



**4GLOBAL plc**

("4GLOBAL", the "Company", or together with its subsidiary undertakings, the "Group")

**Proposed cancellation of admission of Ordinary Shares to trading on AIM**

**Re-registration as a Private Limited Company**

**Amendment to the Articles of Association**

**and**

**Notice of General Meeting**

4GLOBAL (AIM: 4GBL), a provider of data and technology for sports, fitness and wellness organisations to optimise operational and investment decisions, announces that it intends to seek shareholder approval for the cancellation of the admission of its Ordinary Shares to trading on AIM with effect from 7:00 a.m. on 7 July 2025 and the re-registration of the Company as a Private Limited company.

The Directors believe that it is in the best interests of the Company and its Shareholders for the proposed cancellation of admission of the Ordinary Shares to trading on AIM (the "Cancellation") to be approved and will seek Shareholders' approval for the Authorising Resolution at the General Meeting. The Company is also seeking Shareholders' approval at the General Meeting for the amendment of the Current Articles.

A circular ("Circular") that provides Shareholders with the background to and the reasons for the proposed Cancellation, explains the consequences of the Cancellation, and sets out why the Directors unanimously consider the Cancellation to be in the best interest of the Company and its Shareholders as a whole, together with a notice convening a General Meeting, will be posted to shareholders today and will also be made available on the Company's website at [www.4global.com](http://www.4global.com).

The General Meeting will be held at 10.00 a.m. on 25 June 2025 at the Company's offices, 5th Floor, Building 7, Chiswick Business Park, 566 Chiswick High Road, London, W4 5YA.

**EXTRACTS FROM THE CIRCULAR**

**Background to the Cancellation**

The Group has reviewed its near and medium-term growth plans to take advantage of existing markets and, more importantly, the North American market to continue to build market share and scale the Company.

The Company has been exploring funding options but attempts to raise sufficient additional equity capital have not been realised. The Board therefore is exploring its strategic options to explore the optimum route to raising growth capital from other available sources.

The Directors believe that the Proposals are in the best interests of the Company and its Shareholders as a whole. In reaching this conclusion the Board has considered the following key factors:

- **Costs and regulatory burden:** The considerable cost of approximately £0.5 million associated with maintaining the admission of the Ordinary Shares to trading on AIM (such as nominated adviser and broker fees, London Stock Exchange fees and the costs associated with being a quoted company in having perceived higher level of corporate governance and audit scope and financial PR advisers and an enlarged Board of Directors) are, in the Board's opinion, disproportionately high, compared with the benefits. The Directors believe the time and cost savings expected from the Proposals could be better utilised, for the benefit of the Company, by providing an extended cash runway to capitalise on growth opportunities that the Group's business model wishes to take advantage of, including its expansion into other markets.
- **Access to capital:** The Directors have discussed the potential of raising further equity funds. However, this has been advised as difficult in the current market and the costs associated with such a raise would not be economical. In addition, the Group is utilising its overdraft facilities and has a term loan maturing in August and September of this year which will need refinancing. The cost savings identified with the Cancellation will assist the Group in funding future working capital. Therefore, the Directors have concluded that there is no route to source sufficient additional funds the Group requires while the Company remains on the market.

The Group believes that post-Cancellation it will more easily be able to access additional funding and the Group believes that this, in conjunction with the reduced cost burden of being publicly listed, will support medium-term growth plans.

- **Limited free float and lack of liquidity:** The Directors believe the current levels of liquidity in trading of the Ordinary Shares on AIM do not offer investors the opportunity to trade in meaningful volumes, or with frequency, within an

active market. In conjunction with the volatile trading environment highlighted in the point above, this has negatively affected the share price of the Company and therefore its market capitalisation, which the Directors do not believe accurately reflects potential or underlying prospects of the business.

**Therefore, following careful consideration, the Board believes that it is in the best interests of the Company and Shareholders to seek the proposed Cancellation at the earliest opportunity in line with AIM Rule 41.**

### **Process for Cancellation**

The Directors are aware that certain Shareholders may be unable or unwilling to hold Ordinary Shares in the event that the Cancellation is approved and becomes effective. Shareholders should take independent advice about retaining their interests in Ordinary Shares prior to the Cancellation becoming effective.

However, should the Cancellation become effective, the Company intends to implement a Matched Bargain Facility with a third party which would help facilitate Shareholders buying and selling Ordinary Shares on a matched bargain basis following the Cancellation.

