

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO AUSTRALIA, CANADA, SWITZERLAND, SOUTH KOREA, ISRAEL, SOUTH AFRICA, JAPAN, SINGAPORE AND THE UNITED STATES AND ANY OTHER JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION.

THIS ANNOUNCEMENT IS AN ADVERTISEMENT AND DOES NOT CONSTITUTE OR FORM PART OF A PROSPECTUS OR PROSPECTUS EQUIVALENT DOCUMENT. NOTHING HEREIN SHALL CONSTITUTE OR FORM PART OF ANY OFFER, INVITATION OR RECOMMENDATION TO PURCHASE, SELL OR SUBSCRIBE FOR ANY SECURITIES IN ANY JURISDICTION. NOTHING IN THIS ANNOUNCEMENT SHOULD BE INTERPRETED AS A TERM OR CONDITION OF THE CAPITAL RAISING. NOTHING CONTAINED HEREIN SHALL FORM THE BASIS OF OR BE RELIED UPON IN CONNECTION WITH, OR ACT AS AN INDUCEMENT TO ENTER INTO, ANY INVESTMENT ACTIVITY. ANY DECISION TO PURCHASE, SUBSCRIBE FOR, OTHERWISE ACQUIRE, SELL OR OTHERWISE DISPOSE OF ANY NEW ORDINARY SHARES MUST BE MADE ONLY ON THE BASIS OF THE INFORMATION CONTAINED IN AND INCORPORATED BY REFERENCE INTO THE PROSPECTUS ONCE PUBLISHED. COPIES OF THE PROSPECTUS WILL, FOLLOWING PUBLICATION, BE AVAILABLE FROM THE REGISTERED OFFICE OF THE COMPANY AND ON ITS WEBSITE AT WWW.VIDENDUM.COM, SUBJECT TO APPLICABLE LAW AND REGULATIONS. PLEASE SEE THE IMPORTANT NOTICES AT THE END OF THIS ANNOUNCEMENT.

21 November 2023

VIDENDUM PLC
PUBLICATION OF PROSPECTUS

Further to the announcements by Videndum plc (the "**Company**") yesterday and earlier today relating to the firm placing, placing and open offer to raise total gross proceeds of approximately £125 million (the "**Capital Raising**"), the Company is pleased to announce that the Financial Conduct Authority ("**FCA**") has approved the combined prospectus and circular dated 21 November 2023 (the "**Prospectus**") in connection with the Capital Raising and the Prospectus has been published by the Company.

The Prospectus contains further details of the Capital Raising and will be posted to shareholders of the Company that have elected to receive hard copies of such shareholder documentation as soon as practicable. The Prospectus is also available on the Company's website, <https://videndum.com/investors/proposed-equity-raise/>. The Prospectus contains notice of a general meeting to approve the Capital Raising, expected to be held at 10.30 a.m. on 7 December 2023.

A copy of the Prospectus will be submitted to the National Storage Mechanism and will shortly be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

For further information, please contact:

Videndum plc Stephen Bird, Group Chief Executive Andrea Rigamonti, Group Chief Financial Officer Jennifer Shaw, Group Communications Director	+44 (0)20 8332 4602
N.M. Rothschild & Sons Limited (Sponsor and Financial Adviser) Ravi Gupta John Byrne Shannon Nicholls Ricky Paul	+44 (0)20 7280 5000
Jefferies International Limited (Joint Global Coordinator and Joint Bookrunner) Ed Matthews Lee Morton Will Soutar	+44 (0)20 7029 8000
Investec plc (Joint Global Coordinator and Joint Bookrunner) David Flin Ben Griffiths Will Brinkley	+44 (0) 20 7597 5970
MHP Group (Communications Adviser) Tim Rowntree Ollie Hoare Robert Collett-Creedy Christian Harte	+44 (0) 7817 458 804 +44 (0) 7736 464 749

Important notices

Unless the context otherwise requires, words and expressions defined in the Prospectus shall have the same meanings in this announcement.

This announcement has been issued by and is the sole responsibility of the Company. The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may or should be placed by any person for any purpose whatsoever on the information contained in this announcement or on its accuracy, fairness or completeness. The information in this announcement is subject to change without notice.

