

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF THAT JURISDICTION

FOR IMMEDIATE RELEASE

7 July 2025

RECOMMENDED CASH ACQUISITION OF

TRAKM8 HOLDINGS PLC

BY

BRILLIAN UK LIMITED

(a company within the Omegro portfolio and wholly-owned, indirectly, by Constellation Software Inc.)

to be effected by means of a scheme of arrangement under Part 26 of the Companies Act 2006

Court Sanction of Scheme of Arrangement

Rule 2.9 Announcement

On 1 May 2025, the boards of directors of Brilliant UK Limited ("**Brilliant UK**") and Trakm8 Holdings plc ("**Trakm8**"), announced that they had reached agreement on the terms and conditions of a recommended cash acquisition by Brilliant UK for the entire issued, and to be issued, ordinary share capital of Trakm8 (the "**Acquisition**"). The Acquisition is being effected by means of a court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Scheme**"), full details of which were sent, or made available, to Trakm8 Shareholders in the circular sent on and dated 21 May 2025 (the "**Scheme Document**").

On 19 June 2025, the Scheme was approved by the requisite majority of Scheme Shareholders at the Court Meeting and the Resolution relating to the implementation of the Scheme was approved by the requisite majority of Trakm8 Shareholders at the General Meeting.

Sanction of the Scheme

Trakm8 is pleased to announce that the High Court of Justice in England and Wales has today sanctioned the Scheme pursuant to which the Acquisition is being implemented.

It is anticipated that the Effective Date of the Scheme will be 9 July 2025, which is when a copy of the Court Order is expected to be delivered to the Registrar of Companies (together with a copy of the Scheme and all documents required to be annexed thereto).

Next steps

The last day of dealings in, and for the registration and transfer of, and disablement in CREST of, Trakm8 Shares is expected to be tomorrow, 8 July 2025. The Scheme Record Time is expected to be 6.00 p.m. on 8 July 2025. An application has been made for the suspension of trading in Trakm8 Shares on AIM, and such suspension is expected to take effect at 7.30 a.m. on 9 July 2025. The cancellation of Trakm8 Shares from admission to trading on AIM has also been applied for and will, subject to the Scheme becoming Effective, take effect at 7.00 a.m. on 10 July 2025.

On the Effective Date, share certificates in respect of Scheme Shares will cease to be valid documents of title and entitlements to Scheme Shares held in uncertificated form in CREST will be cancelled.

A further announcement will be made when the Scheme has become Effective.

Rule 2.9 announcement of relevant securities in issue

For the purposes of Rule 2.9 of the Code, Trakm8 confirms that, as at the date of this announcement, it has 49,975,002 ordinary shares of 1 pence each in issue with International Securities Identification Number, GB00B0P1RP10.

In addition, Trakm8 has £2,695,472.32 of Convertible Loan Notes (including accrued interest) outstanding which, if converted, would result in the issue of a further 33,277,430 ordinary shares of 1 pence each.

Capitalised terms used in this announcement (the "**Announcement**") shall, unless otherwise defined, have the same meanings as set out in the Scheme Document. All references to times in this Announcement are to London, United Kingdom times unless stated otherwise.

The person responsible for arranging for the release of this Announcement on behalf of Trakm8 is John Watkins, Executive Chairman.

Enquiries:	
Trakm8 Holdings plc	
John Watkins, <i>Executive Chairman</i>	Tel: 01675 434 200
Jon Edwards, <i>Chief Financial Officer</i>	
Allenby Capital (Rule 3 Adviser, Nominated Adviser, and Broker to Trakm8)	Tel: 020 3328 5656
David Hart, <i>Corporate Finance</i>	www.allenbycapital.com
Vivek Bhardwaj, <i>Corporate Finance</i>	
Brilliant UK Limited	
Lynne Salmon, <i>Chief Marketing Officer at Omegro</i>	Tel: +61 432 421 408
Ryan Hill, <i>Vice President, Global Communications at Volaris Group Inc</i>	Tel: +1 416-831-0305
Herax Partners LLP (Financial adviser to Brilliant UK)	
Angus MacPherson, <i>Corporate Finance</i>	Tel: +44 7768 066 336
Pascal Wiese, <i>Corporate Finance</i>	Tel: 020 7399 1686

Fox Williams LLP is acting as legal adviser to Brilliant UK in connection with the Acquisition.

