

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the Increased and Final Offer or the action you should take, you are recommended to seek your own personal independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial 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.

This document and any documents incorporated into it by reference should be read in conjunction with the Original Offer Document sent to Kape Shareholders on 6 March 2023 and the accompanying Form of Acceptance (if you hold Kape Shares in certificated form), which forms part of this document.

If you sell, or have sold or otherwise transferred all of your Kape Shares (other than pursuant to the Offer or the Increased and Final Offer), please send this document and any accompanying documents, but not any personalised Form of Acceptance, as soon as possible, to the purchaser or transferee or to the bank, stockbroker, or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. However, such documents must not be distributed, forwarded or transmitted in or into any Restricted Jurisdiction or in or into any jurisdiction where to do so would constitute a violation of the relevant laws or regulations of that jurisdiction. If you sell, or have sold or otherwise transferred only part of your holding of Kape Shares, you should retain these documents and consult the bank, stockbroker or other agent through whom the sale or transfer was effected. If you have recently purchased or otherwise acquired Kape Shares in certificated form, notwithstanding receipt of this document and any accompanying documents from the transferor, you should contact the Receiving Agent to obtain a personalised Form of Acceptance.

CASH OFFER INCREASED AND DECLARED FINAL

By

Unikmind Holdings Limited

For

Kape Technologies plc

TO ACCEPT THE INCREASED AND FINAL OFFER IN RESPECT OF CERTIFICATED KAPE SHARES, THE FORM OF ACCEPTANCE SHOULD BE COMPLETED, SIGNED AND RETURNED WITH THE RELEVANT SHARE CERTIFICATES AS SOON AS POSSIBLE AND, IN ANY EVENT, SO AS TO BE RECEIVED BY THE RECEIVING AGENT AT EQUINITI, CORPORATE ACTIONS, ASPECT HOUSE, SPENCER ROAD, LANCING, WEST SUSSEX BN99 6DA, NOT LATER THAN 1.00 P.M. ON 5 MAY 2023.

TO ACCEPT THE INCREASED AND FINAL OFFER IN RESPECT OF UNCERTIFICATED KAPE SHARES, ACCEPTANCES SHOULD BE MADE ELECTRONICALLY THROUGH CREST SO THAT THE TTE INSTRUCTION SETTLES NOT LATER THAN 1.00 P.M. ON 5 MAY 2023. IF YOU ARE A CREST SPONSORED MEMBER (A “**CREST SPONSORED MEMBER**”) YOU SHOULD REFER TO YOUR CREST SPONSOR (“**CREST SPONSOR**”) AS ONLY YOUR CREST SPONSOR SHALL BE ABLE TO SEND THE NECESSARY TTE INSTRUCTION TO EUROCLEAR.

THE PROCEDURE FOR ACCEPTANCE OF THE INCREASED AND FINAL OFFER IS SET OUT IN PARAGRAPH 19 OF PART I OF THIS DOCUMENT, PART C AND PART D OF APPENDIX I OF THE ORIGINAL OFFER DOCUMENT (AS AMENDED BY APPENDIX I OF THIS DOCUMENT) AND, IN RESPECT OF CERTIFICATED KAPE SHARES, IS FURTHER DESCRIBED IN THE FORM OF ACCEPTANCE.

KAPE SHAREHOLDERS WHO HAVE PREVIOUSLY ACCEPTED THE OFFER (AND HAVE NOT WITHDRAWN THOSE ACCEPTANCES) WILL AUTOMATICALLY BE DEEMED TO HAVE ACCEPTED THE TERMS OF THE INCREASED AND FINAL OFFER BY VIRTUE OF THEIR PRIOR ACCEPTANCES AND THEREFORE NEED NOT TAKE ANY FURTHER ACTION. SUBJECT TO THE INCREASED AND FINAL OFFER BECOMING OR BEING DECLARED UNCONDITIONAL, SUCH SHAREHOLDERS WILL RECEIVE THE INCREASED AND FINAL OFFER PRICE IN RESPECT OF THEIR KAPE SHARES.
--

Kape Shareholders should carefully read the whole of this document, any information incorporated by reference into this document and the accompanying Form of Acceptance.

If you have any questions relating to this document or the completion and return of your Form of Acceptance, please contact the Receiving Agent, Equiniti on +44 371 384 2050 (from within the UK). Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 8.30 a.m. and 5.30 p.m. (London time), Monday to Friday excluding public holidays in England and Wales or the Isle of Man. Please note that Equiniti cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

Unless otherwise determined by Unikmind or required by the Code, and permitted by applicable law and regulation, the Offer shall not be capable of acceptance from or within a Restricted Jurisdiction. Accordingly, copies of this document and the accompanying Form of Acceptance and any other accompanying document must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent (including, without limitation, by way of facsimile, transmission, telephone or internet) in, into or from a Restricted Jurisdiction and persons receiving this document, the Form of Acceptance and any other accompanying document (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions as doing so may invalidate any purported acceptance of the Offer. The availability of the Offer to persons who are not resident in the Isle of Man or the United Kingdom may be affected by the laws of their relevant jurisdiction. Such persons should inform themselves about and observe any applicable legal or regulatory requirements of their jurisdiction.

HSBC Bank plc (“**HSBC**”), which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom, is acting exclusively as financial advisor for Unikmind and no one else in connection with the matters referred to in this document, and will not regard any other person (whether or not a recipient of this document) as a client in relation to the matters referred to in this document and is not, and will not be, responsible to anyone other than Unikmind for providing the protections afforded to its clients or for providing advice in relation to the Increased and Final Offer or any other matter referred to herein. Neither HSBC nor any of its group undertakings or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct, indirectly, whether in contract, in tort, under statute or otherwise) to any person who is not a client of HSBC in connection with the Increased and Final Offer, or any matter referred to herein.

This document is dated 21 April 2023.

IMPORTANT NOTICES

The statements contained in this document are not to be construed as legal, business, financial or tax advice. If you are in any doubt about the content of this document, you should consult your own legal, financial or tax adviser for legal, business, financial or tax advice.

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

Overseas Kape Shareholders

The Increased and Final Offer relates to securities in a company which is registered in the Isle of Man, which is admitted to trading on AIM and is subject to the disclosure requirements, rules and practices applicable to such companies, which differ from those of the United States in certain material respects. This document has been prepared for the purposes of complying with English law, the laws of the Isle of Man, the AIM Rules and the rules of the London Stock Exchange and the Code, and the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws of jurisdictions outside the Isle of Man or the United Kingdom.

The availability of the Increased and Final Offer and the release, publication or distribution of this document in or into certain jurisdictions other than the Isle of Man and the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the Isle of Man or the United Kingdom should inform themselves about, and observe, any such restrictions or applicable requirements. Failure to comply with any such restrictions or applicable 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 Increased and Final Offer disclaim any responsibility or liability for the violation of such restrictions by any person.

Neither this document nor any accompanying documents constitute, or form part of, any offer to sell or issue or an invitation to purchase or subscribe for any securities or the solicitation of an offer to buy any securities pursuant to these documents or otherwise in any jurisdiction in which such offer, invitation or solicitation is unlawful, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law.

Copies of this document, the Form of Acceptance and any accompanying document shall not be, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction or any jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this document, the Form of Acceptance and any accompanying document (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from any Restricted Jurisdictions. Doing so may render invalid any related purported acceptance of the Offer. The availability of the Offer to Kape Shareholders who are not resident in the Isle of Man or the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are resident. Such persons should read paragraph 9 of Part B and paragraph (b) of Part C (if such person holds Kape Shares in certificated form) or paragraph (c) of Part D (if such person holds Kape Shares in uncertificated form) of Appendix I to the Original Offer Document and inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdictions.

Unless otherwise permitted by applicable law and regulation, the Increased and Final 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, e-mail or other electronic transmission 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 Increased and Final Offer may not be capable of acceptance by any such use, means, instrumentality or facilities.

Kape Shareholders who are in any doubt regarding such matters should consult an appropriate independent professional adviser in the relevant jurisdiction without delay.

If you are a resident of the United States, please read the following:

The Increased and Final Offer is being made to acquire the securities of Kape, a company incorporated under the laws of the Isle of Man, and is being made in the United States in reliance on, and compliance with, the exemption from certain requirements of Regulation 14E under the US Securities Exchange Act of 1934 afforded by Rule 14d-1(d) thereunder. The Increased and Final Offer shall be made in the United States by Unikmind and no one else.

The Increased and Final Offer is subject to the disclosure and procedural requirements of the Isle of Man and the United Kingdom, which differ from those in the United States. In addition, the payment and settlement procedure with respect to the Increased and Final Offer shall comply with the relevant Isle of Man and United Kingdom rules, which differ from United States payment and settlement procedures. Neither the SEC, nor any securities commission of any state of the United States has approved the Increased and Final Offer, passed upon the fairness of the Increased and Final Offer or passed upon the adequacy or accuracy of this document. Any representation to the contrary is a criminal offence in the United States.

In accordance with normal United Kingdom practice, Unikmind or its nominees, or its brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, shares or other securities of Kape outside of the US, other than pursuant to the Increased and Final Offer, before or during the period in which the Increased and Final Offer remains open for acceptance. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases shall be disclosed as required by law or regulation in the Isle of Man, the United Kingdom and the United States, and, shall be reported to a Regulatory Information Service (“RIS”) and shall be available on the London Stock Exchange website at www.londonstockexchange.com.

Financial information relating to Kape included in this document has been extracted from Kape’s published financial statements, prepared in accordance with UK adopted international accounting standards (collectively, “IFRS”), and may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

Unikmind and Kape are organised under the laws of the Isle of Man. Some or all of the officers and directors of Unikmind and Kape, respectively, are residents of countries other than the United States. In addition, many of the assets of Unikmind and Kape are located outside the United States. As a result, it may be difficult for US shareholders of Kape (“US Shareholders”) to effect service of process within the United States upon Unikmind or Kape or their respective officers or directors or to enforce against them a judgment of a US court predicated upon the federal or state securities laws of the United States.

