 100,000 deferred shares of £0.07692729 each

The resultant shares were then consolidated on a 100,000:1 basis into:

- (A) 1 B ordinary share of £2,307.271; and
- (B) 1 deferred share of £7,692.729

The resultant shares were then sub-divided as follows:

- (A) B ordinary shares, on a 1:2,307,271 basis into 2,307,271 B ordinary shares of £0.001 each; and
- (B) deferred shares, on a 1:7,692,729 basis into 7,692,729 deferred shares of £0.001 each

(iii) **C ordinary shares:**

The 15,385 C ordinary shares of £0.10 each were sub-divided into:

- (A) 15,385 C ordinary shares of £0.05126447839 each; and
- (B) 15,385 deferred shares of £0.04873552161 each

The resultant shares were then consolidated on a 15,385:1 basis into:

- (A) 1 C ordinary share of £788.704; and
- (B) 1 deferred share of £749.796

The resultant shares were then sub-divided into:

- (A) C ordinary shares, on a 1:788,704 basis into 788,704 C ordinary shares of £0.001 each; and
- (B) deferred shares, on a 1:749,796 basis into 749,796 deferred shares of £0.001 each

(iv) **D ordinary shares:**

The 585,376 D ordinary shares of £0.10 each were sub-divided on a 1:100 basis into 58,537,600 D ordinary shares of £0.001 each.

This resulted in there being 12,184,554 Deferred Shares as per paragraph 3.2 of this Part IV.

- (d) the Company re-designated each of the A ordinary shares, B ordinary shares, C ordinary shares and D ordinary shares into a single class of 67,891,546 ordinary shares of £0.001 each; and
- (e) the Company sub-divided the 67,891,546 ordinary shares of £0.001 each on a 1:2 basis into 135,783,092 ordinary shares of £0.0005 (0.05 pence) each, to produce the share capital position at the date of this document as per paragraph 3.1 of this Part IV.

3.5 By virtue of shareholder resolutions passed on 23 September 2021:

3.5.1 the Directors were authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the capital of the Company up to an aggregate nominal amount of £30,827.25, comprising:

- (a) up to an aggregate nominal amount of £6,147.55, in connection with the Placing; and
- (b) otherwise than in connection with the matters set out in sub-paragraph 3.5.1(a) above, up to an aggregate nominal amount of £24,679.70 (representing one third of the aggregate nominal amount of the Enlarged Share Capital).

This authority unless previously revoked by the Company, expires on the earlier of the conclusion of the annual general meeting of the Company to be held in 2022 and 31 December 2022;

3.5.2 the Directors be and are hereby generally and unconditionally empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authorisation conferred by paragraph 3.5.1 above as if section 561 of the Act did not apply to the allotment, up to an aggregate nominal amount of £13,551.46, comprising:

- (i) up to an aggregate nominal amount of £6,147.55, in connection with the Placing; and
- (ii) otherwise than in connection with the matters set out in sub-paragraph 3.5.2(i) above, up to an aggregate nominal value equal to the lesser of £7,403.91 and one tenth of the aggregate nominal amount of the Enlarged Issued Share Capital,

and this authorisation shall, subject to the continuance of the authority conferred by paragraph 3.5.1 above and unless previously renewed, revoked or varied by special resolution, expire on 23 December 2022, save that the Company may, at any time before such expiry, revocation or variation make offers or enter into agreements which would or might require equity securities to be allotted (or rights to be granted) after such expiry, revocation or variation and the Directors may allot equity securities (or grant rights) in pursuance of any such offer or agreement as if this authorisation had not expired or been revoked or varied and this authorisation is in addition to all subsisting authorisations for the purposes of section 570 of the Act.

- 3.6 Save as disclosed in this Part IV, since 31 May 2021 (being the date of the most recent balance sheet included in Part III of this document) (other than pursuant to the Placing or paragraphs 3.4.2, 3.4.5, 3.4.6 and 12.1):
- 3.6.1 no share or loan capital of the Company is under option or is the subject of an agreement, conditional or unconditional, to be put under option;
 - 3.6.2 no share or loan capital of the Company has been issued, or is now proposed to be issued, fully or partly paid, either for cash or other consideration to any person;
 - 3.6.3 no person has any preferential subscription rights for any share capital of the Company;
 - 3.6.4 no commissions, discounts, brokerages or other special terms have been granted by the Company in connection with the issue or sale of any share or loan capital of the Company;
 - 3.6.5 neither the Company nor any other member of the Group holds any of the Ordinary Shares;
 - 3.6.6 the Company has no convertible debt securities, exchangeable debt securities or debt securities with warrants in issue; and
 - 3.6.7 there are no acquisition rights or obligations over the authorised but unissued share capital of the Company and there is no undertaking to increase the share capital of the Company.
- 3.7 The Ordinary Shares have been created under the Act.
- 3.8 The Ordinary Shares are in registered form and may be held either in certificated form or in uncertificated form through CREST. The Articles permit the Company to issue shares in uncertificated form.
- 3.9 No shares of the Company are currently in issue with a fixed date on which entitlement to a dividend arises and there are no arrangements in force whereby future dividends are waived or agreed to be waived.
- 3.10 The Company does not have in issue any securities not representing share capital.
- 3.11 There are no issued but not fully paid Ordinary Shares.
- 3.12 Other than pursuant to the Placing, the Ordinary Shares are not being marketed or being made available to the public in whole or in part in conjunction with the application for Admission.
- 3.13 The Ordinary Shares have not been admitted to dealing on any recognised investment exchange or other trading facility, nor has any application for such admission been made and it is not intended to make any arrangements for dealings in the Ordinary Shares on any such exchange other than the application to be made in connection with Admission.
- 3.14 The Company has the contractual capacity of a natural person and is empowered to borrow, guarantee and give security.

4. Articles of Association

4.1 General

4.1.1 The Articles, which were adopted by the Company on 23 September 2021, available to download at the Company's website, <https://www.madetech.com/>, contain certain provisions, the material provisions of which are set out below. This is a description of significant rights and does not purport to be complete or exhaustive.

4.1.2 In this paragraph 4 of Part IV, "Statutes" means the Act and every other statute or statutory instrument, rule, order or regulation from time to time in force concerning companies so far as they apply to the Company.

The Company has unrestricted objects.

The Articles contain provisions, among others, to the following effect:

4.2 Meetings of Members

Subject to the requirement to convene and hold annual general meetings in accordance with the requirements of the Act, the Board may call general meetings whenever and at such times and places as it shall determine and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting in accordance with the requirements of the Act.

An annual general meeting shall be called by at least 21 clear days' notice. All other general meetings shall be called by at least 14 clear days' notice. Subject to the provisions of the Articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to each of the directors and the auditors for the time being of the Company. The notice shall specify the time and place of the meeting and, in the case of special business, the general nature of such business. The accidental omission to give notice of a meeting, or to send a form of proxy with a notice where required by the Articles, to any person entitled to receive the same, or the non-receipt of a notice of meeting or form of proxy by any person, shall not invalidate the proceedings of that meeting.

The directors may from time to time make such arrangements for the purpose of controlling the level of attendance as they shall in their absolute discretion consider appropriate.

The appointment of a proxy shall be executed by or on behalf of the appointer. Delivery of a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned. A member may appoint more than one proxy to attend on the same occasion.

A corporation which is a member of the Company may authorise such person as it thinks fit to act as its representative at any meeting of the Company or at any separate meeting of the holders of any class of shares.

The holders of the Redeemable Shares and Deferred Shares will not be entitled to receive notice of any general meeting of the Company or to attend or speak at any such meeting.

4.3 Voting Rights

At a general meeting of the Company, subject to any special rights or restrictions attached to any class of shares:

4.3.1 on a show of hands every member present in person has one vote, every duly appointed proxy present has one vote (unless they have been appointed by more than one member and has been instructed by one or more members to vote for a resolution and by one or more other members to vote against it, in which case they have one vote for and one vote against the resolution) and any person duly appointed to act as the authorised representative of a corporate member (or each of them if more than one) has one vote; and

4.3.2 on a poll every member has one vote for every share held by him.

No shareholder will be entitled to vote at a general meeting or any separate meeting of the holders of any class of shares in the Company in respect of any share held by him unless all moneys presently owed to the Company have been paid.

The holders of the Redeemable Shares and the Deferred Shares will not be entitled to vote at any such meeting.

4.4 Return of Capital

- 4.4.1 On a winding up or dissolution of the Company the assets of the Company remaining after the payment of its liabilities shall, subject to paragraphs 4.4.2 and 4.4.3 below, be paid to the holders of Ordinary Shares in proportion to the number of Ordinary Shares held by them.
- 4.4.2 The amounts paid up on the Redeemable Shares, to the extent still in issue at that time, shall be repaid to holders of the Redeemable Shares (or, where such amount is paid up by way of an undertaking to pay any obligations under such an undertaking shall be released) before any payment is made to any other class of shareholders.
- 4.4.3 The holders of the Deferred Shares shall be entitled to receive the amount paid up on their shares after there shall have been distributed (in cash or in specie) to the holders of the Ordinary Shares the amount of £100,000,000 in respect of each Ordinary Share held by them respectively.

4.5 Alteration of Capital

The Company may from time to time by ordinary resolution:

- 4.5.1 consolidate and divide all or any of its shares into shares of larger amount; and
- 4.5.2 sub-divide all or any of its shares into shares of smaller amount and attach varying rights to the shares resulting from such sub-division.

The Company may by special resolution reduce its share capital, any capital redemption reserve fund and any share premium account subject to the provisions of the Act.

4.6 Variation of Rights

All or any of the special rights for the time being attached to any class of shares for the time being issued may be varied or abrogated with the consent in writing of the holders of three-quarters in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of such holders (but not otherwise). At every such separate general meeting the necessary quorum shall be not less than two persons holding or representing by proxy not less than one third in nominal amount of the issued shares of the class or, at any adjourned meeting of such holders, one holder who is present in person or by proxy, whatever the amount of their holding, shall be deemed to constitute a meeting.

4.7 Purchase of Own Shares

Subject to the provisions of the Act, the Company may purchase any of its own shares of any class (including redeemable shares) at any price.

4.8 Transfer of Shares

Any member may transfer all or any of their shares. Save where any rules or regulations made under the Act permit otherwise, the instrument of transfer of a share shall be in any usual form or in any other form which the Board may approve and shall be executed by or on behalf of the transferor and (in the case of a share which is not fully paid) by the transferee. The Board may in its absolute discretion decline to register any transfer of shares which are not fully paid or on which the Company has a lien. The Board shall as soon as practicable, and in any event within two months after the date on which the instrument of transfer was lodged with the Company, send to the transferee notice of the refusal along with the reasons for such refusal.

4.9 Dividends and other distributions

The Company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the Board. The Board may pay interim dividends if it appears that they are justified by the financial position of the Company.

All dividends shall be apportioned and paid *pro rata* to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid.

Any dividend unclaimed after a period of twelve years from the date when it became due for payment shall, if the Board so resolves, be forfeited and cease to remain owing by the Company.

The Board may, if authorised by an ordinary resolution of the Company, offer members the right to elect to receive shares credited as fully paid in whole or in part, instead of cash, in respect of the dividend specified by the ordinary resolution.

The Company may cease to send any cheque or dividend warrant through the post if such instruments have been returned undelivered or remain uncashed by a member on at least two consecutive occasions.

In a winding up, the liquidator may, subject to the Insolvency Act 1986, divide among the members in specie the whole or any part of the assets of the Company and/or vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as the liquidator determines.

The holders of the Redeemable Shares and Deferred Shares will not be entitled to receive dividends.

4.10 **Restrictions on Shares**

If the Board is satisfied that a member or any person appearing to be interested in shares in the Company has been duly served with a notice under Section 793 of the Act and is in default in supplying to the Company the information thereby required within a prescribed period after the service of such notice the Board (of the Company) may serve on such member or on any such person a notice ("a direction notice") in respect of the shares in relation to which the default occurred ("default shares") directing that a member shall not be entitled to vote at any general meeting or class meeting of the Company. Where default shares represent at least 0.25 per cent. of the class of shares concerned (less any shares of that class held in treasury) the direction notice may in addition direct that: (i) except in a liquidation of the Company, no payment shall be made by the Company on the default shares, whether in respect of capital or dividend or otherwise, (ii) no other distribution shall be made on the default shares; and (iii) no transfer of any of the shares held by the member shall be registered unless: (A) the member itself is not in default as regards supply the requested information and the member certifies that no person in default as regards supplying the requested information is interested in any of the shares the subject of the transfer; (B) the transfer is an approved transfer; or (C) registration is required under regulation 27 of the CREST Regulations. The prescribed period referred to above means 14 days from the date of service of the notice under Section 793.

4.11 **Directors**

4.11.1 At the first annual general meeting of the Company all of the directors for the time being shall retire from office and put themselves up for re-election. At every subsequent annual general meeting, any director appointed by a resolution of the Board shall retire and in addition to any director who was not appointed or re-appointed at one of the preceding two annual general meetings.

4.11.2 Save as provided in sub-paragraph 4.10.3 below, a director shall not vote at a meeting of the Board or any committee of the Board on any resolution of the directors concerning a matter in which they have an interest which together with any interest of any person connected with them is to their knowledge a material interest. The Company may by ordinary resolution suspend or relax such provisions to any extent or ratify any transaction not duly authorised by reason of a contravention of such provisions.

4.11.3 The prohibition in sub-paragraph 4.10.2 above shall not apply to a director in relation to any of the following matters, namely: (i) the giving of any guarantee, security or indemnity to him in respect of money lent or obligations incurred by him for the benefit of the Company or any of its Subsidiaries; (ii) the giving of any guarantee, security or indemnity to a third party in respect of an obligation of the Company or any of its Subsidiaries for which they have assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by giving of security; (iii) the subscription for or underwriting or sub-

underwriting of any shares, debentures or other securities of the Company or any of its Subsidiaries by him; (iv) any proposal concerning any other company in which they and any persons connected with them do not to their knowledge hold an interest in shares representing one per cent. or more of either any class of the equity share capital or the voting rights in such company); (v) any resolution relating to an arrangement for the benefit of employees of the Company or any of its Subsidiaries and which does not provide in respect of any director as such any privilege or benefit not accorded to the employees to whom the arrangement relates; and (vi) any proposal concerning the purchase and/or maintenance of any insurance policy against liability for negligence, default, breach of duty or breach of trust in relation to the Company under which they may benefit.

4.11.4 The ordinary remuneration of the directors who do not hold executive office for their services (excluding amounts payable under any other provision of the Articles) shall not exceed in aggregate £500,000 per annum or such higher amount as the Company may from time to time by ordinary resolution determine. Subject thereto, each such director shall be paid a fee (which shall be deemed to accrue from day to day) at such rate as may from time to time be determined by the Board. The directors shall be entitled to all such reasonable expenses as they may properly incur in attending meetings of the Board or in the discharge of their duties as directors. Any director who by request of the Board performs special services may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine. The directors may pay pensions and other benefits to, *inter alia*, present and past employees and directors and may set up and maintain schemes for the purpose.

4.11.5 Unless otherwise determined by ordinary resolution of the Company, the number of directors shall not be less than two. There is no maximum number of directors. A director shall not be required to hold any shares of the Company by way of qualification.

4.12 **Borrowing Powers**

The directors may exercise all the powers of the Company to borrow money, to guarantee, to indemnify and to mortgage or charge its undertaking, property, assets (present and future) and uncalled capital, and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

5. **The Takeover Code, Mandatory Bids, Squeeze-Out and Sell-Out Rules**

5.1 **Mandatory bids**

When any person, together with persons acting in concert with him, is interested in shares carrying not less than 30 per cent. of the voting rights of such a company but does not hold shares carrying more than 50 per cent. of such voting rights, a general offer will normally be required if any further interests in shares are acquired by any such person. Such an offer would have to be made in cash and at the highest price paid for any interest in shares by that person or by any person acting in concert with it within the 12 months prior to the announcement of the offer.

