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For immediate release

29 October 2024

BOSTON INTERNATIONAL HOLDINGS PLC
("BIH" or the "Company")

Execution of Subscription Agreement for a 51% Shareholding in the Company

Publication and Despatch of Circular

Notice of General Meeting

New Convertible Loan Notes

On 18 July 2024, the Company announced that it had countersigned the letter of intent dated 30 June 2024 (the "LOI") received from Linkvalue Investment Limited ("LVIL") in relation to the proposed subscription by LVIL (or its nominee) for 222,407,081 new ordinary shares of 0.1 pence each in the Company for £306,000 in cash, payable on completion of such subscription (the "Subscription"). The Company is pleased to announce that earlier today, Zarara Energy Ltd ("ZEL"), the nominee of LVIL for the purpose, and LVIL (as guarantor) entered into a subscription agreement with the Company in respect of the Subscription, completion of which is subject to, *inter alia*, certain approvals of the shareholders of the Company. Such number of new ordinary shares would represent 60.00% of the enlarged issued share capital of the Company and 51.00% of the enlarged fully diluted issued share capital of the Company assuming conversion of all existing convertible loan notes issued by the Company and the new convertible loan notes to be issued by the Company on or immediately prior to completion of the Subscription (as referred to below) and assuming no other issues of shares by the Company.

ZEL, a newly-incorporated company in Mauritius (and nominated by LVIL for the purposes of the Subscription), and LVIL have a common shareholder, Alawi Shukri Saleh Alawi Albreiki, who owns 60% of the share capital of ZEL and 20% of the share capital of LVIL. His family own the remaining share capital of LVIL and also own Al Braik Investments LLC, a diversified holding company based in the United Arab Emirates and specialising in real estate, oil & gas, hospitality, franchising, investment, construction and construction support services.

Circular to Shareholders and Notice of General Meeting

In accordance with the terms of the Subscription Agreement, completion of the Subscription is conditional on approval by shareholders of the Company ("Shareholders") of the requisite resolutions at a general meeting of the Company (including approval of a waiver resolution for the purposes of Rule 9 of the City Code on Takeovers and Mergers (the "Takeover Code") in relation to the resultant ZEL shareholding position in the Company (the "Rule 9 Waiver Resolution")).

Accordingly, a circular will be published later today by the Company (the "Circular") and will be despatched to Shareholders later today which includes notice of a general meeting of the Company convened to be held at 11.00 am on Thursday 14 November 2024 (the "General Meeting") at the offices of Gowling WLG (UK) LLP, 4 More London Riverside, London SE1 2AU at which the requisite resolutions will be proposed for the approval of Shareholders.

One of the purposes of the Circular is to provide Shareholders with an explanation of the Rule 9 Waiver Resolution and to give Shareholders the information required under the Takeover Code.

A copy of the Circular will be available on the Company's website at <https://www.bihplc.com>. In accordance with UK Listing Rules of the UK Financial Conduct Authority ("FCA"), a copy of the Circular will be submitted to the FCA via the National Storage Mechanism and will shortly be available for viewing at the National Storage Mechanism: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Rule 9 Waiver

The Company has applied to the Panel on Takeovers and Mergers (the "Takeover Panel") for the waiver of the obligation of ZEL to make a general offer for the Company under Rule 9 of the Takeover Code which would otherwise arise as a consequence of the allotment and issue of the 222,407,081 new ordinary shares in the Company to ZEL (the "Rule 9 Waiver") and the Takeover Panel has agreed to such a Rule 9 Waiver subject to the approval of independent Shareholders of the Rule 9 Waiver taken on a poll at the General Meeting. Accordingly, the Rule 9 Waiver being proposed at the General Meeting will be taken by means of a poll of independent Shareholders attending and voting at the General Meeting.

The Rule 9 Waiver to which the Takeover Panel has agreed under the Takeover Code will be invalidated if any purchases are made by ZEL, or any person acting in concert with it, in the period between the date of this announcement and the General Meeting. Neither ZEL, nor any of the directors of ZEL nor any person acting in

concert with ZEL, holds any ordinary shares in the Company or has purchased any ordinary shares in the Company in the 12 months preceding the date of this announcement.

Subscription Shares

The 222,407,081 new ordinary shares in the Company to be issued to ZEL at the subscription price of 0.1376 pence per share (the "**Subscription Shares**") will be allotted and issued to ZEL credited as fully paid up and ranking *pari passu*, and as one class with, the existing 148,219,943 ordinary shares in the Company (the "**Existing Ordinary Shares**").

Under the terms of the Subscription Agreement, ZEL has undertaken that during the period of 12 months following completion of the Subscription, it will not sell, transfer or otherwise dispose of, or create any encumbrance over, any of the Subscription Shares (or any interest in the Subscription Shares), or enter into any agreement to do so, subject to certain limited exceptions.

