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20 February 2025

Pinewood Technologies Group plc

("Pinewood" or the "Company")

RetailBook Offer

- Pinewood announces a conditional retail offer of new Ordinary Shares via [RetailBook](#);
- The issue price for the new Ordinary Shares will be determined at the close of the bookbuilding process;
- Investors can take part through RetailBook's partner network of retail brokers, wealth managers and investment platforms (subject to such partners' participation);
- Applications for new Ordinary Shares through these partners can be made from tax efficient savings vehicles such as ISAs or SIPPs, as well as General Investment Accounts ("GIAs");
- The RetailBook Offer is available to both existing shareholders and new investors in the United Kingdom;
- There is a minimum subscription of £50 per investor in the RetailBook Offer;
- No commission will be charged by RetailBook on applications to the RetailBook Offer.

The RetailBook Offer

Pinewood Technologies Group plc (LSE: PINE), the main market listed, cloud based full-service technology provider to automotive retailers and OEMs, is pleased to announce a retail offer of new ordinary shares in the capital of the Company ("**Ordinary Shares**") via RetailBook (the "**RetailBook Offer**"). The Company is also conducting a placing of new Ordinary Shares to institutional investors by way of an accelerated bookbuilding process (the "**Placing**") and direct subscriptions to the Company (the "**Direct Subscription**") and, together with the Placing and the RetailBook Offer, the "**Offer**") as announced by the Company earlier today. For the avoidance of doubt, the RetailBook Offer is not part of the Placing nor the Direct Subscription.

The issue price of the new Ordinary Shares to be issued pursuant to the Offer (the "**Issue Price**") will be determined following the close of the bookbuilding process.

The RetailBook Offer is conditional on the new Ordinary Shares to be issued pursuant to the Offer being admitted to listing in the equity shares (commercial companies) category of the Official List of the Financial Conduct Authority and admitted to trading on the main market for listed securities of London Stock Exchange plc ("**Admission**"). Admission is expected to become effective at 8:00 a.m. (London time) on 25 February 2025 or such later time and date (being not later than 8.00 a.m. (London time) on 4 March 2025) as the Company and the joint global co-ordinators and joint bookrunners acting in connection with the Placing may agree.

The RetailBook Offer will not be completed without the Placing and the Direct Subscription also being completed, insofar as the Placing, the Direct Subscription, and the RetailBook Offer are inter-conditional.

The Company will use the gross proceeds to fund the acquisition of the 90.9 per cent stake in Seez App Holding Ltd not currently held by it, and otherwise towards the continued execution of the Company's growing pipeline of opportunities, as further detailed in the Company's announcement made earlier today.

Reason for the RetailBook Offer

The Company values its retail shareholder base and believes that it is in the best interests of shareholders as well as wider stakeholders, to provide retail investors in the United Kingdom, the opportunity to participate in the RetailBook Offer in line with the Pre-Emption Group guidelines.

The RetailBook Offer is open to eligible investors resident and physically located in the United Kingdom following release of this announcement. The RetailBook Offer is expected to close during the evening of 20 February 2025.

Investors can participate through RetailBook's partner network of investment platforms, retail brokers and wealth managers, subject to such partners' participation. The RetailBook Offer is only being made outside of the United States in "offshore transactions" as defined in, and pursuant to, Regulation S under the United States Securities Act of 1933, as amended (the "**US Securities Act**").

Applications for new Ordinary Shares through participating partners can be made from tax efficient savings vehicles such as ISAs or SIPPs, as well as GIAs. Investors wishing to apply using their ISA, SIPP or GIA should contact their investment platform, retail broker or wealth manager for details of their terms and conditions, process and any relevant fees or charges.

The new Ordinary 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.

Brokers wishing to offer their customers access to the RetailBook Offer and future RetailBook transactions, should contact partners@retailbook.com. Retail investors that wish to receive alerts for future RetailBook transactions should sign up here: <https://www.retailbook.com/sign-up-new>.

Eligibility for the RetailBook Offer

The RetailBook Offer is available to new and existing shareholders of the Company in the United Kingdom. To be eligible to participate in the RetailBook Offer, applicants must be a customer of a participating partner.

Eligible investors wishing to subscribe for new Ordinary Shares should contact their investment platform, retail broker or wealth manager to confirm if they are participating in the RetailBook Offer.

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

There is a minimum subscription of £50 per investor. The terms and conditions on which investors subscribe will be provided by the relevant financial intermediaries including relevant commission or fee charges. Note, no commission will be charged to investors by RetailBook in connection with the RetailBook Offer.

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

It is a term of the RetailBook Offer that the aggregate value of the shares available for subscription at the Issue Price pursuant to the RetailBook Offer does not exceed EUR 8 million.

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 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.