Under the AIM Rules, it is a requirement that the Cancellation must be approved by Shareholders holding not less than 75 per cent. of votes cast by Shareholders at the General Meeting. Accordingly, the Notice of General Meeting set out in the Circular contains a special resolution to approve the Cancellation. Furthermore, Rule 41 of the AIM Rules requires any AIM company that wishes the London Stock Exchange to cancel the admission of its shares to trading on AIM to notify shareholders and to separately inform the London Stock Exchange of its preferred cancellation date at least 20 clear Business Days prior to such date. Additionally, the Cancellation will not take effect until at least five clear Business Days have passed following the passing of the Cancellation Resolution. If the Cancellation Resolution is passed at the General Meeting, it is proposed that the last day of trading in the Ordinary Shares on AIM will be 4 July 2025 and that the Cancellation will take effect at 7:00 a.m. on 7 July 2025.

If the Cancellation becomes effective, SPARK will cease to be the nominated adviser of the Company pursuant to the AIM Rules and the Company will no longer be required to comply with the AIM Rules. However, the Company will remain subject to the Takeover Code for a period of two years after the Cancellation, details of which are set out below.

The principal effects of the Cancellation will include the following:

- there will be no formal market mechanism enabling Shareholders to trade Ordinary Shares (other than a limited off-market mechanism provided by the Matched Bargain Facility);
- it is possible that, following the announcement of the intention to propose the Cancellation, the liquidity and marketability of the Ordinary Shares may be significantly reduced);
- the Ordinary Shares may be more difficult to sell compared to shares of companies traded on AIM (or any other recognised market or trading exchange);
- in the absence of a formal market and quoted price it may be difficult for Shareholders to determine the market value of their investment in the Company at any given time;
- the regulatory and financial reporting regime applicable to companies whose shares are admitted to trading on AIM will no longer apply albeit the Company will remain subject to the Takeover Code for a period of two years after the Cancellation (see below for more details);
- Shareholders will no longer be afforded the protections given by the AIM Rules, such as the requirement to be notified of price sensitive information or certain events and the requirement that the Company seeks Shareholders' approval for certain corporate actions, where applicable, including, reverse takeovers, and fundamental changes in the Company's business, such as certain acquisitions and disposals;
- the levels of disclosure and corporate governance within the Company may not be as stringent as for a company quoted on AIM;
- the Company will no longer be subject to UK MAR regulating inside information and other matters;
- the Company will no longer be required to publicly disclose any change in major shareholdings in the Company under the Disclosure Guidance and Transparency Rules;
- SPARK and Canaccord Genuity will cease to be nominated adviser and broker respectively to the Company;
- whilst the Company's CREST facility will remain in place immediately following the Cancellation, the Company's CREST facility may be cancelled in the future and, although the Ordinary Shares will remain transferable, they may cease to be transferable through CREST (in which case, Shareholders who hold Ordinary Shares in CREST will receive share certificates);
- stamp duty will be due on transfers of shares and agreements to transfer shares unless a relevant exemption or relief applies to a particular transfer; and
- the Cancellation and Re-registration may have personal taxation consequences for Shareholders. Shareholders who are in any doubt about their tax position should consult their own professional independent tax adviser.

**The above considerations are not exhaustive. Shareholders should seek their own independent advice when assessing the likely impact of the Cancellation on them.**

For the avoidance of doubt, the Company will remain registered with the Registrar of Companies in England and Wales in accordance with, and subject to, the Companies Act, notwithstanding the Cancellation.

### **Process for the Re-registration**

Following the Cancellation, the Directors believe that the requirements and associated costs of the Company maintaining

Following the Cancellation, the Directors believe that the requirements and associated costs of the Company maintaining its public company status will be difficult to justify and that the Company will benefit from the more flexible requirements and lower costs associated with private limited company status. It is therefore proposed to reregister the Company as a private limited company in accordance with the Companies Act. In connection with the Re-registration, it is proposed that the Amended Articles be adopted to reflect the change in the status of the Company to a private limited company. The principal effects of the Re-registration and amendment to the Current Articles on the rights and obligations of Shareholders and the Company are summarised in Part VI of the Circular. A copy of the Amended Articles accompanies the Circular and can be found at <https://www.4global.com>.

