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8 June 2023



Mercantile Ports
& Logistics Limited

Mercantile Ports & Logistics Limited

("MPL" or the "Company" and, together with its subsidiaries, the "Group")

Retail Offer to raise gross proceeds of up to £1.20 million

Mercantile Ports & Logistics Limited (AIM: MPL), which is operating and continuing to develop a port and logistics facility in Navi Mumbai, Maharashtra, India, is pleased to announce a proposed retail offer via the BookBuild platform (the "**Retail Offer**") to raise gross proceeds of up to £1.20 million (before expenses) through the issue of new ordinary shares of no par value in the Company ("**Ordinary Shares**"). Under the Retail Offer, up to 40,000,000 new Ordinary Shares (the "**Retail Shares**") will be made available at a price equal to 3 pence per share ("**Issue Price**").

In addition to the Retail Offer and as announced earlier today, the Company is also proposing a placing of new Ordinary Shares (the "**Placing Shares**") to raise a minimum of £3.00 million (before expenses) (the "**Placing**") and a subscription by certain existing and new investors of new Ordinary Shares (the "**Subscription Shares**", and together with the Retail Shares and the Placing Shares, the "**New Ordinary Shares**") to raise £5.85 million (before expenses) (the "**Subscription**", and together with the Retail Offer and the Placing, the "**Equity Fundraising**"), in each case at the Issue Price. A separate announcement has been made regarding the Placing and its terms. For the avoidance of doubt, the Retail Offer is not part of the Placing or the Subscription. The Issue Price represents a discount of approximately 29.4% to the closing mid-market price per Ordinary Share of 4.25 pence on 7 June 2023, being the latest practicable date before this Announcement.

Net proceeds from the Equity Fundraising will enable the Group to strengthen the balance sheet and to provide working capital for the Group. The Company is in advanced discussions to refinance its existing debt facilities, and the net proceeds from the Equity Fundraising will assist the Company in such discussions.

Completion of the Equity Fundraising is conditional, *inter alia*, upon approval of the shareholders of the Company (the "**Shareholders**") at the general meeting of the Shareholders to be held on or around 27 June 2023 (the "**General Meeting**") and on the New Ordinary Shares being admitted ("**Admission**") to trading on AIM, being the market of that name operated by London Stock Exchange plc (the "**London Stock Exchange**") ("**AIM**"). It is expected that Admission of the New Ordinary Shares will become effective and that dealings will commence at 8.00 a.m. on 28 June 2023.

The Retail Offer is not part of the Placing or the Subscription. Completion of the Retail Offer is conditional, *inter alia*, upon the Equity Fundraising being or becoming wholly unconditional, however completion of the Equity Fundraising is not conditional on the completion of the Retail Offer.

Expected timetable in relation to the Retail Offer

Event	Date and time
Retail Offer opens	4.35 p.m. on 8 June 2023
Latest time and date for receipt of commitments under the Retail Offer	4.30 p.m. on 12 June 2023
Results of the Retail Offer announced	13 June 2023
General Meeting	11.00 a.m. on 27 June 2023

Announcement of results of the General Meeting	27 June 2023
Expected date when Admission is effective and unconditional dealings in the New Ordinary Shares on AIM commence	8.00 a.m. on 28 June 2023
Expected date for crediting of the New Ordinary Shares in uncertificated form to CREST members' accounts	28 June 2023

References to times in this Announcement are to London time unless otherwise stated.

The times and dates set out in the expected timetable of principal events above and mentioned throughout this Announcement may be adjusted by the Company in which event the Company will make an appropriate announcement to a Regulatory Information Service giving details of any revised dates and the details of the new times and dates will be notified to the London Stock Exchange and, where appropriate, Shareholders. Shareholders may not receive any further written communication.

Dealing codes

ISIN for Ordinary Shares	GG00BKSH7R87
SEDOL for Ordinary Shares	BKSH7R8
LEI	213800UT113BW8VXV311
TIDM	MPL

Retail Offer

The Company values its retail Shareholder base and believes that it is appropriate to provide eligible retail Shareholders in the United Kingdom the opportunity to participate in the Retail Offer. The Retail Offer will allow eligible retail Shareholders to participate in the Retail Offer by subscribing for Retail Shares, through eligible financial intermediaries, at the Issue Price via the BookBuild platform.

The Company is therefore making the Retail Offer available in the United Kingdom through the financial intermediaries which will be listed, subject to certain access restrictions, on the following website: <https://www.bookbuild.live/deals/DX72E1/authorised-intermediaries>

Cenkos Securities plc ("**Cenkos Securities**") will be acting as coordinator in relation to the Retail Offer (the "**Retail Offer Coordinator**").

Existing retail Shareholders can contact their intermediary to participate in the Retail Offer, assuming they are eligible to do so. In order to participate in the Retail Offer, each intermediary must be on-boarded onto the BookBuild platform, have an active trading account with the Retail Offer Coordinator and have been approved by the Retail Offer Coordinator as an intermediary in respect the Retail Offer. Each intermediary must also agree to the final terms and the Retail Offer terms and conditions, which regulate, inter alia, the conduct of the Retail Offer on market standard terms and provide for the payment of commission to any intermediary that elects to receive a commission and/or fee (to the extent permitted by the FCA Handbook Rules) from the Retail Offer Coordinator (on behalf of the Company).