This announcement is not a prospectus (or a prospectus equivalent document) but an advertisement for the purposes of the Prospectus Regulation Rules of the FCA. Neither this announcement nor anything contained in it shall form the basis of, or be relied upon in conjunction with, any offer or commitment whatsoever in any jurisdiction. Investors should not acquire any New Ordinary Shares referred to in this announcement except on the basis of the information contained in the Prospectus to be published by the Company in connection with the Capital Raising.

Neither the content of the Company's website nor any website accessible by hyperlinks on the Company's website is incorporated in, or forms part of, this announcement. The Prospectus will provide further details of the New Ordinary Shares being offered pursuant to the Capital Raising.

This announcement (and the information contained herein) is not for release, publication, transmission, forwarding or distribution, directly or indirectly, in whole or in part, in, into or within the United States of America, its territories and possessions, any State of the United States or the District of Columbia (collectively, the "**United States**"). This announcement is for information purposes only and is not intended to constitute, and should not be construed as, an offer to sell or issue, or a solicitation of any offer to purchase, subscribe for or otherwise acquire, securities in the United States. Securities may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended (the "**US Securities Act**"), or an exemption therefrom. The New Ordinary Shares have not been and will not be registered under the US Securities Act or under any securities laws of any state or other jurisdiction of the United States and may not be offered, sold, pledged, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, in or into the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. No public offering of the New Ordinary Shares has been or will be made in the United States. Subject to certain limited exceptions, Application Forms have not been, and will not be, sent to, and Open Offer Entitlements have not been, and will not be, credited to the CREST account of, any Qualifying Shareholder with a registered address in or that is known to be located in the United States. None of the New Ordinary Shares, Open Offer Entitlements, Application Forms, this announcement or any other document connected with the Capital Raising has been or will be approved or disapproved by the United States Securities and Exchange Commission or by the securities commissions of any state or other jurisdiction of the United States or any other regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the New Ordinary Shares, or the accuracy or adequacy of the Application Forms, this announcement or any other document connected with the Capital Raising. Any representation to the contrary is a criminal offence in the United States.

This announcement is for information purposes only and is not intended to and does not constitute or form part of any offer or invitation to purchase or subscribe for, or any solicitation to purchase or subscribe for New Ordinary Shares or to take up any entitlements to New Ordinary Shares in any jurisdiction. No offer or invitation to purchase or subscribe for, or any solicitation to purchase or subscribe for New Ordinary Shares or to take up any entitlements to New Ordinary Shares will be made in any jurisdiction in which such an offer or solicitation is unlawful. The information contained in this announcement and the Prospectus is not for release, publication or distribution to persons in Australia, Canada, Switzerland, South Korea, Israel, South Africa, Japan, Singapore and the United States, and any other jurisdiction where the extension or availability of the Capital Raising (and any other transaction contemplated thereby) would breach any applicable law or regulation, and, subject to certain exceptions, should not be distributed, forwarded to or transmitted in or into any jurisdiction, where to do so might constitute a violation of local securities laws or regulations.

The distribution of this announcement, the Prospectus, the Application Form and the offering or transfer of New Ordinary Shares into jurisdictions other than the United Kingdom may be restricted by law, and, therefore, persons into whose possession this announcement, the Prospectus, the Application Form and/or any accompanying documents comes should inform themselves about and observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws of such jurisdiction. In particular, subject to certain exceptions, this announcement, the Prospectus (once published) and the Application Forms (once printed) should not be distributed, forwarded to or transmitted in or into Australia, Canada, Switzerland, South Korea, Israel, South Africa, Japan, Singapore and the United States, or any other jurisdiction where the extension or availability of the Capital Raising (and any other transaction contemplated thereby) would breach any applicable law or regulation.

Recipients of this announcement and/or the Prospectus should conduct their own investigation, evaluation and analysis of the business, data and property described in this announcement and/or the Prospectus. This announcement does not constitute a recommendation concerning any investor's options with respect to the Capital Raising. The price and value of securities can go down as well as up. Past performance is not a guide to future performance. The contents of this announcement are not to be construed as legal, business, financial or tax advice. Each shareholder or prospective investor should consult his, her or its own legal adviser, business adviser, financial adviser or tax adviser for legal, financial, business or tax advice.

Notice to all investors

Rothschild & Co is authorised and regulated by the FCA in the United Kingdom. Rothschild & Co is acting exclusively for Videndum plc and no one else in connection with this announcement and the Capital Raising will not be responsible to anyone other than Videndum plc for providing the protections afforded to its clients nor for providing advice to any person in relation to the Capital Raising or any matters referred to in this announcement.

