RNS Number : 5855T
Tern PLC
07 September 2026

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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF THE MARKET ABUSE REGULATIONS (EU) NO. 596/2014 WHICH FORMS PART OF DOMESTIC UK LAW PURSUANT TO THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 ("UK MAR").

7 September 2026

Tern Plc

("Tern" or the "Company")

Underwritten Open Offer at 0.90p per Open Offer Share to raise £509,368

Tern Plc (AIM:TERN), the company focused on value creation from Internet of Things ("IoT") technology businesses, announces an underwritten Open Offer to raise approximately £509,368 (before expenses) through the issue of 56,596,480 Open Offer Shares at an Issue Price of 0.90p per Open Offer Share.

Under the Open Offer, all Qualifying Shareholders are entitled to subscribe for Open Offer Shares at the Issue Price on the basis of:

1 Open Offer Share for every 16 Ordinary Shares held on the Record Date.

The Issue Price of 0.90p per Open Offer Share represents a discount of 25 per cent. to the closing middle market price of 1.20p for each Ordinary Share on 4 September 2026 (the latest practicable date prior to this announcement).

The Open Offer is being underwritten in full by CMC Markets UK Plc who has agreed to subscribe, in cash at the Issue Price, for all of the Open Offer Shares which remain unsubscribed for by Qualifying Shareholders pursuant to the Open Offer.

The Open Offer is only conditional upon the admission of the Open Offer Shares to trading on AIM. It is expected that Admission will become effective and dealings in the Open Offer Shares will commence on 24 September 2026.

The Open Offer Shares will, when issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of Admission. The Open Offer Shares will be issued pursuant to the authority granted to the directors at the Annual General Meeting of the Company held on 30 June 2026.

The Open Offer is open for acceptance from now until 22 September 2026. Details of the Open Offer will be set out in a Circular to be sent to shareholders later today. The Circular sets out the reasons for and further details of the Open Offer, including its terms and conditions and risk factors.

Extracts from the Circular, including the Open Offer's Expected Timetable of principal events, are set out below in Appendix 1.

The above summary should be read in conjunction with the full text of this announcement and the Circular. Unless defined otherwise, capitalised terms used throughout this announcement shall have the meanings given to such terms in the Definitions section below. References to paragraphs below refer to the relevant paragraphs of the Circular and references to 'this Document' refer to the Circular. References to numbered 'Parts' below refer to the relevant parts of the Circular.

Your attention is drawn to the risk factors set out in Part II of the Circular. Details of the action to be taken if you wish to subscribe for Open Offer Shares are provided in Part III of the Circular.

The Circular will be posted to shareholders today and a copy of the Circular will be shortly available on the Company's website: https://www.ternplc.com/investors

Enquiries:

Tern Plc	via IFC Advisory
Jane McCraken (Interim Non-executive Chair)	
Allenby Capital Limited	Tel: 0203 328 5656
(Nominated Adviser and Broker)	

(Nominated Adviser and Broker)
Alex Brearley / Ashur Joseph (Corporate Finance)
Kelly Gardiner (Sales and Corporate Broking)

IFC Advisory Tel: 0203 934 6632
(Financial PR and IR)
Tim Metcalfe
Graham Herring
Florence Staton

Expected Timetable of principal events

Record Date for the Open Offer	6:00 p.m. on 4 September 2026
Announcement of the Open Offer	7:00 a.m. on 7 September 2026
Existing Ordinary Shares marked "ex" by the London Stock Exchange	7 September 2026
Posting of Circular and Application Form	7 September 2026
Posting of Notice of the Open Offer in the London Gazette	8 September 2026
Basic and Excess Entitlements credited to stock accounts in CREST of Qualifying CREST Shareholders	8 September 2026
Recommended latest time for requesting withdrawal of Basic Entitlements and Excess Entitlements from CREST	4:30 p.m. on 15 September 2026
Latest time for depositing Basic Entitlements and/or Excess Entitlements into CREST	3:00 p.m. 16 September 2026
Latest time and date for splitting of Application Forms (to satisfy *bona fide* market claims only)	3:00 p.m. on 18 September 2026
Latest time and date for receipt of completed Application Forms and payment in full under the Open Offer or settlement of relevant CREST instruction (as appropriate)	**11:00 a.m. on 22 September 2026**
Expected announcement of results of the Open Offer	23 September 2026
Expected date for Admission and commencement of dealings of the Open Offer Shares	8:00 a.m. on 24 September 2026
Expected date for the Open Offer Shares to be credited to CREST stock accounts	24 September 2026
Latest date for dispatch of definitive share certificates for Open Offer Shares	8 October 2026