5.2 **The Concert Party**

The Company is a public limited company incorporated in the UK and its Ordinary Shares will be admitted to trading on AIM. Accordingly, the Takeover Code applies to the Company and, as a result, Shareholders are entitled to the benefit of the protections provided under the Takeover Code.

Under Rule 9 of the Takeover Code ("Rule 9"), any person who acquires an interest in shares (as defined in the Takeover Code), whether by a series of transactions over a period of time or not, which (taken together with shares in which persons acting in concert (as defined in the Takeover Code) with him are interested) in aggregate, carry 30 per cent. or more of the voting rights of a company which is subject to the Takeover Code, is normally required by the Panel to make a general offer to all of the remaining shareholders to acquire their shares. Similarly, Rule 9 of the Takeover Code also provides that when any person, together with persons acting in concert with him, is interested in shares which in the aggregate carry not less than 30 per cent. of the voting rights of a company but does not hold

shares carrying more than 50 per cent. of such voting rights, a general offer will normally be required if any further interests in shares are acquired by any such person(s) which increases the percentage of shares carrying voting rights in which he is (or they are) interested.

It has been agreed with the Panel that the concert party comprises Rory MacDonald and Chris Blackburn, the founders of Made Tech (together with their respective interests) (the “**Concert Party**”).

On Admission, the Concert Party will have an interest in 63,037,526 Ordinary Shares, in aggregate, representing 42.57 per cent. of the Enlarged Share Capital (on an undiluted basis). The Concert Party could (based on the assumption that only members of the Concert Party exercised their LTIP awards and no other Ordinary Shares are issued) come to have an interest in aggregate up to 64,267,033 Ordinary Shares (following the exercise of all LTIP awards held by its members), representing a maximum potential interest of up to 43.04 per cent. of the Enlarged Share Capital (as enlarged by such exercise) and detailed in the table below.

Name	On Admission		Number of Options	Following exercise of LTIP awards	
	No. of Ordinary Shares	% of Enlarged Share Capital		No. of Ordinary Shares (assuming exercise of LTIP awards)	% of Enlarged Share Capital (assuming exercise of LTIP awards)
Rory MacDonald	41,696,665	28.16%	737,704.00	42,434,369.00	28.42%
Chris Blackburn	21,340,861	14.41%	491,803.00	21,832,664.00	14.62%
<i>Totals</i>		<u>42.57%</u>			<u>43.04%</u>

Since, on Admission, the Concert Party will have an interest in not less than 30 per cent. of the Enlarged Share Capital but will hold not more than 50 per cent. of the Enlarged Share Capital, if members of the Concert Party acquire any further interest in Ordinary Shares, apart from pursuant to the specific grant of options referred to above, such acquisition will, subject to Panel consent, result in an obligation under Rule 9 of the Takeover Code upon the Concert Party to make a general offer for the remaining Ordinary Shares of the Company not already held by the Concert Party, at a price not less than the highest price paid by any member of the Concert Party for any Ordinary Shares in the previous 12 months.

Note 1 on the dispensations from Rule 9 provides that the Panel will normally waive the obligation to make a Rule 9 offer as a result of the issue of new shares provided that the waiver is approved by a vote of independent shareholders. It has been agreed with the Panel, however, that, on account of the disclosures made above, an obligation under Rule 9 will not arise as a result of the issue of new Ordinary Shares to members of the Concert Party following the exercise of those options referred to above, without the requirement to seek the approval of independent shareholders. This dispensation shall not apply in relation to the issue of any other new Ordinary Shares to the Concert Party outside of the specific grant of options referred to above.

5.3 **Compulsory acquisition – squeeze out**

Under sections 974 to 991 of the Act, if within certain time limits, an offeror acquires or contracts to acquire (pursuant to a takeover offer) not less than 90 per cent. of the shares (in value and by voting rights) to which such offer relates, it may then compulsorily acquire the outstanding shares not assented to the offer. The offeror would accept the compulsory acquisition by sending a notice to outstanding holders of shares telling them that it will compulsorily acquire their shares and then, six weeks from the date of the notice, it would execute a transfer of the outstanding shares in its favour and pay the consideration for the shares to the Company, which would hold the consideration on trust for the outstanding holders of shares. The consideration offered to the holders whose shares are compulsorily acquired under the Act must, in general, be the same as the consideration that was available under the takeover offer.

5.4 **Compulsory acquisition – sell out**

In addition, pursuant to section 983 of the Act, if an offeror acquires or agrees to acquire not less than 90 per cent. of the shares (in value and by voting rights) to which the offer relates, any holder of shares to which the offer relates who has not accepted the offer may require the offeror to acquire his shares on the same terms as the takeover offer. Certain time limits apply to this entitlement. The offeror would be required to give any holder of shares notice of his right to be bought out within one month of that right arising. Sell-out rights cannot be exercised after the end of the period of three months from the last date on which the offer can be accepted or, if later, three months from the date on which the notice is served on the holder of shares notifying them of their sell-out rights. If a holder of shares exercises his/her rights, the offeror is bound to acquire those shares on the terms of the offer or on such other terms as may be agreed.

6. **Interests of the Directors**

- 6.1 The following table sets out the interests of the Directors and their families (within the meaning set out in the AIM Rules for Companies) (including any interest known to that Director which could with reasonable diligence be ascertained by him or her) in the issued share capital of the Company as at the date of this document and immediately following Admission:

<i>Name</i>	<i>As at the date of this document</i>		<i>Immediately following Admission</i>	
	<i>No. of Ordinary Shares</i>	<i>% of Existing Ordinary Shares</i>	<i>No. of Ordinary Shares</i>	<i>% of Enlarged Share Capital</i>
Joanne Lake	None	Nil	20,491	0.01%
Rory MacDonald	72,515,942	53.41%	41,696,665	28.16%
Deborah Lovegrove	None	Nil	16,392	0.01%
Chris Blackburn	37,114,542	27.33%	21,340,861	14.41%
Helen Gilder	None	Nil	4,098	0.00%
Phil Pavitt	None	Nil	8,196	0.01%

- 6.2 In addition to the above:

6.2.1 Rory MacDonald holds 50,000 Redeemable Shares as identified in paragraph 3.4.2 of this Part IV and 3,742,029 Deferred Shares further to the reorganisation described in paragraph 3.4.6 of this Part IV; and

6.2.2 Chris Blackburn holds 7,692,729 Deferred Shares further to the reorganisation described in paragraph 3.4.6 of this Part IV.

- 6.3 There are no outstanding loans granted or guarantees provided by the Company to, or for the benefit of, any of the Directors.
- 6.4 Save as otherwise disclosed in this document, no Director has any interest, whether direct or indirect, in any transaction which is or was unusual in its nature or conditions or significant to the business of the Company taken as a whole and which was effected by the Company since its incorporation and which remains in any respect outstanding or under-performed.
- 6.5 Save as disclosed in this paragraph 6, none of the Directors or any person connected with a Director (within the meaning of section 252 to 255 of the Act) has any interest, whether beneficial or non-beneficial, in the share capital of the Company or any of its subsidiaries or is interested in any related financial product referenced to the Ordinary Shares (being a financial product whose value is, in whole or in part, determined directly or indirectly by reference to the price of the Ordinary Shares, including a contract for difference or a fixed odds bet).

7. Directors' Remuneration, Service Agreements and Letters of Appointment

7.1 Remuneration Policy

In anticipation of Admission, the Company undertook a review of the Group's remuneration policy for senior employees, including the Executive Directors, to ensure that it is appropriate for the quoted company environment, taking into account good practice in the UK. In undertaking this review, the Company sought independent, specialist advice.

The main objectives of the remuneration policy, which shall apply from Admission, are to attract, retain and motivate the Executive Directors and senior employees, incorporating incentives that align with and support the Group's business strategy as it evolves, and which align executives to the creation of long-term shareholder value. To support the Company's growth ambitions, a significant proportion of potential total remuneration is, therefore, performance-related and will be delivered in awards over Ordinary Shares.

The Remuneration Committee will oversee the implementation of the Company's remuneration policy and, in particular, will seek to ensure that the Executive Directors are properly rewarded for the Group's performance and the delivery of the Group's strategy.

- 7.2 The Directors have been appointed to the offices and roles set out against their respective names below. The service agreements and letters of appointment summarised below are each between the respective Director and the Company.

7.3 Overview of key elements of Executive Directors Remuneration Policy

7.3.1 Salary

An Executive Director's salary takes into account the individual's experience, performance and level of responsibility and the scope and nature of the role. Salaries have been set at an appropriate level in the context of salaries in companies of a broadly similar size. The Remuneration Committee will keep base salary levels under review. Increases to salaries will ordinarily be part of normal annual review with increases typically aligned to those applied to Group employees.

7.3.2 Pension and benefits

The Executive Directors will receive a pension contribution payable either as a taxable cash allowance or as a contribution to the Group's personal pension plan. The employer's contribution rate will be aligned to that offered to other employees within the Group and which currently stands at 3 per cent. of base salary. The Executive Directors will also be entitled to benefits (including the provision of life insurance, mobile phone and family private medical insurance and car allowance).

7.3.3 Annual bonus

The Company will operate its own annual bonus plan (the "**ABP**").

The Company's policy under the ABP will allow a maximum annual bonus level under the ABP of up to 100 per cent. of base salary per financial year.

A pro-rata bonus entitlement will apply for Executive Directors in respect of the period commencing on Admission and ending with the conclusion of the 2021/22 financial year of the Company and in respect of which the performance measures relate to revenue, EBITDA and strategic targets.

In respect of subsequent financial years bonus metrics, targets and weightings as relevant will be determined by the Remuneration Committee at the start of each relevant financial year. The Remuneration Committee shall retain discretion as to the selection of such bonus metrics it considers appropriate (for example, the metrics may include financial, operational, strategic and ESG-based performance measures).

The Remuneration Committee will retain a power to moderate the levels of annual bonus plan outcomes for any year if this is appropriate in all of the circumstances, including consideration of shareholder and broader stakeholder experience.

Once set, performance measures and targets will generally remain unaltered unless events occur which, in the Remuneration Committee's opinion, make it appropriate to make adjustments to the performance conditions so that they maintain their commercial relevance.

7.3.4 *LTIP*

The Executive Directors will be eligible to participate in the LTIP further details of which (including regarding initial award policy) are set out in paragraph 12.1 of this Part IV.

7.3.5 *Malus and clawback*

Best practice malus and clawback provisions will be operated at the discretion of the Remuneration Committee in respect of both the ABP and LTIP.

7.3.6 *All-employee share plans*

The Executive Directors will be entitled to participate in any all-employee share plans (such an HMRC tax favoured 'savings related stock option plan' or 'share incentive plan') implemented by the Company, on the same terms as other employees.

7.3.7 *Share ownership guidelines*

Formal shareholding guidelines will be implemented that require the Executive Directors to build and maintain a shareholding in the Company. The Executive Directors will be subject to a shareholding requirement of 100 per cent. of base salary.

It is expected that Executive Directors will retain 50 per cent. of vested Ordinary Shares from the Company's share plans (net of sales for applicable taxation) until the requirement is achieved. The equivalent net value of unvested Ordinary Shares subject to any awards held by an Executive Director to which only time-based vesting or a holding period applies will count towards the shareholding requirement.

7.3.8 *Recruitment remuneration policy*

New executive director (including those promoted internally) will be offered remuneration packages in line with the Company's remuneration policy at the time. In addition to the above elements of remuneration, the Remuneration Committee may, in exceptional circumstances, consider it appropriate to grant an award under a different structure in order to facilitate the buyout of outstanding awards held by an individual on recruitment. Any buyout award would ordinarily be limited to what the Remuneration Committee considers to be a fair estimate of the value of awards forfeited when leaving the former employer and will be structured, to the extent possible, to take into account other key terms (such as vesting schedules and performance targets) of the awards which are being replaced.

7.3.9 *Termination policy*

The Remuneration Committee will consider treatment on termination having regard to all of the relevant facts and circumstances available at that time. This termination policy applies both to any negotiations linked to notice periods on a termination and any treatments that the Remuneration Committee may choose to apply under the discretions available to it under the terms of the ABP and LTIP, which will take account of typical practice regarding, for example, the treatment of "good" and "bad" leavers. A summary of the leaver provisions under the LTIP is set out in the summaries of the LTIP and RSP in paragraph 12.1 of this Part IV.

7.3.10 *Statement of consideration of employment conditions elsewhere in the Group*

Pay and employment conditions generally in the Group will be taken into account when setting Executive Directors' remuneration.

The same reward principles guide reward decisions for all Group employees, including Executive Directors, although remuneration packages differ to take into account appropriate factors in different areas of the business.

7.4 *Executive Directors' Service Agreements*

- 7.4.1 Pursuant to an agreement dated 27 September 2021, Rory MacDonald is employed by the Group as Chief Executive Officer. They will be paid a base salary of £300,000 per annum. The Company may award to Rory an annual bonus of up to 100 per cent. of their salary based on agreed performance targets. Further, Rory may participate in the LTIP further details of which (including regarding the initial award) are set out in paragraph 12.1 of this Part IV. Rory's employment commencement date for the purposes of their continuous employment is 13 May 2008, the date of the incorporation of the Company's subsidiary Made Tech Limited. In addition to the usual conduct-related termination rights, the service agreement entitles Rory or the Company to terminate their employment on twelve months' notice. Rory's service agreement contains confidentiality undertakings which apply for an indefinite period following termination of employment, or until such time any such confidential information or knowledge may come into the public domain other than through unauthorised disclosure. In addition Rory's service agreement contains prohibitions on competing, soliciting and dealing with customers, poaching employees and interfering with relationships with suppliers which apply for a period of up to six months following termination of employment.
- 7.4.2 Pursuant to an agreement dated 27 September 2021, Deborah Lovegrove is employed by the Group as Chief Financial Officer. They will be paid a base salary of £200,000 per annum. The Company may award to Deborah an annual bonus of up to 100 per cent. of their salary based on agreed performance targets. Further, Deborah may participate in the LTIP further details of which (including regarding the initial award) are set out in paragraph 12.1 of this Part IV. Deborah's employment commencement date for the purposes of their continuous employment is 1 September 2021. In addition to the usual conduct-related termination rights, the service agreement entitles Deborah or the Company to terminate their employment on twelve months' notice. Deborah's service agreement contains confidentiality undertakings which apply for an indefinite period following termination of employment, or until such time any such confidential information or knowledge may come into the public domain other than through unauthorised disclosure. In addition Deborah's service agreement contains prohibitions on competing, soliciting and dealing with customers, poaching employees and interfering with relationships with suppliers which apply for a period of up to six months following termination of employment.
- 7.4.3 Pursuant to an agreement dated 27 September 2021, Chris Blackburn is employed by the Group as Chief Operating Officer. Chris will be paid a base salary of £200,000 per annum. The Company may award to Chris an annual bonus of up to 100 per cent. of their salary based on agreed performance targets. Further, Chris may participate in the LTIP further details of which (including regarding the initial award) are set out in paragraph 12.1 of this Part IV. Chris's employment commencement date for the purposes of their continuous employment is 24 July 2012, the date they were appointed to the board of the Company's subsidiary Made Tech Limited. In addition to the usual conduct-related termination rights, the service agreement entitles Chris or the Company to terminate their employment on twelve months' notice. Chris's service agreement contains confidentiality undertakings which apply for an indefinite period following termination of employment, or until such time any such confidential information or knowledge may come into the public domain other than through unauthorised disclosure. In addition Chris's service agreement contains prohibitions on competing, soliciting and dealing with customers, poaching employees and interfering with relationships with suppliers which apply for a period of up to six months following termination of employment.

