

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

This Document comprises a Prospectus relating to Spinnaker Acquisitions plc (the “**Company**”) which has been prepared in accordance with the UK version of the EU Prospectus Regulation (2017/1129) which is part of UK law by virtue of the European Union (Withdrawal) Act 2018 (as amended and supplemented from time to time (including, but not limited to, by the UK Prospectus Amendment Regulations 2019 and The Financial Services and Markets Act 2000 (Prospectus) Regulations 2019)) (the “**UK Prospectus Regulation**”) and the prospectus regulation rules of the Financial Conduct Authority (the “**FCA**”) (the “**Prospectus Regulation Rules**”). This prospectus has been approved by the FCA in accordance with the UK Prospectus Regulation and the FCA only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Accordingly, such approval should not be considered as an endorsement of the issuer, or of the quality of the securities, that are the subject of this Prospectus; investors should make their own assessment as to the suitability of investing in the ordinary shares of £0.05 each in the Company.

Applications will be made to the FCA for all of the ordinary shares in the Company (issued and to be issued in connection with the conditional placing of new ordinary shares in the capital of the Company (the “**Placing**”)) (the “**Ordinary Shares**”) to be admitted to the Official List of the FCA (the “**Official List**”) (by way of a standard listing under Chapter 14 of the listing rules published by the FCA under section 73A of FSMA as amended from time to time (the “**Listing Rules**”) and to the London Stock Exchange plc (the “**London Stock Exchange**”) for such Ordinary Shares to be admitted to trading on the London Stock Exchange’s main market for listed securities (together, “**Admission**”). It is expected that Admission will become effective, and that unconditional dealings in the Ordinary Shares will commence, at 8.00 a.m. on 28 July 2021.

THE WHOLE OF THE TEXT OF THIS DOCUMENT SHOULD BE READ BY PROSPECTIVE INVESTORS. YOUR ATTENTION IS SPECIFICALLY DRAWN TO THE DISCUSSION OF CERTAIN RISKS AND OTHER FACTORS THAT SHOULD BE CONSIDERED IN CONNECTION WITH AN INVESTMENT IN THE ORDINARY SHARES, AS SET OUT IN THE SECTION ENTITLED “RISK FACTORS” BEGINNING ON PAGE 11 OF THIS DOCUMENT.

The Directors (whose names appear on page 24) and the Company, accept responsibility for the information contained in this Document. To the best of the knowledge of the Company and the Directors, the information contained in this Document is in accordance with the facts and this Document makes no omission likely to affect its import.

SPINNAKER ACQUISITIONS PLC

(incorporated in England and Wales with company number 13218816)

Placing and Subscription of 20,810,000 new Ordinary Shares at a price of £0.10 and Admission of the Enlarged Share Capital to the Official List (by way of a Standard Listing under Chapter 14 of the Listing Rules) and to trading on the London Stock Exchange’s main market for listed securities

Broker and Placing Agent

SI Capital Ltd

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

The Ordinary Shares have not been and will not be registered under the US Securities Act of 1933, as amended, or the securities laws of any state or other jurisdiction of the United States of America (the

“**United States**” or “**US**”) or under applicable securities laws of any other jurisdiction. Subject to certain exceptions, the Ordinary Shares may not be, offered, sold, resold, transferred or distributed, directly or indirectly, within, into or in the United States or to or for the account or benefit of persons in the United States, or any other jurisdiction where such offer or sale would violate the relevant securities laws of such jurisdiction.

The distribution of this Document in or into jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this Document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

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

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

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

SI Capital Ltd (“**SI Capital**”) has been appointed by the Company as its broker and placing agent in connection with the Placing. SI Capital is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for the Company and for no one else in relation to Admission and the arrangements referred to in this Document. SI Capital will not regard any other person (whether or not a recipient of this Document) as its client in relation to Admission and will not be responsible to anyone other than the Company for providing the protections afforded to clients of SI Capital or for providing any advice in relation to Admission, the contents of this Document or any transaction or arrangement referred to herein. No liability whatsoever is accepted by SI Capital for the accuracy of any information or opinions contained in this Document or for the omission of any material information, for which it is not responsible.

CONTENTS

	<i>Page</i>
SUMMARY	4
RISK FACTORS	11
CONSEQUENCES OF A STANDARD LISTING	19
IMPORTANT INFORMATION	20
EXPECTED TIMETABLE OF PRINCIPAL EVENTS	23
ADMISSION STATISTICS	23
DEALING CODES	23
DIRECTORS, AGENTS AND ADVISERS	24
PART I INFORMATION ON THE COMPANY, INVESTMENT OPPORTUNITY AND STRATEGY	25
PART II THE BOARD OF DIRECTORS, THE COMPANY SECRETARY AND ADVISERS AND CORPORATE GOVERNANCE	29
PART III THE PLACING, SUBSCRIPTION AND USE OF PROCEEDS	34
PART IV FINANCIAL INFORMATION ON THE COMPANY	38
PART V TAXATION	45
PART VI ADDITIONAL INFORMATION	48
PART VII NOTICES TO INVESTORS	64
PART VIII DEFINITIONS	66

SUMMARY

INTRODUCTION AND WARNINGS	
Introduction	The legal and commercial name of the issuer is Spinnaker Acquisitions plc, a public limited company with its registered office address at 8th Floor, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW and telephone number +44 7980 878561 (the “ Company ”). In respect of the Company’s ordinary shares of £0.05 each (the “ Ordinary Shares ”), the Company’s International Securities Identification Number (ISIN) is GB00BNVVG77 and its legal entity identifier (LEI) is 2138005Y5QBJQMOOI719. This Document was approved on 14 July 2021 by the Financial Conduct Authority (whose address is at 12 Endeavour Square, London, E20 1JN, United Kingdom and telephone number is 020 7066 1000), as competent authority in the United Kingdom under the UK Prospectus Regulation (the “ FCA ”).
Warnings	This summary should be read as an introduction to this Document. Any decision to invest in the Ordinary Shares should be based on consideration of this Document as a whole. Civil liability attaches only to those persons who have tabled this summary, including any translation thereof, but only if this summary is misleading, inaccurate or inconsistent when read together with the other parts of this Document, or if this summary does not provide, when read together with the other parts of this Document, key information in order to aid investors when considering whether to invest in the Ordinary Shares. Investors could lose all or part of their invested capital by participating in the conditional placing of new shares in the capital of the Company (the “ Placing ”) and the conditional private subscription being carried out by the Company (the “ Subscription ”) (the Placing and Subscription hereinafter together referred to as the “ Fundraising ”).

KEY INFORMATION ON THE ISSUER	
Who is the issuer of the securities?	
Legal and commercial name	The legal and commercial name of the issuer is Spinnaker Acquisitions plc.
Domicile, legal form, legislation and country of incorporation	The Company was incorporated and registered in England and Wales on 23 February 2021 with registered number 13218816 as a private limited company under the Companies Act 2006 (the “ Act ”) with the name Spinnaker Acquisitions Limited. On 12 May 2021, the Company was re-registered as a public limited company under the Act and accordingly changed its name to Spinnaker Acquisitions plc. The principal legislation under which the Company operates and under which the Ordinary Shares have been created is the Act and it is subject to the provisions of The City Code on Takeovers and Mergers. The Company is domiciled in the United Kingdom.
Principal Activities/Current operations and markets	<p>Objectives</p> <p>The Company was formed to undertake one or more acquisitions (which may be in the form of a merger, capital stock exchange, asset acquisition, stock purchase, scheme of arrangement, reorganisation or similar business combination) of a minority or majority interest in a company, business or asset) (“Acquisition”). The Company does not have any specific Acquisition under consideration and does not expect to engage in substantive negotiations with any target company or business until after admission of the Ordinary Shares to the Official List of the FCA (by way of a standard listing under Chapter 14 of the listing rules published by the FCA under section 73A of the Financial Services and Markets Act 2000 as amended from time to time (the “Listing Rules”) and admission of the Ordinary Shares to trading on the London Stock Exchange plc’s main market for listed securities (“Admission”).</p> <p>The Company’s efforts in identifying a prospective target company or project will not be limited to a particular industry or geographic location. However, given the collective experience of the directors of the Company (the “Board” or the “Directors”), the Company will initially focus on opportunities in the sustainability and/or energy transition sectors. To date, the Company’s efforts have been limited to organisational activities, as well as activities related to the Fundraising and Admission.</p> <p>Unless required by applicable law or other regulatory process, no Shareholder approval will be sought by the Company in relation to any proposed Acquisition. However, any Acquisition (and potentially, any subsequent acquisitions or investments made by the Company) will be treated as a reverse takeover for the purposes of Chapter 5 of the Listing Rules where any percentage ratio in the class test (the tests set out in LR10</p>

Annex 1 of the Listing Rules) is 100% or more; or which in substance results in a fundamental change in the business or a change in board or voting control of the Company and the Company will need to seek re-admission of the enlarged group to listing on the Official List of the FCA (the “**Official List**”) and trading on the London Stock Exchange, or to another stock exchange. Subsequent Acquisitions may also be treated as reverse takeovers depending on their size and nature.

Acquisition Strategy

The Company’s strategy will be to acquire an established business or project in the sustainability and/or energy transition sector(s), avoiding large up-front costs and so preserving capital for operational programmes. The Company’s determinations in identifying a prospective target company or acquisition in the sustainability and/or energy transition sector(s) will not be limited to a specific geographical region or stage of development. It is likely that the initial target will be a business domiciled in Europe or another The Organisation for Economic Co-operation and Development market but the business and/or its assets may be in another part of the world. Although the Company will seek to retain flexibility on the nature and jurisdiction of an Acquisition, its basic investment criteria will be:

- **Sectoral Focus:** The Company intends to focus initially on opportunities in the sustainability and/or energy transition sector(s). As the Company intends to apply for the London Stock Exchange’s Green Economy Mark in the future, particular attention will be given to companies that generate over 50% of their total annual revenues from products and services that contribute to the global green economy. The Directors believe that, based upon their collective experience, there are significant opportunities in sustainability and energy transition sectors that will generate value for the holder of Ordinary Shares in the Company from time to time (the “**Shareholders**”). The Directors, together with their advisers, have extensive global networks within these sectors, and associated financial services, from which to solicit and assess opportunities.
- **Profit Pool Potential:** Regardless of their stage of development, potential target businesses or projects must be operating in an industry with a satisfactory profit potential. The Board will use its judgment to assess the potential for high and sustainable margins in relation to costs, for growth, for the opportunity to establish a leadership position and the overall competitive intensity. The Company will seek to avoid businesses where even good competitors earn less than the cost of capital.
- **Value Advantage:** In order to help secure a strong return on its own investment, the Company will focus on opportunities where it can offer a clear value advantage to a potential target business or project. The main sources of value advantage are expected to be the relevant experience and networks of the Directors and the ability to act quickly to complete a transaction and to deploy capital.
- **Leadership and Management:** Regardless of their stage of development, potential target businesses or projects must have a competent management team to participate fully in raising any investment funds required at re-admission and to lead the business following Acquisition. The Directors are prepared to offer such assistance as may be required to the enlarged company following Acquisition but do not seek long-term employment for themselves.
- **Likely Market Appetite:** In consultation with the Company’s stockbrokers and financial advisers, the Board will use its judgment to high-grade businesses and projects that are likely to benefit from favourable market appetite at the time of Acquisition.

Whereas size on its own is not a criterion, the Board will focus its efforts on businesses valued between £5,000,000 and £30,000,000.

The Directors propose to use their collective experience of identifying, originating, structuring and financing transactions to generate value for the Company. The Company has already started to build an inventory of opportunities in the sustainability and/or energy transition sectors from which it hopes to source potential targets. Once the Company has identified a potential target, the Directors propose to conduct initial due diligence and, where they believe further investigation is required, propose to appoint appropriately qualified personnel and professional advisers to assist. The Directors believe they can undertake this process promptly, enabling them to determine quickly

	<p>those opportunities that could be value accretive to Shareholders and to progress to formal due diligence.</p> <p>Following completion of an Acquisition, the Company intends to be involved in the operation of the acquired business. The Company envisions opportunities will be available to it by taking an active role in the management through operational improvements, capacity expansions and funding working capital. Operational management may provide superior insight into a particular sector or operating region allowing value accretive complementary acquisitions to be made.</p> <p>The Directors are prepared to offer such assistance as may be required to the enlarged company following Acquisition but do not seek long-term employment for themselves.</p> <p>The Directors' long term aim is to create shareholder value by investing in project(s) with dependable cashflow and potential upside valuation. The Directors will unlock this value by providing vital finance and expertise thus enabling a company or business in the sustainability and/or energy transition sector(s) to achieve future growth.</p>																																																												
Major shareholders	<p>As at the last practicable date prior to publication of this Document, being 13 July 2021 (the "Last Practicable Date"), the Company is aware of the following persons who are interested and who, immediately following Admission, are expected to be interested, directly or indirectly, in three per cent. or more of the Company's capital or voting rights:</p> <table border="1"> <thead> <tr> <th>Name</th> <th>Number of Ordinary Shares as at date of this Document</th> <th>% of Existing Ordinary Share Capital</th> <th>Number of Ordinary Shares as at Admission</th> <th>% of the Ordinary Share Capital at Admission</th> </tr> </thead> <tbody> <tr> <td>Andrew Morrison*</td> <td>300,020</td> <td>23.08%</td> <td>2,150,020</td> <td>9.72%</td> </tr> <tr> <td>Anthony Harpur**</td> <td>300,020</td> <td>23.08%</td> <td>2,150,020</td> <td>9.72%</td> </tr> <tr> <td>Alan Hume</td> <td>300,020</td> <td>23.08%</td> <td>650,020</td> <td>2.94%</td> </tr> <tr> <td>Robert John Evans</td> <td>100,000</td> <td>7.69%</td> <td>250,000</td> <td>1.13%</td> </tr> <tr> <td>Cassiopeia Services Ltd***</td> <td>100,000</td> <td>7.69%</td> <td>250,000</td> <td>1.13%</td> </tr> <tr> <td>EOTR Solutions Limited****</td> <td>100,000</td> <td>7.69%</td> <td>150,000</td> <td>0.68%</td> </tr> <tr> <td>Welbeck Associates Ltd</td> <td>100,000</td> <td>7.69%</td> <td>150,000</td> <td>0.68%</td> </tr> <tr> <td>Richard Edwards</td> <td>–</td> <td>–</td> <td>1,000,000</td> <td>4.52%</td> </tr> <tr> <td>Adrian Crucefix</td> <td>–</td> <td>–</td> <td>1,000,000</td> <td>4.52%</td> </tr> <tr> <td>Markus Meister</td> <td>–</td> <td>–</td> <td>1,000,000</td> <td>4.52%</td> </tr> <tr> <td>Montrachet Investments S.A.</td> <td>–</td> <td>–</td> <td>1,000,000</td> <td>4.52%</td> </tr> </tbody> </table> <p>* Andrew Morrison (a Director) will hold 1,000,000 Ordinary Shares through his Self-Invested Pension Plan and 1,150,020 Ordinary Shares through JIM Nominees Limited.</p> <p>** Anthony Harpur (a Director) and a connected person of his will hold 2,150,020 Ordinary Shares through JIM Nominees Limited.</p> <p>*** Stefania Barbaglio (an adviser to the Company) is the sole director and shareholder of Cassiopeia Services Ltd.</p> <p>**** David Bott (an adviser to the Company) is the sole director and shareholder of EOTR Solutions Limited.</p> <p>The voting rights of all Shareholders are the same in respect of each Ordinary Share held. The Company has no controlling parties.</p> <p>The Company and the Directors are not aware of any persons, who, as at the Last Practicable Date, directly or indirectly, jointly or severally, exercise or could exercise control over the Company nor are they aware of any arrangements the operation of which may at a subsequent date result in a change in control over the Company.</p>	Name	Number of Ordinary Shares as at date of this Document	% of Existing Ordinary Share Capital	Number of Ordinary Shares as at Admission	% of the Ordinary Share Capital at Admission	Andrew Morrison*	300,020	23.08%	2,150,020	9.72%	Anthony Harpur**	300,020	23.08%	2,150,020	9.72%	Alan Hume	300,020	23.08%	650,020	2.94%	Robert John Evans	100,000	7.69%	250,000	1.13%	Cassiopeia Services Ltd***	100,000	7.69%	250,000	1.13%	EOTR Solutions Limited****	100,000	7.69%	150,000	0.68%	Welbeck Associates Ltd	100,000	7.69%	150,000	0.68%	Richard Edwards	–	–	1,000,000	4.52%	Adrian Crucefix	–	–	1,000,000	4.52%	Markus Meister	–	–	1,000,000	4.52%	Montrachet Investments S.A.	–	–	1,000,000	4.52%
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Key Managing Directors	The directors of the Company are Andrew Morrison (Non-Executive Chairman), Alan Hume (Finance Director) and Anthony Harpur (Non-Executive Director).																																																												
Statutory Auditors	The Company's statutory auditors are PKF Littlejohn LLP, having its registered office at 15 Westferry Circus, Canary Wharf, London, United Kingdom, E14 4HD and being registered under the Statutory Audit Directive, Register of Statutory Auditors number C002139029.																																																												

What is the key financial information regarding the issuer?	
Selected historical key financial information	The Company was incorporated on 23 February 2021 and has not yet commenced business. The tables below set out the historical financial information of the Company for the period from incorporation to 11 May 2021. The selected historical financing information has been presented in accordance with the requirements of the UK version of Commission Delegated Regulation (EU) 2019/979, which is part of UK law by virtue of the European Union (Withdrawal Agreement) Act 2020.

	<p>Summary statement of comprehensive income</p> <p style="text-align: right;">Audited Period ended 11 May 2021 £</p> <p>Revenue 17,030 Operating loss (17,030) Loss for the period and total comprehensive income for the period (17,029) Basic and diluted earnings per Ordinary Share (pence) (1.31)</p> <p>Summary statement of financial position</p> <p style="text-align: right;">Audited Period ended 11 May 2021 £</p> <p>Total assets 47,974 Total equity 47,974</p> <p>Summary statement of cash flows</p> <p style="text-align: right;">Audited Period ended 11 May 2021 £</p> <p>Cash from financing activities 65,003 Cash increase during the period 47,974</p> <p>There has been no significant change in the financial condition or operating results of the Company since 11 May 2021.</p>
Pro forma financial information	Not applicable. No pro forma financial information is included in this Document.
Audit Qualifications	There are no qualifications in the audit opinions on historical financial information.