Wansbroughs LLP is acting as legal adviser to Trakm8 in connection with the Acquisition.

Important notices relating to financial advisers and nominated adviser

*Herax Partners LLP ("**Herax Partners**")*, which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for Brilliant UK and for no-one else in connection with the Acquisition and will not regard any other person as its client in relation to the Acquisition and will not be responsible to anyone other than Brilliant UK for providing the protections afforded to clients of Herax Partners, nor for providing advice in relation to any matter referred to in this Announcement. Neither Herax Partners nor any of its affiliates, respective directors, officers, employees and agents 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 Herax Partners in connection with the matters referred to in this Announcement, or otherwise. No representation or warranty, express or implied, is made by Herax Partners as to the contents of this Announcement.

*Allenby Capital Limited ("**Allenby Capital**")*, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for Trakm8 and for no one else in connection with the matters set out in this Announcement and will not regard any other person as its client in relation to the matters referred to in this Announcement and will not be responsible to anyone other than Trakm8 for providing the protections afforded to clients of Allenby Capital, nor for providing advice in relation to the contents of this Announcement or any other matter referred to in this Announcement. Neither Allenby Capital nor any of its affiliates 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 Allenby Capital in connection with the matters referred to in this Announcement, or otherwise. No representation or warranty, express or implied, is made by Allenby Capital as to the contents of this Announcement.

Further information

This Announcement is for information purposes only and is not intended to, and does not, constitute or form part of any offer or inducement to sell or an invitation to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities or the solicitation of an offer to buy any securities, any vote or approval in any jurisdiction pursuant to the Acquisition or otherwise. The Acquisition will be made and implemented solely pursuant to the terms of the Scheme Document (or, if the Acquisition is implemented by way of an Offer, the Offer Document), which will contain the full terms and conditions of the Acquisition, including details of what action is required from Trakm8 Shareholders in respect of the Acquisition. Any decision in respect of, or other response to, the Acquisition should be made only on

in respect of the Acquisition. Any decision in respect of, or other response to, the Acquisition should be made only on the basis of the information in the Scheme Document (or, if the Acquisition is implemented by way of an Offer, the Offer Document).

Trakm8 and Brilliant UK urge Trakm8 Shareholders to read the Scheme Document (or, if the Acquisition is implemented by way of an Offer, the Offer Document) in its entirety because it will contain important information relating to the Acquisition.

This Announcement does not constitute a prospectus or prospectus equivalent document.

Brilliant UK reserves the right to elect to implement the Acquisition by way of an Offer as an alternative to the Scheme (subject to the Panel's consent and the terms of the Co-operation Agreement). In such event, the Acquisition will be implemented on substantially the same terms, so far as applicable, as those which will apply to the Scheme, subject to appropriate amendments to reflect, among other things, the change in method of effecting the Acquisition (including, without limitation: (i) the inclusion of an acceptance condition set at 90 per cent. of the Trakm8 Shares to which such Offer relates (or such other percentage as Brilliant UK may, subject to the rules of the Takeover Code and the terms of the Co-operation Agreement and with the consent of the Panel, decide); and (ii) those required by, or deemed appropriate by, Brilliant UK under applicable law, including US securities law). Further, if sufficient acceptances of such Offer are received and/or sufficient Trakm8 Shares are otherwise acquired, it is the intention of Brilliant UK to apply the provisions of the Companies Act 2006 to acquire compulsorily any outstanding Trakm8 Shares to which such offer relates.

The statements contained in this Announcement are made as at the date of this Announcement, unless some other time is specified in relation to them, and publication of this Announcement shall not give rise to any implication that there has been no change in the facts set forth in this Announcement since such date.

Overseas Shareholders

This Announcement has been prepared in accordance with and for the purpose of complying with the laws of England and Wales, the Takeover Code, the Market Abuse Regulation, the AIM Rules and the Disclosure Guidance and Transparency Rules and information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside England.

The release, publication or distribution of this Announcement in or into jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves of, and observe, any applicable requirements of their jurisdictions. Any failure to comply with such requirements may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.