ZEL has also given undertakings to the Company in the Subscription Agreement, for so long as ZEL holds a majority of the voting rights in the Company, as to:-

- exercising its voting rights to, *inter alia*, procure that the Company and the Company's business are managed for the benefit of the Shareholders as a whole and independently of ZEL, that all transactions, agreements, relationships and arrangements between the Company and ZEL shall be on an arm's length basis and on normal commercial terms and that the quorum for any meeting of the board of directors of the Company (the "**Board**") (or any committee of the Board) shall include a Director who is not one of the Proposed Directors (as referred to below) or an appointee or nominee of ZEL (an "**Independent Director**") (or, if the meeting is adjourned because of no quorum, those Directors who attend); and
- not influencing or seeking to influence the running of the Company at an operational level; exercising the voting rights attaching to the Subscription Shares and any other ordinary shares in the Company in which ZEL is interested from time to time in respect of (i) any resolution relating to a transaction, agreement or arrangement with or relating to ZEL or (ii) any resolution to cancel the admission of the Company's shares to listing on the FCA's Official List or to trading on the LSE's Main Market other than with the consent of the Independent Directors or in connection with an offer for the entire issued share capital of the Company made by a person other than ZEL or any person(s) acting in concert with ZEL or (iii) to procure or seek to procure any amendment to the Articles which would be inconsistent with such undertakings.

The listing of the Existing Ordinary Shares on the Official List ('standard' segment) and dealings in the Existing Ordinary Shares was suspended at 5.00 p.m. on 27 April 2023 and remains suspended at the date of this announcement. Whilst the listing of the Existing Ordinary Shares on the Official List was transferred from the 'standard' segment to the 'Equity shares (shell companies)' segment on 29 July 2024 (when the new UK Listing Rules became effective), such suspension is continuing and it is not anticipated that the suspension will be lifted by the date of completion of the Subscription. No application has been made, or will therefore be made for the time being, for the Subscription Shares to be admitted to listing on the Official List or to trading on the London Stock Exchange's main market for listed securities.

Board changes

On completion of the Subscription, two nominee Directors of ZEL - Said Mbarak Salim Al Digeil (aged 76) and William ('Brock') Henry Tuppeny III (aged 63) (the "**Proposed Directors**") - will be appointed to the Board as nominees for ZEL and Martin Lampshire and Richard Hartheimer will resign from the Board (without payment of any compensation). Further information regarding the Proposed Directors is set out in the Circular.

There are no disclosures to be made under UK Listing Rule 6.4.8R in respect of either of the Proposed Directors and neither of the Proposed Directors owns any shares in the Company.

Use of subscription monies

The Company intends to use the subscription monies received for the Subscription Shares (net of expenses) to pay agreed unpaid creditors of the Company (including professional advisers), and also accounting costs in relation to the preparation and audit of the financial statements of the Company for the financial year ended 31 December 2023 (announced on 17 October 2024).

Deposit

Pursuant to the LOI (and as announced by the Company on 18 July 2024), LVIL paid a cash deposit of £65,000 (the "**Deposit**") to the Company on 16 July 2024, to be used by the Company to pay certain agreed creditors and professional fees. If the approval of Shareholders and other regulatory approvals required to complete the Subscription are not received (and a substantively similar transaction is not entered into and completed between the parties), the Company is obliged to take all necessary action to procure that the Deposit is converted into 22,960,247 new ordinary shares in the Company, being such number of ordinary shares as would represent 10.833% of the Company's share capital on a fully diluted basis.

Conversion of Outstanding Directors' Fees and Expenses into New Convertible Loan Notes

The Company also announces that on or immediately prior to (and as a condition of) completion of the Subscription, the following persons/parties have agreed to convert the following outstanding fees and expenses due from the Company to them and their consultancy companies into an aggregate principal amount of £246,982.20 new convertible loan notes (the "**New Convertible Loan Notes**") to be created and issued by the Company pursuant to a new convertible loan note instrument to be executed by the Company (the "**New Convertible Loan Note**").

new convertible loan note instrument to be executed by the Company (the **New Convertible Loan Note Instrument**):-

Person/Party	Nature of Amounts due	Amount due	Principal Amount of New Convertible Loan Notes
Christopher Pitman	Director's fees (to 30 April 2024)	£58,999.92	£58,999.92
05 Management Limited*	Expenses	£33,815.86	£33,815.86
Experience Capital Limited†	Director's fees (to 30 April 2024)	£49,999.92	£49,999.92
Borden James	Director's fees (to 30 April 2024)	£52,083.25	£52,083.25
Richard Hartheimer	Director's fees (to 30 April 2024)	£52,083.25	£52,083.25
Total		£246,982.20	£246,982.20

(* a consultancy company owned and controlled by Christopher Pitman)

(† a consultancy company owned and controlled by Martin Lampshire)

Each of the Directors has agreed and confirmed in writing to ZEL and LVIL and to the Company that no further Director's fees are or will be payable to them (or their consultancy companies) for the period since 30 April 2024.