Notes:
(i) References to times in this Document are to London time (unless otherwise stated).
(ii) If any of the above times or dates should change, the revised times and/or dates will be notified by an announcement to an RIS.

Open Offer statistics

Issue Price	0.90 pence
Number of Existing Ordinary Shares in issue as at the date of this Document	905,543,681
Basis of the Open Offer	**1 Open Offer Share for every 16 Existing Ordinary Shares held**
Number of Open Offer Shares to be issued pursuant to the Open Offer	56,596,480
Enlarged Share Capital immediately upon Admission of the Open Offer Shares	962,140,161
Percentage of the Enlarged Share Capital represented by the Open Offer Shares	5.88 per cent.
The gross proceeds from the Open Offer (approximately)	£509,368

ISIN for Existing Ordinary Shares	GB00BFPMV798
ISIN for Basic Entitlements	GB00BWQG2105
ISIN for Excess Entitlements	GB00BWQG2212

Please refer to Appendix 1 below for further information

Appendix 1

The following is an extract from the letter from the Chair set out in the Circular, substantially in the same form.

1. Introduction

As announced on 7 September 2026, the Company is proposing to raise approximately £509,368 pursuant to the Open Offer. The Open Offer allows all Qualifying Shareholders the opportunity to participate by subscribing for Open Offer Shares at the Issue Price of 0.90 pence per Ordinary Share, *pro rata* to their holdings of Existing Ordinary Shares.

The purpose of this Document is to set out the background to, and reasons for, the Open Offer and to provide Qualifying Shareholders with details of its terms and conditions.

In addition, the Underwriter, CMC Markets UK Plc, has agreed to subscribe, at the Issue Price, for any Open Offer Shares not otherwise taken up by Qualifying Shareholders pursuant to the Open Offer as explained further in paragraph 5 below.

2. Background to and reasons for the Open Offer

The focus of the Board and Tern's executive management remains on realisations and specifically seeking to maximise the value that can be realised from Tern's portfolio companies and investments through successful exits from its investments at the appropriate time, ultimately seeking strong returns for Shareholders.

The Board believes that while the global macroeconomic backdrop continues to be challenging for early-stage technology businesses, the Company's current direct portfolio companies, Device Authority Limited (**"Device Authority"**), FVRS Limited and Talking Medicines Limited ("**Talking Medicines**"), continue to make progress and the Board believes they are approaching the stage where it would be appropriate for Tern to exit the investments in due course. However, the potential shorter-term exit opportunities that have been presented to Tern have been limited and, if and when available, the Directors believe these are not likely to be in the best interests of Shareholders, being likely to be at a significant discount to the current carrying value of the relevant holding and the Directors' current expectations of the medium-term value of the holding.

Against this background, the Company continues to seek the views of Shareholders, including through Robert (Rob) Stevens as an adviser to the Company on Shareholder relations, which has provided valuable insight and input regarding Shareholders' views on the Company's strategy.

It is clear to the Board that Tern's corporate costs must be kept to a minimum in order to allow the largest possible proportion of the Company's limited capital resources to be deployed to seek to maximise the value achievable from Tern's direct portfolio companies. Therefore, as announced on 9 October 2025, additional material cost reductions were implemented, together with seeking to align incentives with Shareholders.