What are the key risks that are specific to the issuer?	
Key risks specific to the Company or the sustainability and/or energy transition sector(s)	<ol style="list-style-type: none"> 1. The Company is a new entity and has no operating history. At this stage, the Company does not have any specific Acquisition under consideration and does not expect to engage in substantive negotiations with any target company or business until after Admission. 2. The Company is dependent on the Directors to identify potential Acquisitions and to execute the Acquisition. The loss of their services could materially adversely affect the Company's strategy or ability to deliver upon it in a timely manner or at all. 3. The Company may be unable to identify and complete an Acquisition in a timely manner or at all, which could result in Shareholders' losing their investment. 4. The Company will initially focus on, but shall not be expressly limited to, Acquisition opportunities in the sustainability and/or energy transition sector(s). Whilst many jurisdictions have, in recent years, adopted policies and mechanisms that support sustainability and/or energy transition, it is possible that this approach may be modified or changed in the future. This may in turn materially impact the Company's future growth. 5. Sustainability and energy transition assets must be connected to the electricity network. If the connection costs significantly increase, this may have a material adverse effect on the Company's operational results. 6. The sustainability and energy transition sectors are inherently tied to the fluctuation of meteorological conditions. If meteorological conditions at a facility are poorer than forecast, this may result in the generation of lower electricity volumes and lower revenues than anticipated. This may have a material adverse effect on the Company's operational results.

KEY INFORMATION ON THE SECURITIES	
What are the main features of the securities?	
Type, Class and ISIN of the securities	The Company has one class of share, being Ordinary Shares. Applications will be made for the Ordinary Shares issued pursuant to the Fundraising to be admitted to the Official List of the FCA (by way of a standard listing under Chapter 14 of the Listing Rules (“ Standard Listing ”)) and to trading on the London Stock Exchange plc’s main market for listed securities (the “ Main Market ”). The Ordinary Shares will be registered within ISIN GB00BNVVG77, SEDOL code BNVVG7 and TIDM SPAQ.
Currency denomination, par value number and term of the securities	The Ordinary Shares are denominated into UK pounds sterling and the price for the Ordinary Shares to be issued and allotted pursuant to the Fundraising (the “ Fundraising Shares ”) is payable in sterling. The nominal value of the Ordinary Shares is £0.05. As at the Last Practicable Date, the aggregate nominal share capital of the Company is £65,003 divided into 1,300,060 Ordinary Shares, such shares being fully paid up. The term of the securities is perpetual.
Rights attaching to the securities	On a show of hands every member who being an individual is present in person or by proxy or, being a corporation is present by a duly authorised representative, has one vote, and on a poll every member has one vote for every share of which he is the holder. Subject to the provisions of the Act and to any special rights attaching to any shares, the Shareholders are to distribute amongst themselves the profits of the Company according to their respective rights and priorities, provided that no dividend will be declared in excess of the amount recommended by the Directors. Interim dividends may be paid if profits are available for distribution and if the Board so resolves. Any dividend unclaimed after a period of 12 years from the date of its declaration will be forfeited and will revert to the Company. On a winding-up of the Company, the balance of the assets available for distribution may, subject to a special resolution and any sanction required by the Act or the Insolvency Act 1986, be divided amongst the members. The Ordinary Shares are not redeemable. The provisions of section 561(1) of the Act (to the extent not dis-applied pursuant to sections 570-571 of the Act) confer on shareholders certain rights of pre-emption in respect of the allotment of equity securities (as defined in section 560 of the Act) which are, or are to be, paid up in cash.
Restrictions on free transferability	Subject to the provisions of the Articles below, the Ordinary Shares are freely transferrable and there are no restrictions on transfers. Each Shareholder may transfer all or any of their Ordinary Shares held in certificated form by means of an instrument of transfer (in such a form approved by the Directors). The Directors may refuse to register a transfer of Ordinary Shares which is in certificated form, unless the instrument of transfer (i) is in respect of a fully paid share and a share on which the Company does not have a lien; (ii) is in respect of only one class of share; (iii) is in favour of not more than four joint transferees; (iv) is duly stamped (if required); and (v) is lodged at the Company’s registered office or such other place as the board may decide accompanied by the certificate for the shares to which it relates (except in the case of a transfer by a recognised person to whom no certificate was issued) and such evidence to prove the title of the transferor to the shares and the due execution by them of the transfer. Shareholders may transfer all or any of their Ordinary Shares which are in uncertificated form by means of a ‘relevant system’ (i.e. the CREST System) in such manner provided for, and subject as provided in The Uncertificated Securities Regulations 2001 (SI 2001 No. 3755) (the “ CREST Regulations ”). The Board may refuse to register a transfer of an uncertificated share in any circumstances permitted by the CREST Regulations.
Dividend Policy	The Directors’ current intention is to retain any earnings for use in the Company’s operations and the Directors do not anticipate declaring any dividends in the foreseeable future. The Company will only pay dividends at such times (if any) and in such amounts (if any) as the Board determines appropriate and to the extent that to do so is in accordance with all applicable laws.
Is there a guarantee attached to the securities?	
Guarantee	Not Applicable. There is no guarantee attached to the securities.

Where will the securities be traded?	
Where will the securities be traded	Application will be made for the Ordinary Shares issued pursuant to the Fundraising to be admitted to trading on the Main Market of the London Stock Exchange.

What are the key risks that are specific to the securities?	
What are the key risks that are specific to the securities	<ol style="list-style-type: none"> 1. The Company will issue a substantial number of shares to complete an Acquisition that will lead to the dilution of the interests of current shareholders and persons investing under this Document. 2. The market price of the Ordinary Shares, including the Fundraising Shares, could be subject to significant fluctuations.

KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND THE ADMISSION TO TRADING

Under which conditions and timetable can I invest in this security?

Terms and Conditions of the Offer	<p>This Document does not constitute an offer or an invitation to any person to subscribe for or purchase any shares in the Company. The new Ordinary Shares are not being offered to the public. Subject to and conditional upon Admission occurring by 8.00 a.m. on 31 August 2021 (the “Admission Condition”), the Company will raise gross proceeds of £2,081,000 from the issue and allotment of 20,810,000 Fundraising Shares at the issue price of £0.10 each (the “Fundraising Price”).</p> <p>The investors participating in the Fundraising (the “Investors”) have irrevocably agreed to subscribe for the Fundraising Shares subject to and conditional upon the Admission Condition. Investors will receive one warrant for every two Fundraising Shares subscribed for. In the event that the Admission Condition is not satisfied or waived (where capable of waiver), the Fundraising will be revoked and will not proceed. In such circumstances, application monies will be returned without payment of interest, as soon as practicable thereafter, to the Investors. The Fundraising Shares issued pursuant to the Fundraising shall rank pari passu with all Ordinary Shares in issue at the date of this Document (the “Existing Shares”).</p>								
Expected Timetable	<p>Expected Timetable</p> <table border="0"> <tr> <td>Publication of this document</td> <td>14 July 2021</td> </tr> <tr> <td>Admission and commencement of unconditional dealings in Ordinary Shares</td> <td>28 July 2021</td> </tr> <tr> <td>Crediting of Ordinary Shares to CREST Accounts</td> <td>28 July 2021</td> </tr> <tr> <td>Ordinary Share Certificates dispatched</td> <td>within 10 days of Admission</td> </tr> </table>	Publication of this document	14 July 2021	Admission and commencement of unconditional dealings in Ordinary Shares	28 July 2021	Crediting of Ordinary Shares to CREST Accounts	28 July 2021	Ordinary Share Certificates dispatched	within 10 days of Admission
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Crediting of Ordinary Shares to CREST Accounts	28 July 2021								
Ordinary Share Certificates dispatched	within 10 days of Admission								
Costs and Expenses	The total costs (including fees and commissions) (inclusive of VAT) payable by the Company in connection with the Fundraising and Admission are estimated to amount to approximately £180,000. No expenses will be charged by the Company to the Investors in connection with the Fundraising.								
Dilution	The issue of the Fundraising Shares will result in the Existing Shares being diluted so as to constitute approximately 5.88 per cent. of the share capital of the Company on Admission (comprising the Existing Shares and the Fundraising Shares) (the “ Enlarged Share Capital ”).								

Why is this prospectus being produced?

Reasons for Fundraising and estimated proceeds	<p>The Company has been formed for the purpose of undertaking one or more Acquisitions. The Company does not have any specific acquisition target under consideration and does not expect to engage in substantive negotiations with any target company or business until after Admission.</p> <p>Following completion of an Acquisition, the objective of the Company will be to operate the acquired business and implement an operating strategy with a view to generating value for its Shareholders through operational improvements as well as potentially through additional complementary acquisitions following the Acquisition. Following an Acquisition, the Company intends to seek re-admission of the enlarged group to listing on the Official List and trading on the London Stock Exchange or admission to another stock exchange.</p> <p>The Directors believe that Admission shall have a number of benefits for the Company and its Shareholders, including without limitation, a listed company’s public profile</p>
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	<p>thereby promoting the Company and its strategy, the possibility to create a broad investor base, the potential liquidity offered by a Standard Listing, access to institutional and other investors not only on Admission but in the secondary market, and the ability to issue listed equity as consideration for Acquisitions.</p> <p>The Company intends to apply the Net Proceeds (being the funds received on closing of the Fundraising less any expenses paid or payable in connection with Admission, the Fundraising and the incorporation (and initial capitalisation) of the Company) of approximately £1,901,000 from the Fundraising to (i) fund on-going costs and expenses of maintaining a listing; and (ii) the costs and expenses to be incurred in connection with seeking to identify and effect an Acquisition. The costs and expenses of any Acquisition will likely comprise legal, financial and tax due diligence in relation to the target company or business, however, the Company would only reach this stage after the Directors have carried out an initial commercial review of the target and the Company has entered into a non-disclosure agreement and/or heads of terms. The Board will focus its efforts on businesses valued between £5,000,000 and £30,000,000.</p>
Underwriting	<p>The Fundraising is not underwritten but each Investor participating in the Fundraising has provided a legally binding commitment to irrevocably subscribe for Fundraising Shares subject to and conditional upon Admission occurring by 31 August 2021.</p>
Material Interests	<p>None of the Directors currently have any potential conflict of interests that are material to the Company or the Fundraising, as at the Last Practicable Date. However, none of the Directors are employed by the Company on a full-time basis and the Directors have interests in other companies, which are in some cases of a similar nature to the Company. As such, conflicts may arise in the future as a Director may allocate a portion of their time to other businesses leading to the potential for conflicts of interest in their determination as to how much time to devote to the Company's affairs. There may also be conflicts of interest as a result of fiduciary obligations owed to both companies. The Directors may become aware of business opportunities and experience conflicts when deciding which of the companies they are interested in to present the opportunity to, which may be to the detriment of the Company.</p>

RISK FACTORS

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

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

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

RISKS RELATING TO THE COMPANY'S OPERATING HISTORY

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

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

Unless required by applicable law or other regulatory process, no Shareholder approval will be sought by the Company in relation to an Acquisition. Investors will therefore be relying on the Company's ability to identify potential targets, evaluate their merits, conduct or monitor due diligence and conduct negotiations.

Although the Company will seek to evaluate the risks relating to a potential target company or business (including the industries and geographic regions in which it operates), the Company cannot guarantee that it will be able to identify or properly assess all of the significant risks. Furthermore, no assurance may be made that an investment in Ordinary Shares will ultimately prove to be more favourable to Investors than a direct investment, if such opportunity were available, in such target company or business. In addition, the Company may consider an Acquisition target which is not yet, or which may not become, profitable following any Acquisition.

RISKS RELATING TO THE COMPANY'S BUSINESS STRATEGY

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

The success of the Company's business strategy is dependent on its ability to identify sufficient suitable Acquisition opportunities. The Company cannot estimate how long it will take to identify suitable Acquisition opportunities or whether it will be able to identify any suitable Acquisition opportunities at all within two years after the date of Admission. If the Company fails to complete a proposed Acquisition (for example, because it has been outbid by a competitor) it may be left with substantial unrecovered

transaction costs, including fees, legal costs, accounting costs, due diligence or other expenses, potentially preventing it from pursuing further opportunities. Furthermore, even if an agreement is reached relating to a proposed Acquisition, the Company may fail to complete such Acquisition for reasons beyond its control. Any such event will result in a loss to the Company of the related costs incurred, which could materially adversely affect subsequent attempts to identify and acquire another target business.

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

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

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

Although a number of potential Acquisition opportunities have been identified, currently, there are no plans, arrangements or understandings with any prospective target company or business regarding an acquisition and the Company cannot currently predict the amount of additional capital that may be required, once an acquisition has been made. If the target is not sufficiently cash generative, further funds may need to be raised.

Although the Company intends to finance acquisitions primarily through the issue of Ordinary Shares in the Company, if, following an Acquisition, the Company's cash reserves are insufficient; the Company may be required to seek additional equity financing. The Company may not receive sufficient support from its existing Shareholders to raise additional equity, and new equity investors may be unwilling to invest on terms that are favourable to the Company, or at all. The Company may also need to consider pursuing debt financing as a means to obtain additional financing but the lenders may be unwilling to provide debt financing to the Company on attractive terms, or at all. To the extent that additional equity or debt financing is necessary to complete an Acquisition and remains unavailable or only available on terms that are unacceptable to the Company, the Company may be compelled either to restructure or abandon an Acquisition, or proceed with an Acquisition on less favourable terms, which may reduce the Company's return on the investment.

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

The Company may face significant competition for Acquisition opportunities

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

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

The Company intends to conduct such due diligence as it deems reasonably practicable and appropriate based on the facts and circumstances applicable to any potential Acquisition. The objective of the due diligence process will be to identify material issues which might affect the decision to proceed with any one particular acquisition target or the consideration payable for an Acquisition. The Company also intends to use information revealed during the due diligence process to formulate its business and operational planning for, and its valuation of, any target company or business. Whilst conducting due diligence and assessing a potential Acquisition, the Company will rely on publicly available information, any information provided by the relevant target company to the extent such company is willing or able to provide such information and, in some circumstances, third party investigations.

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

The Company may be subject to foreign investment and exchange risks

The Company's functional and presentational currency is GBP. As a result, the Company's consolidated financial statements will carry the Company's assets in GBP. Any business the Company acquires may denominate its financial information in a currency other than GBP and conduct operations or make sales in currencies other than GBP. The Company will explore Acquisition opportunities in geographic regions outside of the UK and, therefore, it is anticipated that the currency used by an acquired company or business will be in the form of another currency and it will be necessary to translate those results into GBP.

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

If the Company acquires less than the entire equity interest in a target company or business, its decision-making ability and/or authority to implement the Company's strategy, even if it holds a controlling interest, may be limited in the event of dispute with any third party minority shareholders

The Company may consider acquiring an ownership interest constituting less than the whole voting control or less than the entire equity interest of that target company or business if such an opportunity is attractive or where the Company would acquire sufficient influence to implement its strategy. In such circumstances, the remaining ownership interest will be held by third parties. Accordingly, the Company's decision-making authority may be limited. Such an Acquisition may also involve the risk that such third parties may become insolvent or unable or unwilling to fund additional investments in the

target. Such third parties may also have interests which are inconsistent or conflict with the Company's interests, or may obstruct the Company's strategy for the target or propose an alternative strategy. Any third party's interests may be contrary to the Company's interests. In addition, disputes among the Company and any such third parties could result in litigation or arbitration. Any of these events could impair the Company's objectives and strategy, which could have a material adverse effect on the continued development or growth of an acquired company or business and, therefore, the Company's financial condition and results of operations.

RISKS ASSOCIATED WITH THE SUSTAINABILITY AND ENERGY TRANSITION SECTORS

Changes to sustainability and/or energy transition regulations could have a material adverse effect on the future operations of the Company

The development of energy transition sources largely relies on the national and international regulatory and financial support of such development. Many jurisdictions have, in recent years, adopted policies and support mechanisms actively supporting sustainability and/or energy transition. It is possible that this approach could be modified or changed in future, perhaps as a result of a change in government or a change in government policy. This could have a material adverse effect on the continued development or growth of an acquired company or business and, therefore, the Company's financial condition and results of operations.

Sustainability and/or energy transition assets may also incur increased costs or losses as a result of changes in laws or regulations, such as changes in grid (distribution or transmission) codes or rules. New laws or regulations may require the acquired company or business to purchase new equipment for their generating facilities or result in changes to, or a cessation of, current operations. Such costs or losses could have a material adverse effect on the continued development or growth of the acquired company or business and, therefore, the Company's financial condition and results of operations.

Sustainability and/or energy transition assets must be connected to the electricity network. There is no guarantee that any acquired company or business of the Company will be able to remain connected to the electricity network

In order to export electricity, sustainability and/or energy transition assets must be, and remain, connected to the electricity network. At the very least, a generating facility must have in place the necessary connection agreements and comply with their terms in order to avoid potential disconnection or de-energisation of the relevant connection point. If the relevant connection point is disconnected or de-energised, the facility will not be able to export electricity to the grid. Any dis-connection or de-energisation under or non-compliance with the relevant connection agreement may lead to a breach of any relevant power purchase agreement ("PPA"). This may give the relevant off-taker the right to terminate the PPA. This may result in the facility being unable to sell its electricity. This could have a material adverse effect on the continued development or growth of the acquired company or business and, therefore, the Company's financial condition and results of operations.

Constraints or conditions may be imposed on a generating facility's connection to the grid and the export of electricity to the grid at a certain time. An inherent risk to the connection of any electricity network is the limited recourse a generator has to the network operator if the generating facility is constrained or disconnected due to a system event on the local distribution or wider transmission system. The system operator can require generators (or the electricity suppliers registered as being responsible for their metering systems, or distribution system operators) to curtail their output or disconnect altogether. Such an event could have a material impact on the revenue from the relevant facility and, therefore, the Company's financial condition and results of operations.

The costs of being connected to the electricity network may significantly increase

Due to recent focus on sustainability and energy transition in recent years, this has resulted in a notable increase in projects in these sectors, which has, in turn, inevitably led to higher demand for grid capacity. This has caused concerns of "grid congestion", where offers of capacity carry significant costs and delays associated with major grid reinforcement. A lack of access to the grid or increased connection charges as a result of higher demand could have a material impact on the revenue from the relevant facility and, therefore, the Company's financial condition and results of operations.

Changes in the electricity transmission and distribution regime could have a material adverse effect on the future operations of the Company

Charges relating to the connection to and use of electricity transmission and distribution networks and relating to the balancing of the electricity supply and demand form (whether directly or indirectly through PPAs) part of the operating costs of an electricity generator. The calculation of these costs can be complex and comprise several different elements. The costs can also vary depending on the system in place in the country the facility is located. Any errors in calculating the expected charges or changes in how the charges are calculated could materially affect the valuations of the relevant facilities. If the correct valuation of the facility is substantially less than initially thought, this could have a material adverse effect on the Company's financial condition.