7.5 *Non-Executive Directors' Letters of Appointment*

- 7.5.1 Pursuant to a letter of appointment with the Company dated 27 September 2021, Joanne Lake has been appointed as a non-executive director of the Company. The appointment is for an initial term of one year (any term renewal is subject to Board review and re-election at the next annual general meeting) but is terminable earlier by either side giving three months' notice at any time. The fee payable to them will be £90,000 per annum with an anticipated time commitment of forty eight days per year.
- 7.5.2 Pursuant to a letter of appointment with the Company dated 27 September 2021, Helen Gilder has been appointed as a non-executive director of the Company. The appointment is for an initial term of one year (any term renewal is subject to Board review and re-election at the next

annual general meeting) but is terminable earlier by either side giving three months' notice at any time. The fee payable to them will be £50,000 per annum with an anticipated time commitment of twenty four days per year.

7.5.3 Pursuant to a letter of appointment with the Company dated 27 September 2021, Phil Pavitt has been appointed as a non-executive director of the Company. The appointment is for an initial term of one year (any term renewal is subject to Board review and re-election at the next annual general meeting) but is terminable earlier by either side giving three months' notice at any time. The fee payable to him will be £40,000 per annum with an anticipated time commitment of twenty four days per year.

7.6 The aggregate remuneration and benefits in kind paid by the Company to the Directors in respect of the financial period ended 31 May 2021 was £76,800. It is estimated that under the arrangements currently in force as at the date of this document, the aggregate remuneration payable and benefits in kind to be granted to the Directors by the Company for the financial period ending 31 May 2022 will be no less than £899,833.

8. Additional Information on the Directors

8.1 Other than in respect of the Company, the names of all companies and partnerships of which the Directors have been a director or partner at any time in the five years preceding the date of this document (and indicating whether they are current or former) are set out below:

<i>Name</i>	<i>Current Directorships/ Partnership</i>	<i>Former Directorships/ Partnerships</i>
Joanne Lake (aged 57)	Honeycomb Investment Trust plc Morson Group Limited Morses Club plc Henry Boot plc Gateley (Holdings) plc Mattioli Woods plc	Green Man Gaming Holdings Limited Green Man Gaming Limited Accrol Group Holdings plc The Hepworth Wakefield
Rory MacDonald (aged 37)	Made Tech Limited RMSC Property Limited Rory MacDonald Holdings Limited RMD Investment Management Ltd	–
Deborah Lovegrove (aged 48)	11 Gloucester Crescent London NW1 Limited	Wavemaker Global Limited Mediaedge:CIA Worldwide Limited Mediaedge:CIA International Investments Limited James Grant Music Publishing Limited James Grant Music Limited Rabbit Vocal Management Limited James Grant Sports Limited James Grant Productions Limited Strike Management Limited Impact SM Limited (09048099) Machine Music Rights Limited Machine Music Management Limited JG Music Publishing Limited Industry Media Limited (05005272) Hall Or Nothing Management Limited YM&U Holdings Limited James Grant I.P. Limited James Grant Bidco Limited YM&U Group Limited YM&U Central Services Limited YM&U (UK) Limited YM&U Group Services Limited

<i>Name</i>	<i>Current Directorships/ Partnership</i>	<i>Former Directorships/ Partnerships</i>
Deborah Lovegrove (continued)		YM&U Midco 2 Limited YM&U Midco 1 Limited YM&U Nominees Limited YM&U Topco Limited
Chris Blackburn (aged 38)	Made Tech Limited	–
Helen Gilder (former surnames Skelton and Tomkinson) (aged 54)	7digital plc Slingshot Simulations Ltd GI UK Medical Ltd Helen Gilder Limited OGPI Limited	Via Moto Ltd ZOO Digital Group plc ZOO Digital Production Limited ZOO Digital Limited ZOO Employee Share Trust Limited ZOOtech Limited
Phil Pavitt (aged 59)	Belron International Limited Pavitt Associates Limited	–

8.2 Deborah Lovegrove was formerly a director of Celerity GRP Limited, which entered into creditors voluntary liquidation on 29 October 2013, within 12 months of them ceasing to be a director. The estimated deficiency to investors and creditors was £413,023 and a creditors' voluntary arrangement was completed on 10 January 2018.

8.3 Save as disclosed in paragraph 8.2 of this Part IV, none of the Directors has:

- 8.3.1 any unspent convictions in relation to indictable offences;
- 8.3.2 been or is the subject of any bankruptcy order made against him or her or been the subject of any form of individual voluntary arrangements;
- 8.3.3 been a director of a company which has been placed in receivership, compulsory liquidation, creditors voluntary liquidation, administration, been subject to a company voluntary arrangement or any composition or arrangement with its creditors generally or any class of its creditors while he or she was a director of that company or within the 12 months after he or she ceased to be a director;
- 8.3.4 been a partner in any partnership which has been placed in compulsory liquidation or administration or been the subject of a partnership voluntary arrangement or where the assets of any such partnership have been subject of a receivership while he was a partner in that partnership or within the 12 months after he or she ceased to be a partner in that partnership;
- 8.3.5 been the owner of any asset or been a partner in any partnership which owned any asset which while he or she owned that asset, or while he or she was a partner or within the 12 months after he or she ceased to be a partner in the partnership which owned the asset, which has at any time been the subject of a receivership;
- 8.3.6 been the subject of any public criticism and/or investigation by any statutory or regulatory authority (including recognised professional body); or
- 8.3.7 ever been or is disqualified by a court from acting as a director of any company or from acting in the management or conduct of the affairs of any company.

8.4 Save as disclosed in this document, none of the Directors has or have had any personal interest in transactions which are or were unusual in their nature or conditions and which are or were significant to the business of the Company and which were effected by any member of the Company in the current or immediately preceding financial year or which were effected during an earlier financial year and which remain in any respect outstanding or unperformed.

8.5 No loans made or guarantees granted or provided by any member of the Company to or for the benefit of any Director are outstanding and there are no loans or guarantees provided by any of the Directors for the Company or its wholly-owned subsidiaries.

9. Selling Shareholders

The names of each of the Selling Shareholders (all of whose business address is 4 O'Meara Street, London, England, SE1 1TE), their relationship with the Company and the number of Sale Shares to be sold by them in the Placing, are set out below:

<i>Selling Shareholder</i>	<i>Relationship with the Company</i>	<i>Number of Sale Shares to be sold</i>
Rory MacDonald	Director	30,819,277
Chris Blackburn	Director	15,773,681
Luke Morton	Senior Management	4,448,138
Ian Southward	Senior Management	2,222,240
Tom Taylor	Senior Management	1,111,120
Pete Wild	Senior Management	3,333,360

10. Significant Shareholders

10.1 Save as disclosed in paragraph 6 of this Part IV, the Company is only aware of the following persons who, as at the date of this document and immediately following Admission, are or will be immediately following Admission interested (within the meaning used in Chapter 5 of the Disclosure Guidance and Transparency Rules) directly or indirectly, jointly or severally, in 3 per cent. or more of the Company's issued share capital or could exercise control over the Company:

<i>Name</i>	<i>As at the date of this document</i>		<i>Immediately following Admission</i>	
	<i>No. of Ordinary Shares</i>	<i>Percentage of Existing Ordinary Shares</i>	<i>No. of Ordinary Shares</i>	<i>Percentage of Enlarged Share Capital</i>
Luke Morton	10,466,208	7.71%	6,018,070	4.06%
Ian Southward	5,228,800	3.85%	3,006,560	2.03%
Tom Taylor	5,228,800	3.85%	4,117,680	2.78%
Pete Wild	5,228,800	3.85%	1,895,440	1.28%
Premier Miton	None	Nil	10,400,000	7.02%
Berenberg Bank	None	Nil	8,500,000	5.74%
Canaccord Genuity Wealth Management	None	Nil	4,800,000	3.24%
Chelverton AM	None	Nil	4,600,000	3.11%

10.2 Save as disclosed in paragraph 10.1 above, the Company is not aware of any person who directly or indirectly, jointly or severally, exercises or could exercise control over the Company and none of the Company or any of the Directors is aware of any arrangement the operation of which may at a subsequent date result in a change of control of the Company.

10.3 None of the Directors nor any persons named in paragraph 10.1 above has voting rights which are different to those of other Shareholders.

11. Employees

As at 31 August 2021 the Group had a total of 215 permanent employees across all locations.

12. Employee Share Plans

New Share Plans

To cater for discretionary share-based incentive awards to selected employees, the Company has adopted the Made Tech Group plc Long Term Incentive Plan (the "**LTIP**") and the Made Tech Group plc Restricted Share Plan (the "**RSP**").

Separately, to provide flexibility for the potential implementation of a broad based “all-employee” share incentive policy some time following Admission, the Company has adopted, conditional on Admission, the Made Tech Group plc Savings Related Share Option Scheme (the “**Sharesave**”) and the Made Tech Group plc Share Incentive Plan (the “**SIP**”).

Paragraphs 12.1 to 12.4 of this paragraph 12 describe the main design features of the LTIP, RSP, Sharesave and SIP (together, the “**New Share Plans**”) and those which are common to the New Share Plans.

12.1 *Summary of the LTIP and RSP*

Overview and proposed initial awards under the LTIP and RSP

The Executive Directors and other selected employees will be eligible to participate in the LTIP at the discretion of the Remuneration Committee (or Board in the case of the initial awards only).

The maximum value of a LTIP award for any Executive Director in any financial year is an award over Ordinary Shares with a value (as at the date of award) of 200 per cent. of base salary. The Company’s intended policy is to make annual LTIP awards at 100 per cent. of base salary to each Executive Director.

Awards granted under the LTIP to the Executive Directors will normally vest on the third anniversary of their of grant date (or third anniversary of Admission in the case of the first awards noted below) and then be subject a two year post vesting holding period in respect of vested shares (net of sales for applicable taxation).

The first awards under the LTIP to the Executive Directors and to a small number of other senior employees will be granted shortly prior to but conditional on Admission.

The performance share awards included within such first awards under the LTIP to the Executive Directors will be subject to the following performance conditions:

- (i) The performance vesting of a distinct 50 percent. of each such award (the “**Absolute TSR Part**”) will be dependent on the Company’s total shareholder return (“**TSR**”) performance over a three year period commencing on Admission. No portion of the Absolute TSR Part would performance vest unless the Company’s TSR performance equated to a CAGR of 7.5 per cent. for which one quarter of the Absolute TSR Part would performance vest rising on a straight line basis to full performance vesting of the Absolute TSR Part for the Company’s TSR performance equated to a CAGR of 15 per cent. or higher.
- (ii) The performance vesting of the other distinct 50 percent. of each such award (the “**Relative TSR Part**”) will be dependent on the Company’s TSR performance over the aforementioned three year period relative to the TSR performance (over the same period) of a comparator group of software and computer services sector companies. No portion of the Relative TSR Part would performance vest unless the Company’s relative TSR performance was median ranking performance for which one quarter of the Relative TSR Part would performance vest rising on a straight line basis to full performance vesting of the Relative TSR Part for the Company’s relative TSR performance ranking upper quartile or better.

In each case above, the Company’s starting TSR for such purposes would be determined by reference to the Placing Price and in the case of the comparator group members for the Relative TSR Part a one month averaging period commencing on Admission. The end TSRs for such purposes would be determined by reference to a three month averaging period ending on the last day of the three year measurement period.

The aforementioned performance share awards under the LTIP to the Executive Directors would be granted at 300 per cent. of base salary grant levels by reference to the Placing Price and accordingly over 737,704 Ordinary Shares in the case of the Chief Executive Officer, 491,803 Ordinary Shares in the case of the Chief Financial Officer and 491,803 Ordinary Shares in the case of the Chief Operating Officer.

As noted above, performance share awards under the LTIP would be also be granted at the same time to a small number of other senior employees. A proportion of such performance share award

would be subject to the same corporate performance metrics as noted above for the Executive Directors with the balance subject to role specific targets.

In relation to terms agreed in connection with her recruitment, the Chief Financial Officer would also receive (to be granted at the same time as her first performance share award noted above) an award that has a reference grant value of £150,000 by reference to the Placing Price and accordingly will be granted over 122,950 Ordinary Shares. Such additional “one-off” award would ordinarily vest in three equal parts on the first, second and third anniversary of Admission respectively subject only to the Chief Financial Officer’s continued service to the applicable vesting date.

Two other persons (not being Executive Directors) within the initial LTIP population would receive (in addition to their performance share award) “one-off” awards that would similarly vest in three equal parts on the first, second and third anniversary of their grant respectively subject only to the grantee’s continued service.

It is currently anticipated that initial awards under the LTIP will in aggregate be granted over Ordinary Shares having a market value at grant of approximately £3.11 million by reference to the Placing Price.

Separate from the first awards under the LTIP noted above, the Company currently intends to also grant the first awards under the below Board level RSP either shortly prior to but conditional on Admission or at or shortly following Admission. It is currently anticipated that such initial awards under the RSP would be granted to up to 265 employees and would in aggregate be granted over Ordinary Shares having a market value at grant of approximately £6.36 million by reference to the Placing Price. Such initial awards under the RSP would ordinarily vest in three equal parts on the first, second and third anniversary of Admission respectively subject only to the grantee’s continued service.

It is anticipated that the LTIP would primarily be used for “performance share awards” to the Company’s executive team whereas the RSP used for “restricted share awards” to the Company’s senior employees that do not participate in the LTIP.

As the operational terms of the LTIP and RSP are largely the same, they are described together below with differences noted where relevant.

In relation to awards granted prior to Admission the rules of the LTIP and RSP permit the Board to grant and make the relevant determinations in respect of such awards (rather than the Remuneration Committee) and accordingly references to Remuneration Committee below should be taken as also to be references to the Board in respect of such awards as the context requires.

12.1.1 Operation and eligibility

The Remuneration Committee will supervise the operation of the LTIP and RSP.

Any employee (including an Executive Director) of the Company and its subsidiaries will be eligible to participate in the LTIP at the discretion of the Remuneration Committee.

Any employee (excluding an Executive Director) of the Company and its subsidiaries will be eligible to participate in the RSP at the discretion of the Remuneration Committee.

12.1.2 Structure of awards

The Remuneration Committee may grant awards to acquire Ordinary Shares as conditional share awards or as nil (or nominal) cost options. The Remuneration Committee may also decide if considered appropriate to grant cash-based awards of an equivalent value to share-based awards or to satisfy share-based awards in cash.

Awards shall comprise a single part unless the Remuneration Committee determines that an award shall comprise a number of distinct parts in which case each part shall be treated as if it were a separate award for the purposes of the LTIP or RSP as relevant.

12.1.3 Timing of grants

The Remuneration Committee may grant awards shortly prior to (but contingent on Admission) and/or within 30 days of Admission or as soon as reasonably practicable following. Thereafter, the Remuneration Committee may grant awards within six weeks following the Company's announcement of its results for any period. The Remuneration Committee may also grant awards at any other time when it considers there to be exceptional circumstances which justify the granting of awards (for example, in the case of recruitment).

12.1.4 Individual limit

An employee may not receive awards under the LTIP in any financial year in respect of Ordinary Shares having a market value in excess of 300 per cent. of their annual base salary in that financial year. In practice, awards levels for "normal" performance share award years, is expected to be 100 per cent of annual base salary. The one-off awards referred to above for the Chief Financial Officer and two others will not count towards the LTIP's individual limit.

An employee may not receive awards under the RSP in any financial year in respect of Ordinary Shares having a market value in excess of 100 per cent. of their annual base salary in that financial year unless the Remuneration Committee determines otherwise.

Market value for such purposes shall be based on the market value of Ordinary Shares on the dealing day immediately preceding the grant of an award (or by reference to a short averaging period) save in the case of the first awards under the LTIP and RSP in relation to which the Offer Price may be taken as market value.

12.1.5 Extent of vesting

The extent of vesting of awards for Executive Directors (whom as noted above may only participant in the LTIP) will be subject to performance conditions set by the Remuneration Committee other than (at the discretion of the Remuneration Committee) in respect of awards agreed in connection with recruitment.