Investec Bank plc ("**IBP**") is authorised in the United Kingdom by the Prudential Regulation Authority and regulated by the FCA and the Prudential Regulation Authority in the United Kingdom. Investec Europe Limited (trading as Investec Europe) ("**IE**") acting as agent on behalf of IBP in certain jurisdictions in the EEA (IBP and IE) together

Investec Europe/ (the "Investec"), acting as agent on behalf of RNS in certain jurisdictions in the EEA (the "Investec"), is regulated in Ireland by the Central Bank of Ireland. Jefferies is authorised and regulated by the FCA in the United Kingdom. Investec and Jefferies are acting exclusively for Videndum plc and no one else in connection with this announcement and the Capital Raising and will not be responsible to anyone other than Videndum plc for providing the protections afforded to its clients nor for providing advice to any person in relation to the Capital Raising or any matters referred to in this announcement.

None of the Banks, nor any of their respective subsidiaries, branches or affiliates, nor any of their respective directors, officers or employees owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Rothschild & Co, Investec or Jefferies in connection with the Capital Raising, this announcement, any statement contained herein, or otherwise.

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 the Banks, nor any of their respective subsidiaries, branches, affiliates or agents as to, or in relation to, the accuracy or completeness of this announcement or any other information made available to or publicly available to any interested party or its advisers, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available, and any liability therefore is expressly disclaimed. None of the information in this announcement has been independently verified or approved by the Banks or any of their respective affiliates.

The Joint Global Co-ordinators, in accordance with applicable legal and regulatory provisions, may engage in transactions in relation to the New Ordinary Shares and/or related instruments for their own account for the purpose of hedging their underwriting exposure or otherwise. In connection with the Capital Raising, the Joint Global Co-ordinators and any of their respective affiliates, acting as investors for their own accounts may acquire New Ordinary Shares as a principal position and in that capacity may retain, acquire, subscribe for, purchase, sell, offer to sell or otherwise deal for their own accounts in such New Ordinary Shares and other securities of the Company or related investments in connection with the Capital Raising or otherwise. Accordingly, references in this announcement to the New Ordinary Shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue, offer, subscription, acquisition, placing or dealing by each of the Joint Global Co-ordinators and any of their respective affiliates acting as investors for their own accounts. In addition, certain of the Joint Global Co-ordinators or their respective affiliates may enter into financing arrangements (including swaps or contracts for difference) with investors in connection with which such Joint Global Co-ordinators (or their respective affiliates) may from time to time acquire, hold or dispose of New Ordinary Shares.

In the event that the Joint Global Co-ordinators acquire New Shares which are not taken up by Qualifying Shareholders (as defined in the Prospectus), the Joint Global Co-ordinators may co-ordinate disposals of such shares in accordance with applicable law and regulation. Except as required by applicable law or regulation, the Joint Global Co-ordinators and their respective affiliates do not propose to make any public disclosure in relation to such transactions.

Information to distributors

Solely for the purposes of the product governance requirements of Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the UK Product Governance Requirements) may otherwise have with respect thereto the New Ordinary Shares have been subject to a product approval process, which has determined that they each 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; and (b) eligible for distribution through all permitted distribution channels (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, "distributors" (for the purposes of the UK Product Governance Requirements) should note that: the price of the New Ordinary Shares may decline and investors could lose all or part of their investment; the New Ordinary Shares offer no guaranteed income and no capital protection; and an investment in the New Ordinary Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to any contractual, legal or regulatory selling restrictions in relation to the Capital Raising. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Global Co-ordinators 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: (i) an assessment of suitability or appropriateness for the purposes of Chapters 9A or 10A, respectively, of the FCA Handbook Conduct of Business Sourcebook; or (ii) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to, the New Ordinary Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the New Ordinary Shares and determining appropriate distribution channels.

This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact ms@seg.com or visit www.ms.com.

RNS may use your IP address to confirm compliance with the terms and conditions, to analyse how you engage with the information contained in this communication, and to share such analysis on an anonymised basis with others as part of our commercial services. For further information about how

RNS and the London Stock Exchange use the personal data you provide us, please see our [Privacy Policy](#).

END

PDIPPGGAGUPWGPG