Any person (including custodians, nominees and trustees) who would, or otherwise intends to, or may have a contractual or legal obligation to forward this document and/or the Form of Acceptance to any jurisdiction outside the United Kingdom, should read paragraph 9 of Part B and paragraph (b) of Part C of Appendix I to the Original Offer Document (and, if applicable, paragraph (c) of Part D of Appendix I to the Original Offer Document) before taking any action.

Purchases Outside The Increased and Final Offer

In accordance with normal UK practice, Unikmind or its nominees, or its brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, Kape Shares, other than pursuant to the Increased and Final Offer until the date on which the Increased and Final Offer becomes effective, lapses or is otherwise withdrawn. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases will be disclosed as required in the UK, will be reported to a RIS and will be available on the London Stock Exchange website at www.londonstockexchange.com.

Forward Looking Statements

This document (including information incorporated by reference in this document), oral statements made regarding the Increased and Final Offer, and other information published by Kape, Unikmind or any member

of the Wider Kape Group or the Wider Unikmind Group contain statements which are, or may be deemed to be, “forward looking statements”. Such forward looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and on numerous assumptions regarding the business strategies and the environment in which Kape, Unikmind, or any member of the Wider Kape Group or the Wider Unikmind Group shall operate in the future and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by those statements. The forward looking statements contained in this document relate to Kape, Unikmind, or any member of the Wider Kape Group or the Wider Unikmind Group’s future prospects, developments and business strategies, the expected timing and scope of the Increased and Final Offer and other statements other than historical facts. In some cases, these forward looking statements can be identified by the use of forward looking terminology, including the terms “believes”, “estimates”, “will look to”, “would look to”, “plans”, “prepares”, “anticipates”, “expects”, “is expected to”, “is subject to”, “intends”, “may”, “will”, “shall” or “should” or their negatives or other variations or comparable terminology. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that shall occur in the future. These events and circumstances include changes in the global, political, economic, business, competitive, market and regulatory forces, future exchange and interest rates, changes in tax rates and future business combinations or disposals. If any one or more of these risks or uncertainties materialises or if any one or more of the assumptions prove incorrect, actual results may differ materially from those expected, estimated or projected. Such forward looking statements should therefore be construed in the light of such factors. Neither Kape, Unikmind or any member of the Wider Kape Group or the Wider Unikmind Group, nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward looking statements in this document shall actually occur. Given these risks and uncertainties, potential investors should not place any reliance on forward looking statements. The forward looking statements speak only at the date of this document. All subsequent oral or written forward looking statements attributable to any member of the Wider Kape Group or the Wider Unikmind Group, or any of their respective associates, directors, officers, employees or advisers, are expressly qualified in their entirety by the cautionary statement above.

Unikmind and the Wider Unikmind Group and Kape and the Wider Kape Group expressly disclaim any obligation to update such statements other than as required by law or by the rules of any competent regulatory authority, whether as a result of new information, future events or otherwise.

No profit forecasts or estimates

No statement in this document is intended or shall be deemed to be a profit forecast, estimate or projection of the future financial performance of Unikmind or Kape for any period except as otherwise stated and no statement in this document should be interpreted to mean that cashflow from operations, earnings or earnings per share or income of those persons (where relevant) for the current or future financial years would necessarily match or exceed the historical published cashflow from operations, earnings or earnings per share or income of those persons (where relevant).

Disclosure requirements of the Code

Under Rule 8.3(a) of the 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) applies must be made by no later than 3.30 p.m. on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. 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 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. 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 <http://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.

Electronic Communications

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

Publication on Website and Availability of Hard Copies

This document, together with all information incorporated into this document by reference to another source, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, shall be available on Unikmind's website at <http://www.unikmind-holdings.com/> by no later than 12 noon (London time) on the Business Day following this document. For the avoidance of doubt, the contents of these websites are not incorporated into and do not form part of this document.

You may request a hard copy of this document and/or any information incorporated into this document by reference to another source by contacting the Receiving Agent, Equiniti, on +44 371 384 2050. You may also request that all future documents, announcements and information to be sent to you in relation to the offer should be in hard copy form. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate.

If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or independent financial 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.

Rounding

Certain figures included in this document 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.

ACTION TO BE TAKEN TO ACCEPT THE INCREASED AND FINAL OFFER

Kape Shareholders who have previously accepted the Offer (and have not withdrawn those acceptances) will automatically be deemed to have accepted the terms of the Increased and Final Offer by virtue of their prior acceptances and therefore need not take any further action. Subject to the Increased and Final Offer becoming or being declared unconditional, such shareholders will receive the Increased and Final Offer Price in respect of their Kape Shares.

The procedure for acceptance of the Increased and Final Offer is set out in paragraph 19 of Part I of this document.

If you hold Kape Shares in certificated form:

If you hold your Kape Shares, or any of them, in certificated form (that is, NOT in CREST), to accept the Increased and Final Offer in respect of those Kape Shares, you should complete, sign and return the enclosed Form of Acceptance along with your valid share certificate(s) and/or any other relevant documents of title as soon as possible and, in any event, so as to be received by post by the Receiving Agent at Equiniti, Corporate Actions, Aspect House Spencer Road, Lancing, West Sussex BN99 6DA, no later than 1.00 p.m. on 5 May 2023. The Form of Acceptance is personalised. If you have recently purchased or been transferred Kape Shares, please contact the Receiving Agent by telephoning the helpline, details of which are set out below, to obtain a replacement document.

Unless they validly elect otherwise, each Kape Shareholder accepting the Increased and Final Offer who holds their Kape Shares in certificated form will receive the consideration payable to them under the Increased and Final Offer in US\$. Such Kape Shareholders may elect, by appropriately completing and returning the Form of Acceptance, to make use of a currency facility (the “**Currency Facility**”) to have the consideration payable to them under the Increased and Final Offer paid in pounds Sterling. By electing to utilise the Currency Facility, Kape Shareholders may direct Unikmind to convert from US\$ into pounds Sterling and then remit to them (net of costs) the proceeds to which they are entitled as a result of their acceptance, which conversion Unikmind will, in its sole discretion, effect by (i) executing one or more market transactions over one or more Business Days; and/or (ii) applying the market exchange rate available on the relevant date to funds already available to Unikmind in pounds Sterling, with all Kape Shareholders falling within the same relevant block of acceptances (each, an “**Acceptance Block**”) electing to use the Currency Facility receiving the benefit of a conversion at the same exchange rate and with all relevant costs being spread evenly on a per Kape Share basis amongst such Kape Shareholders falling within the same relevant Acceptance Block, as described in further detail in paragraph 7 of Part B of Appendix I of the Original Offer Document.

Each Kape Shareholder accepting the Increased and Final Offer who holds Kape Shares in certificated form and who does not make a valid Currency Election will receive their consideration by way of a cheque denominated in US\$.

Further details on the procedures for acceptance of the Increased and Final Offer if you hold any of your Kape Shares in certificated form are set out in paragraph 19(a) of Part I of this document, Part C of Appendix I to the Original Offer Document and in the accompanying Form of Acceptance. A reply-paid envelope for use within the UK only is enclosed for your convenience and may be used by holders of Kape Shares in certificated form in the UK for returning their Forms of Acceptance.

If you hold Kape Shares in uncertificated form:

If you hold your Kape Shares, or any of them, in uncertificated form (that is, in CREST), to accept the Increased and Final Offer in respect of those Kape Shares, you should follow the procedure for Electronic Acceptance through CREST so that the TTE instruction settles as soon as possible and, in any event, not later than 1.00 p.m. on 5 May 2023.

The period during which the Increased and Final Offer is open for acceptance may be extended or brought forward by Unikmind in certain circumstances. Unikmind may also in certain circumstances invoke the acceptance condition on or after Day 21 but before the Unconditional Date by publishing an acceptance condition invocation notice.

Unless they validly elect otherwise, each Kape Shareholder accepting the Increased and Final Offer who holds their Kape Shares in uncertificated form (that is, in CREST) will receive the consideration payable to them under the Increased and Final Offer in US\$. Such Kape Shareholders may elect, by making the relevant TTE Instruction through CREST, to make use of the Currency Facility to have the consideration payable to them under the Increased and Final Offer paid in pounds Sterling. By electing to utilise the Currency Facility, Kape Shareholders may direct Unikmind to convert from US\$ into pounds Sterling and then remit to them (net of costs) the proceeds to which they are entitled as a result of their acceptance, which conversion Unikmind will, in its sole discretion, effect by (i) executing one or more market transactions over one or more Business Days and/or (ii) applying the market exchange rate available on the relevant date to funds already available to Unikmind in pounds Sterling, with all Kape Shareholders falling within the same relevant Acceptance Block and electing to use the Currency Facility receiving the benefit of a conversion at the same exchange rate and with all relevant costs being spread evenly on a per Kape Share basis amongst such Kape Shareholders falling within the same relevant Acceptance Block, as described in further detail in paragraph 7 of Part B of Appendix I of the Original Offer Document.

Each Kape Shareholder accepting the Increased and Final Offer who holds Kape Shares in uncertificated form and does not make a valid Currency Election must ensure that an active US\$ Cash Memorandum Account (a “**Cash Memorandum Account**”) is in place in CREST. In the absence of a Cash Memorandum Account, the payment of the consideration will not settle, resulting in a delay and the settlement of the consideration outside of CREST.

Further details on the procedures for acceptance of the Increased and Final Offer if you hold any of your Kape Shares in uncertificated form are set out in paragraph 19(b) of Part I of this document and in Part D of Appendix I to the Original Offer Document. If you hold your Kape Shares as a CREST Sponsored Member, you should refer acceptance of the Increased and Final Offer to your CREST Sponsor as only your CREST Sponsor shall be able to send the necessary TTE instruction to Euroclear.

You are advised to read the whole of this document carefully.

Helpline

If you have any questions relating to the procedure for acceptance of the Offer, please telephone the Receiving Agent, Equiniti, on +44 371 384 2050 between 8.30 a.m. and 5.30 p.m. Monday to Friday (excluding English, Welsh or Isle of Man public holidays). Calls to the helpline from outside the UK shall be charged at the applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and monitored randomly for security and training purposes.