Performance conditions may also apply in the case of awards to others but need not do so and will not typically apply for awards granted under the RSP save as to (if any) underpin measures (such as satisfactory personal performance and/or achievement of role related goals).

The Remuneration Committee may vary performance conditions applying to any award after it is granted if an event occurs which causes the Remuneration Committee to consider that it would be appropriate to amend the performance conditions, provided the Remuneration Committee acts fairly and reasonably in making the alteration and, in the case of awards to the Executive Directors, the amended performance conditions are not materially more or less challenging than the original conditions would have been but for the event in question.

12.1.6 Vesting of awards

Awards shall ordinarily vest on such normal vesting date specified for the award or, if later, when the Remuneration Committee determines the extent to which any performance conditions and/or additional conditions have been satisfied.

The normal vesting date in respect of awards to Executive Directors shall not be earlier than the third anniversary of the grant of the award other than (at the discretion of the Remuneration Committee) in respect of awards agreed in connection with recruitment or in respect of the initial performance share awards reference above that have a normal vesting date of the third anniversary of Admission.

Where awards are granted in the form of options, once exercisable these will then remain exercisable up until the tenth anniversary of grant (or such shorter period specified by the Remuneration Committee at the time of grant) unless they lapse earlier. Shorter exercise periods shall apply in the case of "good leavers" and/or vesting of awards in connection with corporate events.

12.1.7 Leaving employment

As a general rule, an award will lapse upon a participant's termination of employment within the Group.

However, if a participant ceases to be an employee of the Group because of death, injury, ill-health, disability, redundancy, retirement with the agreement of the Remuneration Committee, their employing company or the business for which they work being sold out of the Group or in other circumstances at the discretion of the Remuneration Committee, then their award will normally vest on the normal timetable. The extent to which an award will vest in these situations will depend upon two factors: (i) the extent to which the performance conditions/additional conditions (in each case, if any) have, in the opinion of the Remuneration Committee, been satisfied over the original performance measurement period, and (ii) ordinarily pro rating of the award to reflect the period spent in service relative to the normal vesting period. The Remuneration Committee can decide to pro-rate an award to a lesser extent (including as to nil) if it regards it as appropriate to do so in the circumstances.

Alternatively, in such "good leaver" circumstances specified above (including in the case of a discretionary good leaver), the Remuneration Committee can decide that the participant's award will vest when they leave, subject to: (i) the performance conditions/additional conditions measured at that time; and (ii) ordinarily pro-rating as described above (including the Remuneration Committee's discretion as described above in respect of pro-ration).

Any holding periods applicable to awards will normally continue to apply to a good leaver's awards, although the Remuneration Committee may choose to relax this requirement in compassionate cases.

12.1.8 Corporate events

In the event of a takeover or winding up of the Company (not being an internal corporate reorganisation) all awards will vest early subject to: (i) the extent that the performance conditions/additional conditions (in each case, if any) have been satisfied at that time; and (ii) pro-rating of the awards to reflect the period elapsed into the award's normal vesting period. The Remuneration Committee can decide to pro-rate an award to a lesser extent (including as to nil) if it regards it as appropriate to do so in the circumstances.

In the event of an internal corporate reorganisation, awards will be replaced by equivalent new awards over shares in a new holding company.

In the event of a demerger, special dividend or other similar event which, in the opinion of the Remuneration Committee, would affect the market price of the Ordinary Shares to a material extent, the Remuneration Committee may decide that awards shall vest early or be adjusted on such basis as is considered appropriate. The Remuneration Committee will also retain the ability to require awards to be rolled-over into new equivalent awards granted by an acquiring company if that is considered appropriate.

12.1.9 Holding periods

The terms of the LTIP include that Executive Directors will ordinarily be required to retain their net of tax number of vested Ordinary Shares (if any) delivered under normal policy LTIP awards (or the full number of the vested Ordinary Shares whilst held under an unexercised nil (or nominal) cost option award, where relevant) until the second anniversary of the vesting of the award.

Post vesting holding periods may also apply in relation to awards to others under the LTIP or RSP as relevant.

12.1.10 Override of formulaic outcomes

Notwithstanding any other provision of the LTIP or RSP as relevant, and irrespective of whether any performance conditions attached to an award have been satisfied, the Remuneration Committee retains discretion to adjust the level of vesting that would otherwise result (for example, that would otherwise result by reference to formulaic outcomes alone). Such

discretion would only be used in exceptional circumstances and for example may include regard to corporate and personal performance.

12.1.11 Dividend equivalents

The Remuneration Committee may decide that participants will receive a payment (in cash and/or Ordinary Shares) on or shortly following the vesting/exercise of their awards of an amount equivalent to the dividends that would have been paid on those Ordinary Shares between the time (or part of the time) when the awards were granted and the time when they vest (or where an award is structured as an option and subject to a holding period, the date of expiry of the holding period or if earlier the exercise of such award). This amount may assume the reinvestment of dividends. Alternatively, participants may have their awards increased as if dividends were paid on the Ordinary Shares subject to their award and then assumed to be reinvested in further Ordinary Shares.

12.1.12 Malus and clawback

The Remuneration Committee may apply the LTIP's and RSP's malus and clawback provisions if, at any point prior to the third anniversary of the date of vesting of an award, it is discovered that there has been a material misstatement of the Company's financial results, an error of calculation (including on account of inaccurate or misleading information) or in the event of serious misconduct, serious reputational damage or corporate failure.

The malus and clawback may be satisfied by way of a reduction in the amount of any future bonus, existing award or future share awards and/or a requirement to make a cash payment.

12.2 *Summary of the Sharesave*

12.2.1 Operation

The operation of the Sharesave will be supervised by the Board.

It is intended that the Sharesave will meet the requirements of Schedule 3 to ITEPA as amended and re-enacted from time to time in order to provide UK tax-advantaged options to UK employees.

12.2.2 Eligibility

Employees and full-time directors of the Company and any designated participating subsidiary who are UK resident tax payers are eligible to participate. The Board may require employees to have completed a qualifying period of employment of up to a year before the grant of options. The Board may also allow other employees to participate.

12.2.3 Grant of Options

Options can only be granted to employees who enter into HMRC approved savings contracts, under which monthly savings are normally made over a period of three or five years. Options must be granted within 30 days (or 42 days if applications are scaled back) of the first day by reference to which the option price is set. The number of Ordinary Shares over which an option is granted will be such that the total option price payable for those Ordinary Shares corresponds to the proceeds on maturity of the related savings contract.

12.2.4 Individual participation

Monthly savings by an employee under all savings contracts linked to options granted under any sharesave scheme may not exceed the statutory maximum (currently £500). The Board may set a lower limit in relation to any particular grant.

12.2.5 Option price

The price per Ordinary Share payable upon the exercise of an option will not be less than the higher of: (i) 80 per cent. of the average middle-market quotation of an Ordinary Share on the

London Stock Exchange on the three days preceding a date specified in an invitation to participate in the Sharesave (or such other day or days as may be agreed with HMRC); and (ii) if the option relates only to new issue Ordinary Shares, the nominal value of an Ordinary Share.

The option price will be determined by reference to dealing days which fall within six weeks of the announcement by the Company of its results for any period or at any other time when the Board considers there to be exceptional circumstances which justify offering options under the Sharesave.

12.2.6 Exercise of options

Options will normally be exercisable for a six-month period from the third or fifth anniversary of the commencement of the related savings contracts. Earlier exercise is permitted, however, in the following circumstances: (i) following cessation of employment by reason of death, injury, disability, redundancy, retirement or the business or company that the employee works for ceasing to be part of the Group; (i) where employment ceases more than three years from grant for any reason other than dismissal for misconduct; and (iii) in the event of a takeover, amalgamation, reconstruction or winding-up of the Company, except in the case of an internal corporate re-organisation when the Board may decide to exchange existing options for equivalent new options over shares in a new holding company.

Except where stated above, options will lapse on cessation of employment or directorship within the Group. Ordinary Shares will be allotted or transferred to participants within 30 days of exercise

12.3 *Summary of the SIP*

12.3.1 Operation

The Board will supervise the operation of the SIP. It is intended that the SIP will meet the requirements of Schedule 2 to the Income Tax (Earnings and Pensions) Act 2003 ("ITEPA") as amended and re-enacted from time to time in order to provide UK tax-advantaged participation to UK employees.

The SIP comprises the following three elements and the Board may decide which element to offer (if any) to eligible employees:

- (i) Free Shares: which are free Ordinary Shares which may be allocated to an employee. The market value of Free Shares allocated to any employee in any tax year may not exceed the limit permitted by the relevant legislation (currently £3,600). Free Shares may be allocated to employees equally or on the basis of level of remuneration, length of service or hours worked, or on the basis of performance, as permitted by legislation.
- (ii) Partnership Shares: which are Ordinary Shares an employee may purchase out of their pre-tax earnings. The market value of Partnership Shares which an employee can agree to purchase in any tax year may not currently exceed £1,800 (or 10 per cent. of the employee's salary, if lower), or such other limit as may be permitted by the relevant legislation. The funds used to purchase Partnership Shares will be deducted from the employee's pre-tax salary. Salary deductions may be accumulated over a period of up to 12 months and then used to buy Ordinary Shares.
- (iii) Matching Shares: which are free Ordinary Shares which may be allocated to an employee who purchases Partnership Shares. The Board may allocate up to a maximum of two Matching Shares for every one Partnership Share purchased (or such other maximum ratio as may be permitted by the relevant legislation). The same Matching Share ratio will apply to all employees who purchase Partnership Shares under the SIP on the same occasion.

12.3.2 Eligibility

Employees of the Company and any designated participating subsidiary who are UK resident taxpayers are eligible to participate. The Board may allow non-UK tax resident taxpayers to

participate. The Board may require employees to have completed a qualifying period of employment of up to 18 months in order to be eligible to participate. All eligible employees must be invited to participate.

12.3.3 Retention of Plan Shares

The trustee of the SIP trust will acquire Partnership Shares on behalf of participants and hold those shares in the SIP trust on their behalf. Employees can withdraw Partnership Shares from the SIP trust at any time.

The trustee will award Free Shares and Matching Shares to participants and hold those shares in the SIP trust on their behalf. The Board may decide that awards of Free Shares or Matching Shares will be forfeited in certain circumstances. The default position is that such shares will be forfeited on leaving employment within three years of the award unless the participant leaves by reason of death, injury, disability, redundancy, retirement or the employing company or business ceasing to be part of the Group. In addition, the default position includes that Free Shares and Matching Shares will be forfeited if the participant attempts to withdraw such shares or the corresponding Partnership Shares (as relevant) from the SIP trust within the first three years. The Board may amend or remove the forfeiture provisions applying to a particular award but the same provisions must apply to all shares under the same award.

If a participant ceases to be employed by the Group at any time they will be required to withdraw their shares from the SIP trust (if they are not forfeited).

12.3.4 Corporate events

In the event of a general offer being made to Shareholders, participants will be able to direct the trustees how to act in relation to their Ordinary Shares. In the event of a corporate reorganisation, any Ordinary Shares held by participants may be replaced by equivalent shares in a new holding company.

12.3.5 Dividend on Ordinary Shares held by the trustee of the SIP

Any dividends paid on Ordinary Shares held by the trustee of the SIP on behalf of participants may be either used to acquire additional Ordinary Shares for employees or distributed to participants.

12.3.6 Rights attaching to Ordinary Shares

An employee will be treated as the beneficial owner of Ordinary Shares held on his/her behalf by the trustee of the SIP.

12.4 ***Principal terms common to the New Share Plans***

12.4.1 *Life of the New Share Plans*

An award may not be granted more than 10 years after the date on which the New Share Plans were adopted.

No payment is required for the grant of an award.

Awards are not transferable, except on death. Awards are not pensionable.

12.4.2 *Participants' rights*

Awards under the LTIP, RSP and Sharesave will not confer any shareholder rights until the awards have vested or the options have been exercised as relevant and the participants have received their Ordinary Shares.

12.4.3 *Rights attaching to Ordinary Shares*

Any Ordinary Shares allotted will rank equally with Ordinary Shares then in issue (except for rights arising by reference to a record date prior to their allotment).

12.4.4 *Variation of capital*

In the event of any variation of the Company's share capital (or in the case of the LTIP and RSP only, in the event of a demerger, payment of a special dividend or similar event which materially affects the market price of the Ordinary Shares), the Remuneration Committee (or Board as relevant) may make such adjustment as it considers appropriate to the number of Ordinary Shares subject to an award and/or the exercise price payable (if any).

12.4.5 *Overall limits*

The New Share Plans may operate over new issue shares, treasury shares or shares purchased in the market.

In any ten calendar year period, the Company may not issue (or grant rights to issue) more than 10 per cent. of the issued ordinary share capital of the Company under the New Share Plans and any other (executive or otherwise) share incentive plan adopted by the Company.

Treasury shares will count as new issue shares for the purposes of such limit unless institutional investor guidelines cease to require them to count.

Ordinary Shares issued or to be issued under awards or options granted before or in connection with Admission (including the first awards under the LTIP and RSP) will not count towards the above limit.

12.4.6 *Alterations*

The Remuneration Committee may, at any time, amend the New Share Plans in any respect, provided that the prior approval of the Shareholders is obtained for any amendments that are to the advantage of participants in respect of the rules governing eligibility, limits on participation, the overall limits on the issue of shares or the transfer of treasury shares, the basis for determining a participant's entitlement to, and the terms of, the shares or cash to be acquired and the adjustment of awards.

The requirement to obtain the prior approval of the Shareholders will not, however, apply to any minor alteration made to benefit the administration of the New Share Plans, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Group. Shareholder approval will also not be required for any amendments to any performance condition applying to an award amended in line with its terms.

12.4.7 *Overseas plans*

The New Share Plans allow the Remuneration Committee or Board, as relevant, to establish further plans for overseas territories, any such plan to be similar to the relevant New Share Plan, but modified to take account of local tax, exchange control or securities laws, provided that any shares made available under such further plans are treated as counting against the limits on individual and overall participation in the relevant New Share Plan. For example, an international version of the Sharesave is proposed.

13. Material Contracts

Other than as set out below and in this paragraph 13 of this Part IV, and other than contracts in the ordinary course of business, neither the Company nor any member of the Group, has entered into any contract in the two years immediately prior to the date of this document which is or may be material, or which contains any provision under which the Company or any member of the Group has any obligation or entitlement which is material to the Company as at the date of this document.

13.1 **Placing Agreement**

Under the Placing Agreement dated 27 September 2021 between the Nomad, Singer, Berenberg, the Company, the Directors and Senior Managers and the Selling Shareholders:

- (a) Singer and Berenberg have agreed to use their respective reasonable endeavours to procure subscribers for the New Ordinary Shares and purchasers for the Sale Shares at the Placing Price;
- (b) the Company and the Selling Shareholders have agreed to pay the costs relating to Admission and the Placing, the Company, the Directors, the Senior Managers and the Selling Shareholders have given certain warranties to Singer and Berenberg as to accuracy of the information in this document and certain other matters concerning the Company and the Group and given an indemnity to Singer and Berenberg and their affiliates in respect of certain liabilities and claims that may arise or be made against them in connection with Admission;
- (c) the Company has agreed, subject to Singer and Berenberg's obligations under the Placing Agreement becoming unconditional, to allot and issue the New Ordinary Shares to or at the direction of the persons procured by Singer and Berenberg to subscribe them under the Placing and to pay Singer and Berenberg a placing commission on the aggregate value of all such shares so subscribed and the Sale Shares at the Placing Price;
- (d) Singer and Berenberg's obligations are conditional on (i) Admission occurring by 9.00 am on 30 September 2021 or by such later date no later than 14 October 2021 as may be agreed between Singer and Berenberg and the Company and (ii) the fulfilment, or waiver by Singer and Berenberg, of certain procedural and other customary conditions; and
- (e) Singer and Berenberg have the right to terminate their obligations under the Placing Agreement prior to Admission in the event of any breach by the Company or any Director of any of their respective obligations or warranties which Singer and Berenberg consider to be material and in the event of certain force majeure circumstances. If Singer and Berenberg's obligations under the Placing Agreement are terminated, the Placing will not proceed and no shares will be issued or sold under the Placing.