On 28 July 2026 the Company announced that the Board were committed to shareholders receiving a distribution or capital return of at least 70% of the net proceeds received by the Company from the exit of any individual investment over £1 million (subject to the Company having sufficient distributable reserves and no legal or regulatory impediment to undertaking such an action).

In parallel with cost cutting measures, as announced on 28 November 2025, the Companyexited its long-term funding obligation to Sure Valley Ventures Enterprise Capital Fund LP ("**SVV2**"), having sought relief from future capital calls. Tern remains in discussions with the General Partner of SVV2 to resolve the quantum and, if applicable, timing of payment of any outstanding liability due from Tern to SVV2. Further details can be found in the Company's report and accounts for the year ended 31 December 2025, published on 23 June 2026.

However, despite the cost reduction measures undertaken, as an AIM-quoted company, the Company still incurs material professional fees and costs, both associated with maintaining its status as a publicly traded company and with maintaining its portfolio, many of which are largely fixed.

During the year ended 31 December 2025, approximately £1.0 million was used in the Company's operations and approximately £0.5 million was deployed within its existing portfolio, through equity and loan investments.

As previously outlined, venture financing has tightened, and syndicates now routinely link continuing investor participation to anti dilution or reset terms that can be punitive for non participants. Against this background, Tern's venture capital partners in its direct portfolio companies are seeking to use 'pay-to-play' structures which mean that if Tern cannot participate to the fullest extent that Tern's overall funding position will permit and on the required timeline, the Company's investment positions risk being severely diluted or possibly even eliminated, which would materially reduce the value previously built and any future exit proceeds available for distribution to shareholders.

In the absence of suitable exit opportunities, the Company therefore requires additional funding to: (i) participate as appropriate in future fundraisings that are expected to be conducted by certain of Tern's direct portfolio companies; (ii) seek to prevent or limit the consequent potentially significant reduction in the net asset value of the Company from Tern not participating in future fundraisings by Tern's direct portfolio companies; and (iii) maintain the Company's admission to AIM.

The Company is therefore proposing the Open Offer as an appropriate funding mechanism to provide a contribution to such funding needs and gives all Qualifying Shareholders the opportunity to back Tern on the same terms and to subscribe for Excess Shares if available.

The proceeds of the Open Offer and subsequently any proceeds realisable from the allotment of any Ordinary Shares not subscribed under the Open Offer are intended to be used, in priority order, to:

- Enable Tern, subject to the level of proceeds raised, to participate to its fullest possible allocation in a proposed further short term convertible loan note fundraising by Talking Medicines. The Board believes that the ability to participate in this fundraising is important to seeking to preserve the value of Tern's holding in Talking Medicines, particularly in the event of a future exit. Tern invested £117,195 in new unsecured convertible loan notes issued by Talking Medicines Limited, as announced on 28 July 2026. However, Talking Medicines now requires further funding.
- Participate to the fullest extent practicable in any fundraise undertaken by Device Authority, where the Board believes such participation is crucial to seeking to preserve the value of Tern's holding in Device Authority, especially upon a future exit of this investment; and
- Meet the costs of the Company's admission to AIM and its corporate overheads.

The Board unanimously believes the Open Offer is in the best interests of Shareholders, to help protect existing value, preserve exit potential and support Tern's direct portfolio companies, especially Talking Medicines and potentially Device Authority, through capital intensive, pay-to-play phases, that could otherwise significantly impact the Company's equity positions and future returns for Shareholders, especially upon expected potential future exits.

The Company's current portfolio of investments had an audited value of approximately £7.3 million as at 31 December 2025, the substantial majority of which is invested in private companies, although the Company's holding of 177,050 shares in Sure Ventures plc ("Sure Ventures"), which is listed on the Specialist Fund Segment of the London Stock Exchange, had an unaudited value of approximately £44,263 at the closing bid price of the Sure Ventures shares on 4 September 2026, the last practical date prior to the publication of this Document. In the absence of other funding options, as an investing company, the Board is confident that the Company would have several options within the portfolio to be able to conduct short-term asset disposals in order to provide capital to cover the Company's working capital needs for the coming months from the date of this Document. However, the Directors believe that if this had to be performed on an urgent basis, then it could only be achieved at a very substantial discount to the current carrying value of the relevant holdings and the Directors' current expectations of the longer-term value of these holdings. Other alternatives to meet the Company's short-term working capital and funding needs may include debt arrangements, which the Company has utilised from time to time historically. These alternatives may be more costly, more dilutive to Shareholders, or less certain in outcome.