Sustainability and energy transition assets have exposure to volume risk

The revenues derived from sustainability and/or energy transition assets are reliant, in part, on the volume of energy generated and therefore have exposure to volume risk. In particular, the revenue from a wind farm or a solar photovoltaic plant is dependent on the meteorological conditions at its location. The meteorological conditions at any location can vary depending on the season and time and result in fluctuations in the levels of wind and sunlight. Unfavourable weather conditions in different geographies may occur due to local and global climate change. Increased extreme weather conditions could also negatively affect the output of a facility. Facilities may also be affected by man-made or natural obstructions in its vicinity, such as other wind farms, forestry, dams or nearby buildings. Unforeseen changes in meteorological conditions may have material adverse effect on the continued development or growth of an acquired company or business and, therefore, the Company's financial condition and results of operations.

Meteorological conditions of an acquired company or business may be poorer than predicted by the Company

The forecast of wind and solar conditions at any wind farm or solar photovoltaic plant may not be accurate. Forecasting of meteorological conditions may be inaccurate due to measurement errors, the reliability of the forecasting model or errors in assumptions applied to the forecasting model. Forecasters also look at long-term data and there may be short-term fluctuations from such data. Climate changes, for example, may result in less or limited sunshine, reduced wind and/or less precipitation. If meteorological conditions at a facility are poorer than forecast, this may result in the generation of lower electricity volumes and lower revenues than anticipated by the Company. This may have material adverse effect on the continued development or growth of an acquired company or business and, therefore, the Company's financial condition and results of operations.

RISKS RELATING TO THE PERSONNEL

The Company's relationship with the Directors

The Company is dependent on the Directors to identify potential acquisition opportunities and to execute Acquisitions and the loss of the services of the Directors could materially adversely affect it.

None of the Directors currently have any potential conflict of interests that are material to the Company or the Fundraising, as at the Last Practicable Date. However, none of the Directors are employed by the Company on a full-time basis and the Directors have interests in other companies, which are in some cases of a similar nature to the Company. As such, conflicts may arise in the future as a Director may allocate a portion of their time to other businesses leading to the potential for conflicts of interest in their determination as to how much time to devote to the Company's affairs. There may also be conflicts of interest as a result of fiduciary obligations owed to both companies. The Directors may become aware of business opportunities and experience conflicts when deciding which of the companies they are interested in to present the opportunity to, which may be to the detriment of the Company.

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

Following completion of an Acquisition, the Company will evaluate the personnel of the acquired business and may determine that it requires increased support to operate and manage the acquired business in accordance with the Company's overall business strategy. There can be no assurance that

existing personnel of the acquired business will be adequate or qualified to carry out the Company's strategy, or that the Company will be able to hire or retain experienced, qualified employees to carry out the Company's strategy.

RISKS RELATING TO THE COMPANY'S LISTING AND ORDINARY SHARES

If an Acquisition is wholly or partly financed with additional equity, Shareholders will experience a dilution of their percentage ownership of the Company.

Although the Company will receive the Net Proceeds, the Directors anticipate that the Company may issue a substantial number of additional Ordinary Shares to complete one or more Acquisitions. The Company may issue shares to complete an Acquisition, which may dilute the interests of Shareholders.

Any issue of Ordinary Shares may:

- significantly dilute the value of the Ordinary Shares held by existing Shareholders;
- cause a change of control ("**Change of Control**") if a substantial number of Ordinary Shares are issued, which may, inter alia:
 - result in the resignation or removal of one or more of the Directors; and
 - in certain circumstances, have the effect of delaying or preventing a Change of Control; or
- adversely affect the market prices of the Company's Ordinary Shares.

Where a target company has an existing large shareholder, an issue of Ordinary Shares as consideration may result in such shareholder subsequently holding a significant or majority stake in the Company, which may, in turn, enable it to exert significant influence over the Company (to a greater or lesser extent depending on the size of its holding) and could lead to a Change of Control.

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

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

A Standard Listing will afford investors in the Company a lower level of regulatory protection afforded to investors in a company with a Premium Listing, which is subject to additional obligations under the Listing Rules. A Standard Listing will not permit the Company to gain a FTSE indexation, which may have an adverse effect on the valuation of the Ordinary Shares.

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

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

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

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

Chapter 5 of the Listing Rules provide that the FCA will generally seek to cancel the listing of a listed company's securities when it completes a reverse takeover. In such circumstances, the Company may seek the re-admission to listing either simultaneously with completion of an Acquisition or as soon thereafter as is possible but there is no guarantee that such re-admission would be granted by the FCA. Unless required by applicable law or other regulatory process, no Shareholder approval will be sought by the Company.

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

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

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

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

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

The issuance of further Ordinary Shares in connection with any share incentive, warrants or share option plan or otherwise may dilute non-participating Shareholders

Following Admission, the Company will have in place a number of warrants and options to subscribe for shares in the capital of the Company. Following Admission, 10,905,000 warrants over Ordinary Shares will have been issued. In addition, the Company may issue further warrants, share options or share incentives to employees, consultants or investors. The issue of Ordinary Shares pursuant to these rights would result in the issue of additional equity. As a result, existing Shareholders may suffer dilution in their percentage ownership and/or the price of the Ordinary Shares may be adversely effected.

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

To the extent the Company intends to pay dividends on the Ordinary Shares, it will pay such dividends following (but not before) an Acquisition, at such times (if any) and in such amounts (if any) as the Board determines appropriate and in accordance with applicable law, but expects to be principally reliant upon dividends received on shares held by it in any operating subsidiaries in order to do so. Payments of

such dividends will be dependent on the availability of any dividends or other distributions from such subsidiaries. The Company can therefore give no assurance that it will be able to pay dividends going forward or as to the amount of such dividends, if any.

RISKS RELATING TO TAXATION

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

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

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

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

CONSEQUENCES OF A STANDARD LISTING

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

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

- Chapter 8 of the Listing Rules regarding the appointment of a sponsor to guide the Company in understanding and meeting its responsibilities under the Listing Rules in connection with certain matters. The Company has not and does not intend to appoint such a sponsor in connection with the Placing and Admission;
- Chapter 9 of the Listing Rules relating to continuing obligation. It should be noted that the Company is not subject to restrictions relating to further issues of shares, issuing shares at a discount in excess of ten (10) per cent. of market value, notifications and contents of financial information;
- Chapter 10 of the Listing Rules relating to significant transactions. It should be noted therefore that Acquisitions will not require Shareholder consent, even if Shares are being issued as consideration for the Acquisition;
- Chapter 11 of the Listing Rules regarding related party transactions. Nevertheless, pursuant to LR 14.3.25R the Company is obliged to comply with DTR 7.3 (related party transactions) which requires the Company to establish procedures to establish and maintain adequate procedures, systems and controls to enable it to assess whether a transaction or arrangement with a related party is in the ordinary course of business and has been concluded on normal market terms. There is also an announcement obligation for related party transactions of a material size as more fully described in LR 14.3.25;
- Chapter 12 of the Listing Rules regarding purchases by the Company of its Shares. In particular, the Company has not adopted a policy consistent with the provisions of Listing Rules 12.4.1 and 12.4.2; and
- Chapter 13 of the Listing Rules regarding the form and content of circulars to be sent to Shareholders.

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

IMPORTANT INFORMATION

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

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

The section headed "Summary" should be read as an introduction to this Document. Any decision to invest in the Ordinary Shares should be based on consideration of this Document as a whole by the Investor. In particular, Investors must read the section headed "*What are the key risks that are specific to the issuer*" of the Summary together with the risks set out in the section headed "*Risk Factors*" beginning on page 11 of this Document.

This Document is being furnished by the Company in connection with an offering exempt from registration under the Securities Act solely to enable prospective Investors to consider the purchase of the Fundraising Shares. Any reproduction or distribution of this Document, in whole or in part, and any disclosure of its contents or use of any information herein for any purpose other than considering an investment in the Fundraising Shares offered hereby is prohibited. Each offeree of Fundraising Shares, by accepting delivery of this Document, agrees to the foregoing.

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

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

Data protection

The Company may delegate certain administrative functions in relation to the Company to third parties and will require such third parties to comply with data protection and regulatory requirements of any jurisdiction in which data processing occurs. Such information will be held and processed by the Company (or any third party, functionary or agent appointed by the Company) for the following purposes:

- (a) verifying the identity of the prospective Investor to comply with statutory and regulatory requirements in relation to anti-money laundering procedures;
- (b) carrying out the business of the Company and the administering of interests in the Company;
- (c) meeting the legal, regulatory, reporting and/or financial obligations of the Company in the United Kingdom or elsewhere; and
- (d) disclosing personal data to other functionaries of, or advisers to, the Company to operate and/or administer the Company.

Where appropriate it may be necessary for the Company (or any third party, functionary or agent appointed by the Company) to:

- (a) disclose personal data to third party service providers, agents or functionaries appointed by the Company to provide services to prospective Investors; and
- (b) transfer personal data outside of the EEA to countries or territories which do not offer the same level of protection for the rights and freedoms of prospective Investors as the United Kingdom.

If the Company (or any third party, functionary or agent appointed by the Company) discloses personal data to such a third party, agent or functionary and/or makes such a transfer of personal data it will use reasonable endeavours to ensure that any third party, agent or functionary to whom the relevant personal data is disclosed or transferred is contractually bound to provide an adequate level of protection in respect of such personal data.

In providing such personal data, Investors will be deemed to have agreed to the processing of such personal data in the manner described above. Prospective Investors are responsible for informing any third-party individual to whom the personal data relates of the disclosure and use of such data in accordance with these provisions.

Selling and transfer restrictions

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

Investment considerations

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

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

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

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

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

Forward-looking statements

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

Prospective Investors should carefully review the "Risk Factors" section of this Document for a discussion of additional factors that could cause the Company's actual results to differ materially, before making an investment decision. **For the avoidance of doubt, nothing in this paragraph constitutes a qualification of the working capital statement contained in paragraph 13 of "Part VI — Additional Information".**

Subject to any obligations under the Listing Rules, the Disclosure Guidance and Transparency Rules and the Prospectus Regulation Rules, the Company undertakes no obligation publicly to update or review any forward-looking statement, whether as a result of new information, future developments or otherwise.

Market data

Where information contained in this Document has been sourced from a third party, the Company and the Directors confirm that such information has been accurately reproduced and, so far as they are aware and have been able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Currency presentation

Unless otherwise indicated, all references to "\$", "USD" or "US dollars" are to the lawful currency of the US, all references in this Document to "£", "GBP" or "Pounds Sterling" are to the lawful currency of the UK all references to "€", "EUR" or "euro" are to the lawful currency of the Eurozone countries.

No incorporation of website

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

Definitions

A list of defined terms used in this Document is set out in "Part VIII — Definitions".

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this Document	14 July 2021
Admission and commencement of dealings in Shares	8.00 a.m. on 28 July 2021
CREST members' accounts credited in (where applicable)	8.00 a.m. on 28 July 2021
Despatch of definitive share certificates for Shares (where applicable)	by no later than 10 days from Admission

All references to time in this Document are to London, UK time unless otherwise stated and each of the times and dates are indicative only and may be subject to change.

ADMISSION STATISTICS

Total number of Existing Shares	1,300,060
Total number of Fundraising Shares	20,810,000
Total number of Ordinary Shares in issue following the Fundraising and Admission	22,110,060
Percentage of Enlarged Share Capital represented by Fundraising Shares	94.12%
Total number of Options in issue on Admission	2,211,006
Total number of Investors Warrants in issue on Admission	10,405,000
Total number of Broker Warrants in issue on Admission	500,000
Fundraising Price per New Share	£0.10
Estimated Net Proceeds receivable by the Company	£1,901,000
Estimated transaction costs	£180,000
Expected market capitalisation of the Company at the Fundraising Price	£2,211,006

DEALING CODES

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

ISIN	GB00BNVVG77
SEDOL	BNVVG7
TIDM	SPAQ
LEI	2138005Y5QBJQMOOI719

DIRECTORS, AGENTS AND ADVISERS

Directors	Andrew (“ Andy ”) John Gowdy Morrison (<i>Non-Executive Chairman</i>) Alan Douglas Hume (<i>Finance Director</i>) Anthony (“ Tony ”) James Harpur (<i>Non-Executive Director</i>)
Registered Office	8th Floor The Broadgate Tower 20 Primrose Street London EC2A 2EW
Company Secretary	Emily Rawlins 8th Floor The Broadgate Tower 20 Primrose Street London EC2A 2EW
Company Website	www.spaq.co.uk
Broker	SI Capital Ltd 19 Berkeley Street London W1J 8ED
Reporting Accountants and Auditor to the Company	PKF Littlejohn LLP 15 Westferry Circus Canary Wharf London E14 4HD
Solicitors to the Company as to Admission	Hill Dickinson LLP 8th Floor The Broadgate Tower 20 Primrose Street London EC2A 2EW
Registrars	Neville Registrars Limited Neville House, Steelpark Road Halesowen West Midlands United Kingdom B62 8HD

PART I

INFORMATION ON THE COMPANY, INVESTMENT OPPORTUNITY AND STRATEGY

1. Introduction

The Company was incorporated on 23 February 2021 in accordance with the laws of England and Wales as a private limited company. The Company was re-registered as a public limited company on 12 May 2021.

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

2. Company Strategy

Objectives

The Company was formed to acquire one or more target companies or businesses in the sustainability and/or energy transition sectors. The resulting investment may be in a company, partnership, special purpose vehicle or joint venture. The Company will focus on those opportunities that would provide the Company with a control interest and whose potential value, over the long term, is greater than the price and costs expended by the Company to acquire them.

The Company's efforts in identifying opportunities will not be limited to a particular industry or geographic location. However, given the collective experience of the Directors, the Company will initially focus on opportunities in the sustainability and/or energy transition sectors.

Unless required by applicable law or other regulatory process, no Shareholder approval will be sought by the Company in relation to any such acquisition of a target company or business. However, any Acquisition (and potentially, any subsequent acquisitions or investments made by the Company) will be treated as a reverse takeover for the purposes of Chapter 5 of the Listing Rules where any percentage ration in the Class Test is 100% or more; or which in substance results in a fundamental change in the business or a change in board or voting control of the Company and the Company will need to seek re-admission of the enlarged group to listing on the Official List and trading on the London Stock Exchange or to another stock exchange. Subsequent Acquisitions may also be treated as reverse takeovers depending on their size and nature.

The Company does not have any specific Acquisition target under consideration and does not expect to engage in substantive negotiations with any target company or business until after Admission. To date, the Company's efforts have been limited to organisational activities, as well as activities related to the Fundraising and Admission.

Potential Acquisitions

The Board believes that the Company will be attractive to a number of potential targets in the sustainability and/or energy transition sectors as it will be a clean cash shell. With the experience of its Directors and advisory team, it is able to offer the possibility of a faster and more certain listing process compared to a target undertaking its own efforts.

The main competition for the Company is likely to arise from potential targets undertaking their own admission process. The Board however believes that there are several situations that will give rise to opportunities to the Company, including:

- **Overseas managed business** – good businesses led and managed overseas may not have the expertise, relevant connections or prior experience to be able to conduct their own admission process on a cost-effective basis or at all. The injection of established UK director experience could materially assist in achieving a UK listing;

- **Family managed business** – good businesses led and managed by owners who wish to create liquidity for expansion and/or progressive withdrawal from the business may offer good opportunities. These businesses may require fresh capital to invest and meet increasing technology challenges and/or to expand into new product or geographic markets. Owners may lack experience of capital markets and/or may wish to have support to reduce distraction from other business priorities;
- **Corporate Spin-out or Management Buy-out** – good businesses within major corporates can become orphaned or non-core as a by-product of larger transactions or simply as a result of changes of focus by the parent company. The parent company may not wish to have the workload or publicity associated with an independent flotation of a non-core business;
- **Company or project needing urgent seed capital** – a project that has identified substantive assets and has a strong and committed management team who need to move quickly to secure the assets and create a corporate entity around them. The capital raised by the Company could form a material contribution to the creation of value through its acquisition of the project. This could be a faster and more certain outcome for the target than undertaking its own efforts.

Acquisition Strategy

The Company's strategy will be to acquire an established business or project in the sustainability and/or energy transition sector(s), avoiding large up-front costs and so preserving capital for operational programmes. The Company's determinations in identifying a prospective target company or acquisition in the sustainability and/or energy transition sector(s) will not be limited to a specific geographical region or stage of development. It is likely that the initial target will be a business domiciled in Europe or another The Organisation for Economic Co-operation and Development market but the business and/or its assets may be in another part of the world. Although the Company will seek to retain flexibility on the nature and jurisdiction of an Acquisition, its basic investment criteria will be:

- **Sectoral Focus:** The Company intends to focus initially on opportunities in the sustainability and/or energy transition sector(s). As the Company intends to apply for the London Stock Exchange's Green Economy Mark in the future, particular attention will be given to companies that generate over 50% of their total annual revenues from products and services that contribute to the global green economy. The Directors believe that, based upon their collective experience, there are significant opportunities in the sustainability and energy transition sectors that will generate value for Shareholders. The Directors, together with their advisers, have extensive global networks within the sector, and associated financial services, from which to solicit and assess opportunities.
- **Profit Pool Potential:** Regardless of their stage of development, potential target businesses or projects must be operating in an industry with a satisfactory profit potential. The Board will use its judgment to assess the potential for high and sustainable margins in relation to costs, for growth, for the opportunity to establish a leadership position and the overall competitive intensity. The Company will seek to avoid businesses where even good competitors earn less than the cost of capital.
- **Value Advantage:** In order to help secure a strong return on its own investment, the Company will focus on opportunities where it can offer a clear value advantage to a potential target business or project. The main sources of value advantage are expected to be the relevant experience and networks of the Directors and the ability to act quickly to complete a transaction and to deploy capital.
- **Leadership and Management:** Regardless of their stage of development, potential target businesses or projects must have a competent management team to participate fully in raising any investment funds required at re-admission and to lead the business following Acquisition. The Directors are prepared to offer such assistance as may be required to the enlarged company following Acquisition but do not seek long-term employment for themselves.
- **Likely Market Appetite:** In consultation with the Company's stockbrokers and financial advisers, the Board will use its judgment to high-grade businesses and projects that are likely to benefit from favourable market appetite at the time of Acquisition.

Whereas size on its own is not a criterion, the Board will focus its efforts on businesses valued between £5,000,000 and £30,000,000.

The Directors propose to use their collective experience of identifying, originating, structuring and financing transactions to generate value for the Company.

Assessment of Potential Targets

The Company has already started to build an inventory of opportunities in the sustainability and energy transition sectors from which it hopes to source potential targets. Once the Company has identified a potential target, the Directors propose to conduct initial due diligence and, where they believe further investigation is required, propose to appoint appropriately qualified personnel and professional advisers to assist. The Directors believe they can undertake this process promptly, enabling them to determine quickly those opportunities that could be value accretive to shareholders and to progress to formal due diligence.