13.2 **Engagement letter between the Company, the Nomad and Singer**

The Nomad and Singer wrote to the Company on 15 June 2021 about, among other things, their appointment, conditional on Admission, by the Company of them as respectively its nominated adviser and broker for the purposes of the AIM Rules for Companies. The Company has agreed to pay the Nomad and Singer an annual advisory fee for its services as nominated adviser and broker under such agreement, payable quarterly in advance from the date of Admission.

The above letter contains certain undertakings from the Company and indemnities given by the Company in respect of, among other things, compliance with all laws and applicable regulations. Singer has the right to terminate the appointments in certain circumstances, including, among other things, any breach by the Company or any Director of any of their respective obligations. The appointments are subject to termination by either the Company or Singer on not less than three months' prior written notice such notice not to be given prior to the date which is 12 months following Admission.

13.3 **Engagement letter between the Company and Berenberg**

Berenberg wrote to the Company on 10 June 2021 about, among other things, their appointment, conditional on Admission, by the Company as its joint broker for the purposes of the AIM Rules for Companies. The Company has agreed to pay Berenberg an annual advisory fee for its services as joint broker under such agreement, payable quarterly in advance from the date of Admission.

The above letter contains certain undertakings from the Company and indemnities given by the Company in respect of, among other things, compliance with all laws and applicable regulations. Berenberg has the right to terminate the appointments in certain circumstances, including, among other things, any breach by the Company or any Director of any of their respective obligations.

13.4 **Lock-in Deeds**

Pursuant to the Lock-in Deeds, each of the Selling Shareholders (such Shareholders together holding 78,075,276 Ordinary Shares at Admission representing 52.73 per cent. of the Enlarged Share Capital) has undertaken to the Company, Singer and Berenberg that, save in specified and customary circumstances summarised below, they will not dispose of Ordinary Shares held by them (or enter into a transaction with the same economic effect) for the period ending twelve months from Admission, (the “Restricted Period”).

In addition, the Selling Shareholders have agreed, for a further period of twelve months following expiry of the Restricted Period not to dispose of any Ordinary Shares except through Singer or Berenberg with a view to maintaining an orderly market in the Ordinary Shares.

There are certain market standard exceptions to the restrictions on disposal set out in the Lock-in Deeds, including among others, disposals to (in certain circumstances) a person acting in the capacity of a trustee of a trust, disposals in acceptance of a general offer made to all Shareholders, disposals by court order, and disposals by the personal representative after the death of a Locked-in Shareholder (if applicable).

13.5 **Relationship Agreement**

Rory MacDonald will hold 41,696,665 Ordinary Shares on Admission, representing approximately 28.16 per cent. of the Enlarged Share Capital. He has undertaken to the Company, Singer and Berenberg that, for so long as he (either alone or together with any party with whom he is acting in concert) is interested in Ordinary Shares carrying 20 per cent. or more of the Company’s voting share capital, or there is a director that has either been appointed by or has significant business, financial or commercial relationship with Rory MacDonald, he will not act to unduly influence the Company or its Board or otherwise interfere with the day-to-day management of the Company.

13.6 **Loan provided to Made Tech Limited by HSBC Bank plc**

Made Tech Limited entered into a Coronavirus Business Interruption Loan Agreement dated 7 July 2020 with HSBC Bank plc in relation to a loan of £1,250,000. Interest of 3.99 per cent. per annum over the Bank of England Base Rate, is payable monthly on the outstanding principal amount of the loan. No repayments of capital are due for the first 12 months after the date of the first draw down (being 17 August 2020). The first repayment is due on the date 13 months after draw down and will be the first of 59 monthly instalments of £20,833.33. A final repayment of £20,833.53 will be due on the ‘Final Repayment Date’ (being 6 years from draw down). Debenture dated 8 August 2020. The loan is secured by an all assets and all monies debenture and personal guarantees given by each of Rory MacDonald and Chris Blackburn in relation to the CBIL application.

14. **Related Party Transactions**

The following transactions are the only related party transactions which, as a single transaction or in their entirety, are or may be material (within the meaning of the AIM Rules for Companies) to the Company and have been entered into by the Company during the periods for which historical financial information appears in this document:

- 14.1 the transactions referred to in note 18 to the financial statements in Part III of this document; and
- 14.2 the personal guarantees of £125,000 each provided by Rory MacDonald and Chris Blackburn in relation to the loan provided to Made Tech Limited by HSBC Bank plc further details of which are provided in paragraph 13.6 of this Part IV.

15. **Litigation**

No member of the Group is or has been involved in any governmental, legal or arbitration proceedings which may have, or have had during the last 12 months preceding the date of this document, a significant effect on the Company’s financial position or profitability and, so far as the Directors are aware, there are no such proceedings pending or threatened against the Company or its wholly-owned subsidiaries.

16. Working Capital

The Directors are of the opinion that, having made due and careful enquiry, the working capital available to the Group, taking into account the net proceeds of the Placing, will be sufficient for its present requirements, that is for at least the next twelve months from the date of admission to AIM.

17. Significant Change

Save as disclosed in Part I para 13 of this document, there has been no significant change in the financial position and financial performance of the Group since 31 May 2021, being the date to which the audited financial information in Part III has been prepared.

18. General

- 18.1 The gross proceeds of the placing of the New Ordinary Shares are expected to be £15.00 million, with the total net proceeds of the placing of the New Ordinary Shares receivable by the Company after settling fees expected to be approximately £13.21 million. The total costs and expenses relating to Admission and the Placing (including those fees and commissions referred to in paragraph 13 above) payable by the Company are estimated to be £1.79 million (excluding VAT).
- 18.2 The New Ordinary Shares are not being offered generally and no applications have or will be accepted other than under the terms of the Placing Agreement. All the New Ordinary Shares have been placed firm with Placees. The Placing is not being guaranteed or underwritten by any person.
- 18.3 Moneys received from Placees pursuant to the Placing will be held in accordance with the terms and conditions of the Placing until such time as the Placing Agreement becomes unconditional in all respects. If the Placing Agreement does not become unconditional in all respects by 14 October 2021, application moneys will be returned to the Placees at their risk without interest.
- 18.4 The Placing Price represents a premium of 121.95 pence over the nominal value of £0.0005 per Ordinary Share.
- 18.5 The Nomad is a member of the London Stock Exchange and is authorised and regulated in the United Kingdom by the Financial Conduct Authority. The Nomad has given and not withdrawn its written consent to the inclusion in this document of its name and reference to it in the form and context in which they appear.
- 18.6 Singer, the joint broker to the Company, is a member of the London Stock Exchange and is authorised and regulated in the United Kingdom by the Financial Conduct Authority. Singer has given and not withdrawn its written consent to the inclusion in this document of its name and reference to it in the form and context in which they appear.
- 18.7 Berenberg, the joint broker to the Company, is a member of the London Stock Exchange and is authorised and regulated by the German Federal Financial Supervisory Authority and in the United Kingdom is deemed authorised under the Temporary Permissions Regime and subject to limited regulation by the Financial Conduct Authority. Berenberg has given and not withdrawn its written consent to the inclusion in this document of its name and reference to it in the form and context in which they appear.
- 18.8 Crowe, the reporting accountant and auditor to the Company, is a firm of chartered accountants regulated by the Institute of Chartered Accountants in England and Wales. Crowe has given and not withdrawn its written consent to the inclusion in this document of Summary Financial Information in paragraph 13 of Part I and its report in relation to the Financial Information included in Section A of Part III of this document and accepts responsibility for the same pursuant to Schedule Two of the AIM Rules for Companies.
- 18.9 Where information in this document has been sourced from a third party, this information has been accurately reproduced. So far as the Company and the Directors are aware and are able to ascertain from information provided by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

- 18.10 It is expected that definitive share certificates will be despatched by hand or first class post within 10 business days of Admission. In respect of uncertificated shares, it is expected that Shareholders' CREST stock accounts will be credited as soon as reasonably practical on 30 September 2021.
- 18.11 CREST is a paperless settlement procedure enabling securities to be evidenced otherwise than by a certificate and transferred otherwise than by written instrument. The Articles permit the holding and transfer of shares under CREST. The Company has applied for the issued and to be issued Ordinary Shares to be admitted to CREST and it is expected that the issued and to be issued Ordinary Shares will be so admitted, and accordingly enabled for settlement in CREST.
- 18.12 No person (excluding professional advisers otherwise disclosed in this document and trade suppliers) has received, directly or indirectly, from the Company within the twelve months preceding its application for Admission to AIM or entered into contractual agreements (not otherwise disclosed in this document) to receive, directly or indirectly, from the Company on or after Admission any of the following: (i) fees totalling £10,000 or more; (ii) its securities where these have a value of £10,000 or more calculated by reference to the Placing Price; or (iii) any other benefit with a value of £10,000 or more at the date of Admission.
- 18.13 The ISIN for the Ordinary Shares is GB00BLGYDT21.
- 18.14 Pursuant to Chapter 5 of the Disclosure Guidance and Transparency Rules a person must notify the Company of the percentage of its voting rights he holds as shareholder or through his direct or indirect holding of certain financial instruments (or a combination of such holdings) if the percentage of those voting rights: (a) reaches, exceeds or falls below 3 per cent., 4 per cent., 5 per cent., 6 per cent., 7 per cent., 8 per cent., 9 per cent., 10 per cent. and each 1 per cent. threshold thereafter up to 100 per cent. as a result of an acquisition or disposal of shares or such financial instruments; or (b) reaches, exceeds or falls below an applicable threshold in (a) as a result of events changing the breakdown of voting rights and on the basis of information disclosed by the Company in accordance with the Disclosure Guidance and Transparency Rules. Certain voting rights held by investment managers, unit trusts, open-ended investment companies and market makers can be disregarded except at the thresholds of 5 per cent. and 10 per cent. and above.
- 18.15 The accounting reference date of the Company is 31 May.
- 18.16 The financial information set out in this document does not constitute statutory accounts within the meaning of section 434 of the Act. Statutory accounts have been delivered to the registrar of companies for the Company for the year ended 31 May 2021. Crowe have been the auditors of the Company for the above periods. Auditors' reports in respect of each statutory accounts have been made under section 495 of the Act and each such report was an unqualified report and did not contain any statement under section 498(2) or (3) of the Act.

19. UK Taxation

The following information is based on UK tax law and HM Revenue and Customs practice currently in force in the UK (2021/22 UK tax year). Such law and practice (including, without limitation, rates of tax) is in principle subject to change at any time. The information that follows is for guidance purposes only. Any person (individual or corporate) who is in any doubt about their position should contact their professional advisor immediately.

19.1 *Tax treatment of UK investors*

The following information, which relates only to UK taxation, is applicable to persons who are tax resident in the UK under domestic law and who beneficially own Ordinary Shares as investments and not as securities to be realised in the course of a trade. It is based on the law and practice currently in force in the UK. The information is not exhaustive and does not apply to potential investors:

- (a) who intend to acquire, or may acquire (either on their own or together with persons with whom they are connected or associated for tax purposes), more than 10 per cent., of any of the classes of shares in the Company; or
- (b) who intend to acquire Ordinary Shares as part of tax avoidance arrangements; or

- (c) who are in any doubt as to their UK taxation position.

Such Shareholders should consult their professional advisers without delay. Shareholders should note that tax law and interpretation can change and that, in particular, the levels, basis of and reliefs from taxation may change. Such changes may alter the benefits of investment in the Company.

Shareholders who are neither resident nor temporarily non-resident in the UK and who do not carry on a trade, profession or vocation through a branch, agency or permanent establishment in the UK with which the Ordinary Shares are connected, will not normally be liable to UK taxation on dividends paid by the Company or on capital gains arising on the sale or other disposal of Ordinary Shares (in the case of a temporary non-resident where the Ordinary Shares were acquired in the temporary period of non-residence). Such Shareholders should consult their own tax advisers concerning their tax liabilities.

19.2 **UK Dividends**

Where the Company pays dividends, no UK withholding taxes are deducted at source. Shareholders who are resident in the UK for tax purposes may, depending on their circumstances, be liable to UK income tax or corporation tax on those dividends.

UK resident individual Shareholders who are domiciled in the UK, and who hold their Ordinary Shares as investments, will be subject to UK income tax on the amount of dividends received from the Company.

UK dividend income received by UK tax resident individuals will have a £2,000 per annum dividend tax allowance. UK dividend receipts in excess of £2,000 will be taxed at 7.5 per cent. for basic rate taxpayers, 32.5 per cent. for higher rate taxpayers, and 38.1 per cent. for additional rate taxpayers.

Shareholders who are subject to UK corporation tax should generally, and subject to certain anti-avoidance provisions, be able to claim exemption from UK corporation tax in respect of any dividend received but will not be entitled to claim relief in respect of any underlying tax.

19.3 **Disposals of Ordinary Shares**

Any gain arising on the sale, redemption or other disposal of Ordinary Shares will be taxed at the time of such sale, redemption or disposal as a capital gain.

The rate of capital gains tax on disposal of Ordinary Shares by basic rate taxpayers is 10 per cent. and for upper rate and additional rate taxpayers is 20 per cent.

For Shareholders within the charge to UK corporation tax, indexation allowance up until 1 January 2018 may reduce any chargeable gain arising on disposal of Ordinary Shares, but will not create or increase an allowable loss.

Subject to certain exemptions, the corporation tax rate applicable to a Shareholder's corporate taxable profits is currently 19 per cent. In the Budget on 3 March 2021, it was announced that the rate would increase to 25 per cent. after 1 April 2023.

19.4 **Further information for Shareholders subject to UK income tax and capital gains tax**

Transactions in securities

The attention of Shareholders (whether corporates or individuals) within the scope of UK taxation is drawn to the provisions set out in, respectively, Part 15 of the Corporation Tax Act 2010 and Chapter 1 of Part 13 of the Income Tax Act 2007, which (in each case) give powers to HMRC to raise tax assessments so as to cancel "tax advantages" derived from certain prescribed "transactions in securities".

19.5 **Stamp Duty and Stamp Duty Reserve Tax ("SDRT")**

The statements below are intended as a general guide to the current position. They do not apply to certain intermediaries who are not liable to stamp duty or SDRT or (except where stated otherwise)

to persons connected with depositary arrangements or clearance services who may be liable at a higher rate.

No stamp duty or SDRT will generally be payable on the issue of Ordinary Shares.

Neither UK stamp duty nor SDRT should arise on transfers of Ordinary Shares on AIM (including instruments transferring Ordinary Shares and agreements to transfer Ordinary Shares) based on the following assumptions:

- (a) the Ordinary Shares are admitted to trading on AIM, but are not listed on any other market which is not a “recognised growth market” (with the terms “listed” and “recognised growth market” being construed in accordance with section 99A of the Finance Act 1986), and this has been certified to Euroclear; and
- (b) AIM continues to be accepted as a “recognised growth market” (as construed in accordance with section 99A of the Finance Act 1986).

In the event that either of the above assumptions does not apply, stamp duty or SDRT may apply to transfers of Ordinary Shares in certain circumstances.

Any transfer of Ordinary Shares for consideration prior to admission to trading on AIM is likely to be subject to stamp duty or SDRT.

The above comments are intended as a guide to the general stamp duty and SDRT position and may not relate to persons such as charities, market makers, brokers, dealers, intermediaries and persons connected with depositary arrangements or clearance services to whom special rules apply.