The availability of the Acquisition to Trakm8 Shareholders who are not resident in and citizens of the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizens. Persons who are not resident in and citizens of the United Kingdom should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdictions. In particular, the ability of persons who are not resident in and citizens of the United Kingdom to vote their Trakm8 Shares with respect to the Scheme at the Court Meeting, or to execute and deliver forms of proxy appointing another person to vote at the Court Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.

Unless otherwise determined by Brilliant UK or required by the Takeover Code, and permitted by applicable law and regulation, participation in the Acquisition will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Acquisition by any such use, means, instrumentality or from within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this Announcement and any formal documentation relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction and persons receiving this Announcement and all such documents relating to the Acquisition (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in, into or from any Restricted Jurisdiction. Doing so may

render invalid any related purported vote in respect of the Acquisition. If the Acquisition is implemented by way of an Offer (unless otherwise permitted by applicable law and regulation), the Offer may not be made directly or indirectly, in or into, or by the use of mails or any means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Offer shall not be capable of acceptance by any such use, means, instrumentality or facilities.

Further details in relation to Overseas Shareholders will be contained in the Scheme Document.

Notice to US investors in Trakm8

Trakm8 Shareholders in the United States should note that the Acquisition relates to the shares of an English company with a quotation on AIM and is proposed to be made by means of a scheme of arrangement provided for under, and governed by, the laws of England and Wales.

Neither the proxy solicitation nor the tender offer rules under the US Exchange Act will apply to the Scheme. Moreover, the Scheme will be subject to the disclosure and procedural requirements and practices applicable in the United Kingdom to schemes of arrangement, which differ from the disclosure requirements of US tender offer and proxy solicitation rules. If, in the future, Brillian UK exercises the right to implement the Acquisition by way of an Offer and determines to extend the offer into the United States, the Acquisition will be made in compliance with applicable United States laws and regulations, including any applicable exemptions under the US Exchange Act. Such an Offer would be made in the United States by Brillian UK and no one else. In accordance with normal United Kingdom practice and consistent with Rule 14e-5 under the US Exchange Act, Brillian UK, certain affiliated companies and the nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, shares in Trakm8 outside such Offer during the period in which such Offer would remain open for acceptance. If such purchases or arrangements to purchase were to be made they would be made outside the US either in the open market at prevailing prices or in private transactions at negotiated prices and would comply with applicable law, including, to the extent applicable, the US Exchange Act. Any information about such purchases will be disclosed as required in the United Kingdom, will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at www.londonstockexchange.com.

The financial information included in this Announcement and the Scheme Document (or, if the Acquisition is implemented by way of an Offer, the Offer Document) has been or will have been prepared in accordance with accounting standards applicable in the United Kingdom and thus may not be comparable to the financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

The receipt of consideration by a US holder for the transfer of its Trakm8 Shares pursuant to the Acquisition may be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as non-US and other, tax laws. Each Trakm8 Shareholder is urged to consult their independent professional adviser immediately regarding the tax consequences of the Acquisition applicable to them, including under applicable US federal, state and local, as well as non-US and other, tax laws.

It may be difficult for US holders of Trakm8 Shares to enforce their rights and any claim arising out of the US federal laws or to enforce against them a judgment of a US court predicated upon the securities laws of the United Kingdom, since Brillian UK and Trakm8 are incorporated in a non-US jurisdiction, and some or all of their officers and directors may be residents of countries other than the United States. US holders of Trakm8 Shares may not be able to sue a non-US company or its officers or directors in a non-US court for violations of the US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's jurisdiction or judgement.

Cautionary note regarding forward-looking statements

This Announcement (including information incorporated by reference in this Announcement), oral statements made regarding the Acquisition, and other information published by Brillian UK and Trakm8 contain certain statements which are, or may be deemed to be, "forward-looking statements". Forward-looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and projections of the management of Brillian UK and/or Trakm8 (as the case may be) about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements.