As at 31 August 2026, the Company's unaudited cash balance was approximately £120,000. In order to meet all of Tern's stated funding objectives described above and ongoing working capital needs, in the absence of a material exit of a portfolio company holding or a material asset sale, it is anticipated that the Company will be required to raise further funds in addition to the net proceeds of the Open Offer within the next 12 months.

Whilst the Open Offer is underwritten, and the gross proceeds expected to be received by the Company are fixed, the Board would like to ensure that Qualifying Shareholders have the ability to maximise their opportunity to subscribe for Open Offer Shares. The Company has therefore included the Excess Application Facility to enable those Qualifying Shareholders who wish to apply for more Open Offer Shares than their Basic Entitlements to do so.

3. **The Open Offer**

The Company is proposing to raise approximately £509,368 pursuant to the Open Offer. The Issue Price of 0.90 pence per Open Offer Share represents a discount of 25 per cent. to the closing mid-price of 1.20 pence per Ordinary Share on 4 September 2026, the latest practicable date prior to announcing the Open Offer. The Open Offer allows all Qualifying Shareholders the opportunity to participate on the same terms. The Issue Price was determined by the Board to be at an appropriate discount to the closing mid-price of an Ordinary Share on 4 September 2026, after consideration of market and trading conditions, and consultation with the Company's advisers.

The Open Offer provides Qualifying Shareholders with the opportunity to apply to acquire Open Offer Shares at the Issue Price *pro rata* to their holdings of Existing Ordinary Shares as at the Record Date on the following basis:

1 Open Offer Share for every 16 Existing Ordinary Shares held

Entitlements to apply to acquire Open Offer Shares will be rounded down to the nearest whole number and any fractional entitlement to Open Offer Shares will be aggregated under the Excess Application Facility.

Valid applications by Qualifying Shareholders will be satisfied in full up to their Basic Entitlements as shown on the Application Form. Applicants can apply for less or more than their entitlements under the Open Offer but the Company cannot guarantee that any application for Excess Shares under the Excess Application Facility will be satisfied as this will depend in part on the extent to which other Qualifying Shareholders apply for less than or more than their own Basic Entitlements. The Company may satisfy valid applications for Excess Shares of applicants in whole or in part but reserves the right not to satisfy any excess above any Basic Entitlement. Applications made under the Excess Application Facility will be scaled back *pro rata* to the number of Excess Shares applied for by Qualifying Shareholders under the Excess Application Facility if applications are received from Qualifying Shareholders for more than the available number of Excess Shares.

Qualifying Shareholders who do not take up any of their Basic Entitlements will experience a dilution to their interests of approximately 5.88 per cent. following Admission (on the basis that all of the Open Offer Shares are issued). Qualifying Shareholders who take up only part of their Basic Entitlements will experience a lesser degree of dilution.

Qualifying Shareholders with fewer than 16 Existing Ordinary Shares will not be able to apply for Open Offer Shares.

The Open Offer Shares will, if issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of Admission.

Conditions

The Open Offer is conditional, *inter alia*, upon Admission of the Open Offer Shares becoming effective by not later than 8:00 a.m. on 24 September 2026 (or such later time and/or date as the Company may determine, being not later than the Long Stop Date).

If conditions are not satisfied and Admission does not occur by 8:00 a.m. on 24 September 2026 (or by 8:00 a.m. on the Long Stop Date), the Open Offer will not proceed and any applications made by Qualifying Shareholders will be rejected. In such circumstances, application monies will be returned (at the applicant's sole risk), without payment of interest, as soon as practicable thereafter. Revocation of applications for Open Offer Shares cannot occur after dealings have begun.