Please note that, for legal reasons, the Receiving Agent shall only be able to provide you with information contained in this document and cannot provide advice on the merits of the Offer nor give any legal, financial or tax advice. You are reminded that, if you are a CREST Sponsored Member, you should contact your CREST Sponsor before taking any action.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS⁽¹⁾

Event	Time and/or date
Latest time and date by which the Increased and Final Offer can be accepted	1.00 p.m. (London time) on 5 May 2023 ⁽²⁾
Latest time and date by which the Increased and Final Offer may be declared or become unconditional ⁽³⁾	5.00 p.m. (London time) on 5 May 2023 ⁽⁴⁾⁽⁵⁾
Settlement of consideration to Kape Shareholders who accept the Increased and Final Offer prior to the Increased and Final Offer becoming or being declared unconditional	No later than 14 calendar days after the Offer becoming or being declared unconditional

Notes:

- (1) Certain dates and times given are indicative only and are based on current expectations and may be subject to change. If any of the times and/or dates above change, the revised times and/or dates will be announced via a RIS.
- (2) Unikmind reserves the right (but shall not be obliged, other than as may be required by the Code) at any time or from time to time to extend the Increased and Final Offer after such time.
- (3) The Increased and Final Offer shall lapse unless all of the Conditions have been fulfilled (or, where permitted, waived) by midnight (London time) on the earlier of the Unconditional Date and the Long-Stop Date (subject to the rules of the Code and, where applicable, the consent of the Panel).
- (4) If the Increased and Final Offer becomes or is declared unconditional and Unikmind receives acceptances under the Increased and Final Offer in respect of, and/or otherwise, acquires 90 per cent. or more of the Kape Shares affected by the Increased and Final Offer, Unikmind may, subject to the provisions of the Isle of Man Companies Act 2006 (the “**IoM Companies Act**”), exercise its rights in accordance with section 160 of that Act, to acquire compulsorily any Kape Shares not acquired or agreed to be acquired by or on behalf of Unikmind pursuant to the Increased and Final Offer or otherwise on the same terms as the Increased and Final Offer. The expression “**Kape Shares affected by the Offer**” shall be construed in the same way as the expression “**of the shares affected**” contained in section 160 of the IoM Companies Act.
- (5) If the Increased and Final Offer becomes or is declared unconditional, Unikmind will keep the Increased and Final Offer open for acceptances for at least 21 days following the date on which the Increased and Final Offer becomes or is declared unconditional.

References to times and dates in this document are, unless specified otherwise, to London times and dates.

Table of Contents

	Page
PART I LETTER FROM THE BOARD OF UNIKMIND TO KAPE SHAREHOLDERS	10
APPENDIX I CONDITIONS TO, AND FURTHER TERMS OF, THE INCREASED AND FINAL OFFER	30
PART A CONDITIONS TO THE INCREASED AND FINAL OFFER	30
PART B FURTHER TERMS OF THE INCREASED AND FINAL OFFER	31
APPENDIX II FINANCIAL AND RATINGS INFORMATION	32
PART A FINANCIAL AND RATING INFORMATION RELATING TO UNIKMIND	32
PART B FINANCIAL AND RATING INFORMATION RELATING TO KAPE	32
APPENDIX III SOURCES OF INFORMATION AND BASES OF CALCULATIONS	33
APPENDIX IV TAXATION	34
APPENDIX V ADDITIONAL INFORMATION	35
APPENDIX VI DEFINITIONS	40

PART I

LETTER FROM THE BOARD OF UNIKMIND TO KAPE SHAREHOLDERS

21 April 2023

To Kape Shareholders and, for information only, to participants in the Kape Share Plan

Dear Kape Shareholder,

CASH OFFER INCREASED AND DECLARED FINAL FOR KAPE TECHNOLOGIES PLC BY UNIKMIND HOLDINGS LIMITED

1. Introduction

On 13 February 2023, the Board of Unikmind (“Unikmind”), a company incorporated in the Isle of Man, wholly-owned by Mr. Teddy Sagi, and the holder of approximately 54.18 per cent. of the issued ordinary shares of Kape, announced the terms of a cash offer to be made by Unikmind pursuant to which it shall acquire the remaining issued and to be issued share capital of Kape, not already held by Unikmind (the “Offer”).

On 6 March 2023, Unikmind announced that it had published and sent the Original Offer Document and the Form of Acceptance to Kape Shareholders. On 20 March 2023, Kape sent the Response Document to Kape Shareholders.

The Unikmind Board confirmed that the regulatory conditions to the Offer were met in an announcement published on 30 March 2023.

On 20 April 2023, Unikmind announced an increase of the Offer Price to US\$3.60 (the “**Increased and Final Offer Price**”) for each Kape Share (the “**Increased and Final Offer**”).

In accordance with the Code, Unikmind will not be permitted to further increase the Increased and Final Offer.

As at close of business on 19 April 2023, being the latest practicable date prior to the posting of this document, Unikmind held approximately 54.18 per cent. of Kape’s issued ordinary share capital.

Regardless of the outcome of the Increased and Final Offer, Unikmind intends to requisition a general meeting of Kape to seek to pass a resolution to delist Kape from AIM as soon as reasonably practicable following the Increased and Final Offer.

This letter and Appendix I to the Original Offer Document (as amended by Appendix I in this document), and in the case of Kape Shares held in certificated form, the Form of Acceptance, together contain the formal terms and Conditions for the Increased and Final Offer.

Acceptances of the Increased and Final Offer should be received as soon as possible and, in any event, by no later than 1.00 p.m. (London time) on 5 May 2023.

2. Summary of the terms of the Increased and Final Offer

Under the terms of the Increased and Final Offer, which shall be subject to the satisfaction of the Acceptance Condition and further terms set out in Appendix I to the Original Offer Document (as amended by Appendix I of this document) and, in respect of Kape Shares held in certificated form, the Form of Acceptance, Kape Shareholders will be entitled to receive:

**US\$3.60 in cash for each Kape Share
which based on the Revised Offer Exchange Rate is equivalent to 290 pence per Kape Share**

- The Revised Offer Exchange Rate was the exchange rate of £1:US\$1.2430 as at 00:00 BST on 20 April 2023 as derived from data provided by Bloomberg. Kape Shareholders should note that, at the exchange rate of £:US\$ of £1:US\$1.2058 as at 21:59 UKT on 10 February 2023 (the “**Announcement Exchange Rate**”), US\$3.44 was equivalent to 285 pence per Kape Share and that, at the exchange rate of £1:US\$1.1949 as at 00:00 UKT on 3 March 2023, US\$3.44 was equivalent to 288 pence per Kape Share (the “**Original Offer Document Exchange Rate**”). Any Kape Shareholder electing to be paid their consideration in pounds Sterling should be aware that the amount per Kape Share received may, depending on the prevailing exchange rate at the relevant time, result in a payment below or above 290 pence.
- The Increased and Final Offer values the entire issued and to be issued share capital of Kape at approximately US\$1.58 billion (calculated on the basis described in Appendix III), which was equivalent to £1.31 billion at the Announcement Exchange Rate and was equivalent to £1.32 billion at the Original Offer Document Exchange Rate and is equivalent to £1.27 billion at the Revised Offer Exchange Rate.
- The Increased and Final Offer Price of US\$3.60 for each Kape Share, being equivalent to 290 pence per Kape Share based on the Revised Offer Exchange Rate, represents a premium of approximately:
 - 4.7 per cent. to the Offer of US\$3.44 as announced on 13 February 2023;
 - 11.4 per cent. to the Closing Price per Kape Share of 260 pence on 10 February 2023 (being the last Business Day prior to the publication of the 2.7 Announcement);
 - 9.3 per cent. to the price per Kape Share of 265 pence at which Kape undertook its US\$222.5 million equity placing in October 2022;
 - 26.5 per cent. to the Closing Price per Kape Share of 229 pence on 8 December 2022 (being the day before the Initial Price Proposal was made to Kape); and
 - 14.0 per cent. to the volume-weighted average price per Kape Share of 254 pence for the last three months to 10 February 2023 (being the last three months prior to the publication of the 2.7 Announcement).

Under the Increased and Final Offer, the Increased and Final Offer Price will be payable in US\$. Unikmind has established a Currency Facility which will be made available such that Kape Shareholders are able to elect to receive their Increased and Final Offer consideration in pounds Sterling instead of US\$ (after deduction of any transaction or dealing costs associated with the conversion) at the applicable market exchange rate. Further details of the Currency Facility are set out in paragraph 7 of Part B of Appendix I of the Original Offer Document.

The Increased and Final Offer provides attractive liquidity and represents a compelling opportunity for Kape Shareholders to realise the value of their holdings.

The Increased and Final Offer is extended to all issued Kape Shares not held by Unikmind and any further Kape Shares which are unconditionally allotted or issued and fully paid before the Increased and Final Offer closes.

If any dividend, distribution or other return of value is authorised, declared, made or paid in respect of Kape Shares on or after the date of the 2.7 Announcement the Increased and Final Offer Price shall be reduced by the amount of any such dividend, distribution or other return of value. In such circumstances, Kape Shareholders shall be entitled to retain any such dividend, distribution, or other return of value declared, made or paid.

The Kape Shares will be acquired pursuant to the Increased and Final Offer fully paid and free from all liens, charges, equitable interests, encumbrances, rights of pre-emption and other third party rights or interests together with all rights attaching thereto including, without limitation, the right to receive all dividends and other distributions (if any) announced, declared, made or paid after the date of the 2.7 Announcement.

In accordance with the Code, Unikmind will not be permitted to further increase the Increased and Final Offer.

3. Irrevocable Commitments

ExpressVPN Founders

Unikmind has received irrevocable commitments to accept the Increased and Final Offer from Barnyard Investments Limited, Peter Burchhart's holding vehicle, and Adage Holdings LLC and Pintando Holdings Ltd, the holding vehicles of Daniel Pomerantz's family (Peter and Dan being the "**ExpressVPN Founders**"), together being the indirect holders of, in aggregate, 49,696,456 Kape Shares, representing approximately 11.59 per cent. of Kape's issued share capital (the "**ExpressVPN Irrevocable Commitments**").