The Company has not engaged or retained any agent or other representative to identify or locate any suitable Acquisition candidate, to conduct any research or take any measures, directly or indirectly, to locate or contact a target company or business.

The Company does not intend to engage in substantive negotiations with any target company or business until after Admission. If, after Admission, one or more potential targets are deemed of sufficient interest, the Board will then enter discussions pursuant to agreeing the terms of a possible transaction. Prior to entering into an Acquisition, the Board will conduct due diligence of its own and also in connection with the preparation of documentation for the readmission of the Company in connection with a required Reverse Takeover.

The Company aims to minimise the cash cost of assessing potential opportunities prior to a formal due diligence process. The Company expects that any funds not used for the Acquisition will be used for internal or external growth and expansion, and working capital in relation to the acquired company or business. Furthermore, it is anticipated that the Acquisition is likely to be near to generating revenue and or profit, which will provide cash flow for future acquisitions.

Following completion of the Acquisition, the objective of the Company is to be involved in the operation of the acquired business. The Company envisions opportunities will be available to it by taking an active role in the management through operational improvements, capacity expansions and funding working capital. Operational management may provide superior insight into a particular sector or operating region allowing value accretive complementary acquisitions to be made.

The Directors' long term aim is to create a portfolio of projects where the Directors believe that there are large potential upside in value by providing vital finance and expertise enabling a company or business in the sustainability and/or energy transition sector(s) to achieve future growth.

3. Significant Trends

The Company has not yet commenced business. There are therefore no known trends affecting the Company.

4. Capital Resources and Returns Management

The Company will raise gross proceeds of £2,081,000 from the Fundraising. No expenses of the Fundraising will be charged to the Investors.

It is intended that the purchase price for any potential Acquisition will be satisfied by way of consideration shares in the Company or cash consideration (or a combination). By utilising consideration shares this will enable to Company to conserve cash resources for working capital purposes.

5. Failure to make an Acquisition

If an Acquisition has not been announced within 24 months of Admission, the Board will consult with the Shareholders as to the future direction of the Company. The Directors may recommend to Shareholders that the Company continue to pursue an Acquisition for a further 24 months, or that the Company be

wound up (in order to return capital to Shareholders). The Board's recommendation will then be put to a Shareholder vote (from which the Directors will abstain). In the event that the Company is wound up, any capital available for distribution will be returned to Shareholders.

6. Working Capital and Reasons for Admission

The Company is of the opinion that the working capital available to the Company, including the Net Proceeds of the Fundraising, is sufficient for its present requirements, that is for at least 12 months from the date of this Document.

The Company is seeking Admission in order to take advantage of:

- a listed company's public profile thereby promoting the Company and its strategy;
- the possibility to create a broad investor base;
- the potential liquidity offered by a Standard Listing;
- access to institutional and other investors not only on Admission but in the secondary market; and
- ability to issue listed equity as consideration for Acquisitions.

7. Borrowing

The Company does not currently intend to fund the Acquisition with debt or other borrowing. However, debt may be raised in the future to fund the development of a future Acquisition.

8. Dividend policy

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

PART II

THE BOARD OF DIRECTORS, THE COMPANY SECRETARY AND ADVISERS AND CORPORATE GOVERNANCE

1. The Board of Directors

The Directors believe the Board is comprised of a knowledgeable and experienced group of professionals with relevant experience and capability to deliver the Company's strategy.

Directors

Profiles of the Directors of the Company on Admission are set out below:

Andrew John Gowdy Morrison – Non-Executive Chairman (date of birth: 28 October 1960)

Mr Morrison is an established entrepreneur and investor operating in junior public markets since 2007. In 2016, he founded and brought Spinnaker Opportunities Plc to the London Stock Exchange as a cash shell, in a transaction analogous to the proposed listing of Spinnaker Acquisitions Plc. Mr Morrison led Spinnaker Opportunities Plc into the reverse take-over of a medicinal cannabis business to form Kanabo Group Plc. The transaction completed in February 2021, achieving multiple returns for fellow investors.

Between 2007 and 2016, Mr Morrison learned his trade as hired Chief Executive and/or Board adviser to mostly natural resources companies including Xtract Energy Plc, Silvermere Energy Plc, Zeta Petroleum Plc, Highlands Natural Resources Ltd (now Zoetic International Plc) and Zenith Energy Ltd.

For the first 17 years of his career, Mr Morrison worked for Shell in a variety of positions in oil products trading, shipping, marketing and business development. His work in marketing and business development included new market entries in South America and China. In 1999, Mr Morrison joined BG Group Plc as a New Ventures Director where he led the creation of a corporate venture to exploit BG's UK land estate to create an infrastructure business targeting the mobile telecoms sector. In 2005 he joined industrial gases group BOC Group Plc as Group Director of New Business Development, leaving upon its acquisition in 2007.

Mr Morrison has a BSc (1st Class) in Chemical Engineering and Fuel Technology from the University of Sheffield, a Diploma in Company Direction from the Institute of Directors, and has published several articles in the fields of innovation, venturing and strategic business development.

Anthony James Harpur – Non-Executive Director (date of birth: 8 March 1955)

Mr Harpur is an established entrepreneur and investor. In 2017, he joined Spinnaker Opportunities Plc as a director and helped to bring it to the London Stock Exchange as a cash shell, in a transaction analogous to the proposed listing of Spinnaker Acquisitions Plc.

Mr Harpur retired from Vitol and Oman Trading International in 2011 and moved back from Dubai to London. In addition to his business activities, Mr Harpur has since volunteered as an expedition leader as well as acting as Chair of a Board of Trustees for a mental health charity.

In 2006 the Oman Government and Vitol recruited Mr Harpur to be the first CEO of a new joint-venture energy trading company named Oman Trading International ("OTI"). After two years the annual turnover of OTI had grown to over USD 25 billion. Mr Harpur subsequently combined his responsibilities for OTI with a business development role for Vitol which included joint venture board memberships and the management of a number of projects in the Middle East, India and Pakistan.

Mr Harpur's early career was spent in Shell and then BP. He joined Shell in 1978 and after three years in its Retail Division he became an oil products trader. Following a full time Arabic language course with the FCO in 1984-5, Mr Harpur was appointed General Manager of Shell Jordan. In 1987 he moved to Dubai as Supply and Trading Manager for the Middle East. Five years later he returned to London to become a Crude Oil Trader in the Middle East section. In 1994 Mr Harpur was posted to Shell Japan as Crude Oil Liaison manager and in 1997 he returned to London to head up Middle East crude oil

acquisitions. After 23 years with Shell, Mr Harpur switched to BP in London to take over its Middle East crude oil desk moving back to Dubai in 2003 to be VP Integrated Supply and Trading for the Middle East and India.

Mr Harpur has an MA in Jurisprudence from Exeter College, Oxford.

Alan Hume – *Finance Director (date of birth: 13 January 1959)*

Mr Hume is a seasoned finance professional having held senior finance and commercial roles in blue chip, private and junior market listed companies. As Finance Director of Spinnaker Opportunities Plc, Mr Hume was an integral member of the team which successfully completed the reverse take-over of Kanabo Research Ltd, listing it as Kanabo Group Plc in February 2021.

Mr Hume began his career working with Halliburton M&S Ltd for 7 years. After three years at an engineering company Mr Hume joined Brown & Root and was seconded to various areas of their business including Norway and South Africa before returning to the UK to a head office role. Between 2000 and 2007 Mr Hume held a senior finance role with an independent power producer with a portfolio of European energy production assets which included gas fired, wind powered, hydro and coal fired power generation facilities. Since 2008 Mr Hume has worked as a CFO in private and listed energy companies in both the UK and Canada and has been involved in acquisitions, divestments, re-admissions and IPO's. Mr Hume is currently a director of Orcadian Energy plc and Orcadian Energy (CNS) Ltd.

Mr Hume is a Fellow of the Chartered Institute of Management Accountants.

2. The Company Secretary

Please see the Company Secretary's biography set out below.

Emily Rawlins – *Company Secretary*

Ms Rawlins is a qualified solicitor in England and Wales, with over 3 years' experience in corporate law. She joined Hill Dickinson LLP as a corporate commercial paralegal in January 2017. Ms Rawlins started her training contract at Hill Dickinson in September 2019 and qualified into the corporate commercial team in April 2021. Her role involves advising clients undertaking initial public offerings, reverse takeovers and placings. She also provides company secretarial services to both public and private companies.

3. Advisers

The persons below have agreed to act as Advisers to the Company. These persons are not Directors nor have any rights granted to them to become such in future. The role of the Advisers is to advise the Directors on a discretionary, part-time consultancy basis as the Board assesses potential Acquisitions. No fees will be payable to the Advisers other than a potential success fee following completion of an Acquisition (as referred to in paragraph 8 of "*Part II – The Board of Directors, The Company Secretary and Advisors and Corporate Governance*" of this Document) or in exceptional circumstances where an Adviser undertakes due diligence exercises, at the request of the Board, that would otherwise result in fees being payable to third party advisers.

On presentation of a potential acquisition target, the Advisers may be requested to provide the benefit of their experience on issues such as target quality, potential capital expenditure requirements, commodity market dynamics and business development in order to assist the Directors in formulating an investment decision. While the Advisers may be asked for their recommendations, all decisions will be made solely by the Directors.

David Bott – *Adviser*

Dr Bott is a Principal Fellow at WMG, Head of Innovation at the Society of Chemical Industry, a Non-Executive Director of Oxford Advanced Surfaces Group and Future Health Pharma Ltd. He was the Chairman of Oxford Biomaterials and an adviser to Spinnaker Opportunities on their dealings with Kanabo. He originally qualified with a degree and doctorate in Polymer Science and pursued an early career amongst major industrial firms including BP, Courtaulds and ICI rising to the role of Director of

Group Technology at ICI. He was a founder and then Director of Innovation Programmes at the UK Government's Technology Strategy Board (now renamed InnovateUK) from 2007-2013.

Stefania Barbaglio – Adviser

Ms Barbaglio is a London-based entrepreneur, business strategist, reputation specialist, and well-recognized PR and Investor Relations expert who has advised a range of private and listed companies across many sectors, including new technologies (blockchain), energy and natural resources, finance, fashion, and healthcare with a focus on innovation and sustainability. She is the Founder and Director of Cassiopeia Services, the award-winning London-based boutique Investor & Public Relations agency.

Before starting Cassiopeia, Ms Barbaglio's experience spanned PR, financial journalism and TV production for mainstream media including Bloomberg, BBC and leading in-house Investor Relations & PR departments. She is an influencer with a large investor following and is considered one of the top British female digital PR experts.

Ms Barbaglio is a keynote speaker on technology disruption, crypto and blockchain, innovation and fashion tech, counterfeiting, cybersecurity and data, alternative investment, social empowerment, reputation management, and marketing strategies which focus on building strong communities. Ms Barbaglio organises regular symposia for public companies and start-ups: investor presentations and networking evenings in exclusive private venues.

Robert Evans – Adviser

Mr Evans is an experienced information technology adviser to junior public companies. In this capacity, he was part of the Spinnaker Opportunities Plc team that successfully executed the reverse take-over of Kanabo in February 2021. He is an experienced Senior Java Software Engineer with a history of working in the financial services industry. Mr Evans is skilled in Google Cloud Platform, Data Engineering, Java, Solution Architecture, and Consulting. He is an engineering professional with a BTech in Computer Science from Brunel University and an MBA from Henley Business School.

4. Independence of the Board

It is intended that as the Company grows, additional Directors will be appointed in the future and that independence will be one of the factors taken into account at such time. As at the date of this Document no prospective Director has been identified and no arrangements exist (formal or informal) for the appointment of any other Director.

5. Founders

On incorporation, each Director subscribed for 1 Ordinary Share in the capital of the Company. As at the date of this Document, the Directors have an interest in 900,060 Ordinary Shares, representing approximately 69.23 per cent. of the Existing Shares.

6. Strategic Decisions

The Directors are responsible for carrying out the Company's objectives, implementing its business strategy and overall supervision of the Company's activities. Operational, research and development, future acquisitions, divestments and other strategic decisions will all be considered and determined by the Board.

The Board will provide leadership within a framework of prudent and effective controls. The Board has established the corporate governance framework of the Company and has overall responsibility for setting the Company's strategic aims, defining the business plan and strategy and managing the financial and operational resources of the Company.

The Board will schedule quarterly meetings and will hold additional meetings as and when required. The expectation is that this will result in more than four meetings of the Board each year.

7. Share Option Scheme

As an incentive to the Directors, management, advisers and consultants (including the Advisers) to achieve the Company's strategy, they have been issued with Options to subscribe for an aggregate of 2,211,006 Ordinary Shares (being 10 per cent. of the Company's issued share capital at Admission) at £0.10 per share during the period of three years from Admission. Pursuant to the Share Option Scheme, the Company may grant Options over shares equivalent to ten per cent. of the Company's issued share capital from time to time. Details of the Share Option Scheme are set out in paragraph 16.5 of "*Part VI – Additional Information*" of this Document.

8. Success Fee Arrangement

Subject to completion of an Acquisition, the Board intends to award a success fee to its Directors and Advisers in recognition of their contribution(s) to such Acquisition. The success fee will be settled in shares, be contingent on completion of the Acquisition and related Reverse Takeover, will be disclosed to the vendors of the acquired company or business and will appear in the documentation associated with re-admission to trading. The total amount awarded as a success fee will not be material in the context of an Acquisition. The aggregate amount of the success fee will be the lower of (a) £200,000; or (b) 2% of the aggregate consideration payable in connection with Acquisition and the gross proceeds of any fundraising associated with such Acquisition. For the avoidance of doubt, the maximum success fee payable to all of the Directors and Advisers combined is £200,000. The amount of the success fee awarded to each Director and Adviser will be determined by the Board.

9. Corporate Governance

Subject to the performance of the Company, the Directors may, conditional on substantially growing the Group, seek to transfer the Company from a Standard Listing to either a Premium Listing or other appropriate listing venue, based on the track record of the Company and subject to fulfilling the relevant eligibility criteria at the time. If the Company is successful in obtaining a Premium Listing or other appropriate listing, further rules will apply to the Company under the Listing Rules and Disclosure Guidance and Transparency Rules and the Company will be obliged to comply or explain any derogation from the UK Corporate Governance Code.

In order to implement its business strategy, as at the date of this Document, the Company has adopted the corporate governance structure set out below:

Governance Code

The Directors are committed to maintaining high standards of corporate governance and propose, so far as is practicable given the Company's size and nature, to voluntarily adopt and comply with the QCA Code. However at present, due to the size of the Company, the Directors acknowledge that adherence to certain other provisions of the QCA Code may be delayed until such time as the Directors are able to fully adopt them. In particular, action will be required in the following areas:

- the QCA Code recommends that at least half of the board of directors, excluding the chair, is composed of independent non-executive directors. As the Company grows, the Board will also seek to appoint independent directors, one of whom will be appointed as senior independent director;
- the Company is currently too small to have an audit committee, a remuneration committee or a nominations committee established and the appointments to such committees will be revisited upon the completion of an Acquisition along with incorporating terms of reference for them;
- the QCA Code recommends that companies publish key performance indicators which align with strategy and feedback through regular meetings with shareholders and directors. The Company will not comply with this provision until after such time as it has made an Acquisition;
- given the Company's size, it has not yet developed a corporate and social responsibility policy. One will be put in place at the appropriate time; and
- as a newly formed Company, the Company has not published an annual report and therefore there has been no opportunity to comply with those elements of the QCA Code which relate to

disclosure in the annual report. The Board does, however, intend to comply with this element of the QCA Code when it publishes its annual report.

To demonstrate the Company's adherence to the QCA Code, the Company will hold timely board meetings as issues arise which require the attention of the Board. The Board is responsible for the management of the business of the Company, setting the strategic direction of the Company and establishing the policies of the Company. It is the Directors' responsibility to oversee the financial position of the Company and monitor the business and affairs of the Company, on behalf of the Shareholders, to whom they are accountable. The primary duty of the Directors is to act in the best interests of the Company at all times. The Board also addresses issues relating to internal control and the Company's approach to risk management.

The Board as a whole will be responsible for sourcing Acquisitions and ensuring that opportunities are in conformity with the Company's strategy. The Board will meet periodically to: (i) discuss possible Acquisition opportunities for the Company; (ii) monitor the deal flow and Acquisitions in progress; and (iii) review the Company's strategy and ensure that it is up-to-date and appropriate for the Company and its aims.

Market Abuse Regulation

The Company has adopted a share dealing code that complies with the requirements of the UK MAR. All persons discharging management responsibilities (comprising only the Directors at the date of this Document) shall comply with the share dealing code from the date of Admission.

PART III

THE PLACING, SUBSCRIPTION AND USE OF PROCEEDS

1. Description of the Fundraising

Pursuant to the Fundraising, the 14,220,000 Placing Shares and the 6,590,000 Subscription Shares have been conditionally subscribed for by the Placees and the Subscribers respectively, at the Fundraising Price of £0.10 per Ordinary Share, to raise gross proceeds of £2,081,000. After commissions and other estimated fees and expenses in connection with the Fundraising and Admission of approximately £180,000 (inclusive of VAT), the Net Proceeds are estimated to be approximately £1,901,000.

The Placing Shares and Subscription Shares have been made available to investment professionals and high net worth, sophisticated and institutional investors in the UK.

In accordance with Listing Rule 14.3, on Admission at least 25 per cent. of the Ordinary Shares will be in public hands (as defined in the Listing Rules).

The Fundraising is conditional only on Admission and all monies paid will be refunded to the applicants if Admission does not occur. All Placees and Subscribers have given an irrevocable commitment to subscribe for their respective portion of the Fundraising Shares, conditional only on Admission.

Completion of the Fundraising will be announced via a regulatory news service on Admission, which is expected to take place at 8.00 a.m. on 28 July 2021.

At the Fundraising Price, the Enlarged Share Capital will have a market capitalisation of £2,211,006 on Admission. The Fundraising Shares will be registered within ISIN GB00BNVVG7 and SEDOL code BNVVG7.

2. Admission and Dealings

The Placing is subject to the satisfaction of conditions contained in the Placing Letters, including Admission occurring on or before 31 August 2021.

The Subscription is subject to the satisfaction of conditions contained in the Subscription Letters, including Admission occurring on or before 31 August 2021. Further details of the Subscription Letters are set out in paragraph 16.6 of *Part VI – “Additional Information”* of this Document.

Admission is expected to take place and dealings in the Enlarged Share Capital are expected to commence on the London Stock Exchange at 8.00 a.m. on 28 July 2021. If Admission does not proceed, the Fundraising will not proceed and all monies received by the Company will be returned to the relevant applicants.