Any expenses incurred by any intermediary are for its own account. Eligible retail Shareholders who wish to participate in the Retail Offer should confirm separately with any intermediary whether there are any commissions, fees or expenses that will be applied by such intermediary in connection with any application made through that intermediary pursuant to the Retail Offer.

The Retail Offer will be open to eligible Shareholders in the United Kingdom at 4.35 p.m. on 8 June 2023 on the following website: <https://www.bookbuild.live/deals/DX72E1/authorised-intermediaries>. The Retail Offer is expected to close by no later than 4.30 p.m. on 12 June 2023. Eligible retail Shareholders should note that intermediaries may have earlier closing times. The Retail Offer may close early if it is oversubscribed.

If any intermediary has any questions about how to participate in the Retail Offer on behalf of existing Shareholders, please contact BookBuild at support@bookbuild.live.

The Retail Offer the subject of this announcement is and will, at all times, only be made to, directed at and may only be acted upon by those persons who are, Shareholders. To be eligible to participate in the Retail Offer, applicants must meet the following criteria before they can submit an order for Retail Shares: (i) be a customer of one of the participating intermediaries listed on the above website; (ii) be resident in the United Kingdom and (iii) be a Shareholder (which may include individuals aged 18 years or over, companies and other bodies corporate, partnerships, trusts, associations and other unincorporated organisations and includes persons who hold their Ordinary Shares directly or indirectly through a participating intermediary). For the avoidance of doubt, persons who only hold CFDs, Spreadbets and/or similar derivative instruments in relation to Ordinary Shares are not eligible to participate in the Retail Offer.

The Company reserves the right to scale back any order at its discretion. The Company reserves the right to reject any application under the Retail Offer without giving any reason for such rejection.

It is vital to note that once an application for Retail Shares has been made and accepted via an intermediary, it cannot be withdrawn.

The Retail Shares will be issued free of all liens, charges and encumbrances and will, when issued and fully paid, rank *pari passu* in all respects with the existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of their issue.

The Retail Offer is an offer to subscribe for transferable securities, the terms of which ensure that the Company is exempt from the requirement to issue a prospectus under Regulation (EU) 2017/1129 as it forms part of UK law by virtue of the European Union (Withdrawal) Act 2018 (the "**UK Prospectus Regulation**"). The aggregate total consideration for the Retail Offer will not exceed €8 million (or the equivalent in Pounds Sterling) and therefore the exemption from the requirement to publish a prospectus, set out in section 86(1) Financial Services and Markets Act 2000, as amended ("**FSMA**"), will apply.

The Retail Offer is not being made into any jurisdiction other than the United Kingdom or to US Persons (as defined in Regulation S of the US Securities Act 1933, as amended).

No offering document, prospectus or admission document has been or will be prepared or submitted to be approved by the UK

Financial Conduct Authority (the 'FCA') or any other authority in relation to the Retail Offer, and eligible retail Shareholders' commitments will be made solely on the basis of the information contained in this Announcement and information that has been published by or on behalf of the Company prior to the date of this Announcement by notification to an RIS in accordance with the FCA's Disclosure Guidance and Transparency Rules and the Market Abuse Regulation (EU Regulation No. 596/2014) as it forms part of United Kingdom law by virtue of the European Union (Withdrawal) Act 2018 (as amended).

There is a minimum subscription of £250 per retail Shareholder under the terms of the Retail Offer which is open to eligible retail Shareholders in the United Kingdom subscribing via the intermediaries, which will be listed, subject to certain access restrictions, on the following website: <https://www.bookbuild.live/deals/DX72E1/authorised-intermediaries>

There is no maximum application amount to apply in the Retail Offer, except that the aggregate total consideration for the Retail Offer shall not exceed £1.20 million. The terms and conditions on which eligible retail Shareholders subscribe will be provided by the relevant financial intermediaries including relevant commission or fee charges.

Eligible retail Shareholders should make their own investigations into the merits of an investment in the Company. Nothing in this Announcement amounts to a recommendation to invest in the Company or amounts to investment, taxation or legal advice.

It should be noted that a subscription for Retail Shares and investment in the Company carries a number of risks. Eligible retail Shareholders should take independent advice from a person experienced in advising on investment in securities such as the Retail Shares if they are in any doubt.

An investment in the Company will place capital at risk. The value of investments, and any income, can go down as well as up, so investors could get back less than the amount invested. Returns may increase or decrease as a result of currency fluctuations.

Neither past performance nor any forecasts should be considered a reliable indicator of future results.

For further information, please visit www.mercpl.com or contact:

MPL	C/O SEC Newgate +44 (0) 20 3757 6880
Cenkos Securities plc (Nomad and Broker)	Stephen Keys +44 (0) 20 7397 8900
BookBuild	Paul Brotherhood/ Marc Downes support@bookbuild.live

This Announcement should be read in its entirety. In particular the information in the "Important Notice" section of the Announcement should be read and understood.