An investment in the Company will place capital at risk. The value of your investment in the Company and any income from it is not guaranteed and can go down as well as rise due to stock market and currency movements. When you sell your investment, you may get back less than the amount originally invested.

Neither past performance nor any forecasts should be considered a reliable indicator of future results.

This announcement should be read in its entirety. In particular, the information in the "Important Notices" section of the announcement should be read and understood.

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Further information on the Company can be found on its website at <https://pinewood.ai/investors/home/>

Important Notices

This announcement has been prepared by, and is the sole responsibility of, the Company.

It is a term of the RetailBook Offer that the total value of the new Ordinary Shares available for subscription at the Issue Price under (i) the RetailBook Offer; and (ii) any other offer to the public in the United Kingdom falling within

section 86(4) of FSMA, does not (in aggregate) exceed the equivalent of €8 million. The RetailBook Offer is offered in the United Kingdom under the exemption from the requirement to publish a prospectus in section 86(1)(e) and 86(4) of FSMA. As such, there is no need for publication of a prospectus pursuant to the Prospectus Regulation Rules of the Financial Conduct Authority, or for approval of the same by the Financial Conduct Authority. The RetailBook Offer is not being made into any jurisdiction other than the United Kingdom.

No offering document, prospectus or admission document has been or will be prepared or submitted to be approved by the Financial Conduct Authority (or any other authority) in relation to the RetailBook Offer, and investors' commitments will be made solely on the basis of the information contained in this announcement and information that has been published by or on behalf of the Company prior to the date of this announcement by notification to a Regulatory Information Service in accordance with the Financial Conduct Authority's Disclosure Guidance and Transparency Rules, the Market Abuse Regulation (EU Regulation No. 596/2014) ("**MAR**") and assimilated MAR as it forms part of United Kingdom law by virtue of the European Union (Withdrawal) Act 2018 (as amended).

This announcement and the information contained herein is not for release, publication or distribution, directly or indirectly, in whole or in part, in or into or from the United States (including its territories and possessions, any state of the United States and the District of Columbia (the "**United States**" or "**US**")), Australia, Canada, New Zealand, Japan, the Republic of South Africa, any member state of the EEA or any other jurisdiction where to do so might constitute a violation of the relevant laws or regulations of such jurisdiction. No securities commission or similar regulatory authority in Canada has reviewed or in any way passed upon these materials or on the merits of the Ordinary Shares and any representation to the contrary is an offence. The Ordinary Shares have not been qualified for distribution by way of prospectus in Canada and the Ordinary Shares are being sold in Canada on a private placement basis only pursuant to an exemption from the requirement that the Company prepares and files a prospectus under applicable Canadian securities laws.

The new Ordinary Shares have not been and will not be registered under the US Securities Act or under the applicable state securities laws of the United States and may not be offered or sold directly or indirectly in or into the United States. No public offering of the new Ordinary Shares is being made in the United States. The new Ordinary Shares are being offered and sold outside the United States in "offshore transactions", as defined in, and in compliance with, Regulation S under the US Securities Act. In addition, the Company has not been, and will not be, registered under the US Investment Company Act of 1940, as amended.

This announcement does not constitute an offer to sell or issue or a solicitation of an offer to buy or subscribe for new Ordinary Shares in the United States, Australia, Canada, New Zealand, Japan, the Republic of South Africa, any member state of the EEA or any other jurisdiction in which such offer or solicitation is or may be unlawful. No public offer of the securities referred to herein is being made in any such jurisdiction.

The distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

RetailBook is a proprietary technology platform owned and operated by Retail Book Limited (registered address at 10 Queen Street Place, London EC4R 1AG). Retail Book Limited is authorised and regulated in the United Kingdom by the Financial Conduct Authority (FRN 994238).

The value of Ordinary Shares and the income from them is not guaranteed and can fall as well as rise due to stock market 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 and RetailBook expressly disclaim 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 the Financial Conduct Authority, the London Stock Exchange plc or applicable law.

The information in this announcement is for background purposes only and does not purport to be full or complete. None of RetailBook or any of its 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. RetailBook and its affiliates, accordingly disclaim all and any 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.

No statement in this announcement is intended to be a profit forecast and no statement in this announcement should be interpreted to mean that earnings or target dividend per share of the Company for the current or future financial years would necessarily match or exceed the historical published earnings or dividends per share of the Company.

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Neither the content of the Company's website (or any other website) nor the content of any website accessible from hyperlinks on the Company's website (or any other website) is incorporated into or forms part of this announcement. The new Ordinary Shares to be issued or sold pursuant to the RetailBook Offer will not be admitted to trading on any stock exchange other than the London Stock Exchange plc.

No other documents or materials are incorporated into, or form part of this financial promotion and RetailBook has not carried out any verification or due diligence in respect of any such other documents.

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