

**23 June 2023**

**XP Factory plc (AIM: XPF)**  
**("XP Factory" or the "Company")**

**Issue of Ordinary Shares  
and  
Total Voting Rights**

*Issue of Ordinary Shares*

XP Factory plc, one of the UK's pre-eminent experiential leisure businesses, announces the issue of ordinary shares in relation to the deferred earn-out consideration for the acquisition of Boom Battle Bars, as described in the Company's announcement on 3 November 2021 (the "Acquisition Announcement").

On 3 November 2021, the Company announced the proposed acquisition of Boom Battle Bars from MFT Capital Ltd for a total consideration of £17.38 million, consisting of an initial cash consideration of £9.88 million and deferred consideration to be satisfied through the issue of up to 25,000,000 Consideration Shares payable subject to an earn-out based on the performance of Boom Battle Bars in the financial year ending 31 December 2022 meeting a combination of turnover and site roll-out targets. The number of Consideration Shares to be issued is subject to a sliding scale based on the extent to which the targets are met. Further details in relation to these targets are set out in the Acquisition Announcement.

The Company is pleased to announce that substantially all the conditions required to achieve the earn-out were achieved resulting in the issue of 23,924,420 Consideration Shares to MFT Capital, representing 95.7% of the maximum payout.

Application has been made to the London Stock Exchange for 23,924,420 new Ordinary Shares to be admitted to trading on AIM. It is anticipated that the new Ordinary Shares, which will rank *pari passu* in all respects with the existing Ordinary Shares, will be admitted to trading on AIM at 8.00 a.m. on 26 June 2023 ("Admission").

*Total Voting Rights*

Following Admission, the Company's issued share capital will comprise 174,557,600 Ordinary Shares with voting rights. Shareholders should use this figure as the denominator for the calculations by which they determine if they are required to notify their interest in, or a change to their interest in, the share capital of the Company under the Financial Conduct Authority's Disclosure Guidance and Transparency Rules. The Company does not hold any shares in treasury.

Capitalised terms used in this announcement shall, unless otherwise defined, have the same meaning as in the Acquisition Announcement.

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**Notes to Editors:****About XP Factory plc**

The XP Factory Group is one of the UK's pre-eminent experiential leisure businesses which currently operates two fast growing leisure brands.

Escape Hunt is a global leader in providing escape-the-room experiences delivered through a network of owner-operated sites in the UK, an international network of franchised outlets in five continents, and through digitally delivered games which can be played remotely.

Boom Battle Bar is a fast-growing network of owner-operated and franchise sites in the UK that combine competitive socialising activities with themed cocktails, drinks and street food in a high energy, fun setting. Activities include a range of games such as augmented reality darts, Bavarian axe throwing, 'crazier golf', shuffleboard and others.

The Group's products enjoy premium customer ratings and cater for leisure or teambuilding, in small groups or large, and are suitable for consumers, businesses and other organisations. The Company has a strategy to expand the network in the UK and internationally, creating high quality games and experiences delivered through multiple formats and which can incorporate branded IP content. (<https://xpfactory.com/>)

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