Excess applications

The Open Offer is structured to allow Qualifying Shareholders to subscribe for Open Offer Shares at the Issue Price *pro rata* to their existing holdings of Ordinary Shares on the Record Date.

Qualifying Shareholders may also make applications in excess of their Basic Entitlements. To the extent that Basic Entitlements are not subscribed by Qualifying Shareholders, such Open Offer Shares will be available to satisfy such excess applications, subject always to a maximum of 56,596,480 Open Offer Shares in aggregate and provided that no Qualifying Shareholder shall be entitled to subscribe for Open Offer Shares if it would bring their aggregate interest in the share capital of the Company to more than the Aggregate Limit. To the extent that applications are received in respect of an aggregate of more than 56,596,480 Open Offer Shares and/or would result in a Qualifying Shareholder having an aggregate interest in the share capital of the Company which would exceed the Aggregate Limit, excess applications will be scaled back *pro rata* to the number of Excess Shares applied for by Qualifying Shareholders under the Excess Application Facility.

Qualifying Shareholders should note that the Open Offer is not a rights issue.

Qualifying non-CREST Shareholders should be aware that the Application Form is not a negotiable document and cannot be traded. Qualifying Shareholders should also be aware that, in the Open Offer, unlike in a rights issue, any entitlements to Open Offer Shares not applied for or not taken up will not be sold or otherwise realised for the benefit of Qualifying Shareholders who do not apply under the Open Offer. Accordingly, Qualifying Shareholders who do not take up their entitlements will not receive any compensation for dilution arising from the Open Offer.

Settlement and dealings

Application will be made to the London Stock Exchange for the Open Offer Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the Open Offer Shares will commence at 8:00 a.m. on 24 September 2026. Further information in respect of settlement and dealings in the Open Offer Shares is set out in paragraph 9 of Part III of this Document.

Overseas Shareholders

Certain Overseas Shareholders may not be permitted to subscribe for Open Offer Shares pursuant to the Open Offer and should refer to paragraphs 6 and 7 of Part III of this Document. Persons who have a registered address in or who are located and/or resident in or are citizens of, in each case, a country other than the United Kingdom should consult their professional advisers as to whether they require any governmental or other consents or need to observe any other formalities to enable them to acquire or subscribe for any Open Offer Shares. Any person with a registered address in or who are located in and/or resident in or are citizens of, in each case, a Restricted Jurisdiction who obtains a copy of this Document or an Application Form is required to disregard them, except with the consent of the Company.

CREST instructions

Application has been made for the Basic Entitlements and the Excess Entitlements for Qualifying CREST Shareholders to be admitted to CREST. It is expected that the Basic Entitlements and the Excess Entitlements will be enabled for settlement through the CREST system as soon as practicable on 8 September 2026. Applications through the CREST system may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim.

Qualifying non-CREST Shareholders will receive a personalised Application Form which gives details of their Basic Entitlement under the Open Offer (as shown by the number of the Open Offer Shares allocated to them) with this Document. If they wish to apply for Open Offer Shares under the Open Offer, they should complete the accompanying Application Form in accordance with the procedure for application set out in the Circular and on the Application Form itself. The completed Application Form, accompanied by full payment, should be returned by post or by hand (during normal business hours only) to Share Registrars Limited so as to arrive as soon as possible and in any event no later than 11:00 a.m. on 22 September 2026.

Qualifying CREST Shareholders, will receive no Application Form with the Circular but will receive a credit to their appropriate stock account in CREST in respect of their Basic Entitlement and if appropriate their Excess Entitlement. They should refer to the procedure for application set out in Part III of this Document. The relevant CREST instruction must have settled by no later than 11:00 a.m. on 22 September 2026.

The latest time for applications under the Open Offer to be received is 11:00 a.m. on 22 September 2026. The procedure for application and payment depends on whether, at the time at which application and payment is made, a Qualifying Shareholder has an Application Form in respect of their Basic Entitlement or have their Basic Entitlement credited to their stock account in CREST.