THIS SUMMARY OF UK TAXATION ISSUES CAN ONLY PROVIDE A GENERAL OVERVIEW OF THESE AREAS AND IT IS NOT A DESCRIPTION OF ALL THE TAX CONSIDERATIONS THAT MAY BE RELEVANT TO A DECISION TO INVEST IN THE COMPANY. THE SUMMARY OF CERTAIN UK TAX ISSUES IS BASED ON THE LAWS AND REGULATIONS IN FORCE AS OF THE DATE OF THIS DOCUMENT AND MAY BE SUBJECT TO ANY CHANGES IN UK LAWS OCCURRING AFTER SUCH DATE. LEGAL ADVICE SHOULD BE TAKEN WITH REGARD TO INDIVIDUAL CIRCUMSTANCES. ANY PERSON WHO IS IN ANY DOUBT AS TO THEIR TAX POSITION OR WHERE HE IS RESIDENT, OR OTHERWISE SUBJECT TO TAXATION, IN A JURISDICTION OTHER THAN THE UK, SHOULD CONSULT THEIR PROFESSIONAL ADVISER.

20. Availability of this document

Copies of this document are available for download at the Company's website at <https://www.madetech.com>

27 September 2021

PART V

TERMS AND CONDITIONS OF THE PLACING

PLACING TERMS

IMPORTANT INFORMATION FOR INVITED PLACEEES ONLY REGARDING THE PLACING.

THE INFORMATION AND TERMS CONTAINED IN THIS DOCUMENT AND THIS PART V (THE “PLACING TERMS”) ARE RESTRICTED AND ARE NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO OR FROM THE UNITED STATES, CANADA, AUSTRALIA, NEW ZEALAND, SOUTH AFRICA OR JAPAN OR ANY OTHER JURISDICTION IN WHICH SUCH RELEASE, PUBLICATION OR DISTRIBUTION WOULD BE UNLAWFUL.

MEMBERS OF THE PUBLIC ARE NOT ELIGIBLE TO TAKE PART IN THE PLACING. THIS DOCUMENT AND THE PLACING TERMS ARE FOR INFORMATION PURPOSES ONLY AND IS DIRECTED ONLY AT: (A) PERSONS IN MEMBER STATES OF THE EUROPEAN ECONOMIC AREA (“EEA”) WHO ARE “QUALIFIED INVESTORS” AS DEFINED IN ARTICLE 2(E) OF THE EU PROSPECTUS REGULATION ; AND (B) IN THE UNITED KINGDOM, PERSONS WHO ARE “QUALIFIED INVESTORS” AS DEFINED IN ARTICLE 2(E) OF THE PROSPECTUS REGULATION AND WHO (I) HAVE PROFESSIONAL EXPERIENCE IN MATTERS RELATING TO INVESTMENTS FALLING WITHIN ARTICLE 19(5) (INVESTMENT PROFESSIONALS) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005, AS AMENDED (THE “ORDER”); (II) ARE PERSONS FALLING WITHIN ARTICLE 49(2)(A) TO (D) (HIGH NET WORTH COMPANIES, UNINCORPORATED ASSOCIATIONS, ETC.) OF THE ORDER; OR (III) ARE PERSONS TO WHOM IT MAY OTHERWISE BE LAWFULLY COMMUNICATED (ALL SUCH PERSONS TOGETHER BEING REFERRED TO AS “RELEVANT PERSONS”).

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

THIS DOCUMENT IS NOT AN OFFER OF SECURITIES FOR SALE INTO THE UNITED STATES. THE PLACING SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT 1933, AS AMENDED (THE “SECURITIES ACT”) OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR JURISDICTION OF THE UNITED STATES, AND MAY NOT BE OFFERED, SOLD OR TRANSFERRED, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND IN COMPLIANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES. THE PLACING SHARES ARE BEING OFFERED AND SOLD ONLY OUTSIDE THE UNITED STATES IN “OFFSHORE TRANSACTIONS” WITHIN THE MEANING OF, AND IN ACCORDANCE WITH, REGULATIONS UNDER THE SECURITIES ACT AND OTHERWISE IN ACCORDANCE WITH APPLICABLE LAWS. NO PUBLIC OFFERING OF THE PLACING SHARES IS BEING MADE IN THE UNITED STATES, THE UNITED KINGDOM OR ELSEWHERE. NO MONEY, SECURITIES OR OTHER CONSIDERATION FROM ANY PERSON INSIDE THE UNITED STATES IS BEING SOLICITED AND, IF SENT IN RESPONSE TO THE INFORMATION CONTAINED IN THIS DOCUMENT, WILL NOT BE ACCEPTED.

EACH PLACEE SHOULD CONSULT WITH ITS ADVISERS AS TO LEGAL, TAX, BUSINESS AND RELATED ASPECTS OF AN INVESTMENT IN PLACING SHARES. THE DISTRIBUTION OF THIS DOCUMENT, ANY PART OF IT OR ANY INFORMATION CONTAINED IN IT MAY BE RESTRICTED

BY LAW IN CERTAIN JURISDICTIONS, AND ANY PERSON INTO WHOSE POSSESSION THIS DOCUMENT, ANY PART OF IT OR ANY INFORMATION CONTAINED IN IT COMES SHOULD INFORM THEMSELVES ABOUT, AND OBSERVE, SUCH RESTRICTIONS.

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

This document should be read in its entirety. In particular, you should read and understand the information provided in this Part V.

By participating in the Placing, each person who chooses to participate in the Placing (a “Placee”) will be deemed to have read and understood this document in its entirety, to be participating, making an offer and acquiring Placing Shares on the terms and conditions contained herein and to be providing the representations, warranties, indemnities, acknowledgements and undertakings contained in this Part V.

In particular, each such Placee represents, warrants, undertakes, agrees and acknowledges (amongst other things) that:

1. it is a Relevant Person and undertakes that it will acquire, hold, manage or dispose of any Placing Shares that are allocated to it for the purposes of its business;
2. in the case of a Relevant Person in the United Kingdom who acquires any Placing Shares pursuant to the Placing:
 - 2.1 it is a Qualified Investor within the meaning of Article 2(e) of the Prospectus Regulation;
 - 2.2 in the case of any Placing Shares acquired by it as a financial intermediary:
 - 2.2.1 the Placing Shares acquired by it in the Placing have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in the United Kingdom other than Qualified Investors or in circumstances in which the prior consent of Singer and Berenberg has been given to the offer or resale; or
 - 2.2.2 where Placing Shares have been acquired by it on behalf of persons in the United Kingdom other than Qualified Investors, the offer of those Placing Shares to it is not treated under the Prospectus Regulation as having been made to such persons;
3. in the case of a Relevant Person in a member state of the EEA (a “Relevant State”) who acquires any Placing Shares pursuant to the Placing:
 - 3.1 it is a Qualified Investor within the meaning of Article 2(e) of the EU Prospectus Regulation;
 - 3.2 in the case of any Placing Shares acquired by it as a financial intermediary:
 - 3.2.1 the Placing Shares acquired by it in the Placing have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Relevant State other than Qualified Investors or in circumstances in which the prior consent of Singer and Berenberg has been given to the offer or resale; or
 - 3.2.2 where Placing Shares have been acquired by it on behalf of persons in any Relevant State other than Qualified Investors, the offer of those Placing Shares to it is not treated under the EU Prospectus Regulation as having been made to such persons;
4. it is acquiring the Placing Shares for its own account or is acquiring the Placing Shares for an account with respect to which it exercises sole investment discretion and has the authority to make and does make the representations, warranties, indemnities, acknowledgements, undertakings and agreements contained in this document;
5. it understands (or if acting for the account of another person, such person has confirmed that such person understands) the resale and transfer restrictions set out in this Part V;
6. it (and any account referred to in paragraph 4 above) is outside the United States acquiring the Placing Shares in offshore transactions as defined in and in accordance with Regulation S under the Securities Act;
7. it acknowledges that the Placing Shares have not been, and will not be, registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered, sold or transferred, directly or indirectly, within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States; and
8. the Company, the Nomad, Singer and Berenberg will rely upon the truth and accuracy of the foregoing representations, acknowledgements and agreements.

No prospectus

No prospectus or other offering document has been or will be submitted to be approved by the FCA in relation to the Placing or the Placing Shares and Placees' commitments will be made solely on the basis of the information contained in this document and any information publicly announced through a Regulatory Information Service (as defined in the AIM Rules for Companies (the "**AIM Rules**")) by or on behalf of the Company on or prior to Admission (the "**Publicly Available Information**") and subject to any further terms set forth in the form of confirmation to be sent to individual Placees.

Each Placee, by participating in the Placing, agrees that the content of this document is exclusively the responsibility of the Company and confirms that it has neither received nor relied on any information (other than the Publicly Available Information), representation, warranty or statement made by or on behalf of the Nomad, Singer, Berenberg, the Company, the Selling Shareholders or any other person and none of the Nomad, Singer, Berenberg, the Company, the Selling Shareholders or any other person acting on such person's behalf nor any of their respective affiliates has or shall have any liability for any Placee's decision to participate in the Placing based on any other information, representation, warranty or statement. Each Placee acknowledges and agrees that it has relied on its own investigation of the business, financial or other position of the Company in accepting a participation in the Placing. Nothing in this paragraph shall exclude the liability of any person for fraudulent misrepresentation.

None of the Nomad, Singer or Berenberg make any representation to any Placees regarding an investment in the Placing Shares.

Details of the Placing Agreement and the Placing Shares

Pursuant to the Placing Agreement with the Company and subject to the terms and conditions set out in the Placing Agreement, Singer and Berenberg, as agent for and on behalf of the Company, have agreed to use their respective reasonable endeavours to procure Placees for the Placing Shares at the Placing Price.

The New Ordinary Shares will, when issued, be subject to the articles of association of the Company and credited as fully paid and will rank *pari passu* in all respects with the Existing Ordinary Shares in the Company, including the right to receive all dividends and other distributions declared, made or paid in respect of such Ordinary Shares after the date of issue of the New Ordinary Shares.

Application for admission to trading

Application will be made to the London Stock Exchange for admission of the Ordinary Shares (Including the Placing Shares) to trading on AIM. It is expected that Admission will become effective at 8.00am on or around 30 September 2021 and that dealings in the Ordinary Shares on AIM will commence at the time of Admission.

Participation in the Placing

This Part V gives details of the terms and conditions of, and the mechanics of participation in, the Placing. No commissions will be paid to Placees or by Placees in respect of any Placing Shares. Singer, Berenberg and the Company shall be entitled to effect the Placing by such alternative method as they may, in their sole discretion, determine.

Principal terms of the Placing

1. The Nomad is acting as the Company's nominated adviser under the AIM Rules, and Singer are acting as joint bookrunners in connection with the Placing, as agent for and on behalf of the Company. Berenberg is acting as joint broker and joint bookrunner to the Placing (as applicable), as agent for and on behalf of the Company. The Nomad and Singer are each authorised and regulated in the United Kingdom by the FCA and are acting exclusively for the Company (in respect of the New Ordinary Shares) and for the Selling Shareholders (in respect of the Sale Shares) and no one else in connection with the matters referred to in this document and will not be responsible to anyone other than the Company or the Selling Shareholders for providing the protections afforded to the customers of Singer or for providing advice in relation to the matters described in this document. Berenberg is authorised and regulated by the German Federal Financial Supervisory Authority and, in the United Kingdom, is

deemed authorised under the Temporary Permissions Regime and subject to limited regulation by the FCA; Berenberg is acting exclusively for the Company (in respect of the New Ordinary Shares) and for the Selling Shareholders (in respect of the Sale Shares) and no one else in connection with the matters referred to in this Document and will not be responsible to anyone other than the Company or the Selling Shareholders for providing the protections afforded to the customers of Berenberg or for providing advice in relation to the matters described in this Document.

2. Participation in the Placing will only be available to persons who may lawfully do so, and who are, invited by Singer and/or Berenberg to participate in the Placing. Singer, Berenberg and any of their respective affiliates are each entitled to participate in the Placing as principal.
3. The final number of Placing Shares to be issued or acquired at the Placing Price will be agreed and determined between Singer, Berenberg and the Company and such details will be announced by the Company through a Regulatory Information Service pursuant to the placing results announcement.
4. Each Placee's allocation in the Placing shall be determined by Singer, Berenberg and the Company. Placees' binding commitments to subscribe for and/or acquire the Placing Shares will be made orally to Singer or Berenberg on a recorded telephone line and any form of written confirmation documenting such commitment will be dispatched by Singer or Berenberg by email as soon as possible thereafter. That oral confirmation will give rise to an irrevocable, legally binding commitment by that person (who at that point becomes a Placee), in favour of Singer, Berenberg and the Company, under which it agrees to subscribe for and/or acquire the number of Placing Shares allocated to the Placee at the Placing Price and otherwise on the terms and subject to the conditions set out in this Part V and in accordance with the Company's articles of association. Except with Singer and Berenberg's written consent, such commitment will not be capable of variation or revocation at the time at which it is submitted. The terms of this Part V will also be deemed incorporated in the form of confirmation.
5. Each Placee will have an immediate, separate, irrevocable and binding obligation, owed to Singer and Berenberg (as agents for the Company and the Selling Shareholders), to pay to them (or as they may direct) in cleared funds an amount equal to the product of the Placing Price and the number of Placing Shares such Placee has agreed to subscribe for and/or acquire and the Company has agreed to allot and issue and the relevant Selling Shareholder has agreed to sell to that Placee.
6. Irrespective of the time at which a Placee's allocation(s) pursuant to the Placing is/are confirmed, settlement for all Placing Shares to be subscribed for and/or acquired pursuant to the Placing will be required to be made at the same time, on the basis explained below under "Registration and Settlement".
7. All obligations of Singer, Berenberg and the Nomad under the Placing will be subject to fulfilment of the conditions referred to below under "Conditions of the Placing" and to the Placing not being terminated on the basis referred to below under "Termination of the Placing".
8. By participating in the Placing, each Placee will agree that its rights and obligations in respect of the Placing will terminate only in the circumstances described below and will not be capable of rescission or termination by the Placee.
9. To the fullest extent permissible by law and applicable FCA rules, none of: (a) Singer, (b) Berenberg, (c) the Nomad, (d) any of Singer's, Berenberg's or the Nomad's affiliates, agents, directors, partners (persönlich haftende Gesellschafter), officers or consultants, (e) to the extent not contained within (a), (b), (c) or (d), any person connected with the Nomad, Singer or Berenberg as defined in the Financial Services and Markets Act 2000 ("FSMA") ((d) and (e) being together "affiliates" and individually an "affiliate" of Singer, Berenberg or the Nomad respectively), nor (f) any person acting on Singer's, Berenberg's or the Nomad's behalf, shall have any liability (including to the extent permissible by law, any fiduciary duties) to Placees or to any other person whether acting on behalf of a Placee or otherwise. In particular, none of Singer, Berenberg, the Nomad nor any of its respective affiliates shall have any liability (including, to the extent permissible by law, any fiduciary duties) in respect of their conduct of the Placing or of such alternative method of effecting the Placing as Singer, Berenberg, the Nomad and the Company may agree.

Registration and Settlement

Each Placee will be deemed to agree that it will do all things necessary to ensure that delivery and payment is completed as directed by Singer or Berenberg in accordance with either the standing CREST or certificated settlement instructions which they have in place with Singer or Berenberg.

Settlement of transactions in the Placing Shares following Admission will take place within the CREST system, subject to certain exceptions. Settlement through CREST is expected to take place in respect of the Placing Shares on 30 September 2021 and Admission is expected to occur no later than 8.00am on 30 September 2021 unless otherwise notified by Singer or Berenberg.

Settlement will be on a delivery versus payment basis. However, in the event of any difficulties or delays in the admission of the Placing Shares to CREST or the use of CREST in relation to the Placing, the Company, Singer and Berenberg may agree that the Placing Shares should be issued in certificated form. Singer and Berenberg reserve the right to require settlement for the Placing Shares, and to deliver the Placing Shares to Placees, by such other means as they deem necessary if delivery or settlement to Placees is not practicable within the CREST system or would not be consistent with regulatory requirements in a Placee's jurisdiction.