Under the Companies Act and the Current Articles, the Registration and the amendment of the Current Articles must be approved by Shareholders holding not less than 75 per cent. of votes cast by Shareholders at the General Meeting. Accordingly, the Notice of General Meeting set out at Part II of the Circular contains a special resolution to approve the Re-registration and adopt the Amended Articles.

If the Cancellation Resolution and the Re-registration Resolution are approved at the General Meeting, an application will be made to the Registrar of Companies for the Company to be re-registered as a private limited company once the Cancellation has occurred. Reregistration will take effect when the Registrar of Companies issues a certificate of incorporation on Reregistration. The Registrar of Companies will issue the certificate of incorporation on Reregistration when it is satisfied that no valid application can be made to cancel the Re-registration Resolution or such that any such application to cancel the Re-registration Resolution has been determined and confirmed by the court.

If the Resolutions are passed at the General Meeting, it is anticipated that the Re-registration will become effective during the week commencing 21 July 2025.

### **The Takeover Code**

The Takeover Code applies to any company which has its registered office in the UK, the Channel Islands or the Isle of Man if any of its equity share capital or other transferable securities carrying voting rights are admitted to trading on a UK regulated market, a UK multilateral trading facility, or a stock exchange in the Channel Islands or the Isle of Man. The Takeover Code therefore applies to the Company as its securities are admitted to trading on AIM, which is a UK regulated market.

The Takeover Code also applies to any company which has its registered office in the UK, the Channel Islands or the Isle of Man if any of its securities were admitted to trading on a UK regulated market, a UK multilateral trading facility, or a stock exchange in the Channel Islands or the Isle of Man at any time during the previous two years.

Accordingly, if the Cancellation is approved by Shareholders at the General Meeting and becomes effective the Takeover Code will continue to apply to the Company for a period of two years after the Cancellation, following which the Takeover Code will cease to apply to the Company.

While the Takeover Code continues to apply to the Company, a mandatory cash offer will be required to be made if either:

- a person acquires an interest in shares which, when taken together with the shares in which persons acting in concert with it are interested, increases the percentage of shares carrying voting rights in which it is interested to 30% or more; or
- a person, together with persons acting in concert with it, is interested in shares which in the aggregate carry not less than 30% of the voting rights of a company but does not hold shares carrying more than 50% of such voting rights and such person, or any person acting in concert with it, acquires an interest in any other shares which increases the percentage of shares carrying voting rights in which it is interested.

Brief details of the Panel and the protections afforded by the Takeover Code (which will cease to apply two years following the Cancellation) are set out in Part III of the Circular.

### **Shareholders Access to Information following Cancellation**

The Company currently intends that it will continue to provide certain facilities and services to Shareholders that they currently enjoy as shareholders of a company whose shares are admitted to trading on AIM. In particular the Company will:

- continue to communicate selected information about the Company to its Shareholders; and
- continue, to post updates (where deemed necessary or appropriate) on the Company's website from time to time, although Shareholders should, however, be aware that there will be no obligation on the Company to include all of the information required under AIM Rule 26 or to update its website as required by the AIM Rules.

### **Transactions in Ordinary Shares prior to and post the proposed Cancellation**

#### ***Prior to the Cancellation***

Shareholders should note that they are able to continue trading in the Ordinary Shares on AIM prior to the Cancellation.

#### ***Following the Cancellation***

The Company is making arrangements for a Matched Bargain Facility to assist Shareholders to trade in the Ordinary Shares to be put in place from the date of the Cancellation, if the Cancellation Resolution is passed. The Matched Bargain Facility will be provided by JP Jenkins. JP Jenkins (a trading name of InfiniTX Limited and an appointed representative of Prosper Capital LLP, which is authorised and regulated by the FCA) has been appointed to facilitate trading in the Ordinary Shares.

Under the Matched Bargain Facility, Shareholders or persons wishing to acquire or dispose of Ordinary Shares will be able to leave an indication with JP Jenkins, through their stockbroker (JP Jenkins is unable to deal directly with members of the public), of the number of Ordinary Shares that they are prepared to buy or sell at an agreed price. In the event that JP Jenkins is able to match that order with an opposite sell or buy instruction, it would contact both parties and then effect the bargain (trade). Shareholdings remain in CREST and can be traded during normal business hours via a UK regulated stockbroker. Should the Cancellation become effective, and the Company puts in place the Matched Bargain Facility, details will be made available to Shareholders on the Company's website at <https://www.cmogroup.com/>.