If you are in any doubt as to what action you should take, you should immediately seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent professional adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

4. **Directors' interests**

A closed period under the Market Abuse Regulation is currently in effect in connection with the preparation and publication of the Company's interim results for the six months ended 30 June 2026. Accordingly, the Directors and other persons discharging managerial responsibilities ("**PDMRs**") of the Company are not able to participate in the Open Offer. This closed period will end following the publication of the Company's interim results, which is expected to occur after the closing of the Open Offer.

Directors	**No. of Ordinary**	**% of Existing**	**No. of Ordinary Shares held on**	**% of the Enlarged**

	Shares currently held	Ordinary Shares	Admission[1]	Share Capital
Jane McCracken	-	-	-	-
Iain Ross	2,107,209	0.24	2,107,209	0.22

5. **Underwriting Agreement**

Subject to the terms and conditions of the Underwriting Agreement entered into with the Underwriter on 7 September 2026, the Underwriter has agreed to subscribe in cash at the Issue Price for the Underwritten Shares (being all of the Open Offer Shares which may remain unsubscribed by Qualifying Shareholders pursuant to the Open Offer).

The Underwriter's respective obligations under the Underwriting Agreement are subject to certain conditions, including:

i. the dispatch of this Document to Shareholders (other than those who the Company determines are not entitled to receive copies); and
ii. Admission.

Immediately following completion of the Open Offer, and if no Open Offer Shares are taken up by Qualifying Shareholders under the Open Offer the Underwriter would hold approximately 5.88 per cent. of the Enlarged Share Capital.

The Company will pay the Underwriter a fee of £45,843 being equal to 9.0 per cent. of the total value of the Open Offer for Underwriting the Open Offer.

6. **Additional information**

Your attention is drawn to the risk factors set out in Part II of this Document. Shareholders are advised to read the whole of this Document and not rely solely on the summary information presented in this letter.

Definitions

"Admission"	admission of the Open Offer Shares to trading on AIM becoming effective in accordance with the AIM Rules
"Affiliates"	any person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the person specified
"Aggregate Limit"	a restriction on any Shareholder acquiring any Open Offer Shares which would, when aggregated with any interest in the Existing Ordinary Shares held by such Shareholder, result in such Shareholder holding an interest in the Ordinary Shares which (when taken together with Ordinary Shares in which persons acting in concert with him are interested) carry 30.0 per cent. or more of the voting rights of the Company
"AIM"	the market of that name operated by the London Stock Exchange
"AIM Application"	the application to the London Stock Exchange for Admission as required by Rule 29 of the AIM Rules
"AIM Rules"	the AIM Rules for Companies as published by the London Stock Exchange from time to time
"Allenby Capital"	Allenby Capital Limited, nominated adviser and broker to Tern
"Application Form"	the application form accompanying this Document to be used by Qualifying Non-CREST Shareholders in connection with the Open Offer
"Basic Entitlement(s)"	the number of Open Offer Shares which Qualifying Shareholders are entitled to subscribe for at the Issue Price *pro rata* to their holding of Existing Ordinary Shares held at the Record Date pursuant to the Open Offer as described in Part III of the Circular
"Business Day"	a day (excluding Saturdays and Sundays, or public holidays in England and Wales) on which banks generally are open for business in London for the transaction of normal business
"Circular" or "Document"	this circular issued by the Company on 7 September 2026
"Companies Act"	Companies Act 2006 (as amended)