Dealings on the London Stock Exchange before Admission will only be settled if Admission takes place. All dealings in Ordinary Shares prior to the commencement of unconditional dealings will be on a “when issued basis”, will be of no effect if Admission does not take place, and will be at the sole risk of the parties concerned. No application has been or is currently intended to be made for the Ordinary Shares to be admitted to listing or dealt with on any other stock exchange.

The CREST accounts designated by Placees and Subscribers that have requested delivery of Placing Shares or Subscription Shares in uncertificated form are expected to be credited with the relevant new Ordinary Shares on the date of Admission. Where applicable, definitive share certificates in respect of the Placing Shares and Subscription Shares of Placees and Subscribers that have requested delivery of Placing Shares and/or Subscription Shares in certificated form are expected to be despatched, by post at the risk of the recipients, to the relevant Placees and Subscribers no later than 11 August 2021. No temporary documents of title will be issued. Prior to the despatch of definitive share certificates in respect of any new Ordinary Shares which are held in certificated form, transfers of those Ordinary Shares will be certified against the register of members of the Company.

The Ordinary Shares are in registered form and may be held in certificated or uncertificated form.

3. Placing and Subscription Arrangements

The Company and SI Capital have entered into the Broker Engagement Letter, pursuant to which SI Capital has agreed to procure placees for the Placing Shares at the Fundraising Price. Placees will receive an Investor Warrant for every 2 Placing Shares subscribed for in the Placing. Further details of the Investor Warrants are set out in paragraph 16.4 of *Part VI – “Additional Information”* of this Document.

The Placing Letters are conditional on, among other things, Admission occurring before 31 August 2021. The Broker Engagement Letter does not include any underwriting obligations.

SI Capital may terminate the Broker Engagement Letter (and the arrangements provided for thereunder) at any time and with immediate effect in certain circumstances (including for a material breach by the Company of the Broker Engagement Letter). If this right is exercised, the Placing and these arrangements will lapse and any monies received in respect of the Placing will be returned to applicants without interest by SI Capital. Further details of the Broker Engagement Letter are set out in paragraph 16.1 of *Part VI – “Additional Information”* of this Document.

The Company and the Subscribers have entered into the Subscription Letters pursuant to which the Subscribers have agreed, subject to certain conditions, to subscribe for the Subscription Shares at the Fundraising Price. Subscribers will receive an Investor Warrant for every 2 Subscription Shares subscribed for in the Placing. Further details of the Investor Warrants are set out in paragraph 16.4 of *Part VI – “Additional Information”* of this Document. The Subscription Letters are conditional on Admission. The Subscription Letters do not include any underwriting obligations. Further details of the Subscription Letters are set out in paragraph 16.6 of *Part VI – “Additional Information”* of this Document.

4. Allocation and Pricing

All Ordinary Shares issued pursuant to the Fundraising will be issued at the Fundraising Price, which has been determined by the Directors after consultation with SI Capital.

The Fundraising is being made by means of an offering of the Fundraising Shares to investors in the United Kingdom and elsewhere outside the United Kingdom. In accordance with Listing Rule 14.2, at Admission, at least 25 per cent. of the Ordinary Shares of this listed class will be in public hands (as defined in the Listing Rules).

Allocations under the Fundraising have been determined by agreement between the Directors and SI Capital after indications of interest from prospective Placees and Subscribers were received. Multiple applications for Fundraising Shares under the Fundraising will be accepted. A number of factors were considered in deciding the basis of allocations under the Placing and the Subscription, including the level and nature of the demand for the Ordinary Shares, investor profile and the firm through which the application was to be made, if any. Each prospective Placee and Subscriber shall only be entitled to acquire their allocation. Allocations have been managed by the Directors and SI Capital so that the Company shall have sufficient shares in public hands, in accordance with Listing Rule 14.2.2. The Company will notify Investors of their allocations.

Conditional upon Admission becoming effective by 8.00 a.m. on or prior to 31 August 2021, each Placee and each Subscriber who has applied for Ordinary Shares agrees to become a member of the Company and agrees to subscribe for those Ordinary Shares allocated to them at the Fundraising Price. To the fullest extent permitted by law, the Placees and the Subscribers will not be entitled to rescind their agreement at any time. In the event that Admission does not occur by 8.00 a.m. on or prior to 31 August 2021, the Placees and the Subscribers will receive a full refund of monies subscribed.

The rights attaching to the Placing Shares and the Subscription Shares will be uniform in all respects and all of the Ordinary Shares will form a single class for all purposes and the entire class of Ordinary Shares will be admitted to trading on the Main Market.

All Fundraising Shares issued pursuant to the Fundraising will be issued, payable in full, at the Fundraising Price.

The Ordinary Shares issued pursuant to the Fundraising will be issued in registered form and the currency of the securities issue is Pounds Sterling. It is expected that the Ordinary Shares will be issued pursuant to the Fundraising on 28 July 2021.

5. Dealing arrangements

Application will be made to the FCA for all the Ordinary Shares to be listed on the Official List and application has been made to the London Stock Exchange for the Ordinary Shares to be admitted to trading on the London Stock Exchange's main market for listed securities. The Company's Ordinary Shares are not offered or admitted to trading on any other regulated market, third country market or SME growth market.

The expected date for settlement of such dealings will be 28 July 2021. All dealings between the commencement of conditional dealings and the commencement of unconditional dealings will be on a "when issued basis". If the Placing does not become unconditional in all respects, any such dealings will be of no effect and any such dealings will be at the risk of the parties concerned.

It is expected that Admission will take place and unconditional dealings in the Ordinary Shares will commence on the London Stock Exchange at 8.00 a.m. on 28 July 2021. This date and time may change.

It is intended that settlement of Ordinary Shares allocated to Investors will take place by means of crediting Ordinary Shares to relevant CREST stock accounts on Admission. Dealings in advance of crediting of the relevant CREST stock account shall be at the risk of the person concerned. When admitted to trading, the Ordinary Shares will be registered with ISIN number GB00BNVVG77 and SEDOL number BNVVG77.

6. Payment

Each Placee has undertaken to pay the Fundraising Price for the Placing Shares allocated to them in such manner as directed by SI Capital in the Placing Letter. Each Subscriber has undertaken to pay the Fundraising Price for the Subscription Shares allocated to them in accordance with the terms of their Subscription Letter. No expenses will be charged by the Company to Placees or Subscribers in connection with the Placing or the Subscription. If Admission does not occur, subscription monies will be returned to applicants, without interest, by SI Capital in the case of Placees and by the Company in the case of Subscribers.

7. CREST

CREST is the system for paperless settlement of trades in listed securities operated by Euroclear. CREST allows securities to be transferred from one person's CREST account to another's without the need to use share certificates or written instruments of transfer. The Articles permit the holding of Shares in uncertificated form under the CREST system.

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

8. Selling Restrictions

The Ordinary Shares will not be registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be taken up, offered, sold, resold, transferred, delivered or distributed, directly or indirectly, within into or in the United States. The Fundraising is being made by means of offering the Placing Shares and the Subscription Shares to certain institutional and other investors in the UK and elsewhere outside the United States in accordance with the UK Prospectus Regulation. The Company has not been and will not be registered under the Securities Act and SEC and the Shareholders will not be entitled to the benefits of those acts.

9. Use of Proceeds

The Net Proceeds to the Company amount to approximately £1,901,000, after deduction of fees and expenses payable by the Company relating to the Fundraising and Admission. The Fundraising is conditional, inter alia, on Admission having become effective on or before 8.00 a.m. on 31 August 2021.

The Company intends to apply the Net Proceeds to fund on-going costs and expenses (primarily the LSE listing and on-going fee, legal and professional fees, broker fees, audit fees and the Registrar's fees) and the costs and expenses to be incurred in connection with seeking to identify and effect an Acquisition. The costs and expenses of any Acquisition will likely comprise legal, financial and tax due diligence in relation to the target company, however, the Company would only reach this stage after the Directors have carried out an initial commercial review of the target and the Company has entered into a non-disclosure agreement and/or heads of terms. The Company's intention is to conserve as much as possible of its initial capital pending completion of its first Acquisition.

Prior to completing an Acquisition, the Net Proceeds will be held in an interest-bearing account and the operating costs of running the business will be kept to the minimum required commensurate with full compliance and good governance. Much of the work required for Admission has been in-sourced in order to minimise cash costs and the Directors have also agreed that no fees will be payable to them for their ordinary duties prior to an Acquisition.

Some external fees may be incurred in the process of due diligence and the Board may agree an exceptional payment to a Director under circumstances in which this saves cash that would otherwise be paid to external advisers. In the course of negotiations with a potential target, the Company may agree to fund all or part of the cash costs associated with the preparation of materials for and legal and other costs associated with a Reverse Takeover.

Under certain circumstances, where the Board considers it to be advantageous to its Shareholders, the Company may agree to advance some of its initial capital to a potential target prior to the completion of an Acquisition. Such an advance may itself be considered to be a Reverse Takeover and the costs and consequences of making any such advance will be weighed by the Board in arriving at their determination.

To the extent that the initial capital remains unused at the time of Acquisition, the Company intends to use such surplus capital to contribute to any cash consideration payable to the vendors of a target business and/or for general working capital of the enlarged business.

Further details of the Company's intended use of the Net Proceeds is set out in the *Summary* and primarily relate to the pursuit of the Company's strategy set out in paragraph 2 of Part I – "*Information on the Company, Investment Opportunity and Strategy*".

PART IV

FINANCIAL INFORMATION ON THE COMPANY

SECTION A: ACCOUNTANT'S REPORT ON THE SPECIAL PURPOSE HISTORICAL FINANCIAL INFORMATION OF SPINNAKER ACQUISITIONS PLC

PKF Littlejohn LLP

The Directors
Spinnaker Acquisitions Plc
The Broadgate Tower 8th Floor
20 Primrose Street
London
EC2A 2EW



Accountants &
business advisers

14 July 2021

Dear Sirs

Spinnaker Acquisitions plc (the "Company")

Introduction

We report on the financial information of Spinnaker Acquisitions plc (the "Company") from incorporation to 11 May 2021 which comprises the statement of financial position, the statement of comprehensive income, the statement of changes in equity, the cash flow statement, and the related notes. This financial information has been prepared for inclusion in the Prospectus of the Company dated 14 July 2021 on the basis of the accounting policies set out in note 2 to the financial information. The report is required by Annex 1, item 18.3.1 of the PR Regulation and is given for the purpose of complying with that paragraph and for no other purpose.

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 and in accordance with International Financial Reporting Standards as adopted by the European Union ('IFRS').

It is our responsibility to form an opinion on the financial information as to whether the financial information gives a true and fair view, for the purposes of the Prospectus, and to report our opinion to you.

Save for any responsibility arising under 5.3.2R(2)(f) of the Prospectus Regulation Rules to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with Annex 1, item 1.3 of the PR Regulation, consenting to its inclusion in the Prospectus.

Basis of opinion

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

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

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in jurisdictions outside the United Kingdom, including the United States of America, and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

Opinion

In our opinion the financial information set out below gives, for the purposes of the Prospectus dated 14 July 2021, a true and fair view of the state of affairs of the Company as at 11 May 2021 and of the results, cash flows and changes in equity for the period then ended in accordance with IFRS and has been prepared in a form that is consistent with the accounting policies adopted by Company.

Declaration

For the purposes of Prospectus Regulation Rules 5.3.2R(2)(f) we are responsible for this report as part of the Prospectus and declare that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Prospectus in compliance with Annex 1, item 1.2 of the PR Regulation.

Yours faithfully

PKF Littlejohn LLP
15 Westferry Circus
Canary Wharf
London, E14 4HD
Reporting Accountant

SECTION B: HISTORICAL FINANCIAL INFORMATION ON SPINNAKER ACQUISITIONS PLC

STATEMENT OF COMPREHENSIVE INCOME

The Statement of Comprehensive Income of the Company is stated below:

	Note	11 May 2021 £
Revenue		–
Administrative expenses		17,030
Operating result		<u>(17,030)</u>
Finance income		1
Result Before Taxation		<u>(17,029)</u>
Income tax	4	–
Total comprehensive loss for the period		<u><u>(17,029)</u></u>
Basic and diluted earnings per Ordinary Share (pence)	6	<u>(1.31)</u>

STATEMENT OF FINANCIAL POSITION

The Statement of Financial Position of the Company is stated below:

	Note	11 May 2021 £
ASSETS		
Current Assets		
Cash and cash equivalents		47,974
Total Assets		<u>47,974</u>
EQUITY AND LIABILITIES		
Equity Attributable to owners		
Share capital	5	65,003
Retained earnings		(17,029)
Total Equity and Liabilities		<u>47,974</u>

STATEMENT OF CASH FLOWS

The Statement of Cash Flows of the Company is as follows:

	Note	11 May 2021 £
Cash flows from operating activities		(17,029)
Cash flows from investment activities		—
Cash flows from financing activities		65,003
Net increase/(decrease) in cash and cash equivalent		<u>47,974</u>
Cash and cash equivalents at beginning of period		<u>0</u>
Cash and cash equivalents at end of period		<u>47,974</u>

STATEMENT OF CHANGES IN EQUITY

	Share capital £	Share premium £	Retained earnings £	Total Equity £
At incorporation	3	—	—	3
Issue of shares	65,000	—	—	65,000
Total comprehensive loss for the period ended 11 May 2021	—	—	(17,029)	47,971
As at 11 May 2021	<u>65,003</u>	<u>—</u>	<u>(17,029)</u>	<u>47,974</u>

NOTES TO THE HISTORICAL FINANCIAL INFORMATION

1. General information

The Company was incorporated on 23rd February 2021 as Spinnaker Acquisitions Ltd in England and Wales with Registered Number 13218816 under the Companies Act 2006. The Company has not yet commenced business, no audited financial statements have been prepared and no dividends have been declared or paid since the date of incorporation.

The address of its registered office is The Broadgate Tower, 8th Floor, 20 Primrose Street, London, EC2A 2EW.

Basis of Preparation

This Financial Information of the Company has been prepared for the sole purpose of publication within this Admission Document. It has been prepared in accordance with the requirements of the Prospectus Rule and has been prepared in accordance with International Financial Reporting Standards and IFRS interpretations Committee (IFRS IC) interpretations as adopted by the European Union ("IFRS") and the policies stated elsewhere within the Financial Information.

The Financial Information does not constitute statutory accounts within the meaning of section 434 of the Companies Act 2006.

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

Comparative figures

No comparative figures have been presented as the Company Financial Information covers the period from incorporation on 23 February 2021 to 11 May 2021.

Going concern

The Company Financial Information has been prepared on a going concern basis. The Directors have a reasonable expectation that the Company have adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the Company Financial Information.

Standards and interpretations issued and not yet effective:

At the date of the Company Financial Information, the Directors have reviewed the standards in issue by the International Accounting Standards Board and IFRIC, which are effective for periods beginning on or after the stated effective date but have not yet been applied. In their view, these standards would not have a material impact on the financial reporting of the Company.

2. Significant accounting policies

The financial information is based on the following policies which have been consistently applied:

Cash and cash equivalents

In the Statement of Cash Flows, cash and cash equivalents comprise cash at bank and in hand and demand deposits with banks and other financial institutions, that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

Equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction from the proceeds.

Critical accounting estimates and judgements

The Company makes estimates and assumptions regarding the future. Estimates and judgements are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual results may

differ from these estimates and assumptions. There are no 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.

3. Employees and directors' remuneration

There were no employees of the Company in the period under review. Total directors' remuneration was Nil.

4. Income tax

	11 May 2021 £
Current tax	—
Deferred tax	—
Income tax expense	<u>—</u>
Loss on ordinary activities before tax	(17,029)
Analysis of charge in the year/period	
Loss on ordinary activities multiplied by rate of corporation tax in the UK of 19%	(3,236)
Non-deductible expenses	—
Tax losses carried forward	<u>3,236</u>
Total tax	<u>—</u>

The company has accumulated tax losses of approximately £3,236 that are available, under current legislation, to be carried forward indefinitely against future profits.

A deferred tax asset has not been recognised in respect of these losses due to the uncertainty of future profits.

5. Share capital and premium

	Number of shares	Shares £	Share premium £	Total £
At incorporation	3	3	—	3
Issue of shares	<u>1,300,000</u>	<u>65,000</u>	—	<u>65,000</u>
At 11 May 2021	<u>1,300,060</u>	<u>65,003</u>	<u>—</u>	<u>65,003</u>

On incorporation, the Company issued 3 ordinary share of £1.00 for consideration of £3.00 cash.

6. Earnings per Ordinary Share

	Earnings £	As at 11 May 2021 Weighted average number of Ordinary Shares	Per-share amount (pence)
Basic earnings per Ordinary Share			
Earnings attributable to Shareholders	(17,029)	1,300,060	(1.31)
Diluted earnings per Ordinary Share			
Effect of dilutive securities	<u>(17,029)</u>	<u>1,300,060</u>	<u>(1.31)</u>

7. Controlling party

There is no controlling party.

8. Post balance sheet events

There has been no post balance sheet events.

9. Auditors

No audited financial statements have been prepared and laid before members.

PART V

TAXATION

1. General

The comments below are of a general and non-exhaustive nature based on the Directors' understanding of the current revenue law and published practice in the UK, which are subject to change, possibly with retrospective effect. The following summary does not constitute legal or tax advice and applies only to persons subscribing for Fundraising Shares in the Placing as an investment (rather than as securities to be realised in the course of a trade) who are the absolute and direct beneficial owners of their Shares (and the shares are not held through an Individual Savings Account or a Self-Invested Personal Pension) and who have not acquired their Shares by reason of their or another person's employment. These comments may not apply to certain classes of person, including dealers in securities, insurance companies and collective investment schemes.

An investment in the Company involves a number of complex tax considerations. Changes in tax legislation the UK or in any of the countries in which the Company has assets (or in any other country in which a subsidiary of the Company is located), or changes in tax treaties negotiated by those countries, could adversely affect the returns from the Company to Investors.

Prospective Investors should consult their own independent professional advisers on the potential tax consequences of subscribing for, purchasing, holding or selling Shares under the laws of their country and/or state of citizenship, domicile or residence including the consequences of distributions by the Company, either on a liquidation or distribution or otherwise.

United Kingdom taxation

This summary is for general information only and it is not intended to be, nor should it be construed to be, legal advice to any Shareholder or prospective Investor.

1.1 COMPANY

General

The following summary is intended as a general guide only and relates only to certain limited aspects of UK tax consequences of holding and disposing of Shares in the Company. It is based on current UK tax law and the current practice of HMRC, both of which are subject to change, possibly with retrospective effect.

Any person who is in any doubt as to his or her tax position, or who is resident or otherwise subject to taxation in a jurisdiction outside the UK, should consult his or her tax advisers immediately.