These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements often use words such as "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "hope", "aims", "continue", "will", "may", "should", "would", "could", or other words of similar meaning or derivatives thereof. These statements are based on assumptions and assessments made by Trakm8 and/or Brilliant UK in light of their experience and their perception of historical trends, current conditions, future developments and other factors they believe appropriate. By their nature, forward-looking statements involve known and unknown risk and uncertainty, because they relate to events and depend on circumstances that will occur in the future and the factors described in the context of such forward-looking statements in this Announcement could cause actual results, performance or developments to differ materially from those expressed in or implied by such forward-looking statements. The factors that could cause actual results to differ materially from those described in the forward-looking statements, include, but are not limited to: the ability to complete the Acquisition, the ability to obtain requisite regulatory and shareholder approvals and the satisfaction of other Conditions on the proposed terms, changes in the global, political, economic, business or competitive environments and in market and regulatory forces, changes in financial regulatory matters, changes in future exchange and interest rates, changes in tax rates and future business combinations or dispositions.

Although it is believed that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct and you are therefore cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this Announcement. Neither Trakm8 nor Brilliant UK assumes any obligation to update or correct the information contained in this Announcement (whether as a result of new information, future events or otherwise), except as required by applicable law.

Dealing and opening position disclosure requirements

Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1 per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the Announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company; and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) of the Takeover Code applies must be made by no later than 3.30 p.m. (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10th business day following the Announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company; and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m. (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period

commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

Publication on a website

In accordance with Rule 26.1 of the Takeover Code, a copy of this Announcement and other documents required to be published under Rule 26 of the Takeover Code will be made available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Herax Partners' website (on behalf of Brillian UK) at <https://www.heraxpartners.com/recommendedoffer> and Trakm8's website at <https://www.trakm8.com/investors/offer-documentation>, in each case by no later than 12 noon (London time) on the first Business Day following the date of this Announcement. For the avoidance of doubt, neither the contents of these websites nor any website accessible from hyperlinks is incorporated into or forms part of this Announcement.

No profit forecasts, profit estimates or quantified benefits statements

No statement in this Announcement is intended to constitute a profit forecast, profit estimate or quantified benefits statement for any period and no statement in this Announcement should be interpreted to mean that the earnings or future earnings per share of, or dividends or future dividends per share of, Trakm8 for the current or future financial years will necessarily match or exceed the historical published earnings or earnings per share or dividends per share of Trakm8.

Requesting hard copy documents

In accordance with Rule 30.3 of the Takeover Code, Trakm8 Shareholders, persons with information rights, participants in Trakm8 Share Plans, and the holders of the Trakm8 Convertible Loan Notes may request a hard copy of this Announcement by contacting Trakm8's registrars, Neville Registrars, between 9.00 a.m. to 5.00 p.m. (London time) Monday to Friday (except public holidays in England and Wales) on 0121 585 1131 if calling from the United Kingdom, or +44 (0) 121 585 1131 if calling from outside the United Kingdom or by submitting a request in writing to Neville Registrars, Neville House, Steelpark Road, Halesowen, B62 8HD. Calls are charged at the standard geographical rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Please note that Neville Registrars cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes. For persons who receive a copy of this Announcement in electronic form or via a website notification, a hard copy of this Announcement will not be sent unless so requested. In accordance with Rule 30.3 of the Takeover Code, such persons may also request that all future documents, announcements and information to be sent to them in relation to the Acquisition should be in hard copy form.

Electronic communications

Please be aware that addresses, electronic addresses and certain other information provided by Trakm8 Shareholders, persons with information rights and other relevant persons for the receipt of communications from Trakm8 may be provided to Brillian UK during the Offer Period as required under Section 4 of Appendix 4 of the Takeover Code to comply with Rule 2.11(c) of the Takeover Code.

Rounding

Certain figures included in this Announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

General

If the Acquisition is effected by way of an Offer, and such an Offer becomes or is declared unconditional in all respects and sufficient acceptances are received, Brillian UK intends to exercise its rights to apply the provisions of Chapter 3 of Part 28 of the Companies Act 2006 so as to acquire compulsorily the remaining Trakm8 Shares in respect of which the Offer has not been accepted.

Investors should be aware that Brillian UK may purchase Trakm8 Shares otherwise than under any Offer or the Scheme, including pursuant to privately negotiated purchases.

concerning, including persons to primary registered persons.

If you are in any doubt about the contents of this Announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor or independent financial adviser duly authorised under FSMA if you are resident in the United Kingdom or, if not, from another appropriate authorised independent financial adviser.

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 rns@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

UPDDZGGNMNVGKZM