The ExpressVPN Irrevocable Commitments also include an undertaking to vote in favour of any Delisting resolution (including by way of a written resolution), if requested by Unikmind (of potential relevance should such a Delisting resolution be proposed prior to the transfer of the shares of the ExpressVPN Founders' shares pursuant to the Increased and Final Offer).

The ExpressVPN Irrevocable Commitments shall lapse if the Increased and Final Offer lapses, terminates or is withdrawn in accordance with its terms.

Webselenese Founders

In addition, Unikmind has received irrevocable commitments to accept the Increased and Final Offer from Ariel Hochstadt and Ran Greenberg, the founders of Webselenese and holders of in aggregate, 5,740,291 Kape Shares, representing approximately 1.33 per cent. of Kape's issued share capital (the "**Webselenese Irrevocable Commitments**").

The Webselenese Irrevocable Commitments also include an undertaking to vote in favour of any Delisting resolution (including by way of a written resolution), if requested by Unikmind (of potential relevance should such a Delisting resolution be proposed prior to the transfer of the shares of the ExpressVPN Founders' shares pursuant to the Increased and Final Offer).

The Webselenese Irrevocable Commitments shall lapse if the Increased and Final Offer lapses, terminates or is withdrawn in accordance with its terms.

Total Irrevocable Commitments

Therefore, Unikmind has received irrevocable commitments to accept the Increased and Final Offer in respect of, in aggregate, 55,436,747 Kape Shares, representing approximately 12.93 per cent. of the existing issued ordinary share capital of Kape (excluding treasury shares) as at the Latest Practicable Date.

4. Background to and reasons for the Increased and Final Offer

Context of the Increased and Final Offer

Unikmind, the approximately 54.18 per cent. majority shareholder of Kape, has been steadfast in its support of the Company throughout its corporate history. This has notably included Unikmind investing c.US\$525 million in Kape Shares since 2014 and helping Kape successfully execute seven acquisitions over the past five years, in aggregate amounting to more than US\$1.25 billion of M&A activity.

In September 2021, Unikmind underwrote Kape's entire US\$354 million equity placing and backstopped the deferred cash consideration and bank debt facilities as part of the US\$936 million transformative acquisition of ExpressVPN. This strong support from Unikmind provided underlying certainty on the availability of cash to allow Kape to complete the transaction. In the subsequent US\$222.5 million equity placing in October 2022, Unikmind subscribed to its full c.US\$122 million *pro rata* share, standing by the Company and ensuring the success of another key milestone for Kape.

In Unikmind's opinion, the highly competitive market environment in which Kape operates and the current heightened global macroeconomic challenges, may generate headwinds to Kape's revenue growth if it were

to rely solely on organic growth in the short to medium term. While Unikmind supports all organic growth initiatives, it believes a continued, proactive buy-and-build strategy by Kape will remain the most promising driver of growth. It also believes that given current macroeconomic challenges and related capital markets uncertainties, the availability of potential acquisitions may be increased.

Whilst Unikmind is committed to continuing to support Kape in raising future funds for this buy-and-build strategy, it is not necessarily prepared to do so while Kape remains a publicly listed company. Unikmind believes that the most appropriate way to support the Company is through long term capital investment that is best conducted and structured away from public markets. Indeed, as a private company, Kape could focus on long term growth and would be free from the associated listing and disclosure requirements and costs that come with being a publicly listed company. Unikmind believes that Kape's AIM listing has served it well, allowing it to grow and deliver substantial value for shareholders, but in order to continue that growth trajectory it is now more appropriate to do so away from the scrutiny and constraint of public markets.

In the private arena, benefiting from the sizeable business support and financial resources that Mr. Teddy Sagi and his family office Globe Invest would bring, Kape would be able to sustain its expansion. Through its strategic fit with the broader investment portfolio of Mr. Teddy Sagi, Kape would be able to explore potential synergies for expanding its current suite of products and services, gain access to sector know-how, benefit from development and marketing support for its products and achieve more appropriately-structured financial support for further organic and acquisitive growth.

Therefore, regardless of the outcome of the Increased and Final Offer, Unikmind intends to requisition a general meeting of Kape to seek to pass a resolution to delist Kape from AIM as soon as reasonably practicable following the Increased and Final Offer.

Should Unikmind acquire (pursuant to the Increased and Final Offer or otherwise) voting rights representing 75 per cent. or more of the total voting rights of Kape, Unikmind intends that Kape will make an application to the London Stock Exchange for the cancellation of the admission to trading of Kape Shares on AIM, in which case, it would be possible to obtain the delisting on an accelerated timeline. Should Unikmind not so acquire voting rights representing acceptances reaching 75 per cent. or more of the total voting rights of Kape, Unikmind nonetheless intends to requisition a general meeting of Kape to allow shareholders to vote on a delisting.

Unikmind believes that the Increased and Final Offer represents a compelling opportunity for Kape Shareholders to realise the value of their holdings before Kape is potentially taken private. Moreover, in light of the persistent illiquidity in Kape's daily share trading volumes in the period leading up to the announcement of the Original Offer, the Increased and Final Offer provides an attractive liquidity opportunity for Kape Shareholders. There is no guarantee that there will be any further similar opportunities for Kape Shareholders to meaningfully realise the value of their investments in the Company in the medium-to-long term.

Interactions between Unikmind and the Kape Board

Unikmind approached the Kape Board on 9 December 2022 with a non-binding offer proposal for the acquisition of the entire share capital of Kape not already held by Unikmind at the price of 265 pence per share (the **"Initial Price Proposal"**). The Initial Price Proposal contained customary pre-conditions including access to limited due diligence. In order to access the diligence process, the Kape Board required Unikmind to enter into a non-disclosure agreement (the **"Kape NDA"**).

The Kape NDA contained a standstill provision which precluded Unikmind from acquiring, offering to acquire or causing another person to acquire or offering to acquire any interest in any Kape Shares until the earlier of (i) the date on which Kape announces its final full year results for the twelve months ended 31 December 2022 and (ii) 31 March 2023. In addition, Unikmind was prohibited from entering into an agreement or arrangement to announce, or to make an offer for Kape until the later of (i) six months from the date of the Kape NDA and (ii) the date on which all members of Unikmind Group, Mr. Teddy Sagi and affiliates have ceased to actively consider (within the meaning of the Code) an offer (however to be implemented) for Kape (the **"Standstill Provisions"**). In order to be able to present an offer to Kape

Shareholders, Unikmind agreed to the terms of the Kape NDA so that it could conduct the requisite due diligence on Kape.

Following a short and focused due diligence exercise that was concluded on 13 January 2023, Unikmind submitted a further, improved offer of the US\$ equivalent of 285 pence per share, which formed the basis of the Original Offer.

Following the improvement in the offer price from the Initial Price Proposal, the ability to make the Offer was granted by way of a partial standstill release from the Kape NDA dated 10 February 2023 (the “**Partial Standstill Release**”), whereby amongst other matters the Kape Board agreed to permit Unikmind to make the Offer subject to a minimum acceptance condition set at 70 per cent., not to be waived by Unikmind without the consent of the Kape Board (the “**Minimum Acceptance Condition**”). This Minimum Acceptance Condition, including the criteria that must be met before Unikmind may request Kape’s consent to reduce the threshold below 70 per cent., is described in more detail in paragraphs 12 and 13 below.

But for the Minimum Acceptance Condition imposed by the Partial Standstill Release, under the Code, Unikmind would have the ability, as Kape’s major shareholder with an existing holding of approximately 54.18 per cent., freely to waive the acceptance condition of the Offer down below this 70 per cent. threshold level.

On 28 February 2023, the Independent Kape Directors issued an announcement stating their belief that the Offer materially undervalued Kape and its future prospects. A formal response from the Kape Board to the Offer was made on 20 March 2023 and this is available on Kape’s website.

On 20 April 2023, Unikmind announced the terms of its Increased and Final Offer. A initial response from the Kape Board to the Increased and Final Offer was made shortly afterwards on the same day by way of an announcement and a formal response will follow shortly and be made available on Kape’s website. The Kape Board stated in the initial response announcement that they were of the view that the Increased and Final Offer undervalues Kape but that Kape Shareholders would have to seriously consider accepting the Increased and Final Offer were Unikmind to become successful in obtaining sufficient voting rights in Kape to make the passing of a Delisting resolution likely.

As previously stated, it is Unikmind’s intention to requisition a general meeting of Kape to seek to pass a resolution to delist Kape Shares from trading on AIM as soon as practicable.

Such a Delisting would significantly reduce the liquidity and marketability of any Kape Shares in respect of which the Increased and Final Offer has not been accepted at that time and their value may be affected as a consequence. Any remaining Kape Shareholders would become minority shareholders in a privately controlled limited company and may be unable to sell their Kape Shares and there can be no certainty that any dividends or other distributions will be made by Kape in respect of future financial periods, or that the Kape Shareholders shall again be offered as much for the Kape Shares held by them as under the Increased and Final Offer.

Accordingly, Unikmind urges shareholders to accept the Increased and Final Offer immediately.

Important related matters

Should the Increased and Final Offer be successful, it is the intention of Unikmind to review Kape’s balance sheet and decide, based upon the level of acceptances of the Increased and Final Offer, whether to implement an optimisation of its balance sheet. This may include the upstreaming of cash (the “**Cash Upstreaming**”) from Kape, which if carried out would increase the leverage of the Company to a level of between c.0.7x and c.2.7x the FY2022 Proforma Adjusted EBITDA (as defined in paragraph 6), which is below Kape’s existing covenant leverage threshold, in order to repay part or all of the aggregate current outstanding amount of the loans made under the bridge facilities (as defined in paragraph 10).

If Unikmind resolves to pursue the Cash Upstreaming, this will only be paid after the Increased and Final Offer completes and delisting from AIM takes place. The Cash Upstreaming would likely be achieved through a one-time cash distribution by either a dividend payment to the remaining Kape Shareholders (the

“Possible Post-Closing Dividend”), loan or other means (together with the Possible Post-Closing Dividend, the “Possible Facilities Repayment Distribution”).