The Matched Bargain Facility will operate for a minimum of 12 months after the Cancellation. The Directors' current intention is that it will continue beyond that time. However, Shareholders should note that there can be no guarantee that the Matched Bargain Facility will operate beyond 12 months after the Cancellation and that it could be withdrawn, consequently inhibiting the ability to trade the Ordinary Shares. Further details will be communicated to the Shareholders at the relevant time.

There can be no guarantee as to the level of the liquidity or marketability of the Ordinary Shares under the Matched Bargain Facility, or the level of difficulty for Shareholders seeking to realise their investment under the Matched Bargain Facility.

Before giving your consent to the Cancellation, you may want to take independent professional advice from an appropriate independent financial adviser.

If Shareholders wish to buy or sell Ordinary Shares on AIM they must do so prior to the Cancellation becoming effective. As noted above, in the event that Shareholders approve the Cancellation, it is anticipated that the last day of dealings in the Ordinary Shares on AIM will be 4 July 2025 and that the effective date of the Cancellation will be 7 July 2025.

### **Current Trading**

As previously stated by the Group in its trading updates issued to the market, trading has been volatile with macro economic factors affecting the timing of contracts. The Group expects to report revenues for the year ended 31 March 2025 of £4.5million and an adjusted EBITDA of £0.5 million this is based on the Group's unaudited management accounts and is subject to audit. This performance is in part due to a number of contracts that were hoped to have been signed before the year end which would have allowed recognition of certain revenues in the reported numbers. We announced, on 3 April 2025 the renewal of the Sport England contract and on 10 April 2025 a contract win with UK Sport, both of which will now have revenues falling within this and future financial years. Booked revenue for the current financial year is £3.1m which compares to £2.5m (+24% against the same period last year) and we currently have a strong pipeline with £2.2m of opportunities to be closed in Q1 of this financial year. There is strong demand within North American and European markets. We have also agreed in principle a 2-year extension to the £500k loan facility.

### **The Board**

Upon the Cancellation Steve Clarke, Eric Haller and Ian James will step down from the Board.

### **General Meeting**

Under the AIM Rules, it is a requirement that the Cancellation must be approved by not less than 75 per cent. of votes cast by Shareholders at a General Meeting of the Company. Accordingly, the Notice of General Meeting set out in Part II of the Circular contains a special resolution to approve the Cancellation.

### **Action to be taken**

Before deciding what action to take in respect of the Resolutions, you are advised to read the whole of the Circular. If you are in any doubt as to the action you should take, you should immediately seek your own personal financial advice from an appropriately qualified independent professional adviser.

### **Form of Proxy for use at the General Meeting.**

The Company encourages all Shareholders to either submit their Form of Proxy, use the CREST Proxy Voting Service. The completion and return of the Form of Proxy will not preclude the Shareholders from attending the General Meeting and voting in person should they so wish. Completed Forms of Proxy should be returned to Neville Registrars Limited, Neville House, Steelpark Rd, Halesowen, B62 8HD, as soon as possible and, in any event, by not later than 10.00 BST on 23 June 2025.

### **Recommendation**

For the reasons noted above, the Directors consider the Authorising Resolution to be put to the General Meeting is in the best interests of the Company and, therefore, unanimously recommend that Shareholders vote in favour, as they intend to do in respect of the Ordinary Shares they are directly or indirectly interested in, which amount to, in aggregate, 13,761,795 Ordinary Shares, representing 52.2per cent. of the current issued share capital of the Company at the date of this announcement.

#### EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Announcement of proposed Cancellation pursuant to Rule 41	4 June 2025
Publication of the Circular	4 June 2025
Latest time and date for receipt of Forms of Proxy in respect of the General Meeting	10.00 A.M on 23 June 2025
General Meeting	10.00 A.M. on 25 June 2025
Expected last day of dealings in Ordinary Shares on AIM	10.00 A.M on 4 July 2025
Expected time and date of Cancellation	07.00 A.M on 7 July 2025
Commencement of Trading on Secondary Market	8 July 2025
Re-registration as a private company	Expected 28 July 2025

#### Notes:

(a) Unless otherwise specified, references to time are to London time (BST).

(b) The times and dates above are indicative only and subject to change. If there is any change, revised times and/or dates will be notified to Shareholders by means of an announcement through a Regulatory Information Service.