1.2 SHAREHOLDERS

1.2.1 *Taxation of dividends – individuals*

The Company is not required to withhold UK tax when paying a dividend on the Ordinary Shares. UK resident individual Shareholders will be liable to income tax on the amount of any dividends received. Such individual Shareholders will be entitled to a £2,000 annual tax-free dividend allowance for the tax year 2020/21. Dividends received in excess of this threshold will be taxed, for the tax year 2020/21 and subsequent years, at 7.5 per cent. (basic rate taxpayers), 32.5 per cent. (higher rate taxpayers) and 38.1 per cent. (additional rate taxpayers).

1.2.2 *Taxation of dividends – companies*

Shareholders within the charge to UK corporation tax which are "small companies" (for the purposes of UK taxation of dividends) will not generally be subject to UK corporation tax on dividends paid by the Company on the Ordinary Shares.

Other Shareholders within the charge to UK corporation tax will not be subject to corporation tax on dividends paid by the Company on the Ordinary Shares so long as the dividends fall within an exempt class and certain conditions are met. Although it is likely that dividends paid by the Company on the Ordinary Shares would qualify for exemption from corporation tax, it should be noted that the exemption is not comprehensive and is subject to anti-avoidance rules. Shareholders should therefore consult their own professional advisers where necessary.

1.2.3 *Taxation of disposals*

General

A disposal of Shares by a Shareholder who is resident in the UK for tax purposes may, depending on the Shareholder's circumstances, and subject to any available exemption or relief, give rise to a chargeable gain (or allowable loss) for the purposes of UK taxation of chargeable gains.

UK resident individuals are, for each tax year, entitled to an exemption from capital gains tax for a specified amount of gains realised in that tax year. The current annual exempt amount for the tax year 2020/21 is £12,300.

For Shareholders within the charge to corporation tax, indexation allowance may reduce the amount of any chargeable gain arising on a disposal of Shares (but cannot give rise to or increase the amount of an allowable loss).

1.2.4 *Stamp Duty and Stamp Duty Reserve Tax (SDRT)*

The following comments in relation to UK stamp duty and SDRT apply to Shareholders wherever they are resident or domiciled. They are intended only as a general guide and (except to the extent stated) do not relate to persons such as market makers, brokers, dealers, intermediaries or persons connected with depositary arrangements or clearance services, to whom special rules may apply.

Subsequent transfers of Shares

Stamp duty at the rate of 0.5 per cent. (rounded up to the nearest £5) of the amount or value of the consideration given will generally be payable in respect of an instrument transferring Shares. An exemption from stamp duty is available for instruments transferring shares where the amount or value of the consideration is £1,000 or less and it is certified on the instrument that the transaction effected by it does not form part of a larger transaction or series of transactions in respect of which the aggregate amount or value of the consideration exceeds £1,000.

A charge to SDRT will also arise in respect of an unconditional agreement to transfer Shares (at the rate of 0.5 per cent. of the amount or value of the consideration for the Ordinary Shares). However, if an instrument of transfer is executed in pursuance of the agreement and duly stamped within six years of the date on which the agreement became unconditional, the SDRT charge will generally be cancelled and any SDRT which has already been paid can generally be reclaimed.

The liability to pay stamp duty or SDRT is normally satisfied by the purchaser or transferee.

Shares held through CREST

Paperless transfers of Shares within CREST are generally subject to SDRT, rather than stamp duty, at the rate of 0.5 per cent. of the amount or value of the consideration payable. CREST is obliged to collect SDRT on relevant transactions settled within the system. Deposits of Shares into CREST will generally not be subject to SDRT or stamp duty, unless the transfer into CREST is itself for consideration in money or money's worth, in which case a liability to SDRT will arise, usually at the rate of 0.5 per cent. of the amount or value of the consideration.

1.2.5 *Information reporting*

The UK has entered into international agreements with a number of jurisdictions which provide for the exchange of information in order to combat tax evasion and improve tax compliance. These include, but are not limited to, an Inter-governmental Agreement with the US in relation to FATCA and International Tax Compliance Agreements with Guernsey, Jersey, the Isle of Man and Gibraltar. In connection with such international agreements the Company may, among other things, be required to collect and report to HMRC certain information regarding Shareholders and other account holders of the Company and HMRC may pass this information on to tax authorities in other jurisdictions in accordance with the relevant international agreements.

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 his tax position or where he is resident, or otherwise subject to taxation, in a jurisdiction other than the UK, should consult his professional adviser.

PART VI

ADDITIONAL INFORMATION

1. Responsibility Statement

The Company and Directors (whose names appear on page 24) accept responsibility for the information contained in this Document. To the best of the knowledge of the Directors and the Company, the information contained in this Document is in accordance with the facts and this Document makes no omission likely to affect its import.

2. The Company

- 2.1 The Company was incorporated under the Act as a private limited company and an indefinite life under the laws of England and Wales on 23 February 2021 with registered number 13218816 and the name Spinnaker Acquisitions Limited.
- 2.2 On 12 May 2021, the Company was re-registered as a public limited company under section 90 of the Act with the name Spinnaker Acquisitions Plc.
- 2.3 The legal and commercial name of the issuer at the date of this Document is Spinnaker Acquisitions Plc.
- 2.3 The Company was incorporated with accounting reference date of 28 February.
- 2.4 The Company is not regulated by the FCA or any financial services or other regulator. With effect from Admission, the Company will be subject to the Listing Rules and the Disclosure Guidance and Transparency Rules (and the resulting jurisdiction of the FCA) to the extent such rules apply to companies with a Standard Listing.
- 2.5 The principal legislation under which the Company operates, and pursuant to which the Ordinary Shares have been created, is the Act.
- 2.6 On 12 May 2021, the Company adopted the Articles. The Company operates in conformity with its Articles and the laws of England and Wales.
- 2.7 As at the date of this Document, the Company does not have any subsidiaries and it is not a member of a group.
- 2.8 The Company's registered office is at 8th Floor, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW. The Company's telephone number is +44 7980 878561.
- 2.9 The Company is duly authorised and has complied with all relevant its statutory consents in relation to its eligibility for the proposed Admission.

3. Share Capital

- 3.1 The following table shows the issued and fully paid up share capital of the Company as at the date of this Document and as it will be immediately following Admission:

	Number of Ordinary Shares in issue and credited as fully paid	Credited as fully paid up amount
<i>As at the date of this Document:</i>	1,300,060	£65,003
<i>As at Admission:</i>	22,110,060	£1,105,503

- 3.2 The issue of the Fundraising Shares will result in the Existing Shares being diluted so as to constitute approximately 5.88 per cent. of the Enlarged Share Capital.
- 3.2 The Company was incorporated with a share capital of £3 divided into 3 Ordinary Shares with a nominal value of £1 each.

- 3.3 The following is a summary of the changes in the issued share capital of the Company since its incorporation:
- (a) pursuant to a resolution of Shareholders passed on 18 March 2021, each Ordinary Share of £1.00 each in the Company was sub-divided into 20 Ordinary Shares of £0.05 each. Immediately following the sub-division, the Company had a total of 60 Ordinary Shares in issue.
 - (b) on 13 April 2021, the board of directors passed a resolution to approve the issue and allotment of 1,300,000 Ordinary Shares to members of the Board and several other investors at an issue price of £0.05 per Ordinary Share;
 - (c) on 12 July 2021, the board of directors passed a resolution to approve, subject to and conditional upon Admission:
 - (i) the allotment of 14,220,000 Placing Shares, as part of the Fundraising;
 - (ii) the allotment of 6,590,000 Subscription Shares, as part of the Fundraising; and
 - (iii) the issue of the Warrants on the terms and conditions described in paragraphs 3.6 and 16.4 of this Part.
- 3.4 Pursuant to the Share Option Scheme established on 12 July 2021, the Directors are authorised to issue Options over new Ordinary Shares to certain key individuals up to 10 per cent. in aggregate of the issued share capital of the Company from time to time.
- 3.5 As at the date of this Document, all Options granted by the Company have been issued under individual option grants in accordance with the Share Option Scheme rules. As at the date of this Document, the following options remain unexercised:

Name of Option Holder	Number of Options	Date of Grant	Date of Expiry	Exercise Price
Andy Morrison	820,151	Date of Admission	3 years from the date of Admission	£0.10
Tony Harpur	488,500	Date of Admission	3 years from the date of Admission	£0.10
Alan Hume	276,895	Date of Admission	3 years from the date of Admission	£0.10
Robert John Evans	159,400	Date of Admission	3 years from the date of Admission	£0.10
Stefania Barbaglio	175,983	Date of Admission	3 years from the date of Admission	£0.10
David Bott	129,448	Date of Admission	3 years from the date of Admission	£0.10
Welbeck Associates Ltd	18,897	Date of Admission	3 years from the date of Admission	£0.10
Open Source Capital Limited	94,487	Date of Admission	3 years from the date of Admission	£0.10
David Little	47,244	Date of Admission	3 years from the date of Admission	£0.10
Total:	<u>2,211,006</u>			

- 3.6 The table set out below summarises the warrants the Company expects to be issued on Admission. Further details of the terms of the Warrants are set out in paragraphs 16.2 and 16.4 of this Part.

Warrant Type	Number of Warrants on Admission	Exercise Price	Exercise Period
Investor Warrants	10,405,000	£0.20	4 years
Broker Warrants	500,000	£0.10	3 years
Total:	<u>10,905,000</u>		

- 3.7 Save as disclosed in this Document:
- (a) no issued Ordinary Shares of the Company are under option or have been agreed conditionally or unconditionally to be put under option;
 - (b) no Ordinary 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 for a consideration other than cash;
 - (c) no commission, discount, brokerage or any other special term has been granted by the Company or is now proposed in connection with the issue or sale of any part of the Ordinary Share or loan capital of the Company;
 - (d) no persons have preferential subscription rights in respect of any Ordinary Share or loan capital of the Company or any subsidiary; and
 - (e) no amount or benefit has been paid or is to be paid or given to any promoter of the Company.
- 3.8 The Fundraising Shares will on Admission rank pari passu in all respects with the Existing Shares including the rights to dividends or other distributions hereafter declared, paid or made on the Ordinary Shares.
- 3.9 Application will be made for the Ordinary Shares to be listed on the Standard Segment of the Official List and to be admitted to trading on the Main Market. The Ordinary Shares are not listed or traded on, and no application has been or is being made for the admission of the Ordinary Shares to listing or trading on, any other stock exchange or securities market.
- 3.10 Save as disclosed in this Document, as at the date of this Document, the Company will have no short, medium or long term indebtedness.
- 3.11 Subject to the provisions of the Articles below, the Ordinary Shares are freely transferrable and there are no restrictions on transfers.

4. Authorities Relating to the Ordinary Shares

- 4.1 At a general meeting of the Company held on 12 July 2021 at which the following resolutions relating to the share capital of the Company were passed:
- 4.1.1 that, pursuant to section 551 of the CA 2006 the directors of the Company ("**Directors**") be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £2,000,000 provided that this authority, unless duly renewed, varied or revoked by the Company, will expire on the date being fifteen months from the date of the passing of this resolution or, if earlier, the conclusion of the next annual general meeting of the Company to be held after the passing of this resolution, save that the Company may before such expiry make offers of agreements which would or might require shares to be allotted or Rights to be granted after such expiry and, the directors may allot shares and grant Rights in pursuance of such an offer or agreement notwithstanding that the authority conferred by this resolution has expired.
- 4.1.2 that, subject to the passing of Resolution 4.1.1 above and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by Resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:
- (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £2,000,000; and
 - (b) expire on the date being fifteen months from the date of the passing of this resolution or, if earlier, the conclusion of the next annual general meeting of the Company to be held after the passing of this resolution, at the next Annual General Meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date),

save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted or Rights to be granted after such expiry and the Directors may allot equity securities or Rights in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

5. Summary of the Articles

5.1 Memorandum of Association

In accordance with section 31 of the Act and the Articles, the objects of the Company are unrestricted. The Memorandum and the Articles are available for inspection at the address specified in paragraph 2.8 of this Part VI.

5.2 Articles of Association

The Articles contain (amongst others) provisions to the following effect:

Share Rights

- (a) Subject to the Act, the Company can issue new shares with such rights or restrictions attached to them pursuant to the Articles. The rights attached to any shares as a class cannot be varied without the consent of the holders of that class of shares. These rights or restrictions can be decided either by an ordinary resolution passed by the Shareholders or by the Directors as long as the Company can issue shares which can be redeemed. This can include shares which can be redeemed if the holders want to do so, as well as shares which the Company can insist on redeeming. The Directors can decide on the terms and conditions and the manner of redemption of any redeemable share.

Variation of Class Rights

- (b) Subject to the Act, if the rights attached to any class of shares are divided into a different class of shares, all or any rights or privileges attached to that class of shares can be changed if (i) provided by such rights or (ii) this is approved either in writing by Shareholders holding at least three quarters in nominal value of the issued shares of that class by amount or by a special resolution passed at a separate meeting of the holders of the relevant class of shares but not otherwise.

Right to Share Certificates

- (c) Pursuant to the Articles, when a Shareholder is first registered as the holder of any class of certificated shares, he is entitled (unless he is a recognised person and therefore the not required by law), free of charge, to one certificate for all of the Ordinary Shares of that class which he holds. If a Shareholder holds shares of more than one class, he is entitled to a separate share certificate for each class. If a Shareholder receives more shares of any class, he is entitled, without charge, to a certificate for the extra shares. If a Shareholder transfers some of the shares represented by a share certificate, he is entitled, free of charge, to a new certificate for the balance to the extent the balance is to be held. Where a share is held jointly, the Company does not have to issue more than one certificate for that share. When the Company delivers a share certificate to one joint Shareholder, this is treated as delivery to all of the joint Shareholders. Every certificate shall state the number, class and distinguishing numbers (if any) of these shares and the amount paid up in respect of those shares.
- (d) Unless otherwise determined by the Directors and permitted by the CREST Regulations no Shareholder shall be entitled to receive a certificate in respect of any share for so long as the title to that share is evidenced otherwise than by a certificate and for so long as transfers of that share may be made otherwise than by a written instrument by virtue of the CREST Regulations.

Transfer

- (e) A transfer of shares must be made in writing and either in the usual standard form or in any other form approved by the Directors. The person making a transfer will continue to be treated as a Shareholder until the name of the person to whom the share is being transferred is put on the register for that share.
- (f) All transfers of uncertificated shares shall be made in accordance with and be subject to the CREST Regulations and the facilities and requirements of the CREST System and subject thereto in accordance with any arrangements made by the Board.
- (g) The Board may in its absolute discretion refuse to register a transfer of shares held unless:
 - (a) it is in respect of a fully paid share;
 - (b) it is in respect of a share on which the Company does not have a lien;
 - (c) it is lodged at the Company's registered office or such other place as the Directors have appointed;
 - (d) it is accompanied by the certificate for the shares to which it relates, or such other evidence as the Directors may reasonably require to show the transferor's right to make the transfer, or evidence of the right of someone other than the transferor to make the transfer on the transferor's behalf;
 - (e) it is in respect of only one class of share; or
 - (f) it is in favour of not more than four joint holders as transferees.
- (h) No fee shall be chargeable by the Company for registering any instrument of transfer or other document relating to or affecting title to any share.

Disclosure of Interests in Shares

- (i) In accordance with section 793 of the Act, the Company may serve notice (a "**disclosure notice**") on anyone who knows, or has reasonable cause to believe, is interested in its shares or has been so interested in the previous three years. If the Company does not, within 14 days of serving a disclosure notice, receive the information it has requested then the Board may serve a further notice (a "**restriction notice**") designating the shares the subject of the restriction notice as "restricted shares". The restrictions which may be imposed on restricted shares include preventing the Shareholder from attending and voting at general meetings, from transferring restricted shares (subject to the exceptions set out above); and from receiving dividends. Any such restrictions shall cease to apply seven days after receipt by the Company of the information requested in the disclosure notice.

General Meetings

Quorum

- (j) A quorum for a general meeting is two people who are entitled to vote. They can be Shareholders who are personally present by a duly authorised corporate representative or by proxy and entitled to vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present when the meeting proceeds to business. If a quorum is not present within thirty minutes of the time fixed for a general meeting to start the meeting if convened by or upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to such day and to such time and place as the chairman (or in default the Board) shall appoint.
- (k) The chairman of a general meeting at which a quorum is present may, with the consent of the meeting adjourn any meeting from time to time and from place to place.

Voting

- (l) Subject to the Act and to any rights or restrictions attached to any shares, on a show of hands every Shareholder (who is an individual) who is present in person or every Shareholder (who is a corporation) is present by a duly authorised representative and every proxy (regardless of the number of Shareholders for whom he is proxy) has one vote and on a poll each Shareholder present in person, by proxy or by representative has one vote for every share he holds.
- (m) A resolution put to the vote at any general meeting will be decided on a show of hands unless a poll is demanded when, or before, the chairman of the meeting declares the result of the show of hands. A poll can be demanded by:
 - (a) the chairman of the meeting;
 - (b) at least five persons at the meeting who are entitled to vote;
 - (c) one or more Shareholders at the meeting who are entitled to vote (or their proxies) and who have between them at least one-tenth of the total voting rights of all Shareholders who have the right to vote at the meeting; or
 - (d) one or more Shareholders at the meeting who have shares which allow them to vote at the meeting (or their proxies) holding shares in the Company conferring a right to vote on the resolution being shares on which an aggregate sum has been paid equal to not less than one tenth of the total sum paid up on all the shares conferring that right.

Directors

Directors' meetings

- (n) Notice of meetings of the Directors is treated as properly given if it is given personally, by word of mouth or in writing to the Director's last known address or any other address given by him to the Company for this purpose or by electronic communication.
- (o) If no other quorum is fixed by the Directors, two Directors are a quorum.
- (p) Matters to be decided at a Directors' meeting will be decided by a majority vote. If votes are equal, the chairman of the meeting has a second, casting vote.

Appointment

- (q) The Company must have a minimum of two Directors (unless otherwise determined by an ordinary resolution).

Retirement

- (r) At every annual general meeting any Director who has been appointed by the Directors since the last annual general meeting; or any Director who held office at the time of the two preceding annual general meetings and who did not retire at either of them shall retire. If the Company does not fill the vacancy at the meeting, then the Director will be deemed to be reappointed unless it is resolved to reduce the number of Directors pursuant to the Articles.
- (s) Any Director automatically stops being a Director if:
 - (a) he ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law;
 - (b) a bankruptcy order is made against him or a composition is made with his creditors generally;
 - (c) he is suffering from mental or physical ill health rendering him incapable of acting as a Director for a period of more than three months;

- (d) he has missed Directors' meetings for a continuous period of six months without permission from the Directors and the Directors pass a resolution removing the Director from office;
- (e) he gives the Company notice of resignation;
- (f) all of the other Directors pass a resolution requiring the Director to resign; or
- (g) in the case of a Director who holds any executive office, his appointment is terminated or expires and the Directors resolve that his office be vacated.

