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16 July 2024

**Cirata Plc**

("Cirata" or the "Company")

**PrimaryBid Offer**

- Cirata Plc announces an offer for subscription of new Ordinary Shares via [PrimaryBid](#);
- The Issue Price for the new Ordinary Shares is 55 pence per new Ordinary Share, representing a discount of 5.2 per cent to the closing mid-price of the Company's existing Ordinary Shares on 15 July 2024;
- Investors can take part through PrimaryBid's extensive network of retail brokers, wealth managers and investment platforms, (subject to such partners' participation);
- The PrimaryBid Offer is available to both existing shareholders and new investors;
- The new Ordinary Shares to be issued pursuant to the PrimaryBid Offer and the Placing will be sold at the Issue Price;
- There is a minimum subscription of £250 per investor in the PrimaryBid Offer;
- No commission will be charged by PrimaryBid on applications to the PrimaryBid Offer.

**PrimaryBid Offer**

Cirata plc (LSE: CRTA), the data activation platform company quoted on AIM, is pleased to announce, an offer for subscription of new ordinary shares of 10 pence each in the capital of the Company ("Ordinary Shares") via PrimaryBid (the "PrimaryBid Offer") at an issue price of 55 pence per new Ordinary Share (the "Issue Price"), being a discount of 5.2 per cent to the closing mid-price of the Company's existing Ordinary Shares on 15 July 2024 (the "Retail Shares"). The Company is also conducting a placing of new Ordinary Shares at the Issue Price by way of an accelerated bookbuilding process (the "Placing"), a direct subscription for new Ordinary Shares by certain third party investors (the "Direct Subscription") and a subscription for new Ordinary Shares by certain Directors and members of management (the "Management Subscription" and together with the Direct

Subscription, the "Subscription") as announced earlier today.

The PrimaryBid Offer is conditional on the new Ordinary Shares to be issued pursuant to the PrimaryBid Offer, the Subscription and the Placing being admitted to trading on AIM ("Admission"). Admission is expected to take place at 8.00 a.m. on 22 July 2024. The PrimaryBid Offer will not be completed without the Placing also being completed.

The Company will use the funds raised to:

- take the business through to cash flow breakeven, which the Company aspires to get to as the Company exits FY24;
- give all stakeholders (including customers) confidence; and
- allow the business to capitalise on its full potential.

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

### **Reason for the PrimaryBid Offer**

While the Placing and the Subscription have been structured as a non-pre-emptive offer within the Company's existing authorities from shareholders so as to minimise cost and time to completion, the Company values its retail investor base and is therefore pleased to provide retail investors with the opportunity to participate in the PrimaryBid Offer.

Existing shareholders and new investors can access the PrimaryBid Offer through PrimaryBid's extensive partner network of investment platforms, retail brokers and wealth managers, subject to such partners' participation. A list of PrimaryBid's distribution partners can be found [here](#).

Some partners may only accept applications from existing shareholders and/or existing customers.

After consideration of the various options available to it, the Company believes that the separate PrimaryBid Offer is in the best interests of shareholders, as well as wider stakeholders in the Company.

The PrimaryBid Offer will open to investors resident and physically located in the United Kingdom following the release of this Announcement. The PrimaryBid Offer is expected to close at the same time as the Placing on 16 July 2024 and may close early if it is oversubscribed.

There is a minimum subscription amount of £250 per investor in the PrimaryBid Offer.

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

Investors wishing to apply for Retail Shares should contact their investment platform, retail broker or wealth manager for details of their terms and conditions, process (including for using their ISA, SIPP or GIA and the procedure for application and payment for Retail Shares and details regarding how any funds committed will be treated if the PrimaryBid Offer does not proceed) and any relevant fees or charges.

The Retail Shares to be issued pursuant to the PrimaryBid Offer 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 new Ordinary Shares to be issued pursuant to the Placing and the Subscription, and the Company's existing Ordinary Shares.

Brokers wishing to offer their customers access to the PrimaryBid Offer and future PrimaryBid transactions, should contact [partners@primarybid.com](mailto:partners@primarybid.com).