IMPORTANT NOTICE

The Retail Offer is only open to eligible retail Shareholders in the United Kingdom who fall within Article 43 of the FPO (which includes an existing Shareholder).

The content of this Announcement has been prepared by, and is the sole responsibility of, the Company.

This Announcement and the information contained herein is not for release, publication or distribution, directly or indirectly, in whole or in part, in or into the United States of America (including its territories and possessions, any states in of the United States and the District of Columbia). This Announcement is not an offer of securities for sale into the United States. The Retail Shares referred to herein have not been and will not be registered under the Securities Act and may not be offered or sold in the United States, or to or for the account or benefit of any US person (within the meaning of the Securities Act). No public offering of Retail Shares is being made in the United States. The Retail Offer Shares are being offered and sold outside the United States in "offshore transactions", as defined in, and in compliance with, Regulation S under the Securities Act. In addition, the Company has not been, and will not be, registered under the US Investment Company Act of 1940, as amended.

This Announcement, and the information contained herein is not for release, publication or distribution, directly or indirectly, in whole or in part, in or into or from the United States, Canada, Australia, Singapore, Japan or the Republic of South Africa, or any other jurisdiction where to do so might constitute a violation of the relevant laws or regulations of such jurisdiction (the "Restricted Jurisdictions").

This Announcement does not constitute or form part of an offer to sell or issue or a solicitation of an offer to buy, subscribe for or otherwise acquire any securities in any jurisdiction including, without limitation, the Restricted Jurisdictions or any other jurisdiction in which such offer or solicitation would be unlawful. This Announcement and the information contained in it is not for publication or distribution, directly or indirectly, to persons in a Restricted Jurisdiction, unless permitted pursuant to an exemption under the relevant local law or regulation in any such jurisdiction. No public offer of the securities referred to herein is being made in any such jurisdiction.

The distribution of this Announcement may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This Announcement has not been approved by the London Stock Exchange or any other securities exchange.

No prospectus or offering document will be made available in connection with the matters contained in this Announcement and no such prospectus is required (in accordance with the EU Prospectus Regulation or the UK Prospectus Regulation) to be published.

Certain statements in this Announcement are forward-looking statements which are based on the Company's expectations, intentions and projections regarding its future performance, anticipated events or trends and other matters that are not historical facts. These forward-looking statements, which may use words such as "aim", "anticipate", "believe", "could", "intend", "estimate", "expect" and words of similar meaning, include all matters that are not historical facts. These forward-looking statements involve risks, assumptions and uncertainties that could cause the actual results of operations, financial condition, liquidity and dividend policy and the development of the industries in which the Group's businesses operate to differ materially from the impression created by the forward-looking statements. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Given those risks and uncertainties, prospective investors are cautioned not to place undue reliance on forward-looking statements. Forward-looking statements speak only as of the date of such statements and, except as required by the FCA, the London Stock Exchange or applicable law, neither the Company nor Cenkos Securities undertake any obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

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

Cenkos Securities, which is authorised and regulated in the United Kingdom by the FCA, is acting for the Company and for no one else in connection with the transactions or arrangements described in this Announcement and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Cenkos Securities or for providing advice in relation to the transactions or arrangements described in this Announcement, or any other matters referred to in this Announcement.

The information in this announcement is for background purposes only and does not purport to be full or complete. No representation or warranty, express or implied, is or will be made as to, or in relation to, and no responsibility or liability is or will be accepted by or on behalf of the Company, Cenkos Securities, or by their affiliates or their respective agents, directors, officers and employees as to, or in relation to, the accuracy or completeness of this Announcement (or whether any information has been omitted from the Announcement) or any other written or oral information made available to or publicly available to any interested party or its advisers, and any liability therefore is expressly disclaimed. Cenkos Securities and its affiliates, accordingly disclaim all and any liability whether arising in tort, contract or otherwise which they might otherwise be found to have in respect of this announcement or its contents or otherwise arising in connection therewith.

The Retail Shares to be issued pursuant to the Retail Offer will not be admitted to trading on any stock exchange other than to trading on AIM, being the market of that name operated by the London Stock Exchange.

Neither the content of the Company's website (or any other website) nor the content of any website accessible from hyperlinks on the Company's website (or any other website) is incorporated into, or forms part of, this Announcement.

UK Product Governance Requirements

Solely for the purposes of the product governance requirements contained within the FCA Handbook Product Information and Product Governance Sourcebook (the "UK Product Governance Rules") and distributed with

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

For the avoidance of doubt, the UK Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of COBS 9A and COBS 10A, respectively; or (b) a recommendation to any investor or group of investors to invest in, or purchase or take any other action whatsoever with respect to the Retail Shares. Each distributor is responsible for undertaking its own UK target market assessment in respect of the Retail Shares and determining appropriate distribution channels.

EU Product Governance Requirements

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

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Retail Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Retail Shares and determining appropriate distribution channels.

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