Alternate Directors

- (t) Any Director can appoint any person approved by a resolution of the Board or another Director to act in his place (called an "alternate Director").
- (u) The appointment of an alternate Director ends on the happening of any event which, if he were a Director, would cause him to vacate that office. It also ends if the alternate Director resigns his office by written notice to the Company, if his appointer stops being a Director (including in the event of death), unless that Director retires at a general meeting at which he is re-appointed or, if he is not a Director.
- (v) An alternate Director is entitled to receive notices of meetings of the Directors. He is entitled to attend and vote as a Director at any meeting at which the Director appointing him is not personally present and generally at that meeting is entitled to perform all of the functions of his appointer as a Director. If he is himself a Director, or he attends any meeting as an alternate Director for more than one Director, he can vote cumulatively for himself and for each other Director he represents but he cannot be counted more than once for the purposes of the quorum.
- (w) An alternate Director is entitled to be repaid expenses and to be indemnified by the Company to the same extent as if he were a Director. The alternate Director shall not be entitled to be paid remuneration by the Company, however, such remuneration may be agreed and out of the remuneration payable to the appointing Director.

Expenses

- (x) The Director may be paid all travel, hotel and other expenses incurred in attending and returning from general meetings, meetings of the Directors or committees of the Directors or any other meetings which as a Director he is entitled to attend or otherwise in connection with the discharge of their duties.

Pensions and Gratuities for Directors

- (y) The Directors can decide to provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any former Director of the Company who held an executive office or employment with the Company or any of its subsidiary undertakings or former subsidiary undertakings or any predecessor in business of the Company, or any relation or dependant of such a person.

Directors' Interests

- (z) A Director who is in any way, directly or indirectly, interested in a proposed or existing transaction or arrangement with the Company must declare, either in writing or at a meeting of the Directors, the nature and extent of his interest to the other Directors in accordance with the Act. An interest of a person who is connected with a Director shall be treated as an interest of the Director.
- (aa) Subject to certain exceptions, the relevant Director and any other Director with a similar interest will not count in the quorum and will not vote on any resolution concerning a matter in which he has, directly or indirectly, an interest which is material.

- (bb) If a question comes up at a meeting of the Directors about whether a Director (other than the chairman of the meeting) can vote or be counted in the quorum and the Director does not agree to abstain from voting on the issue or not to be counted in the quorum, the question must be referred to the chairman of the meeting. The chairman of the meeting's ruling about any other Director is final and conclusive unless the nature or extent of the Director's interest (so far as it is known to him) has not been fairly disclosed to the Directors in which case the question shall be decided by a resolution of the majority of the directors. If the question comes up about the chairman of the meeting, the chairman must withdraw from the meeting and the Directors will elect a vice chairman to consider the question instead of the chairman.

Borrowing Powers

- (cc) There is no limit on the amount that the Company can borrow. Borrowing by the Company is at the discretion and determination of the Board.

Dividends and Distributions to Shareholders

- (dd) Subject to the Act, the Company can declare dividends in accordance with the rights of the Shareholders by passing an ordinary resolution. No such dividend can exceed the amount recommended by the Directors.
- (ee) If the Directors consider that the financial position of the Company justifies such payments and subject to the Act, they can pay the fixed or other dividends on any class of shares on the dates prescribed for the payment of those dividends; and pay interim dividends on shares of any class of any amounts and on any dates and for any periods which they decide.
- (ff) If the Directors act in good faith, they will not be liable for any loss that any Shareholders may suffer because a lawful dividend has been paid on other shares which rank equally with or behind their shares.
- (gg) All dividends will be declared and paid in proportions based on the amounts paid up on the shares during any period for which the dividend is paid. Sums which have been paid up in advance of calls will not count as paid up for this purpose. If the terms of any share say that it will be entitled to a dividend as if it were a fully paid up, or partly paid up, share from a particular date (in the past or future), it will be entitled to a dividend on this basis.
- (hh) If a Shareholder owes the Company any money for calls on shares or money in any other way relating to his shares, the Directors can deduct any of this money from any dividend or other money payable to the Shareholder on or in respect of any share held by him. Money deducted in this way can be used to pay amounts owed to the Company.
- (ii) Unless the rights attached to any shares, or the terms of any shares, say otherwise, no dividend or other sum payable by the Company on or in respect of its shares carries a right to interest from the Company.
- (jj) Where any dividends or other amounts payable on a share have not been claimed, the Directors can invest them or use them in any other way for the Company's benefit until they are claimed. The Company will not be a trustee of the money and will not be liable to pay interest on it. If a dividend or other money has not been claimed for 12 years after being declared or becoming due for payment, it will be forfeited and go back to the Company unless the Directors decide otherwise.

Scrip Dividends

- (kk) The Directors can offer Shareholders the right to choose to receive extra shares, which are credited as fully paid up, instead of some or all of their cash dividend. Before they can do this, Shareholders must have passed an ordinary resolution authorising the Directors to make this offer.

Distributions on a Winding Up

- (ll) If the Company is wound up, a liquidator may, with the approval of a special resolution and any other sanction required by applicable law, divide among the members the whole or any part of the assets of the Company for distribution in kind. For that purpose, the liquidator may value any assets and determine how the division shall be carried out.

Indemnity

- (mm) Subject to the restrictions of the Act, the Company can indemnify any Director or officer or former Director or former officer of the Company or of any associated company against any liability; and can purchase and maintain insurance against any liability for any Director or former Director of the Company or of any associated company.

6. Directors of the Company

- 6.1 The Directors of the Company and their respective functions are as follows:

Director Name	Position/Function	Business Address
Andy Morrison	Non-Executive Chairman	Registered Office Address
Tony Harpur	Non-Executive Director	Registered Office Address
Alan Hume	Finance Director	Registered Office Address

- 6.2 The business address of all Directors described in the paragraph above is the registered office address of the Company as stated in this Document.

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

Director Name	Current directorships/partnerships	Previous directorships/ partnerships
Andy Morrison	Kanabo Group plc Spinnaker Management Resources Ltd The I am Billy Foundation Hemspan Ltd	Nostra Terra Oil and Gas Company plc
Tony Harpur	Pure Peaks Ltd Peacock DDC Holdings Ltd Peacock DDC Trading Ltd Peacock DDC Agricultural Ltd Peacock DDC Property Ltd Peacock DDC Consultancy Ltd	Kanabo Group plc
Alan Hume	Orcadian Energy (CNS) Ltd Orcadian Energy plc	Elko (UK) Limited Elko Energy Business Services Limited Kanabo Group plc

7. Directors’ Confirmations

- 7.1 As at the date of this Document, none of the Directors:

- (a) has any convictions in relation to fraudulent offences for at least the previous five years;
- (b) has been associated with any bankruptcy, receivership or liquidation while acting in the capacity of a member of the administrative, management or supervisory body or of senior manager of any company for at least the previous five years; or

- (c) has been subject to any official public incrimination and/or sanction of him by any statutory or regulatory authority (including any designated professional bodies) or has ever been disqualified by a court from acting as a director of a company or from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer for at least the previous five years.

7.2 None of the Directors currently have any potential conflict of interests that are material to the Company or the Fundraising, as at the Last Practicable Date.

8. Directors' and Other interests

8.1 As at the close of business on the Last Practicable Date, the interests of the Directors and their Connected Persons in the Issued Share Capital of the Company were as follows:

Name of Director	Number of Ordinary Shares	Percentage of Ordinary Shares held
Andy Morrison	300,020	23.08%
Tony Harpur*	300,020	23.08%
Alan Hume	300,020	23.08%

* Tony Harpur (a Director) and a connected person of his currently hold their interests through Peacock DDC Trading Limited.

8.2 On Admission, the interests of the Directors and their Connected Persons in the Issued Share Capital are and will be as follows:

Name of Director	Number of Ordinary Shares on Admission	Percentage of Enlarged Share Capital	Number of Investor Warrants on Admission	Number of Options on Admission
Andy Morrison*	2,150,020	9.72%	925,000	820,151
Tony Harpur**	2,150,020	9.72%	925,000	488,500
Alan Hume***	1,150,020	5.20%	425,000	276,895

* Andy Morrison will hold 1,000,000 Ordinary Shares through his Self-Invested Pension Plan and 1,150,020 Ordinary Shares through JIM Nominees Limited.

** Anthony Harpur and a connected person of his will hold 2,150,020 Ordinary Shares through JIM Nominees Limited and 925,000 Warrants through Peacock DDC Trading Limited.

*** Alan Hume directly holds 650,020 Ordinary Shares, 175,000 Warrants and 276,895 Options in his own name. The figure above also includes 500,000 Ordinary Shares and 250,000 Warrants held by a connected person of his.

8.3 Save as disclosed in paragraphs 8.1 and 8.2 above, the Directors and their respective Connected Persons do not hold any options or warrants or other rights over any unissued Ordinary Shares of the Company.

8.4 Save as disclosed in this paragraph 8 immediately following Admission, no Director will have any interest, whether beneficial or non-beneficial, in the share or loan capital of the Company.

8.5 The Company will not be granting any options or warrants prior to or on Admission in addition to those disclosed in this Document.

9. Substantial Shareholders

9.1 Save for the Directors and their Connected Persons (within the meaning of section 252 of the Act), at the date of this Document and immediately following Admission, so far as the Directors are aware, no person is directly or indirectly interested in more than three per cent. of the Ordinary Shares other than as set out below:

Shareholder	Number of Existing Shares Held	Per cent. of Existing Shares Held	Number of Ordinary Shares held immediately following Admission	Per cent. of Ordinary Shares held immediately following Admission
Robert John Evans	100,000	7.69%	250,000	1.13%
Cassiopeia Services Ltd*	100,000	7.69%	250,000	1.13%
EOTR Solutions Limited**	100,000	7.69%	150,000	0.68%
Welbeck Associates Ltd	100,000	7.69%	150,000	0.68%
Richard Edwards	–	–	1,000,000	4.52%
Adrian Crucefix	–	–	1,000,000	4.52%
Markus Meister	–	–	1,000,000	4.52%
Montrachet Investments S.A.	–	–	1,000,000	4.52%

* Stefania Barbaglio (an adviser to the Company) is the sole director and shareholder of Cassiopeia Services Ltd.

** David Bott (an adviser to the Company) is the sole director and shareholder of EOTR Solutions Limited.

9.2 To the extent known to the Company, except as set out above, none of the substantial shareholders named above intend to subscribe for Ordinary Shares pursuant to the Fundraising and no person intends to subscribe for more than five per cent of the Fundraising Shares.

9.3 Those interested, directly or indirectly, in three per cent. or more of the issued Ordinary Shares of the Company do not now, and, following the Fundraising and Admission, will not have different voting rights from other holders of Ordinary Shares.

9.4 Immediately following Admission, as a result of the Fundraising, the Directors expect that a number of persons will have an interest, directly or indirectly, in at least three per cent. of the voting rights attached to the Company's issued Ordinary Shares. Such persons will be required to notify such interests to the Company in accordance with the provisions of Chapter 5 of the Disclosure Guidance and Transparency Rules, and such interests will be notified by the Company to the public.

9.5 As at the Last Practicable Date, the Company is not aware of any person or persons who, directly or indirectly, jointly or severally, exercise or could exercise control over the Company nor is it aware of any arrangements, the operation of which may at a subsequent date result in a change in control of the Company.

10. Directors' Letters of Appointment

10.1 No Director has any interest in any transactions which are or were unusual in their nature or conditions or which are or were significant to the business of the Company and which were effected by 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.

10.2 Letters of Appointment

Each of the Directors have been appointed as non-executive directors of the Company pursuant to Letters of Appointment dated 12 July 2021, with effect from incorporation of the Company. Each of the Directors' respective appointments will continue until either (a) they are terminated by the Director or the Company on three months' notice or (b) completion of an Acquisition, subject to an appropriate board of directors being put in place. Mr Morrison has agreed to commit an equivalent of at least 6 days a month to the Company. Mr Harpur and Mr Hume have agreed to commit an equivalent of at least 2 and 4 days a month to the Company respectively. Other than a potential success fee following completion of an Acquisition (as referred to in paragraph 8 of "Part II – The Board of Directors, The Company Secretary and Advisors and Corporate

Governance” of this Document), the potential granting of additional options by the Company to them or in exceptional circumstances where a Director undertakes activities that would otherwise result in fees being payable to third party advisers, the Directors are not entitled to any benefits other than the reimbursement of their reasonable expenses. The Letters of Appointment are governed by the laws of England and Wales.

11. Agreements with Advisers

- 11.1 The Advisers provide an additional level of technical and industry support to the Board during the early life of the Company as it seeks its first Acquisition opportunity, as well as ensuring that progress towards an initial Acquisition is maintained. The Advisers will provide advisory services to the Board on a part-time basis at the request of the Board. The Advisers have agreed not to be remunerated for their ordinary services, other than potential entitlement to a success fee following completion of an Acquisition (further details at paragraph 8 of “*Part II – The Board of Directors, The Company Secretary and Advisors and Corporate Governance*” of this Document), potential granting of additional options by the Company to them or in exceptional circumstances where an Adviser undertakes due diligence exercises, at the request of the Board, that would otherwise result in fees being payable to third party advisers. The Advisers are entitled to the reimbursement by the Company of all reasonable expenses accrued by them in the performance of their advisory services.
- 11.2 David Bott, Stefania Barbaglio and Robert Evans have each been appointed by the Company as an Adviser pursuant to letters of appointment dated 12 July 2021 respectively. Their appointments shall be for a period of 12 months from 12 July 2021 and thereafter subject to termination automatically upon completion of an Acquisition or by either party on three months’ notice. Other than as set out in this document, the Advisers are not entitled to any other benefits other than the reimbursement of their reasonable expenses. Their letters of appointment are governed by the laws of England and Wales.

12. Takeover Regulation

12.1 *Mandatory bid*

The Company is subject to the City Code. Under Rule 9 of the City Code, any person who acquires an interest in shares which, taken together with shares in which he or persons acting in concert with him are interested, carry 30 per cent. or more of the voting rights in the Company will normally be required to make a general offer to all the remaining shareholders to acquire their shares. Similarly, when any person or persons acting in concert is interested in shares which in aggregate carry 30 per cent. of the voting rights of the Company but which do not carry more than 50 per cent. of the voting rights in the Company, a general offer will normally be required to be made if he or any person acting in concert with him acquires an interest in any other shares in the Company. An offer under Rule 9 must be in cash, normally at the highest price paid within the preceding 12 months for any interest in shares of the same class acquired in the Company by the person required to make the offer or any person acting in concert with him.

12.2 *Squeeze-out*

Under the Act, if an offeror were to make an offer to acquire all of the shares in the Company not already owned by it and were to acquire 90 per cent. of the shares to which such offer related it could then compulsorily acquire the remaining 10 per cent. The offeror would do so by sending a notice to outstanding members telling them that it will compulsorily acquire their shares and then, six weeks later, it would deliver a transfer of the outstanding shares in its favour to the Company which would execute the transfers on behalf of the relevant members, and pay the consideration to the Company which would hold the consideration on trust for outstanding members. The consideration offered to the members whose shares are compulsorily acquired under this procedure must, in general, be the same as the consideration that was available under the original offer unless a member can show that the offer value is unfair.

12.3 *Sell-out*

The Act also gives minority members a right to be bought out in certain circumstances by an offeror who has made a takeover offer. If a takeover offer related to all the shares in the Company

and, at any time before the end of the period within which the Offers could be accepted, the offeror held or had agreed to acquire not less than 90 per cent. of the shares, any holder of shares to which the offer related who had not accepted the offer could by a written communication to the offeror require it to acquire those shares. The offeror would be required to give any member notice of his/her right to be bought out within one month of that right arising. The offeror may impose a time limit on the rights of minority members to be bought out, but that period cannot end less than three months after the end of the acceptance period or, if later, three months from the date on which notice is served on members notifying them of their sell-out rights. If a member exercises his/her rights, the offerors entitled and bound to acquire those shares on the terms of the offer or on such other terms as may be agreed.

13. Working capital

The Company is of the opinion that the working capital available to the Company, including the Net Proceeds of the Fundraising, is sufficient for its present requirements, that is, for at least 12 months from the date of this Document.

14. Significant change

There has been no significant change in the financial position or financial performance of the Company since 11 May 2021, being the end of the last period for which historical financial information has been published for the Company.

15. Litigation

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware) during the previous covering at least the previous 12 months which may have, or have had in the recent past, significant effects on the Company and/or financial position or profitability of the Company.

16. Material contracts

The following material contracts are those contracts which have been entered into by the Company: (a) in the two years immediately preceding the date of this Document (other than in the ordinary course of business); and (b) which contain any provisions under which the Company has an obligation or entitlement which are, or may be, material to the Company as at the date of this Document.

16.1 Broker Engagement Letter

The Company has appointed SI Capital Ltd as its broker by way of an engagement letter dated 19 June 2021. Under the terms of the Broker Engagement Letter, SI Capital has agreed to provide broking and placing services to the Company and other services ancillary to the Admission.

In consideration of these services and subject to SI Capital raising a minimum of £600,000 from places pursuant to the Placing, SI Capital will be paid a transaction fee of £50,000 plus VAT and issued warrants to subscribe for 500,000 new ordinary shares in the Company at the Placing Price and are exercisable until the date falling three years from the date of Admission.

Following Admission, SI Capital will continue to provide broking services for the Company and shall be entitled to charge a retainer fee of £25,000 plus VAT per annum, payable on Admission. Whilst SI is engaged as the Company's broker, in the event of further fundraises, the Company has agreed to pay commission of 6% to SI Capital, and/or 1% on all other capital raisings for cash, project finance or M&A where SI Capital is engaged in the introduction or administration. The engagement of SI Capital as the Company's broker may be terminated by either party giving 3 months' notice in writing to the other. The Company and SI Capital have agreed that SI Capital's engagement as broker will terminate automatically upon completion of a Reverse Takeover, unless agreed otherwise.

16.2 **Broker Warrant Instrument**

The Company created a warrant instrument dated 12 July 2021, pursuant to which the Company issued the Broker Warrants, representing a total of 500,000 Ordinary Shares issued to the Broker pursuant to the Broker Engagement Letter. The Broker Warrants are exercisable at £0.10 per Ordinary Share and are exercisable either in whole or in part for a period of three years from the date of Admission. The Broker Warrants are freely transferable.