There is no guarantee that Unikmind will choose to follow this route and indeed Unikmind may choose not to support the payment of future cash distributions, resulting in remaining Kape Shareholders receiving no further cash distributions from the Company in respect of future financial periods.

If, pursuant to the Increased and Final Offer, Unikmind acquires or agrees to acquire 90 per cent. of the Kape Shares affected by the Increased and Final Offer, and Unikmind were to exercise the Squeeze-out Rights, which it intends to do, any Possible Facilities Repayment Distribution that is paid to a Kape Shareholder who has not accepted the Increased and Final Offer prior to the date on which the Increased and Final Offer closes, assuming the compulsory acquisition of shares pursuant to the exercise of the Squeeze-out Rights becomes effective, will be deducted from the consideration due to a non-accepting Kape Shareholder (being a term of the Increased and Final Offer), but such Kape Shareholder will be entitled to receive and retain the Possible Facilities Repayment Distribution in addition to that part of the consideration due under the terms of the Increased and Final Offer.

Given the above, should the delisting from AIM occur, and Unikmind elects to make the Possible Facilities Repayment Distribution, any remaining Kape Shareholders would become minority shareholders in a more levered, privately-controlled limited company, without certain protections provided by Kape’s current listing on AIM.

The expectation that a Possible Facilities Repayment Distribution may be paid in the circumstances in which it may become payable as set out above is not a post-offer undertaking for the purposes of Rule 19.5 of the Code.

5. Information on Unikmind

Unikmind is a company, incorporated in the Isle of Man, for the sole purpose of holding the existing approximately 54.18 per cent. participation in Kape. Unikmind is wholly-owned by Mr. Teddy Sagi, and owns no other non-cash assets beyond its participation in Kape.

Mr. Sagi is an entrepreneur and businessman with interests ranging from regulated financial services, to software and technology development, digital security, real estate (residential, office, co-working and retail) and e-commerce. Mr. Sagi founded Playtech plc (“**Playtech**”), which is now one of the world’s leading online gaming software companies, and listed it on AIM in 2006. In June 2012, Playtech moved to the Main Market of the London Stock Exchange. Mr. Sagi has since disposed of his interest in Playtech.

Mr. Sagi also launched two other AIM listed services companies – SafeCharge Limited (“**SafeCharge**”), a regulated online payment service provider, and Kape, both listed in 2014. In August 2019, Mr. Sagi sold his entire interest in SafeCharge to a Canadian payments technology company.

In recent years, Mr. Sagi has entered the London commercial property market via a notable investment in Market Tech Holdings (LabTech Group), the owner of the vast majority of London’s iconic Camden market including Camden Lock Market, Stables Market, Union Street Market, and Camden Lock Village. Similarly to Kape, Market Tech was a listed entity; the business went on to be privatised following a successful and mutually beneficial takeover.

Interest in Kape Shares and level of acceptances of the Offer

As at 18 April 2023, being the date of the last Acceptance Level Announcement published by Unikmind, Unikmind had received valid acceptances of the Offer in respect of a total of 160,678 Kape Shares, representing approximately 0.03 per cent. of the issued ordinary share capital of Kape, which Unikmind may count towards the satisfaction of the Acceptance Condition. So far as Unikmind is aware, none of these acceptances had been received from persons acting in concert with Unikmind (although it is noted that following the last Acceptance Level Announcement, Mr. Pierre Lallia accepted the Offer with his 15,000 shares on 18 April 2023).

As at 20 April 2023, being the date of the Increased and Final Offer announcement, Unikmind has received valid acceptances or irrevocable commitments to accept the Increased and Final Offer in respect of 55,612,425 Kape Shares, representing approximately 12.97 per cent. of the issued ordinary share capital of Kape, which Unikmind may count towards the satisfaction of the Acceptance Condition.

Taken together with Kape Shares that it already holds, Unikmind, and persons acting in concert with it, has received irrevocable commitments in respect of, has acquired or agreed to acquire pursuant to the Increased and Final Offer or otherwise 67.15 per cent. of Kape Shares.

As such, as at 20 April 2023, being the date of the Increased and Final Offer announcement, Unikmind, and persons acting in concert with it, now require acceptances in respect of 12,210,910 Kape Shares, representing approximately 2.85 per cent. of the issued ordinary share capital of Kape before it can declare the Increased and Final Offer has become unconditional.

6. Information on Kape

Kape is a leading ‘privacy-first’ digital security software provider to consumers. Through its range of privacy and security products, Kape focuses on protecting consumers and their personal data as they go about their digital lives. The digital content division operates as a standalone division whilst supporting the broader business to reduce the average customer acquisition costs. As of 31 December 2022, Kape has c. 7.4 million paying customers globally, supported by a team of over 1,400 people across ten locations worldwide. Kape’s registered office is located in Douglas, Isle of Man.

For the financial year ended 31 December 2021 and 31 December 2022 Kape’s revenues were US\$230.7 million and US\$623.5 million, respectively. Proforma Adjusted EBITDA was US\$78.0 million for the year ended 31 December 2021 and US\$176.0 million for the year ended 31 December 2022 (the “**FY2022 Proforma Adjusted EBITDA**”).

7. Unikmind’s intentions regarding Kape’s business, management and employees

Unikmind does not intend there to be any material changes to Kape’s business (save for potential acceleration of inorganic growth), broader strategic plans, or locations and places of business (including its headquarters and headquarters functions), as a result of the Increased and Final Offer and there is no intention to redeploy any of Kape’s fixed assets.

Unikmind intends to ensure that Kape will continue to focus on protecting consumers and their personal data, by delivering the most advanced privacy and security solutions and by implementing the highest digital privacy protocols required in all jurisdictions in which it operates.

By the nature of its business, Kape has an extensive and well-integrated global research and development division supporting growth and development across its entire business platform. Unikmind intends to continue to maintain and support this division, viewing it as essential for the maintenance of Kape’s market position, and to continue the buy-and-build strategy that the Directors of Unikmind believe may be possible to be accelerated in the private arena.

Should the Increased and Final Offer be successful, it is the intention of Unikmind to review Kape’s balance sheet and decide, based upon the level of acceptances of the Increased and Final Offer, whether to implement an optimisation of its balance sheet. This may include the Cash Upstreaming, which will increase the leverage of the Company, in order to repay part or all of the aggregate current outstanding amount of the loans made under the Bridge Facilities.

Unikmind confirms that, following completion of the Increased and Final Offer, the existing employment rights, including pension rights, of the employees of Kape will be fully safeguarded in accordance with applicable law.

Unikmind does not intend to make any changes to the existing employer pension contribution arrangements, the accrual of pension benefits for existing members or the rights of admission of new members.

Once Kape ceases to be a listed company, a limited number of public company-related functions may be reduced in scope or become unnecessary, and as such Unikmind expects there to be a limited reduction in headcount in relation to these functions. However, given the opportunity to partner with other portfolio companies in Mr. Teddy Sagi's control, and in line with Unikmind's intentions to continue to grow the business, Unikmind believes there will be new opportunities for the affected Kape employees if they wish to pursue them.

It is Unikmind's intention to work with the executive management of Kape to determine the appropriate balance of skills and functions of employees and management post the Increased and Final Offer and with regard to the outcome of the Increased and Final Offer. There is no intention to alter the balance of skills and functions of employees and management of Kape beyond the anticipated reduction in headcount of Kape's public company-related functions. However, it remains possible that this view may change following discussions with the executive management of Kape.

Unikmind believes performance-based compensation to be an important tool in motivating and retaining talented employees. It is therefore Unikmind's intention to work with the executive management team, if the Increased and Final Offer becomes unconditional, to consider appropriate ongoing employee performance-based incentive arrangements.

Should Unikmind acquire (pursuant to the Increased and Final Offer or otherwise) voting rights representing 75 per cent. or more of the total voting rights of Kape, Unikmind intends that Kape will make an application to the London Stock Exchange for the cancellation of the admission to trading of Kape Shares on AIM, in which case, it would be possible to obtain the delisting on an accelerated timeline. Should Unikmind not so acquire voting rights representing 75 per cent. or more of the total voting rights of Kape, Unikmind nonetheless intends to requisition a general meeting of Kape to allow shareholders to vote on a delisting.

8. Kape Share Plan

Unikmind has been informed by Kape that the remuneration committee of the Company has exercised its discretion under the Kape Share Plan to resolve that all of the options and other awards under the Kape Share Plan (including the JOE Awards referred to in paragraph 9 below), which are "in the money" because the exercise price is lower than US\$3.60 which was equivalent to 290 pence at the Revised Offer Exchange Rate (together "**Relevant Awards**"), will, in connection with the Offer becoming unconditional, vest in full and that all performance conditions be waived.

Participants in the Kape Share Plan will be contacted regarding the effect of the Increased and Final Offer on their rights under the Kape Share Plan, and, where relevant, a proposal will be made in respect of their options in accordance with Rule 15 of the Code. The proposal to holders of already vested options and holder of the Relevant Awards will be that they will be able to exercise the options and accept the Increased and Final Offer if the Increased and Final Offer becomes or is declared unconditional.

Holders of options under the Kape Share Plan who have previously accepted the Offer (and have not withdrawn those acceptances) with respect to their options will automatically be deemed to have accepted the terms of the Increased and Final Offer by virtue of their prior acceptances and therefore need not take any further action. Subject to the Increased and Final Offer becoming or being declared unconditional, such option holders will receive the Increased and Final Offer Price in respect of their Kape Shares sold pursuant to the exercise of their options.

Holders of options under the Kape Share Plan where the exercise price is higher than US\$3.60, which was equivalent to 290 pence at the Revised Offer Exchange Rate, will not receive the proposal, as participants would have to pay more per Kape Share to exercise their options than they would receive if they exercised their options and accepted the Increased and Final Offer.

Unikmind intends to take steps to procure that a shareholder resolution is passed as soon as possible after the Increased and Final Offer becomes or is declared unconditional to ensure that to the extent any Kape Shares are issued under the Kape Share Plan after the date that the Increased and Final Offer becomes or is declared unconditional, the resulting Kape Shares will automatically be transferred to Unikmind on the same

terms (and for the same cash price per Kape Share) as the Increased and Final Offer (other than the terms as to timing and formalities).