Interest is chargeable daily on payments not received from Placees on the due date in accordance with the arrangements set out above, in respect of either CREST or certificated deliveries, at the rate of 2 percentage points above prevailing LIBOR as determined by Singer and Berenberg.

Each Placee agrees that, if it does not comply with these obligations, Singer and Berenberg may sell, charge by way of security (to any funder of Singer or Berenberg) or otherwise deal with any or all of their Placing Shares on their behalf and retain from the proceeds, for Singer's or Berenberg's own account and benefit, an amount equal to the aggregate amount owed by the Placee plus any interest due and any costs and expenses properly incurred by Singer or Berenberg as a result of the Placee's failure to comply with its obligations. The relevant Placee will, however, remain liable for any shortfall below the amount owed by it and for any stamp duty or stamp duty reserve tax (together with any interest or penalties) which may arise upon the sale of their Placing Shares on their behalf. Legal and/or beneficial title in and to any Placing Shares shall not pass to the relevant Placee until such time as it has fully complied with its obligations hereunder.

If Placing Shares are to be delivered to a custodian or settlement agent, Placees must ensure that, upon receipt, the conditional form of confirmation or electronic trade confirmation is copied and delivered immediately to the relevant person within that organisation. Insofar as Placing Shares are registered in a Placee's name or that of its nominee or in the name of any person for whom a Placee is contracting as agent or that of a nominee for such person, such Placing Shares should, subject as provided below, be so registered free from any liability to United Kingdom stamp duty or stamp duty reserve tax. Placees will not be entitled to receive any fee or commission in connection with the Placing.

Conditions of the Placing

The obligations of Singer, Berenberg and the Nomad under the Placing Agreement are, and the Placing is, conditional upon, *inter alia*:

- (a) the Company allotting the new shares in accordance with the terms of the Placing Agreement;
- (b) the implementation of the capital reorganisation described in Paragraph 3.2 of Part IV of this document;
- (c) the performance by the Company of its obligations under the Placing Agreement to the extent that they fall to be performed prior to Admission;
- (d) agreement by the Company, Singer and Berenberg of the final number of Placing Shares to be issued and/or sold at the Placing Price pursuant to the Placing and the allocation of such Placing Shares to Placees;
- (e) neither Singer, Berenberg nor the Nomad having exercised its right to terminate the Placing Agreement; and
- (f) Admission occurring by not later than 8.00am on 30 September 2021 (or such later date as the Company, the Nomad, Berenberg and Singer may agree in writing, in any event being not later than 14 October 2021),

(all conditions to the obligations of Singer, Berenberg and the Nomad included in the Placing Agreement being together, the “conditions”).

If any of the conditions set out in the Placing Agreement are not fulfilled or, where permitted, waived in accordance with the Placing Agreement within the stated time periods (or such later time and/or date as the Company, the Nomad, Berenberg and Singer may agree, provided that the time for satisfaction of the condition set out in (f) above shall not be extended beyond 14 October 2021, or the Placing Agreement is terminated in accordance with its terms, the Placing will lapse and the Placee’s rights and obligations shall cease and terminate at such time and each Placee agrees that no claim can be made by or on behalf of the Placee (or any person on whose behalf the Placee is acting) in respect thereof.

By participating in the Placing, each Placee agrees that its rights and obligations cease and terminate only in the circumstances described above and under “Termination of the Placing” below and will not be capable of rescission or termination by it.

Certain conditions may be waived in whole or in part by Singer, Berenberg and the Nomad, in their absolute discretion by notice in writing to the Company. Singer, Berenberg and the Nomad may also agree in writing with the Company to extend the time for satisfaction of any condition. Any such extension or waiver will not affect Placees’ commitments as set out in this document.

Singer, Berenberg and the Nomad may terminate the Placing Agreement in certain circumstances, details of which are set out below.

Neither Singer, Berenberg, the Nomad, the Company nor any of their respective affiliates, agents, directors, partners (*persönlich haftende Gesellschafter*), officers, employees shall have any liability to any Placee (or to any other person whether acting on behalf of a Placee or otherwise) in respect of any decision any of them may make as to whether or not to waive or to extend the time and/or date for the satisfaction of any condition to the Placing nor for any decision any of them may make as to the satisfaction of any condition or in respect of the Placing and by participating in the Placing each Placee agrees that any such decision is within the absolute discretion of Singer, Berenberg and the Nomad.

Termination of the Placing

Singer, Berenberg or the Nomad may terminate the Placing Agreement, in accordance with its terms, at any time prior to Admission if, *inter alia*:

1. it comes to the attention of Singer, Berenberg or the Nomad that any of the warranties were not true or accurate, when given or deemed given; or
2. it comes to the attention of Singer, Berenberg or the Nomad that the Company has failed to comply with any of its obligations under the Placing Agreement; or
3. it comes to the attention of Singer, Berenberg or the Nomad that any statement contained in the placing documents has become or been discovered to be untrue, incorrect or misleading;
4. it comes to the attention of Singer, Berenberg or the Nomad that a matter has arisen before Admission to give rise to an indemnity claim under the Placing Agreement; or
5. there has occurred a force majeure event, or any material adverse change has occurred in the financial position or prospects or business of the Company and its subsidiary undertakings (taken as whole) which, in the opinion of Singer or the Nomad, will or is likely to be prejudicial to the Placing or Admission or to the acquisition of Placing Shares by Placees.

If the Placing Agreement is terminated in accordance with its terms, the rights and obligations of each Placee in respect of the Placing as described in this document shall cease and terminate at such time and no claim can be made by any Placee in respect thereof.

By participating in the Placing, each Placee agrees with the Company, the Nomad, Singer and Berenberg that the exercise by the Company, the Nomad, Singer or Berenberg of any right of termination or any other right or other discretion under the Placing Agreement shall be within the absolute discretion of the Company, the Nomad, Singer or Berenberg and that neither of the Company, the Nomad, Berenberg nor Singer need make any reference to such Placee and that neither Singer, Berenberg, the Nomad, the Company, nor any

of their respective affiliates, agents, directors, partners (*persönlich haftende Gesellschafter*), officers or employees shall have any liability to such Placee (or to any other person whether acting on behalf of a Placee or otherwise) whatsoever in connection with any such exercise.

By participating in the Placing, each Placee agrees that its rights and obligations terminate only in the circumstances described above and under the “Conditions of the Placing” section above and will not be capable of rescission or termination by it after the issue by Singer or Berenberg of a form of confirmation confirming each Placee’s allocation and commitment in the Placing.

Representations, warranties and further terms

By participating in the Placing, each Placee (and any person acting on such Placee’s behalf) represents, warrants, acknowledges and agrees (for itself and for any such prospective Placee) that (save where Singer and Berenberg expressly agree in writing to the contrary):

1. it has read and understood this document in its entirety and that its subscription or acquisition of the Placing Shares is subject to and based upon all the terms, conditions, representations, warranties, indemnities, acknowledgements, agreements and undertakings and other information contained herein and that it has not relied on, and will not rely on, any information given or any representations, warranties or statements made at any time by any person in connection with Admission, the Placing, the Company, the Selling Shareholders, the Placing Shares or otherwise, other than the information contained in this document and the Publicly Available Information;
2. it has not received a prospectus or other offering document in connection with the Placing and acknowledges that no prospectus or other offering document: (a) is required under the Prospectus Regulation; and (b) has been or will be prepared in connection with the Placing;
3. the Ordinary Shares are expected to be admitted to trading on AIM, and that the Company is therefore required to publish certain business and financial information in accordance with the AIM Rules, which includes a description of the nature of the Company’s business and the Company’s most recent balance sheet and profit and loss account and that it is able to obtain or access such information without undue difficulty, and is able to obtain access to such information or comparable information concerning any other publicly traded company, without undue difficulty;
4. it has made its own assessment of the Placing Shares and has relied on its own investigation of the business, financial or other position of the Company in accepting a participation in the Placing and neither Singer, Berenberg, the Nomad, the Selling Shareholders, the Company nor any of their respective affiliates, agents, directors, partners (*persönlich haftende Gesellschafter*), officers or employees or any person acting on behalf of any of them has provided, and will not provide, it with any material regarding the Placing Shares or the Company or any other person other than the information in this document, or the Publicly Available Information; nor has it requested neither of Singer, Berenberg, the Nomad, the Selling Shareholders, the Company, any of their respective affiliates, agents, directors, partners (*persönlich haftende Gesellschafter*), officers or employees or any person acting on behalf of any of them to provide it with any such information;
5. neither Singer, Berenberg, the Nomad nor any person acting on behalf of them or any of their respective affiliates, agents, directors, partners (*persönlich haftende Gesellschafter*), officers or employees has or shall have any liability for any Publicly Available Information, or any representation relating to the Company, provided that nothing in this paragraph excludes the liability of any person for fraudulent misrepresentation made by that person;
 - (a) the only information on which it is entitled to rely on and on which it has relied in committing to subscribe for and/or acquire the Placing Shares is contained in the Publicly Available Information and this document, such information being all that it deems necessary to make an investment decision in respect of the Placing Shares and it has made its own assessment of the Company, the Placing Shares and the terms of the Placing based on Publicly Available Information and the information contained in this document;
 - (b) neither Singer, Berenberg, the Nomad, the Selling Shareholders, the Company nor any of their respective affiliates, agents, directors, partners (*persönlich haftende Gesellschafter*), officers or employees has made any representation or warranty to it, express or implied, with respect to the Company, the Placing or the Placing Shares or the accuracy, completeness or adequacy of the Publicly Available Information and the information contained in this document;

- (c) it has conducted its own investigation of the Company, the Placing and the Placing Shares, satisfied itself that the information is still current and relied on that investigation for the purposes of its decision to participate in the Placing; and
 - (d) has not relied on any investigation that Singer, Berenberg or any person acting on their behalf may have conducted with respect to the Company, the Placing or the Placing Shares;
6. the content of this document and the Publicly Available Information has been prepared by and is exclusively the responsibility of the Company and that none of Singer, Berenberg, the Nomad, the Selling Shareholders or any persons acting on behalf of it is responsible for or has or shall have any liability for any information, representation, warranty or statement relating to the Company contained in this document or the Publicly Available Information nor will they be liable for any Placee's decision to participate in the Placing based on any information, representation, warranty or statement contained in this document, the Publicly Available Information or otherwise. Nothing in this Part V shall exclude any liability of any person for fraudulent misrepresentation;
 7. the Placing Shares have not been registered or otherwise qualified, and will not be registered or otherwise qualified, for offer and sale nor will a prospectus be cleared or approved in respect of any of the Placing Shares under the securities laws of the United States, or any state or other jurisdiction of the United States, Canada, Australia, New Zealand, South Africa or Japan and, subject to certain exceptions, may not be offered, sold, taken up, renounced or delivered or transferred, directly or indirectly, within the United States, Canada, Australia, New Zealand, South Africa or Japan or in any country or jurisdiction where any such action for that purpose is required;
 8. it and/or each person on whose behalf it is participating:
 - 8.1 is entitled to subscribe for and/or acquire Placing Shares pursuant to the Placing under the laws and regulations of all relevant jurisdictions;
 - 8.2 has fully observed such laws and regulations;
 - 8.3 has capacity and authority and is entitled to enter into and perform its obligations as a subscriber and/or an acquirer of Placing Shares and will honour such obligations; and
 - 8.4 has obtained all necessary consents and authorities (including, without limitation, in the case of a person acting on behalf of a Placee, all necessary consents and authorities to agree to the terms set out or referred to in this Part V) under those laws or otherwise and complied with all necessary formalities to enable it to enter into the transactions contemplated hereby and to perform its obligations in relation thereto and, in particular, if it is a pension fund or investment company it is aware of and acknowledges it is required to comply with all applicable laws and regulations with respect to its subscription or acquisition of Placing Shares;
 9. it is not, and any person who it is acting on behalf of is not, and at the time the Placing Shares are subscribed for and/or acquired will not be, a resident of, or with an address in, or subject to the laws of, Canada, Australia, New Zealand, South Africa or Japan, and it acknowledges and agrees that the Placing Shares have not been and will not be registered or otherwise qualified under the securities legislation of Canada, Australia, New Zealand, South Africa or Japan and may not be offered, sold, or acquired, directly or indirectly, within those jurisdictions;
 10. the Placing Shares have not been, and will not be, registered under the Securities Act and may not be offered, sold or resold in or into or from the United States except pursuant to an effective registration under the Securities Act, or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with applicable state securities laws; and no representation is being made as to the availability of any exemption under the Securities Act for the reoffer, resale, pledge or transfer of the Placing Shares;
 11. it and the beneficial owner of the Placing Shares is, and at the time the Placing Shares are acquired will be, outside the United States and acquiring the Placing Shares in an "offshore transaction" as defined in, and in accordance with, Regulation S under the Securities Act;
 12. it (and any account for which it is purchasing) is not acquiring the Placing Shares with a view to any offer, sale or distribution thereof within the meaning of the Securities Act;
 13. it will not distribute, forward, transfer or otherwise transmit this document or any part of it, or any other presentational or other materials concerning the Placing in or into or from the United States (including

electronic copies thereof) to any person, and it has not distributed, forwarded, transferred or otherwise transmitted any such materials to any person;

14. neither Singer, Berenberg, the Nomad, their respective affiliates, agents, directors, partners (*persönlich haftende Gesellschafter*), officers or employees nor any person acting on behalf of any of them is making any recommendations to it, advising it regarding the suitability of any transactions it may enter into in connection with the Placing and that participation in the Placing is on the basis that it is not and will not be a client of Singer, Berenberg or the Nomad and neither Singer, Berenberg nor the Nomad have no duties or responsibilities to it for providing the protections afforded to its clients or for providing advice in relation to the Placing nor in respect of any representations, warranties, undertakings or indemnities contained in the Placing Agreement nor for the exercise or performance of any of its rights and obligations thereunder including any rights to waive or vary any conditions or exercise any termination right;
15. it has the funds available to pay for the Placing Shares for which it has agreed to subscribe for and/or acquire and acknowledges and agrees that it will make payment to Singer or Berenberg for the Placing Shares allocated to it in accordance with the terms and conditions of this document on the due times and dates set out in this document, failing which the relevant Placing Shares may be placed with others on such terms as Singer or Berenberg may, in its absolute discretion determine without liability to the Placee and it will remain liable for any shortfall below the net proceeds of such sale and the placing proceeds of such Placing Shares and may be required to bear any stamp duty or stamp duty reserve tax (together with any interest or penalties due pursuant to the terms set out or referred to in this document) which may arise upon the sale of such Placee's Placing Shares on its behalf;
16. no action has been or will be taken by any of the Company, the Selling Shareholders, the Nomad, Singer, Berenberg or any person acting on their behalf that would, or is intended to, permit a public offer of the Placing Shares in the United States or in any country or jurisdiction where any such action for that purpose is required;
17. the person who it specifies for registration as holder of the Placing Shares will be: (a) the Placee; or (b) a nominee of the Placee, as the case may be. Neither Singer, Berenberg, the Nomad nor the Company will be responsible for any liability to stamp duty or stamp duty reserve tax resulting from a failure to observe this requirement. Each Placee and any person acting on behalf of such Placee agrees to subscribe for and/or acquire Placing Shares pursuant to the Placing and agrees to pay the Company, Berenberg and Singer in respect of the same (including any interest or penalties) on the basis that the Placing Shares will be allotted to a CREST stock account of Singer, Berenberg or transferred to a CREST stock account of Singer or Berenberg who will hold them as nominee on behalf of the Placee until settlement in accordance with its standing settlement instructions with it;
18. it is acting as principal only in respect of the Placing or, if it is acting for any other person, (a) it is duly authorised to do so and has full power to make the acknowledgments, representations and agreements herein on behalf of each such person and (b) it is and will remain liable to the Company, Berenberg and Singer for the performance of all its obligations as a Placee in respect of the Placing (regardless of the fact that it is acting for another person);
19. the allocation, allotment, issue and delivery to it, or the person specified by it for registration as holder, of Placing Shares will not give rise to a stamp duty or stamp duty reserve tax liability under (or at a rate determined under) any of sections 67, 70, 93 or 96 of the Finance Act 1986 (depository receipts and clearance services) and that it is not participating in the Placing as nominee or agent for any person or persons to whom the allocation, allotment, issue or delivery of Placing Shares would give rise to such a liability;
20. it and any person acting on its behalf (if within the United Kingdom) falls within Article 19(5) and/or 49(2) of the Order and undertakes that it will acquire, hold, manage and (if applicable) dispose of any Placing Shares that are allocated to it for the purposes of its business only;
21. it will not make an offer to the public of the Placing Shares and it has not offered or sold and will not offer or sell any Placing Shares to persons in the United Kingdom or elsewhere in the EEA prior to the expiry of a period of six months from Admission except to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their business or otherwise in circumstances which have not resulted and which will not result in an offer to the public in the United Kingdom within the meaning of section 85(1) of the FSMA or an offer to the public in any member state of the EEA within the meaning of the EU Prospectus Regulation;