"Company" or "Tern"	Tern plc, a public limited company incorporated and registered in England and Wales with registered no. 05131386
"CREST"	the relevant system (as defined in the Uncertificated Securities Regulations 2001) for the paperless settlement of trades and the holding of uncertificated securities operated by Euroclear
"Directors" or "Board"	the directors of the Company
"EEA"	the European Economic Area
"Enlarged Share Capital"	the issued ordinary share capital of the Company following the issue of the Open Offer Shares
"Euroclear"	Euroclear UK & International Limited, the operator of CREST
"Excess Application Facility"	the arrangement provided to Qualifying Shareholders to apply for Excess Shares in excess of their Basic Entitlements in accordance with the terms and conditions of the Open Offer to be set out in Part III of this Document
"Excess Entitlements"	in respect of each Qualifying Shareholder, the entitlement (in addition to his Basic Entitlement) to apply for Excess Shares pursuant to the Excess Application Facility, which is conditional on him taking up his Basic Entitlements in accordance with the terms and conditions set out in Part III of this Document
"Excess Shares"	Open Offer Shares which are not taken up by Qualifying Shareholders pursuant to their Basic Entitlements and which are offered to Qualifying Shareholders under the Excess Application Facility
"Existing Ordinary Shares"	the 905,543,681 Ordinary Shares in issue as at the date of this Document
"FCA"	the Financial Conduct Authority in its capacity as the competent authority for the purposes of Part VI of FSMA
"FSMA"	the Financial Services and Markets Act of 2000 (as amended)
"HMRC"	HM Revenue & Customs in the UK
"Issue Price"	0.90 pence per Open Offer Share
"IoT"	the Internet of Things
"London Stock Exchange"	London Stock Exchange plc
"Long Stop Date"	31 October 2026
"Market Abuse Regulation"	the Market Abuse Regulation (2014/596/EU) as retained in UK law pursuant, *inter alia*, to the European Union (Withdrawal) Act 2018 (as amended) and the Market Abuse (Amendment) (EU Exit) Regulations 2019 (as amended)
"Open Offer"	the conditional invitation to be made by the Company to Qualifying Shareholders to subscribe for Open Offer Shares at the Issue Price, in accordance with the terms to be set out in the Circular and in, where relevant, the Application Form
"Open Offer Shares"	the 56,596,480 Ordinary Shares to be issued pursuant to the Open Offer
"Ordinary Shares" or "Tern Shares"	the ordinary shares of £0.0002 each in the capital of the Company
"POATR"	the Public Offers and Admissions to Trading Regulations 2024
"PRM"	the Prospectus Rules: Admission to Trading on a

	Regulated Market sourcebook made by the FCA
"Overseas Shareholders"	Shareholders who have a registered address in or who are located and/or resident in or are citizens of, in each case, a country other than the United Kingdom
"Qualifying CREST Shareholders"	Qualifying Shareholders whose Existing Ordinary Shares on the register of members of the Company on the Record Date are held in uncertificated form on CREST
"Qualifying Non-CREST Shareholders"	Qualifying Shareholders whose Existing Ordinary Shares on the register of members of the Company on the Record Date are held in certificated form
"Qualifying Shareholders"	Shareholders whose names appear on the register of members of the Company on the Record Date as holders of Existing Ordinary Shares and who are eligible to be offered Open Offer Shares under the Open Offer in accordance with the terms and conditions to be set out in Part III of this Document
"Record Date"	6:00 p.m. on 4 September 2026
"Receiving Agent"	Share Registrars Limited
"Regulatory Information Service"	any of the services set out on the list maintained by the London Stock Exchange as set out in the AIM Rules
"Regulation S"	Regulation S under the Securities Act
"Restricted Jurisdictions"	United States, Canada, Australia, Japan, New Zealand or the Republic of South Africa and any other jurisdiction where the extension or the availability of the Open Offer would breach any applicable law or regulation
"Securities Act"	the US Securities Act of 1933 (as amended)
"Shareholder(s)"	the shareholders of the Company from time to time, each a "Shareholder"
"Sterling"	British pounds sterling, the official currency of the United Kingdom
"UK" or "United Kingdom"	United Kingdom of Great Britain and Northern Ireland
Underwriter	CMC Markets UK Plc
Underwriting	the underwriting of the Open Offer by the Underwriter pursuant to the terms of the Underwriting Agreement
Underwriting Agreement	the agreement dated 7 September 2026 made between the Underwriter and the Company
"United States" or "US"	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia

END

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