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13 June 2023

**Kanabo Group plc**  
("Kanabo", the "Company")

#### **Admission of New Ordinary Shares**

#### **Publication of Prospectus**

#### **Total Voting Rights**

Kanabo Group plc (LSE: KNB) the patient focused healthcare technology and medicinal cannabis company, is pleased to announce that it has today received approval from the FCA of its prospectus (the "**Prospectus**") and has published its Prospectus in relation to the proposed issue of 38,461,492 Ordinary Shares ("**2020 Deferred Consideration Shares**") in connection with the acquisition of Kanabo Research Limited at a price of 6.5p and proposed issue of 72,831,186 Ordinary Shares ("**Outstanding Consideration Shares**") in connection with the acquisition of The GP Service (UK) Ltd at a price of 12.65p.

An electronic copy of the Prospectus dated 13 June 2023 will shortly be available for inspection on the Company's website at <https://www.kanabogroup.com> and will be submitted to the National Storage Mechanism maintained by the FCA and will be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

#### **Admission to listing and trading**

Application will be made to the FCA and the London Stock Exchange for the Outstanding Consideration Shares to be admitted to the Official List of the FCA and to trading on the Main Market for listed securities of the London Stock Exchange ("**Admission**"). Admission is expected to take place on or around 28 June 2023. The Outstanding Consideration Shares will rank *pari passu* with the Company's existing Ordinary Shares.

The issue and allotment of the 2020 Deferred Consideration Shares is subject to and conditional upon the approval by Enlarged Shareholders at the 2023 AGM. Assuming such approval is received, admission of the 2020 Deferred Consideration Shares to the Official List of the FCA and trading on the Main Market for listed securities of the London Stock Exchange is expected to become effective and unconditional dealings are expected to commence within five business days following the 2023 AGM. The 2020 Deferred Consideration Shares will rank *pari passu* with the Company's existing Ordinary Shares.

#### **Lock-in arrangement**

In relation to the GP Services Acquisition:

The Maven GP Sellers entered into lock-in agreements with Kanabo pursuant to which they are prevented from disposing of any of the Consideration Shares held by them (including any Outstanding Consideration Shares), subject to certain exceptions, for a period of 18 months from 21 February 2022. For a further period of 18 months following the expiry of the Lock-In Period (being 20 August 2023), each Maven GP Seller is subject to an orderly market restriction.

The non-Maven GP Sellers entered into lock-in agreements with Kanabo pursuant to which they are prevented from disposing of any of the Consideration Shares held by them (including any Outstanding Consideration Shares), subject to certain exceptions, for a period of 36 months from 21 February 2022.

3,712,146 shares out of the 72,831,186 Outstanding Consideration Shares are not subject to any lock-in restrictions.

Further details of the Lock-In Agreements are set out in the Prospectus.

#### **Total voting rights**

The Company hereby notifies the market, in accordance with the FCA's Disclosure Guidance and Transparency Rule 5.6.1, that on Admission, the Company's issued share capital will consist of 573,216,379 Ordinary Shares, each with one vote. The Company does not hold any Ordinary Shares in Treasury. On Admission, the total number of voting rights in the Company will be 573,216,379 and this figure may be used by Shareholders as the denominator for the calculations by

which they will determine if they are required to notify their interest in, or a change to their interest in, the Company under the FCA's Disclosure Guidance and Transparency Rules.

Unless otherwise defined, capitalised terms used in this announcement shall have the same meaning as set out in the Prospectus.

**Expected timetable of principal events:**

Admission & commencement of dealings in the Outstanding Consideration Shares on the London Stock Exchange	8.00 a.m. on or around 28 June 2023
CREST accounts of GP Sellers holding in uncertificated form credited with Outstanding Consideration Shares	8.00 a.m. on or around 28 June 2023
Despatch of share certificates for Outstanding Consideration Shares to GP Sellers holding in certificated form	within 7 days of Admission
Admission & commencement of dealings in the 2020 Deferred Consideration Shares on the London Stock Exchange*	within 5 business days following the 2023 AGM*
CREST accounts of Kanabo Research Sellers holding in uncertificated form credited with 2020 Deferred Consideration Shares*	8.00 a.m. on admission of the 2020 Deferred Consideration Shares*
Despatch of share certificates for 2020 Deferred Consideration Shares to Kanabo Research Sellers holding in certificated form*	within 7 days of admission of the 2020 Deferred Consideration Shares*

\* Subject to and conditional upon approval by the Enlarged Shareholders at the 2023 AGM

All references to time are to London time unless otherwise stated.

**Directors' participation in the 2020 Deferred Consideration Shares**

Board members Mr David Tsur (Deputy Chair), Mr Avihu Tamir (Chief Executive Officer) and former None-Executive director Mr Uzi Danino (together "Directors and Ex-Directors") will all be issued with shares as part of the 2020 Deferred Consideration Shares.

The number of shares issued under the 2020 Deferred Consideration Shares for by each of these Directors and Ex-Directors are set out below:

<i>Director/Ex-Director</i>	<i>Number of shares issue under the 2020 Deferred Consideration Shares</i>
Mr David Tsur	1,515,392
Mr Avihu Tamir	16,266,552
Mr Uziel Danino	616,014

(\*) The issue of the 2020 Deferred Consideration Shares is subject and conditional upon approval by the Enlarged Shareholders at the 2023 AGM. The Company will issue further announcements in this regard.

**Enquiries:**

**Kanabo Group plc**

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**About Kanabo Group Plc**

Kanabo Group Plc (LSE:KNB) is a healthtech company committed to revolutionising patient care through its innovative technology platform and disruptive product offerings. Since its inception in 2017, Kanabo has been focused on researching, developing, and commercialising regulated medicinal cannabis-derived formulations and therapeutic inhalation devices.

Kanabo's NHS-approved online telehealth platform, The GP Service, provides patients with video consultations, online prescriptions, and primary care services. The Company is a leader in its field, focusing on improving patient outcomes and providing more accessible healthcare experiences.

In March 2023, Kanabo successfully launched its Pain Clinic, Treat It, under the expert guidance of its technological and product expertise. Treat It initially focuses on chronic pain management using plant-based medicine and treatments that

are currently unavailable through traditional channels.

At Kanabo Group Plc, we are dedicated to providing patients with the highest quality medical treatments and more accessible healthcare experiences.

Visit [www.kanabogroup.com](http://www.kanabogroup.com) for more information.

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