9. JOE Awards

In addition, two individuals have been granted share awards over, in aggregate, 4 million Kape Shares (the “**JOE Awards**”). Pursuant to the terms of the JOE Awards, the Kape Shares underlying the JOE Awards have been issued and are being held on trust by Kape’s Employee Benefit Trust (the “**Employee Benefit Trust**”) (the “**JOE Shares**”).

The trustees of the Employee Benefit Trust (as legal owner of the JOE Shares) or the JOE Awards holders (as beneficiaries of the JOE Shares) will be eligible to accept the Increased and Final Offer in respect of all the JOE Shares once the Increased and Final Offer becomes or is declared unconditional, as the remuneration committee of the Company has exercised its discretion to resolve that the JOE Awards will, in connection with the Increased and Final Offer becoming unconditional, vest in full.

The holders of the JOE Awards will be contacted regarding how to accept the Increased and Final Offer in respect of the JOE Shares and the effect of the Offer on their rights under the JOE Awards.

10. Financing of the Offer

The cash consideration payable to Kape Shareholders by Unikmind under the terms of the Increased and Final Offer (and any related fees, costs and expenses) will be financed by Unikmind through cash on balance sheet and debt financing arrangements comprising: (i) a US\$123,910,000 equity injection provided to Unikmind by Mr. Teddy Sagi by way of a subordinated shareholder loan; (ii) a US\$267,000,000 facility provided to Unikmind by the lenders party thereto as documented in a facility agreement arranged by HSBC Private Bank (Suisse) SA and as amended by an amendment letter dated 20 April 2023 which is personally guaranteed by Mr. Teddy Sagi; and (iii) two bridge facilities of US\$277,250,000 and US\$75,000,000 provided to Unikmind by the lenders party thereto as documented in a facility agreement arranged by HSBC Bank plc and as amended by an amendment letter dated the date hereof, in each case on a certain funds basis customary for acquisition financings of this nature.

HSBC, as financial adviser to Unikmind, is satisfied that sufficient cash resources are available to Unikmind to enable it to satisfy in full the cash consideration payable to Kape Shareholders under the terms of the Increased and Final Offer.

11. Offer-related arrangements

Non-disclosure agreement

On 24 December 2022, Unikmind and Kape entered into a non-disclosure agreement in relation to the Offer (the “**Kape NDA**”), pursuant to which, amongst other things, Unikmind and Kape gave certain undertakings to each other, including: (i) subject to certain exceptions, including with respect to information relating to Kape or the Kape Group not to disclose it to third parties (other than to the Authorised Recipients in the context of the Offer including: (A) members of the Unikmind Group or Globe Invest (as defined therein), or any of their respective officers, employees and advisers; (B) Mr. Teddy Sagi; and (C) any named potential finance provider to the Unikmind Group as Kape may (in each case) approve in advance in writing); and (ii) use such confidential information only for the purposes of considering, evaluating or negotiating the Offer and its financing. These confidentiality obligations will remain in force until the earlier of (i) completion of the Offer or (ii) two years from the date of the Kape NDA. The Kape NDA also contains standstill provisions which restrict Unikmind and Globe Invest, and any person acting in concert with Mr. Teddy Sagi from acquiring or offering to acquire any shares, securities or interest in Kape. Kape agreed to release Unikmind from certain of these restrictions to permit Unikmind to make the Offer.

Partial Standstill Release

On 10 February 2023, the Kape Board released Unikmind from certain of the provisions of the Kape NDA in order to allow it to make the Offer by way of the Partial Standstill Release.

Under the Partial Standstill Release, Kape has agreed to use reasonable endeavours, except to the extent that to do so is prohibited by applicable law, to provide Unikmind and its legal advisers, in a timely manner all such information and reasonable assistance within Kape's power or control as may be reasonably required by Unikmind for the purpose of any filings, notifications or submissions required under applicable law or regulation to be made to or with a relevant authority in order for the Offer to be completed or which would, if not satisfied or made, result in a criminal or material regulatory sanction for a member of the Unikmind Group or any of their respective directors or officers as a result of a completion of the Offer.

Under the Partial Standstill Release, Kape has agreed that Unikmind may make the Offer provided that the Offer is subject to the Acceptance Condition (as described in paragraph 12 below).

12. Conditions to the Increased and Final Offer

Unikmind is already the holder of approximately 54.18 per cent. of the issued ordinary shares of Kape.

The Increased and Final Offer will be subject to the Conditions and further terms set out in Appendix I to the Original Offer Document, which include:

- valid acceptances of the Increased and Final Offer having been received (and not validly withdrawn in accordance with the rules and requirements of the Code and the terms of the Increased and Final Offer) by no later than 1.00 p.m. (London time) on the Unconditional Date (or such other times and/or dates as Unikmind may specify, subject to the rules of the Code and where applicable with the consent of the Panel) in respect of such number of Kape Shares as shall, when aggregated with the Kape Shares already held by Unikmind at the date of the 2.7 Announcement and the Kape Shares acquired or unconditionally agreed to be acquired (whether pursuant to the Increased and Final Offer or otherwise) by Unikmind and/or any of its wholly-owned subsidiaries, represent Kape Shares carrying in aggregate at least 70 per cent. of the voting rights then exercisable at a general meeting of Kape (or such lesser percentage as Unikmind may decide, with the consent of Kape, provided that Unikmind together with its wholly-owned subsidiaries shall hold or have acquired or agreed to acquire (whether pursuant to the Increased and Final Offer or otherwise), directly or indirectly, Kape Shares carrying in aggregate more than 50 per cent. of the voting rights then normally exercisable at a general meeting of Kape) (the “**Acceptance Condition**”). Unless the Panel consents otherwise, the Acceptance Condition shall only be capable of being satisfied when all other Conditions set out in Part A of Appendix I of the Original Offer Document (as amended by Appendix I of this document) have been satisfied or waived.

Unikmind may request Kape to consent to the reduction of the 70 per cent. threshold in the Acceptance Condition to a lesser percentage if the following criteria are met: at the relevant time, Unikmind or another member of the Unikmind Group has announced by RIS that: (i) Unikmind or another member of the Unikmind Group has secured the support of Kape Shareholders holding Kape Shares (the “**Support Shares**”) the voting rights of which, when aggregated with the voting rights of Kape Shares that are owned by the Unikmind Group or which the Unikmind Group has acquired or unconditionally agreed to acquire (whether pursuant to the Increased and Final Offer or otherwise), represent at least 70 per cent. of the voting rights then exercisable at a general meeting of Kape; and (ii) the Support Shares are the subject of a legally binding unconditional written irrevocable undertaking to (A) either (i) vote in favour of a resolution to cancel admission of the Kape Shares to trading on AIM at a general meeting of Kape (including by way of a written resolution) (a “**Delisting Resolution**”) or (ii) sell the Support Shares to a member of the Unikmind Group at the Increased and Final Offer Price before the closing date of the Increased and Final Offer; and (B) not dispose of the Support Shares (other than to a member of the Unikmind Group) before either (i) a general meeting of Kape has been held at which a Delisting Resolution has been put to the vote or (ii) a written Delisting Resolution has been passed.

Subject to the satisfaction or waiver of the Conditions and certain further terms set out in Appendix I, it is expected that the Increased and Final Offer will become or be declared unconditional in the first half of 2023.

The Increased and Final Offer will lapse unless all of the Conditions have been fulfilled or, where permitted, waived or, where appropriate, have been determined by Unikmind to be or remain satisfied, by midnight

(London time) on the earlier of the Unconditional Date or the Long-Stop Date (subject to the rules of the Code and where applicable, the consent of the Panel). Further details are set out in Appendix I to this document.

13. Delisting and compulsory acquisition

Regardless of the outcome of the Increased and Final Offer, Unikmind intends to requisition a general meeting of Kape to seek to pass a resolution to delist Kape from AIM (the “**Delisting**”) as soon as reasonably practicable following the Increased and Final Offer.

Accordingly, after the Increased and Final Offer becomes or is declared unconditional:

- if Unikmind has, by virtue of its shareholding (and the shareholdings of its wholly-owned subsidiaries) and acceptances of the Increased and Final Offer, acquired or unconditionally agreed to acquire Kape Shares carrying 75 per cent. or more of the voting rights of Kape, Unikmind intends to pass a written resolution approving the Delisting. A written resolution signed by shareholders representing not less than 75 per cent. of the total voting rights would become effective; or
- otherwise, Unikmind intends to requisition a general meeting of Kape to propose a shareholder resolution to effect the Delisting. Such a resolution would require the approval of members representing not less than 75 per cent. of the total voting rights of members who (being entitled to do so) vote in person or by proxy.

If the Increased and Final Offer does not become unconditional and/or lapses, Unikmind intends to requisition a general meeting of Kape to propose a shareholder resolution to effect the Delisting.

Should Unikmind requisition a general meeting to propose the Delisting Resolution, the directors of Kape will be bound to convene the meeting.

If the Delisting Resolution is passed (whether at a general meeting or by way of a written resolution), Unikmind intends that Kape will make an application to the London Stock Exchange for the cancellation of the admission to trading of Kape Shares on AIM as soon as practicable thereafter.

It is anticipated that, subject to any applicable requirements of the London Stock Exchange, cancellation of admission to trading of Kape Shares on AIM shall take effect no earlier than 20 Business Days after such application is made. Unikmind will notify Kape Shareholders when the application has been made and confirm that the notice period has commenced and the anticipated date of cancellation.

Following the Increased and Final Offer becoming or being declared unconditional and the Kape Shares having been delisted, Unikmind intends to procure that Kape adopts new articles of association more suited to a privately controlled company.

A Delisting would significantly reduce the liquidity and marketability of any Kape Shares in respect of which the Increased and Final Offer has not been accepted at that time and their value may be affected as a consequence. Any remaining Kape Shareholders would become minority shareholders in a privately controlled limited company and may be unable to sell their Kape Shares and there can be no certainty that any dividends or other distributions will be made by Kape in respect of future financial periods, or that the Kape Shareholders shall again be offered as much for the Kape Shares held by them as under the Increased and Final Offer.