### **Enquiries**

#### **Cirata**

Stephen Kelly, Chief Executive Officer  
Ijoma Maluza, Chief Financial Officer  
Daniel Hayes, Investor Relations

Via FTI Consulting

### **Important notices**

The PrimaryBid Offer is offered under the exemptions from the need for a prospectus allowed under the FCA's Prospectus Regulation Rules. As such, there is no need for publication of a prospectus pursuant to the Prospectus Regulation Rules, or for approval of the same by the Financial Conduct Authority (as competent authority under Regulation (EU) 2017/1129 as it forms part of retained EU law as defined in the European Union (Withdrawal) Act 2018).

The PrimaryBid Offer is not being made into the United States, Australia, Canada, the Republic of South Africa, Japan or any other jurisdiction where it would be unlawful to do so.

This Announcement is not for publication or distribution, directly or indirectly, in or into the United States of America. This Announcement is not an offer of securities for sale into the United States. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States, except pursuant to an applicable exemption from registration. No public offering of securities is being made in the United States.

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**Investors 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 new Ordinary Shares and investment in the Company carries a number of risks. Investors should contact their investment platform, retail broker or wealth manager for details of any relevant risk warnings. Investors should take independent advice from a person experienced in advising on investment in securities such as the new Ordinary Shares if they are in any doubt.**

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### **IMPORTANT NOTICES**

Details of the Company's board of directors and principal advisers and other information in respect of the Company can be found on the Company's website at <https://cirata.com/investors/aim-rule-26>.

The Directors of the Company shall not be participating in the PrimaryBid Offer.

Information regarding the Company's share capital, dividend policy, principal establishments, and material contracts, together with details of directors' existing interests and material debentures and loans to which the Company is party can be found in its most recent annual report and accounts, available at <https://cirata.com/investors/reports-and-presentations> or at <https://cirata.com/investors/shareholders>.

No amounts are being written off or provided for as goodwill or preliminary expenses in connection with the funds raised as part of this offer. No benefit is being given to any promoter in connection with the funds raised as part of this offer.

A copy of this document has been delivered to the registrar of companies in accordance with Article 5 of the Companies (General Provisions) (Jersey) Order 2002, and he has given, and has not withdrawn, his consent to its

circulation. The Jersey Financial Services Commission has given, and has not withdrawn, its consent under Article 2 of the Control of Borrowing (Jersey) Order 1958 to the issue of shares in the company. It must be distinctly understood that, in giving these consents, neither the registrar of companies nor the Jersey Financial Services Commission takes any responsibility for the financial soundness of the company or for the correctness of any statements made, or opinions expressed, with regard to it.

If you are in any doubt about the contents of this document you should consult your stockbroker, bank manager, solicitor, accountant or other financial adviser.

The directors of the Company have taken all reasonable care to ensure that the facts stated in this document are true and accurate in all material respects, and that there are no other facts the omission of which would make misleading any statement in the document, whether of facts or of opinion. All the directors accept responsibility accordingly.

The value of Ordinary Shares and the income from them is not guaranteed and can fall as well as rise due to stock market and currency movements. When you sell your investment, you may get back less than you originally invested. Figures refer to past performance and past performance is not a reliable indicator of future results. Returns may increase or decrease as a result of currency fluctuations.

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", "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 Company'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.

These forward-looking statements speak only as at the date of this announcement and cannot be relied upon as a guide to future performance. The Company expressly disclaims any obligation or undertaking to update or revise any forward-looking statements contained herein to reflect actual results or any change in the assumptions, conditions or circumstances on which any such statements are based unless required to do so by law, the AIM Rules or any appropriate regulatory authority.

The information in this announcement is for background purposes only and does not purport to be full or complete. Neither the Company nor any of its respective affiliates, accepts any responsibility or liability whatsoever for, or makes any representation or warranty, express or implied, as to this announcement, including the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of the announcement or its contents or otherwise arising in connection therewith. The Company and its affiliates, accordingly disclaim any and all 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.

Any indication in this announcement of the price at which the Ordinary Share have been bought or sold in the past cannot be relied upon as a guide to future performance. It should be remembered that the price of securities and the income from them can go down as well as up.

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