The terms of the New Convertible Loan Notes, as follows:-

- (i) the New Convertible Loan Notes will have a 'final repayment date' of 31 December 2025 (the **"Final Repayment Date"**); and
- (ii) the New Convertible Loan Notes will be convertible into ordinary shares in the Company at a conversion price of 1 pence per ordinary share:-
 - at any time by the holders (the **"Noteholders"**) with the written consent of the Company (such consent to be given or withheld by the Company in its absolute discretion), at any time prior to the Final Repayment Date (provided that the Company shall not give consent to any such conversion if the obligation on the Company to submit an application for the ordinary shares in the Company resulting from such conversion to be admitted to listing on the Official List (**"Listing"**) and to trading on the London Stock Exchange's main market for listed securities (the **"LSE's Main Market"**)) or to trading on a recognised stock exchange in accordance with the New Convertible Loan Note Instrument would of itself, require the Company to prepare and publish a Prospectus in connection with the applications to admit the ordinary shares in the Company resulting from such conversion); and
 - automatically on the earlier of (i) the publication by the Company of a prospectus which covers the admission of the ordinary shares in the Company arising on conversion of the New Convertible Loan Notes to Listing and to trading on the LSE's Main Market; and completion by the Company of an 'RTO' (as defined in the New Convertible Loan Note Instrument) involving the issue of ordinary shares in the Company as consideration at an effective issue price of 1 pence or more per ordinary share and/or a simultaneous equity fundraising by the Company at an issue price of 1 pence or more per ordinary share and the admission of the whole of the issued and to be issued share capital of the Company either to Listing and to trading on the LSE's Main Market or to trading on a recognised stock exchange.

Related party transactions

The issues of the aggregate £246,982.20 principal of New Convertible Loan Notes to the Directors (and any associates of theirs) as set out above constitute 'material related party transactions' for the purposes of DTR 7.3.8R.

Considering the Company's need to conserve cash and to put its Convertible Loan Note arrangements on a solvent basis and the requirements of ZEL in relation to the Subscription, the Board considers that the terms of such 'related party transactions' are fair and reasonable insofar as the Shareholders as a whole are concerned and accordingly has approved them. In the Board's consideration, each transaction with individual Directors (and any associates) has been separately considered and in so doing, each Director who is, or an associate of whom is, the 'related party', has not taken part in the Board's consideration of each transaction and has not voted on the relevant Board resolution.

Recommendation

The Directors, who have been so advised by Beaumont Cornish Limited (**"Beaumont Cornish"**), consider that the Subscription is fair and reasonable insofar as the Shareholders are concerned and in the best interests of the Company and its Shareholders as a whole. In providing its advice to the Directors, Beaumont Cornish has taken into account the commercial assessments of the Directors.

Accordingly, the Directors are unanimously recommending that Shareholders vote in favour of all the resolutions (including the Rule 9 Waiver Resolution) to be proposed at the General Meeting, as they intend to do in respect of their own beneficial shareholdings (and shareholdings over which they have control) amounting to in aggregate 40,000,100 ordinary shares in the Company (representing approximately 26.99 per cent. of the Company's issued share capital at the date of this announcement).

The Subscription is conditional, *inter alia*, upon the passing of all the resolutions at the General Meeting.

Shareholders should be aware that if any of the resolutions is/are not approved at the General Meeting, the

Subscription will not be able to proceed in any respect. Shareholders are therefore urged to vote in favour of all the Resolutions.

Christopher Pitman, Chairman of Boston International Holdings Plc, commented:

"The Board is pleased to be able to announce the conclusion of the negotiations for the Subscription by Zarara Energy Ltd for a majority equity stake in the Company and the convening of the General Meeting to approve the Subscription, which if completed, will enable the Company to pursue potential acquisition opportunities in the oil & gas sector."

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For more information, please contact:-

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Important Notice:-

Beaumont Cornish Limited, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is financial adviser to the Company in relation to the matters referred herein and the independent adviser to the Directors of the Company for the purposes of Rule 3 of the Takeover Code. Beaumont Cornish Limited is acting exclusively for the Company and for no one else in relation to the matters described in this announcement and is not advising any other person and accordingly will not be responsible to anyone other than the Company for providing the protections afforded to clients of Beaumont Cornish Limited, or for providing advice in relation to the contents of this announcement or any matter referred to in it.

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