If Unikmind receives acceptances under the Increased and Final Offer in respect of, and/or otherwise acquires, 90 per cent. or more of the Kape Shares affected by the Increased and Final Offer and assuming that the Conditions have been satisfied or waived (if capable of being waived), Unikmind intends, subject to the provisions of the IoM Companies Act, to exercise its rights in accordance with section 160 of that Act, to acquire compulsorily any Kape Shares not acquired or agreed to be acquired by or on behalf of Unikmind pursuant to the Increased and Final Offer or otherwise on the same terms as the Increased and Final Offer.

14. Dividends

If, on or after the date of the 2.7 Announcement, any dividend, distribution, or other return of value is declared, made or paid, or becomes payable by Kape, Unikmind reserves the right to reduce the Offer Price

by the amount of any such dividend, distribution, or other return of value. In such circumstances, Kape Shareholders shall be entitled to retain any such dividend, distribution, or other return of value declared, made, or paid.

Should Delisting take place following the Offer becoming unconditional, Unikmind may choose to direct Kape to make the Possible Post-Closing Dividend as described in paragraph 4 above. There is no guarantee that Unikmind will choose to follow this route and indeed Unikmind may choose not to support the payment of future dividend payments resulting in remaining shareholders receiving no further dividends or other distributions from Kape in respect of future financial periods. Furthermore, the per share value of any Possible Post-Closing Dividend will be significantly less than the value afforded to Kape Shareholders under the terms of the Offer.

15. Disclosure of interests and dealings in Kape

As at close of business on 19 April 2023 (being the last practicable date before the date of this Revised Offer Document), save as disclosed below, neither Unikmind, nor any of the Directors of Unikmind, nor, so far as the directors of Unikmind are aware, any person acting in concert with Unikmind for the purposes of the Increased and Final Offer, had any interest in, right to subscribe for, or had borrowed or lent any Kape Shares or securities convertible or exchangeable into Kape Shares, nor did any such person have any short position (whether conditional or absolute and whether in the money or otherwise), including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to take delivery, or any dealing arrangement of the kind referred to in Note 11 of the definition of acting in concert in the Takeover Code, in relation to Kape Shares or in relation to any securities convertible or exchangeable into Kape Shares.

As at the close of business on 19 April 2023 (being the last practicable date prior to the publication of this Revised Offer Document), Mr. Pierre Lallia is acting in concert with Unikmind and holds 15,000 Kape Shares. Mr. Lallia is a director of Kape appointed to this role by Unikmind and is a director of Globe Invest UK Ltd, an affiliate of Mr. Teddy Sagi.

Name:	Number of Kape Shares:	Approximate percentage of existing issued share capital:
Unikmind	232,288,281	54.18%
Mr. Pierre Lallia	15,000	0.00%
HSBC Bank plc	0	0.00%

Pursuant to an announcement made by Unikmind on 13 March 2023, Unikmind disclosed the following dealings in Kape Shares by Unikmind:

Date	Nature of Dealing	Number of Kape Shares dealt	Price per Kape Share (pence)
22 March 2022	Buy	2,250,000	380.00
22 September 2022	Buy	118,000	269.75
23 September 2022	Buy	11,000	266.85
3 October 2022	Buy	38,928,946	265.00
3 October 2022	Buy	330,000	265.00

16. Taxation

Your attention is drawn to Appendix IV to this document, headed “Taxation” which is provided as a general guide only. If you are in any doubt as to your tax position or are subject to taxation in any jurisdiction other than the United Kingdom and the Isle of Man, you should consult an appropriate professional adviser immediately.

17. Overseas Shareholders

The availability of the Increased and Final Offer to persons not resident in the United Kingdom or the Isle of Man may be affected by the laws of the relevant jurisdiction. Persons who are subject to the laws of any jurisdiction other than the United Kingdom or the Isle of Man should inform themselves about, and observe, any applicable requirements. If you remain in any doubt, you should consult your professional adviser in the relevant jurisdiction without delay.

The attention of Kape Shareholders who are citizens or residents of jurisdictions outside the Isle of Man or the United Kingdom or who are holding Kape Shares for such citizens or residents and any person (including, without limitation, any nominee, custodian or trustee) who may have an obligation to forward any document in connection with the Increased and Final Offer outside the Isle of Man or the United Kingdom is drawn to Part A, Part C and/or Part D of Appendix I to the Original Offer Document and, in respect of Kape Shares held in certificated form, to the relevant provisions of the Form of Acceptance, which they should read before taking any action.

The Increased and Final Offer is not being made, directly or indirectly in, into or from any Restricted Jurisdiction or any other jurisdiction where to do so would violate the laws of that jurisdiction, and it is not currently intended that the Increased and Final Offer shall be capable of acceptance by any such use, means, instrumentality or facility from within any such jurisdiction. Accordingly, persons who are unable to give the warranties set out in paragraph (b) of Part C and/or paragraph (c) of Part D of Appendix I to the Original Offer Document may be deemed not to have validly accepted the Increased and Final Offer.

Any Form of Acceptance received in an envelope postmarked in a Restricted Jurisdiction, or otherwise appearing to Unikmind or any of its agents to have been sent from any of these jurisdictions, may be rejected as an invalid acceptance of the Increased and Final Offer.

18. Notices for Kape Shareholders in the United States

The Increased and Final Offer is being made to acquire the securities of Kape, a company incorporated under the laws of the Isle of Man, and is being made in the United States in reliance on, and compliance with, the exemption from certain requirements of Regulation 14E under the US Securities Exchange Act of 1934 afforded by Rule 14d-1(d) thereunder. The Increased and Final Offer shall be made in the United States by Unikmind and no one else.

The Increased and Final Offer is subject to the disclosure and procedural requirements of the Isle of Man and the United Kingdom, which differ from those in the United States. In addition, the payment and settlement procedure with respect to the Increased and Final Offer shall comply with the relevant Isle of Man and United Kingdom rules, which differ from United States payment and settlement procedures. Neither the SEC, nor any securities commission of any state of the United States has approved the Increased and Final Offer, passed upon the fairness of the Increased and Final Offer or passed upon the adequacy or accuracy of this document. Any representation to the contrary is a criminal offence in the United States.

In accordance with normal United Kingdom practice, Unikmind or its nominees, or its brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, shares or other securities of Kape outside of the US, other than pursuant to the Increased and Final Offer, before or during the period in which the Increased and Final Offer remains open for acceptance. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases shall be disclosed as required by law or regulation in the Isle of Man, the United Kingdom and the United States, and, shall be reported to a RIS and shall be available on the London Stock Exchange website at www.londonstockexchange.com.

Financial information relating to Kape included in this document has been extracted from Kape's published financial statements, prepared in accordance with UK adopted international accounting standards (collectively, "IFRS"), and may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

Unikmind and Kape are organised under the laws of the Isle of Man. Some or all of the officers and directors of Unikmind and Kape, respectively, are residents of countries other than the United States. In addition, many of the assets of Unikmind and Kape are located outside the United States. As a result, it may be difficult for US Shareholders to effect service of process within the United States upon Unikmind or Kape or their respective officers or directors or to enforce against them a judgment of a US court predicated upon the federal or state securities laws of the United States.

19. Procedure for acceptance of the Increased and Final Offer

This paragraph should be read in conjunction with Parts B, C and D of Appendix I to the Original Offer Document and, in respect of Kape Shares held in certificated form (that is, not in CREST) the notes on the accompanying Form of Acceptance, which shall be deemed to be incorporated into, and form part of, the terms of the Increased and Final Offer.

Different procedures for acceptance apply depending on whether your Kape Shares are held in certificated or uncertificated form (that is, within CREST).

If you have any questions relating to the procedure for acceptance of the Increased and Final Offer, please contact the Receiving Agent, Equiniti, on +44 371 384 2050 between 8.30 am and 5.30 pm. Calls to the Receiving Agent from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile phones and calls may be recorded and monitored randomly for security and training purposes. The Receiving Agent cannot provide advice on the merits of the Increased and Final Offer nor give any financial, legal or tax advice. Additional Forms of Acceptance are available from the Receiving Agent upon request.

(a) *Kape Shares held in certificated form (that is, not in CREST)*

(i) Completion of the Form of Acceptance

Unless they validly elect otherwise, each Kape Shareholder accepting the Increased and Final Offer who holds their Kape Shares in certificated form will receive the consideration payable to them under the Increased and Final Offer in US\$.

Such Kape Shareholders may elect as part of each acceptance, by appropriately completing and returning the Form of Acceptance, to make use of the Currency Facility to have the consideration payable to them under the Increased and Final Offer paid in pounds Sterling. By electing to utilise the Currency Facility, Kape Shareholders may direct Unikmind to convert from US\$ into pounds Sterling and then remit to them (net of costs) the proceeds to which they are entitled as a result of their acceptance, which conversion Unikmind will, in its sole discretion, effect by (i) executing one or more market transactions over one or more Business Days; and/or (ii) applying the market exchange rate available on the relevant date to funds already available to Unikmind in pounds Sterling, with the relevant Kape Shareholders within the same Acceptance Block electing to use the Currency Facility receiving the benefit of a conversion at the same exchange rate and with all relevant costs being spread evenly on a per Kape Share basis amongst such Kape Shareholders falling within the same relevant Acceptance Block, as described in further detail in paragraph 7 of Part B of Appendix I of the Original Offer Document (as amended by Appendix I of this document).

If you hold your Kape Shares or any of them, in certificated form (that is, not in CREST), to accept the Increased and Final Offer in respect of those Kape Shares, you must complete, sign and return the enclosed Form of Acceptance in accordance with the instructions set out in this paragraph 19 below, in Part C of Appendix I of the Original Offer Document (as amended by Appendix I of this document) and in the Form of Acceptance.

You must complete Box 2 by inserting the total number of certificated Kape Shares held by you in respect of which you wish to accept the Increased and Final Offer. Note that this must be in respect of a whole number of Kape Shares.