22. if it is a person in the United Kingdom, it is a person of a kind described in: (a) Article 19(5) (Investment Professionals) and/or 49(2) (High net worth companies etc.) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended, and/or an authorised person as defined in section 31 of FSMA; and (b) Article 2(e) of the Prospectus Regulations. For such purposes, it undertakes that it will acquire, hold, manage and (if applicable) dispose of any Placing Shares that are allocated to it for the purposes of its business only;
23. if it is a person in the EEA, it is a person of a kind described in Article 2(e) of the EU Prospectus Regulations. For such purposes, it undertakes that it will acquire, hold, manage and (if applicable) dispose of any Placing Shares that are allocated to it for the purposes of its business only;
24. it has only communicated or caused to be communicated and it will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) relating to Placing Shares in circumstances in which section 21(1) of the FSMA does not require approval of the communication by an authorised person;
25. it has complied and it will comply with all applicable laws with respect to anything done by it or on its behalf in relation to the Placing Shares (including all relevant provisions of the FSMA in respect of anything done in, from or otherwise involving the United Kingdom);
26. if it is a financial intermediary, as that term is used in Article 3(2) of the Prospectus Regulation (for financial intermediaries in the United Kingdom), and Article 3(2) of the EU Prospectus Regulation (for financial intermediaries in the EEA) (including any relevant implementing measure in any member state), the Placing Shares acquired by it in the Placing will not be acquired on a non-discretionary basis on behalf of, nor will they be acquired with a view to their offer or resale to, persons in a member state of the EEA or the United Kingdom other than Qualified Investors, or in circumstances in which the express prior written consent of Singer and Berenberg has been given to the offer or resale;
27. it has neither received nor relied on any confidential price sensitive information about the Company in accepting this invitation to participate in the Placing;
28. neither Singer, Berenberg, the Nomad nor any of its respective affiliates, agents, directors, partners (*persönlich haftende Gesellschafter*), officers or employees or any person acting on behalf of any of them has or shall have any liability for any information, representation or statement contained in this document or for any information previously published by or on behalf of the Company or any other written or oral information made available to or publicly available or filed information or any representation, warranty or undertaking relating to the Company, and will not be liable for its decision to participate in the Placing based on any information, representation, warranty or statement contained in this document or elsewhere, provided that nothing in this paragraph shall exclude any liability of any person for fraud;
29. neither Singer, Berenberg, the Nomad, the Selling Shareholders, the Company, nor any of their respective affiliates, agents, directors, partners (*persönlich haftende Gesellschafter*), officers or employees or any person acting on behalf of Singer, Berenberg, the Nomad, the Selling Shareholders, the Company or their respective affiliates, agents, directors, partners (*persönlich haftende Gesellschafter*), officers or employees is making any recommendations to it, advising it regarding the suitability of any transactions it may enter into in connection with the Placing nor providing advice in relation to the Placing nor in respect of any representations, warranties, acknowledgements, agreements, undertakings, or indemnities contained in the Placing Agreement nor the exercise or performance of Singer's, Berenberg's or the Nomad's rights and obligations thereunder including any rights to waive or vary any conditions or exercise any termination right;
30. Singer or Berenberg may, in accordance with applicable legal and regulatory provisions, engage in transactions in relation to the Placing Shares and/or related instruments for their own account for the purpose of hedging their exposure or otherwise and, except as required by applicable law or regulation, Singer or Berenberg will not make any public disclosure in relation to such transactions;
31. Singer, Berenberg, the Nomad and each of their respective affiliates, each acting as an investor for its or their own account(s), may bid or subscribe for and/or purchase Placing Shares and, in that capacity, may retain, purchase, offer to sell or otherwise deal for its or their own account(s) in the Placing Shares, any other securities of the Company or other related investments in connection with the Placing or otherwise. Accordingly, references in this document to the Placing Shares being offered, subscribed, acquired or otherwise dealt with should be read as including any offer to, or subscription, acquisition or dealing by Singer, Berenberg, the Nomad and/or any of their respective affiliates, acting as an

investor for its or their own account(s). None of Singer, Berenberg, the Nomad, the Selling Shareholders or the Company intend to disclose the extent of any such investment or transaction otherwise than in accordance with any legal or regulatory obligation to do so;

32. 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, the Terrorism Act 2006 and the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 (together, the “Regulations”) and, if making payment on behalf of a third party, that satisfactory evidence has been obtained and recorded by it to verify the identity of the third party as required by the Regulations;
33. it is aware of the obligations regarding insider dealing in the Criminal Justice Act 1993, FSMA, the EU Market Abuse Regulation No. 596 of 2014 (as it forms part of the domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 as amended from time to time) (“**MAR**”) and its obligations under the Proceeds of Crime Act 2002 and confirms that it has and will continue to comply with those obligations;
34. in order to ensure compliance with the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017, Singer or Berenberg (for themselves and as agent on behalf of the Company) or the Company’s registrars may, in their absolute discretion, require verification of its identity. Pending the provision to Singer, Berenberg or the Company’s registrars, as applicable, of evidence of identity, definitive certificates in respect of the Placing Shares may be retained at Singer’s and Berenberg’s absolute discretion or, where appropriate, delivery of the Placing Shares to it in uncertificated form may be delayed at Singer’s, Berenberg’s or the Company’s registrars’, as the case may be, absolute discretion. If within a reasonable time after a request for verification of identity Singer (for itself and as agent on behalf of the Company), Berenberg (for itself and as agent on behalf of the Company) or the Company’s registrars have not received evidence satisfactory to them, Singer, Berenberg and/or the Company may, at its absolute discretion, terminate its commitment in respect of the Placing, in which event the monies payable on acceptance of allotment will, if already paid, be returned without interest to the account of the drawee’s bank from which they were originally debited;
35. its commitment to acquire Placing Shares on the terms set out in this document and in the form of confirmation will continue notwithstanding any amendment that may in future be made to the terms and conditions of the Placing and that Placees will have no right to be consulted or require that their consent be obtained with respect to the Company’s, the Selling Shareholders’, the Nomad’s, Berenberg’s or Singer’s conduct of the Placing;
36. it has knowledge and experience in financial, business and international investment matters as is required to evaluate the merits and risks of subscribing for the Placing Shares. It further acknowledges that it is experienced in investing in securities of this nature and is aware that it may be required to bear, and is able to bear, the economic risk of, and is able to sustain, a complete loss in connection with the Placing. It has relied upon its own examination and due diligence of the Company and its affiliates taken as a whole, and the terms of the Placing, including the merits and risks involved;
37. it irrevocably appoints any duly authorised officer of Singer or Berenberg as its agent for the purpose of executing and delivering to the Company and/or its registrars any documents on its behalf necessary to enable it to be registered as the holder of any of the Placing Shares for which it agrees to subscribe or purchase upon the terms of this document;
38. the Company, the Nomad, Singer, Berenberg and others (including each of their respective affiliates, agents, directors, partners (*persönlich haftende Gesellschafter*), officers or employees) will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements, which are given to Singer and Berenberg, on their own behalf and on behalf of the Company and are irrevocable;
39. if it is acquiring the Placing Shares as a fiduciary or agent for one or more investor accounts, it has full power and authority to make, and does make, the foregoing representations, warranties, acknowledgements, agreements and undertakings on behalf of each such accounts;
40. neither it nor, as the case may be, its clients expect Singer or Berenberg to have any duties or responsibilities to such persons similar or comparable to the duties of “best execution” and “suitability” imposed by the FCA’s Conduct of Business Source Book, and that Singer and Berenberg are not acting for it or its clients, and that Singer and Berenberg will not be responsible for providing the

protections afforded to customers of Singer and Berenberg or for providing advice in respect of the transactions described herein;

41. it is a “professional client” or an “eligible counterparty” within the meaning of Chapter 3 of the FCA’s Conduct of Business Sourcebook and it is purchasing Placing Shares for investment only and not with a view to resale or distribution;
42. it will (or will procure that its nominee will) if applicable, make notification to the Company of the interest in its ordinary shares in accordance with the Disclosure Guidance and Transparency Rules published by the FCA;
43. it represents and warrants that, to the extent it has received any inside information (for the purposes of MAR) and section 56 of the Criminal Justice Act 1993) in relation to the Company or any related company subject to MAR and the securities of the Company or any such related company, it has not:
 - (a) dealt (or attempted to deal) in the securities of the Company or any related company;
 - (b) encouraged, recommended or induced another person to deal in the securities of such company; or
 - (c) unlawfully disclosed inside information in respect of the Company or any related company to any person, prior to the information being made publicly available;
44. as far as it is aware, it is not acting in concert (within the meaning given in the City Code) with any other person in relation to the Company;
45. it is responsible for obtaining any legal, tax and other advice that it deems necessary for the execution, delivery and performance of its obligations in accepting the terms and conditions of the Placing, and that it is not relying on the Company, the Nomad, Berenberg or Singer to provide any legal, tax or other advice to it;
46. it will not distribute any document relating to the Placing Shares and it will be acquiring the Placing Shares for its own account as principal or for a discretionary account or accounts (as to which it has the authority to make the statements set out herein) for investment purposes only;
47. it is acquiring the Placing Shares for its own account or is acquiring the Placing Shares for an account with respect to which it exercises sole investment discretion and has the authority to make and does make the representations, warranties, indemnities, acknowledgements, undertakings and agreements contained in this document;
48. time is of the essence as regards its obligations under this Part V;
49. any document that is to be sent to it in connection with the Placing will be sent at its risk and may be sent to it at any address provided by it to Singer and Berenberg;
50. the Placing Shares will be issued subject to the terms and conditions of this Part V; and
51. these terms and conditions in this Part V and all documents into which this Part V is incorporated by reference or otherwise validly forms a part and/or any agreements entered into pursuant to these terms and conditions and all agreements to acquire shares pursuant to the Placing will be governed by and construed in accordance with English law and it submits to the exclusive jurisdiction of the English courts in relation to any claim, dispute or matter arising out of any such contract, except that enforcement proceedings in respect of the obligation to make payment for the Placing Shares (together with any interest chargeable thereon) may be taken by the Company, the Nomad, Berenberg or Singer in any jurisdiction in which the relevant Placee is incorporated or in which any of its securities have a quotation on a recognised stock exchange.

By participating in the Placing, each Placee (and any person acting on such Placee’s behalf) agrees to indemnify and hold the Company, the Selling Shareholders, the Nomad, Singer, Berenberg and each of their respective affiliates, agents, directors, partners (*persönlich haftende Gesellschafter*), officers and employees harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of the representations, warranties, acknowledgements, agreements and undertakings given by the Placee (and any person acting on such Placee’s behalf) in this Part V or incurred by Singer, Berenberg, the Selling Shareholders, the Nomad, the Company or any of their respective affiliates, agents, directors, partners (*persönlich haftende Gesellschafter*), officers or employees arising from the performance of the Placee’s obligations as set out in this document, and further agrees that the provisions of this Part V shall survive after the completion of the Placing.

The agreement to allot and issue Placing Shares to Placees (or the persons for whom Placees are contracting as agent) free of stamp duty and stamp duty reserve tax in the United Kingdom relates only to their allotment and issue to Placees, or such persons as they nominate as their agents, direct by the Company. Such agreement assumes that the Placing Shares are not being acquired in connection with arrangements to issue depositary receipts or to transfer the Placing Shares into a clearance service. If there are any such arrangements, or the settlement related to any other dealings in the Placing Shares, stamp duty or stamp duty reserve tax may be payable. In that event, the Placee agrees that it shall be responsible for such stamp duty or stamp duty reserve tax and none of the Company, the Selling Shareholders, the Nomad, Berenberg or Singer shall be responsible for such stamp duty or stamp duty reserve tax. If this is the case, each Placee should seek its own advice and they should notify Singer and Berenberg accordingly. In addition, Placees should note that they will be liable for any capital duty, stamp duty and all other stamp, issue, securities, transfer, registration, documentary or other duties or taxes (including any interest, fines or penalties relating thereto) payable outside the United Kingdom by them or any other person on the acquisition by them of any Placing Shares or the agreement by them to acquire any Placing Shares and each Placee, or the Placee's nominee, in respect of whom (or in respect of the person for whom it is participating in the Placing as an agent or nominee) the allocation, allotment, issue or delivery of Placing Shares has given rise to such non-United Kingdom stamp, registration, documentary, transfer or similar taxes or duties undertakes to pay such taxes and duties, including any interest and penalties (if applicable), forthwith and to indemnify on an after-tax basis and to hold harmless the Company, the Selling Shareholders, the Nomad, Berenberg and Singer in the event that either the Company, the Selling Shareholders, the Nomad, Berenberg and/or Singer has incurred any such liability to such taxes or duties.

The representations, warranties, acknowledgements and undertakings contained in this Part V are given to Singer and Berenberg for itself and on behalf of the Company, the Nomad and the Selling Shareholders and are irrevocable.

Where the Placee is acting in its capacity as a discretionary investment manager on behalf of its underlying clients, then it is the discretionary investment manager that is to be regarded as the Placee and not the underlying client. For the avoidance of doubt, the representations and warranties given are to be taken as made on behalf of the Placee only and not their underlying client.

Each Placee and any person acting on behalf of the Placee acknowledges that neither Singer, Berenberg nor the Nomad owe any fiduciary or other duties to any Placee in respect of any representations, warranties, undertakings, acknowledgements, agreements or indemnities in the Placing Agreement.

Each Placee and any person acting on behalf of the Placee acknowledges and agrees that Singer and Berenberg may (at its absolute discretion) satisfy their obligations to procure Placees by itself agreeing to become a Placee in respect of some or all of the Placing Shares or by nominating any connected or associated person to do so.

When a Placee or any person acting on behalf of the Placee is dealing with Singer or Berenberg, any money held in an account with Singer or Berenberg on behalf of the Placee and/or any person acting on behalf of the Placee will not be treated as client money within the meaning of the relevant rules and regulations of the FCA made under FSMA. Each Placee acknowledges that the money will not be subject to the protections conferred by the client money rules: as a consequence this money will not be segregated from Singer's or Berenberg's money (as applicable) in accordance with the client money rules and will be held by it under a banking relationship and not as trustee.

References to time in this document are to London time, unless otherwise stated. All times and dates in this document may be subject to amendment. No statement in this document is intended to be a profit forecast, and no statement in this document should be interpreted to mean that earnings per share of the Company for the current or future financial years would necessarily match or exceed the historical published earnings per share of the Company.

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

The Placing Shares to be issued or sold pursuant to the Placing will not be admitted to trading on any stock exchange other than the London Stock Exchange.

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