#### Contacts

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Stuart Wooller (Group Finance Director)	
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<b>Canaccord Genuity (Broker)</b> Bobbie Hilliam	+44 (0)20 7523 8000
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#### About 4GLOBAL

4GLOBAL empowers sports, fitness and wellness organisations to make faster, smarter decisions about their operations, customers and investments through data and actionable insights.

It operates the largest sport participation and facility database in the world, with more than 4 billion data points.

Sourcing data from health & fitness operators, community programmes and other structured activities through its DataHub while drawing on information from GPS location updates and wearable devices, 4GLOBAL's unique combination of data assets provides a holistic view of physical activity patterns.

4GLOBAL is at the forefront of predictive modelling and advanced analytics, with the insights it generates empowering customers to drive efficiencies, improve customer relationships and make more informed strategic decisions.

Its customers span both the public and private sectors, including central and local governments, cities, sporting bodies, trade associations, health & fitness operators and sports clubs.

Key markets include North America, the Middle East and Europe. Its headquarters are in London with offices in Miami and Istanbul.

4GLOBAL was founded in 2002 and listed on AIM in 2021 under the ticker 4GBL.

## DEFINITIONS

The following definitions apply throughout this Announcement, unless the context requires otherwise:

"AIM"	the AIM Market operated by the London Stock Exchange plc
"AIM Rules"	together, the AIM Rules for Companies, the AIM Rules for Nominated Advisers and the AIM Disciplinary Procedures and Appeals Handbook as published from time to time
"Assets"	substantially all of the Business assets and entities owned directly or indirectly by the Company means
"Authorising Resolution"	Resolution 1 to be proposed at the General Meeting
"Broker"	Canaccord Genuity Limited, 88 Wood Street, London, EC2V 7QR
"Business"	the business of operating
"Business Day"	a day (other than a Saturday, Sunday or public holiday) on which banks are open in London, England for a full range of business
"Cancellation"	means the proposed cancellation of admission of the Ordinary Shares to trading on AIM, subject to the passing of the Authorising Resolution and in accordance with the requirements of Rule 41 of the AIM Rules
"Company" or "4Global"	4Global PLC, a company incorporated and registered in England, with registered number 13523846
"CREST"	the computerised settlement system (as defined in the CREST Regulations), operated by Euroclear, which facilitates the transfer of title to shares in uncertificated form
"CREST Regulations"	the relevant system (as defined in the CREST Regulations) for the paperless settlement of trades and the holding of uncertificated securities, operated by Euroclear, in accordance with the same regulations
"Directors" or the "Board"	the directors of the Company
"Circular"	the circular containing details of proposed Cancellation
"Euroclear"	Euroclear UK & International Limited, a company incorporated in England and Wales and the operator of CREST
"Form of Proxy"	the form of proxy for use by the Shareholders in connection with the General Meeting
"General Meeting"	the general meeting of Shareholders to be held at 10.00 A.M. BST on 25 June 2025 notice of which is set out at Part II of the Circular, or any adjournment of that meeting the Company and its subsidiary undertakings at the date of the Circular

<b>"Group"</b>	the Company and its subsidiary undertakings at the date of the Circular
<b>"Issued Share Capital"</b>	the issued share capital of the Company on 2 June 2025, being the last Business Day prior to the publication of the Circular, being 26,344,994 Ordinary Shares
<b>"Market Abuse Regulation"</b>	the Market Abuse Regulation (Regulation S96 /2014)
<b>"Nominated Adviser"</b>	SPARK, the Company's nominated adviser in accordance with the AIM Rules
<b>"Notice"</b>	the notice of the General Meeting set out in Part II of the Circular
<b>"Ordinary Shares" or "Shares"</b>	the ordinary shares of the Company
<b>"Regulatory News Service" or "RNS"</b>	a regulatory information service as defined by the AIM Rules
<b>"Shareholders"</b>	holders of Ordinary Shares in the Company
<b>"Share Registrar"</b>	Neville Registrars Limited, Neville House, Steelpark Rd, Halesowen B62 8HD
<b>"SPARK"</b>	SPARK Advisory Partners Limited, the Company's Nominated Adviser as at the date of the Circular
<b>"uncertificated" or "in uncertificated form"</b>	recorded on the register of Ordinary Shares as being held in uncertificated form in CREST, entitlement to which, by virtue of the CREST Regulations, may be transferred by means of CREST

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