16.3 **Director Lock-in and Orderly Market Agreement**

A lock-in agreement dated 12 July 2021 was executed between the Company, SI Capital and the Locked-in Directors, pursuant to which each of the Locked-In Directors has undertaken, save in certain circumstances, not to sell or otherwise dispose of or agree to sell or dispose of any of their interests (direct or indirect) in the Ordinary Shares held by them for a period of twelve months commencing on the date of Admission. In addition, the Locked-In Directors shall be subject to orderly market arrangements during the twelve months after the initial one-year lock-in period. The Locked-In Directors hold 4,950,060 Ordinary Shares representing 22.39 per cent. of the Enlarged Share Capital.

16.4 **Investor Warrant Instrument**

On 12 July 2021, the Company constituted 10,405,000 Investor Warrants on the terms of the Investor Warrant Instrument under which the Company issued warrants to the Investors, conditional on Admission. The Investor Warrant entitles the Investor Warrant holder to subscribe for one Ordinary Share at £0.20 per Ordinary Share. The Investor Warrants are exercisable either in whole or in part for a period of four years from the date of Admission.

16.5 **Share Schemes and Individual Share Option Contracts**

On 12 July 2021, the Company established a Share Option Scheme under which the Company may grant options over the Ordinary Shares to the Directors and Advisors from time to time. Under the terms of these option schemes, the Board may grant Options over shares equivalent to ten per cent. of the Company's issued share capital from time to time.

16.6 **Subscription Letters**

The Company has entered into various subscription letters with subscribers, pursuant to which the subscribers agreed to subscribe for new Ordinary Shares at the Fundraising Price. The subscribers provided standard representations and warranties to the Company.

17. **Related party transactions**

Other than as set out in this Document, in particular at paragraph 10 of this Part (the Directors' Letters of Appointment), there have been no related party transactions between the Company and any Director.

18. **Pensions**

There are currently no pensions or similar arrangements in place with the Directors.

19. **Data Protection**

19.1 The Company may delegate certain administrative functions to third parties and will require such third parties to comply with data protection and regulatory requirements of any jurisdiction in which data processing occurs. Such information will be held and processed by the Company (or any third party, functionary or agent appointed by the Company) for the following purposes:

- (a) verifying the identity of the prospective investor to comply with statutory and regulatory requirements in relation to anti-money laundering procedures;
- (b) carrying out the business of the Company and the administering of interests in the Company;
- (c) meeting the legal, regulatory, reporting and/or financial obligations of the Company in the United Kingdom or elsewhere; and

- (d) disclosing personal data to other functionaries of, or advisers to, the Company to operate and/or administer the Company.
- 19.2 Where appropriate it may be necessary for the Company (or any third party, functionary or agent appointed by the Company) to:
- (a) disclose personal data to third party service providers, agents or functionaries appointed by the Company to provide services to prospective investors; and
 - (b) transfer personal data outside of the EEA to countries or territories which do not offer the same level of protection for the rights and freedoms of prospective Investors as the United Kingdom.
- 19.3 If the Company (or any third party, functionary or agent appointed by the Company) discloses personal data to such a third party, agent or functionary and/or makes such a transfer of personal data it will use reasonable endeavours to ensure that any third party, agent or functionary to whom the relevant personal data is disclosed or transferred is contractually bound to provide an adequate level of protection in respect of such personal data. In providing such personal data, investors will be deemed to have agreed to the processing of such personal data in the manner described above. Prospective investors are responsible for informing any third party individual to whom the personal data relates of the disclosure and use of such data in accordance with these provisions.

20. Employees and Premises

- 20.1 The Company has not had any employees since incorporation and it shall not have any employees with effect from Admission.
- 20.2 The Company does not own or lease any premises as at the date of this Document.

21. General

- 21.1 There are no patents or other intellectual property rights, licences or particular contracts which are of fundamental importance to the Company's business.
- 21.2 The fees and expenses to be borne by the Company in connection with Admission, including the professional fees and expenses and the costs of printing and distribution of documents are estimated to amount to approximately £180,000 (including VAT).
- 21.3 PKF Littlejohn LLP, having its registered office at 15 Westferry Circus, Canary Wharf, London, E14 4HD, have been appointed as the first auditors of the Company and are registered to carry out audit work by the Institute of Chartered Accountants in England and Wales. The Company's year-end is 28 February.
- 21.4 The financial information set out in this Document relating to the Company does not constitute statutory accounts.
- 21.5 The Company's annual report and accounts will be made up to 28 February in each year. The Company will prepare its first annual report and accounts following Admission covering the period from its incorporation to 28 February 2022. It is expected that the Company will make public its annual report and accounts within four months of each financial year end (or earlier if possible) and that copies of the annual report and accounts will be sent to Shareholders within six months of each financial year end (or earlier if possible).
- 21.6 The Company shall hold its first annual general meeting within six months of the end of its next accounting period, being 28 February 2022.

22. Consents

- 22.1 Where third party information has been referenced in this Document, the source of that third party information has been disclosed. Where information contained in this Document has been sourced from a third party, the Company confirms that such information has been accurately reproduced and, as far as the Company is aware and able to ascertain from information published by such third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading.
- 22.2 PKF Littlejohn LLP has given and has not withdrawn its written consent to the inclusion in this Document of its accountants' report on the historical financial information of the Company and has authorised the contents of these reports for the purposes of PR 5.3.2R(2)(f) of the Prospectus Regulation Rules. In addition, PKF Littlejohn LLP has given and not withdrawn its written consent to the issue of this Document with the inclusion herein of the references to its name in the form and context in which they appear.
- 22.3 SI Capital has given and not withdrawn their consent to the inclusion in this Document of their name in the form and in the context in which it appears.

23. Availability of this Document

- 23.1 Copies of this Document are accessible, free of charge during normal business hours, from the registered office of the Company.
- 23.2 In addition, this Document will be published in electronic form and be available on the Company's website at www.spaq.co.uk subject to certain access restrictions applicable to persons located or resident outside the United Kingdom.

24. Documents for inspection

- 24.1 Copies of the following documents may be inspected at the registered office of the Company at 8th Floor, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW during usual business hours on any day (except Saturdays, Sundays and public holidays) from the date of this Document until the date of Admission:
- (a) the Memorandum and Articles of Association of the Company;
 - (b) this Document;
 - (c) the Directors letters of appointment referred to in paragraph 10.2 of this Part;
 - (d) the material contracts referred to above in paragraph 16 of this Part.

PART VII

NOTICES TO INVESTORS

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

General

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

This Document has been approved by the FCA, as competent authority under the UK Prospectus Regulation. The FCA only approves this Document as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of the issuer or the quality of the securities that are the subject of this Document. Investors should make their own assessment as to the suitability of investing in the securities. Issue or circulation of this Document may be prohibited in countries other than those in relation to which notices are given below.

For the attention of all Investors

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

For the attention of UK Investors

This Document has been approved by the Financial Conduct Authority (the “FCA”), as competent authority under the UK Prospectus Regulation. The FCA only approves this Document as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of the issuer or the quality of the securities that are the subject of this Document. Investors should make their own assessment as to the suitability of investing in the securities. This Document has been filed with the FCA and made available to the public in accordance with Rule 3.2 of the Prospectus Regulation Rules.

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

For the attention of European Economic Area Investors

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

- (a) to qualified investors as defined under the EU Prospectus Regulation;
- (b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the EU Prospectus Regulation) in such Relevant Member State; or
- (c) in any other circumstances falling within Rule 1.2.3 of the EU Prospectus Regulation, provided that no such offer of Ordinary Shares shall result in a requirement for the publication by the Company of a prospectus pursuant to Rule 1.2.1 of the EU Prospectus Regulation.

For the purposes of this provision, the expression an “offer to the public” in relation to any offer of Ordinary Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and any Ordinary Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Ordinary Shares and the expression “EU Prospectus Regulation” means Regulation EU 2017/1129 (and any amendments, thereto, and includes any relevant implementing measure such as Commission Delegated Regulation (EU) 2019/980 of 14 March 2019.

This Document may not be used for, or in connection with, and does not constitute, any offer of Ordinary Shares or an invitation to purchase or subscribe for any Ordinary Shares in any member state of the European Economic Area in which such offer or invitation would be unlawful.

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

PART VIII

DEFINITIONS

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

Act	means the United Kingdom Companies Act 2006 (as amended from time-to-time);
Acquisition	the acquisition by the Company or by any subsidiary thereof of an interest in an operating company, business or asset in the manner more particularly described in Part I of this Document;
Admission	means admission of the Ordinary Shares to the standard segment of the Official List and to trading on the main market for listed securities of the London Stock Exchange;
Articles of Association or Articles	means the articles of association of the Company in force from time to time;
Broker or SI Capital	means SI Capital Ltd, a company incorporated in England and Wales with company number 04870280;
Broker Engagement Letter	means the engagement letter between the Company and SI Capital dated 19 June 2021, pursuant to which SI Capital agreed to provide broking services to the Company;
Broker Warrants	means the 500,000 warrants granted over new Ordinary Shares pursuant to the arrangements described in paragraph 3.6 of <i>Part VI – “Additional Information”</i> of this Document;
Business Day	means a day (other than a Saturday or a Sunday) on which banks are open for business in London;
Certificated or in certificated form	means in relation to a share, warrant or other security, a share, warrant or other security, title to which is recorded in the relevant register of the share, warrant or other security concerned as being held in certificated form (that is, not in CREST);
Chairman	means the Chairman of the Board from time to time;
City Code	means the City Code on Takeovers and Mergers;
Class Test	means the tests set out in LR10 Annex 1 of the Listing Rules;
Company or Issuer or Spinnaker	means Spinnaker Acquisitions plc;
Connected Persons	means a Director or any member of a Director’s immediate family;
CREST or CREST System	means the paperless settlement system operated by Euroclear enabling securities to be evidenced otherwise than by certificates and transferred otherwise than by written instruments;
CREST Manual	means the compendium of documents entitled “CREST Manual” issued by Euroclear from time to time and comprising the CREST Reference Manual, the CREST Central Counterparty Service Manual, the CREST International Manual, the CREST Rules, the CSS Operations Manual and the CREST Glossary of Terms;

CREST Regulations	means The Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), as amended;
CREST Requirements	means the rules and requirements of Euroclear as may be applicable to issuers from time to time, including those specified in the CREST Manual;
CRESTCo	means CRESTCo Limited, the operator (as defined in the Uncertificated Regulations) of CREST;
Directors or Board or Board of Directors	means the directors of the Company, whose names appear in <i>“The Board of Directors, The Company Secretary and Advisors and Corporate Governance”</i> , or the board of directors from time to time of the Company, as the context requires, and “Director” is to be construed accordingly;
Directorships	means positions the Directors hold or have previously held, in addition to the Company, at other organisations, as members of the administrative, management or supervisory bodies of those organisations at any time in the five years prior to the date of this Document;
Director Lock-In and Orderly Market Agreement	means the lock-in and orderly market agreement between the Locked-In Directors, SI Capital and the Company, as further described in paragraph 16.3 of <i>“Part VI – Additional Information”</i> of this Document;
Disclosure Guidance and Transparency Rules	means the Disclosure Guidance and Transparency Rules of the FCA made pursuant to section 73A of FSMA as amended from time to time;
Document or this Document	means this Document comprising a prospectus relating to the Company prepared in accordance with the Prospectus Regulation Rules and approved by the FCA under section 87A of FSMA;
EBITDA	means operating profit/(loss) before interest, taxation, depreciation, amortisation and impairment loss;
EEA	means the European Economic Area;
EEA States	means the member states of the European Union and the European Economic Area, each an “EEA State”;
Enlarged Share Capital	means the aggregate total of 22,110,060 Ordinary Shares in issue on Admission, comprising the Existing Shares, the Placing Shares and the Subscription Shares;
ESMA	means the European Securities and Markets Authority;
EU	means the European Union;
EU Market Abuse Regulation or EU MAR	means regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse and repealing the Directive of the European Parliament and of the Council of 28 January 2003 and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC;
Euroclear	means Euroclear UK & Ireland Limited;
Euro	means the lawful currency of the European Union;
EU Prospectus Regulation	means the EU version of Regulation (EU) No 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the

	prospectus to be published when securities are offered to the public or admitted to trading on a regulated market;
Exchange Act	means the US Securities Exchange Act of 1934, as amended;
Existing Shares	means the total of 1,300,060 Ordinary Shares in issue as at the date of this Document;
FCA	means the UK Financial Conduct Authority;
Financial Promotions Order	means the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005;
Fundraising	means together the Placing and the Subscription;
Fundraising Price	means an issue price of £0.10 per New Share;
Fundraising Shares	means the Ordinary Shares to be issued and allotted pursuant to the Fundraising;
FSMA	means the Financial Services and Markets Act 2000 of the UK, as amended;
general meeting	means a meeting of the Shareholders of the Company;
IFRS	means International Financial Reporting Standards as adopted by the European Union;
Insolvency Act	means the Insolvency Act 1986 (as amended from time to time);
Investors	means a person who confirms his agreement to the Company to subscribe for the Fundraising Shares;
Investor Warrants	means the warrants issued by the Company to the Investors;
Issued Share Capital	means the total number of Ordinary Shares in issue from time to time;
Last Practicable Date	means the last practicable date prior to publication of this Document, being 13 July 2021;
Letters of Appointment	means the letters of appointment for each of the Directors, pursuant to which they are each appointed as a non-executive director of the Company, details of which are set out in paragraph 10.2 of “ <i>Part VI — Additional Information</i> ”;
Listing Rules	means the listing rules of the FCA made pursuant to section 73A of FSMA as amended from time to time;
Locked-In Directors	means the Directors;
London Stock Exchange or LSE	means London Stock Exchange plc;
Main Market	means the LSE’s main market for listed securities;
UK Market Abuse Regulation or UK MAR	the UK version of the EU Market Abuse Regulation (2014/596) which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended and supplemented from time to time including by the Market Abuse (Amendment) (EU Exit) Regulations 2019;
Memorandum of Association or Memorandum	means the memorandum of association of the Company in force from time to time;
Net Proceeds	means the funds received on closing of the Fundraising less any expenses paid or payable in connection with Admission, the

	Fundraising and the incorporation (and initial capitalisation) of the Company;
Official List	means the official list maintained by the FCA;
Option Holders	means the holders of Options granted under the terms of the Share Option Scheme;
Options	means the options to acquire Ordinary Shares granted to the Option Holders;
Ordinary Shares or Shares	means the ordinary shares of £0.05 each in the capital of the Company;
Placee	means a person who confirms his agreement to the Company to subscribe for Ordinary Shares under the Placing;
Placing	means the proposed placing of the Placing Shares on behalf of the Company at the Fundraising Price and on the terms and subject to the conditions set out in this Document;
Placing Letters	means the placing letters from SI Capital to potential Placees inviting irrevocable, conditional applications for subscription for the Placing Shares pursuant to the Placing;
Placing Shares	means the Ordinary Shares to be issued and allotted pursuant to the Placing;
Pounds Sterling or £	means British pounds sterling, the lawful currency of the UK;
Premium Listing	means a listing on the Premium Listing Segment of the Official List under Chapter 6 of the Listing Rules;
Prospectus Regulation Rules or PRR	means the prospectus regulation rules of the FCA made pursuant to Part VI of FSMA, as amended from time to time;
QCA Code	means the Quoted Companies Alliance Corporate Governance Code published by the Quoted Companies Alliance (as amended and revised from time to time);
Registrar	means Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, United Kingdom, B62 8HD or any other registrar appointed by the Company from time to time;
Regulations	means the Proceeds of Crime Act 2002, the Terrorism Act 2000 and the Money Laundering Regulations 2003, or applicable legislation in any other jurisdiction in connection with money laundering and/or terrorist financing;
Regulatory Information Service	means a regulatory information service authorised by the FCA to receive, process and disseminate regulatory information in respect of listed companies;
Relevant Member State	means each member state of the European Economic Area which has implemented the EU Prospectus Regulation;
Relevant Persons	means persons to whom this Document may be lawfully distributed to under the Financial Promotion Order;
Reverse Takeover	means a transaction defined as a reverse takeover under Listing Rule 5.6.4 (1) and (2);
Sanctions	means sanctions administered or enforced by the US Government (including, without limitation, the Office of Foreign Assets Control (OFAC) of the US Department of the Treasury or

	the US Department of State), the United Nations Security Council, the European Union or Her Majesty's Treasury;
SEC	means the US Securities and Exchange Commission;
Securities Act	means the US Securities Act of 1933, as amended;
Share Option Scheme	means the share option scheme established by the Company on 12 July 2021, which will remain in existence on Admission;
Shareholders	means the holders of the Ordinary Shares and/or the Fundraising Shares, as the context requires;
Standard Listing	means a listing on the Standard Segment of the Official List under Chapter 14 of the Listing Rules;
Sterling	means the lawful currency of the United Kingdom;
Subscriber	means a person who confirms his agreement to the Company to subscribe for Ordinary Shares under the Subscription;
Subscription	means the private subscription being carried out by the Company to raise £659,000 through the issue of 6,590,000 Ordinary Shares;
Subscription Letters	means the letters between the Company and Subscribers relating to the Subscription;
Subscription Shares	means the Ordinary Shares to be issued and allotted pursuant to the Subscription;
Trading Day	means a day on which the main market of the London Stock Exchange (or such other applicable securities exchange or quotation system on which the Ordinary Shares are listed) is open for business (other than a day on which the main market of the London Stock Exchange (or such other applicable securities exchange or quotation system) is scheduled to or does close prior to its regular weekday closing time);
UK Corporate Governance Code	means the UK Corporate Governance Code issued by the Financial Reporting Council in the UK from time to time;
UK Prospectus Regulation	means the UK version of the EU Prospectus Regulation which is part of UK law by virtue of the European Union (Withdrawal) Act 2018 (as amended and supplemented from time to time (including, but not limited to, by the UK Prospectus Amendment Regulations 2019 and The Financial Services and Markets Act 2000 (Prospectus) Regulations 2019))
Uncertified or uncertified form	means, in relation to a share or other security, a share or other security, title to which is recorded in the relevant register of the share or other security concerned as being held in uncertificated form (that is, in CREST) and title to which may be transferred by using CREST;
United Kingdom or UK	means the United Kingdom of Great Britain and Northern Ireland;
United States or US	has the meaning given to the term "United States" in Regulation S;
US Dollar	means the lawful currency of the United States

VAT	means (i) within the EU, any tax imposed by any Member State in conformity with the Directive of the Council of the European Union on the common system of value added tax (2006/112/EC), and (ii) outside the EU, any tax corresponding to, or substantially similar to, the common system of value added tax referred to in paragraph (i) of this definition;
Warrants	means a total of 10,905,000 warrants over Ordinary Shares in the Company granted pursuant to the Broker Warrants and Investor Warrants; and
Working Capital Period	means the 12 month period from the date of this Document.

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