If you hold Kape Shares in both certificated and uncertificated form and you wish to make a Currency Election in respect of both such holdings, you must make a separate election in respect of each holding. The Form of Acceptance assumes that a Kape Shareholder who holds Kape Shares in certificated form will make a Currency Election in respect of their entire holding of Kape Shares in certificated form. If you hold Kape Shares in certificated form and wish to make a Currency Election in respect of some (but not all) of your Kape Shares, please contact the Receiving Agent, Equiniti, on +44 371 384 2050 between 8.30 a.m. and 5.30 p.m. Monday to Friday (excluding English, Welsh or Isle of Man public holidays).

You must tick Box 4 in order to elect to have the consideration payable to you under the Increased and Final Offer paid in pounds Sterling.

In addition:

- (A) an individual must sign Box 5A on the Form of Acceptance in the presence of a witness who should also sign in accordance with the instructions printed on it for execution by individuals; or
- (B) a company must execute Box 5B of the Form of Acceptance in accordance with the instructions printed on it for execution by a company.

If you do not insert a number in Box 2 of the Form of Acceptance, or if you insert in Box 2 of the Form of Acceptance a number which is greater than the number of Kape Shares that you hold in certificated form and you have signed Box 5 of the Form of Acceptance you shall be deemed to have accepted the Increased and Final Offer in respect of the number of Kape Shares as explained in Part C of this document.

To accept the Increased and Final Offer in respect of less than all of your Kape Shares, you must insert in Box 2 of the Form of Acceptance such lesser number of Kape Shares in respect of which you wish to accept the Increased and Final Offer in accordance with the instructions printed on it. You should then follow the procedure set out in the above paragraphs.

(ii) Return of the Form of Acceptance

To accept the Increased and Final Offer, the completed Form of Acceptance should be returned by post to the Receiving Agent at Equiniti, Corporate Actions, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, together with the relevant share certificate(s) and/or any other documents of title as soon as possible, and in any event, so as to be received by the Receiving Agent not later than 1.00 p.m. on 5 May 2023. A reply-paid envelope (valid for posting in the UK only) is enclosed for your convenience. No acknowledgement of receipt of documents shall be given.

Any Form of Acceptance received in an envelope post-marked in any Restricted Jurisdiction or otherwise appearing to Unikmind or its agents to have been sent from any Restricted Jurisdiction may be rejected as an invalid acceptance of the Increased and Final Offer, unless the requirements for eligibility to participate in the Increased and Final Offer have, in Unikmind's sole judgement, been met.

For further information on Kape Shareholders resident overseas, see paragraph 17 of this Part I.

(iii) Share certificates not readily available or lost

If your relevant share certificate(s) and/or other document(s) of title is/are not readily available or is/are lost, you should nevertheless complete, sign and return your completed Form of Acceptance as stated above by post so as to be received by the Receiving Agent at Equiniti, Corporate Actions, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, not later than 1.00 p.m. on 5 May 2023. You should send any share certificate(s) and/or other document(s) of title which you have available, accompanied by a letter stating that the

remaining documents shall follow as soon as possible or that you have lost one or more of your share certificate(s) and/or other documents of title.

If subsequently available, you should then arrange for the relevant share certificate(s) and/or other document(s) of title to be forwarded as soon as possible. If you have lost your share certificate(s) and/or other document(s) of title, you should, as soon as possible, write to or telephone Kape's registrars, Computershare Investor Services PLC ("**Computershare**") at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ on +44 370 707 4040, requesting a letter of indemnity for the lost share certificate(s) and/or other document(s) of title which, when completed in accordance with the instructions given, should be returned by post to the Receiving Agent as stated above. New Share Certificates should be obtained from Computershare.

(iv) Validity of acceptances

Without prejudice to Parts B and C of Appendix I of the Original Offer Document (as amended by Appendix I of this document), subject to the provisions of the Code, Unikmind reserves the right to treat as valid in whole or in part any acceptance of the Offer which is not entirely in order or which is not accompanied by the relevant share certificate(s) and/or other document(s) of title. In such event, no settlement of consideration under the Increased and Final Offer shall be made until after the relevant share certificate(s) and/or other document(s) of title or indemnities reasonably satisfactory to Unikmind have been received.

(b) ***Kape Shares held in uncertificated form (that is, in CREST)***

(i) General

Unless they validly elect otherwise, each Kape Shareholder accepting the Increased and Final Offer who holds their Kape Shares in uncertificated form (that is, in CREST) will receive the consideration payable to them under the Increased and Final Offer in US\$.

Such Kape Shareholders may elect as part of each acceptance, by making the relevant TTE Instruction through CREST, to make use of the Currency Facility to have the consideration payable to them under the Increased and Final Offer paid in pounds Sterling. By electing to utilise the Currency Facility, Kape Shareholders may direct Unikmind to convert from US\$ into pounds Sterling and then remit to them (net of costs) the proceeds to which they are entitled as a result of their acceptance, which conversion Unikmind will, in its sole discretion, effect by (i) executing one or more market transactions over one or more Business Days; and/or (ii) applying the market exchange rate available on the relevant date to funds already available to Unikmind in pounds Sterling, with the relevant Kape Shareholders within the same Acceptance Block electing to use the Currency Facility receiving the benefit of a conversion at the same exchange rate and with all relevant costs being spread evenly on a per Kape Share basis amongst such Kape Shareholders falling within the same relevant Acceptance Block, as described in further detail in paragraph 7 of Part B of Appendix I of the Original Offer Document (as amended by Appendix I of this document).

If your Kape Shares are held in uncertificated form and you wish to make a Currency Election, to accept the Increased and Final Offer you should take (or procure the taking of) the action set out below to transfer those Kape Shares in respect of which you wish to accept the Increased and Final Offer to the appropriate escrow balance(s), specifying the Receiving Agent (in its capacity as a CREST participant under the Escrow Agent's relevant participant ID referred to below) as the Escrow Agent, as soon as possible and in any event so that the TTE instruction settles by not later than 1.00 p.m. on 5 May 2023. Note that settlement cannot take place on weekends or bank holidays (or other times at which the CREST system is non-operational) – you should therefore ensure that you time the input of any TTE instructions accordingly.

Each Kape Shareholder accepting the Increased and Final Offer who holds Kape Shares in uncertificated form and does not make a valid Currency Election must ensure that an active Cash Memorandum Account is in place in CREST. In the absence of a Cash Memorandum

Account, the payment of the consideration will not settle, resulting in a delay and the settlement of the consideration outside of CREST.

The input and settlement of a TTE instruction in accordance with this paragraph shall (subject to satisfying the requirements set out in Part D of Appendix I of the Original Offer Document) constitute an acceptance of the Offer in respect of the number of Kape Shares in uncertificated form so transferred to escrow.

If you are a CREST sponsored member, you should contact your CREST Sponsor before taking any action. Only your CREST Sponsor shall be able to send the TTE instruction(s) to Euroclear in relation to your Kape Shares.

After settlement of a TTE instruction, you shall not be able to access the Kape Shares concerned in CREST for any transaction or charging purposes. If the Increased and Final Offer becomes or is declared unconditional, the Escrow Agent shall transfer the Kape Shares concerned in accordance with paragraph (e)(i) of Part D of Appendix I of the Original Offer Document (as amended by Appendix I of this document).

You are recommended to refer to the CREST manual published by Euroclear for further information on the CREST procedures outlined below.

You should note that Euroclear does not make available special procedures, in CREST, for any particular corporate action. Normal system timings and limitations shall therefore apply in connection with a TTE instruction and its settlement. You should therefore ensure that all necessary action is taken by you (or by your CREST sponsor) to enable a TTE instruction relating to your Kape Shares to settle as soon as possible and, in any event, so as to be received not later than 1.00 p.m. on 5 May 2023. You are referred in particular to those sections of the CREST Manual concerning the practical limitations of the CREST system and timings.

- (ii) To accept the Increased and Final Offer and to select the settlement currency
- To accept the Increased and Final Offer in respect of Kape Shares held in uncertificated form, you should send (or, if you are a CREST Sponsored Member, procure that your CREST Sponsor sends) to Euroclear a TTE instruction in relation to such shares. A TTE instruction to Euroclear must be properly authenticated in accordance with Euroclear's specifications for transfers to escrow and must contain the following details:
- the number of Kape Shares in respect of which you wish to accept the Increased and Final Offer (i.e. the number of Kape Shares to be transferred to escrow);
 - the ISIN number for Kape Shares. This is IM00BQ8NYV14;
 - your member account ID;
 - your participant ID;
 - the participant ID of the Escrow Agent (this is 2RA05), acting in its capacity as the Receiving Agent;
 - the relevant member account ID of the Escrow Agent:
 - this is UNKKAP01 if you wish to accept the Increased and Final Offer and receive settlement in USD; and
 - this is UNKKAP02 if you wish to accept the Increased and Final Offer and receive settlement in pounds Sterling (and thus utilise the Currency Facility);
 - the intended settlement date. This should be as soon as possible and, in any event, not later 1.00 p.m. on 5 May 2023;

- the corporate action number of the Increased and Final Offer (this is allocated by Euroclear and shall be available on screen from Euroclear);
- input with a standard delivery instruction priority of 80; and
- a contact name and telephone number of the accepting Kape Shareholder inserted in the shared note field.

If you hold Kape Shares in Uncertificated Form through one or more intermediaries, such as a stockbroker, custodian bank or clearing system, you should confirm the instruction deadline which such intermediaries have established to accept the Increased and Final Offer on your behalf. The custodian bank or stockbroker may set an earlier deadline for receiving instructions from you in order to permit the custodian bank or stockbroker to communicate acceptances to the Receiving Agent in a timely manner. In order for acceptances to be counted towards the Acceptance Condition, you may need to take action well in advance of the announced deadline for acceptance.

TTE Instructions in relation to Currency Elections may only be made in relation to a specified number of Kape Shares. If you hold Kape Shares in both certificated and uncertificated form and you wish to make a Currency Election in respect of both such holdings, you must make a separate election in respect of each holding.

(iii) Validity of Acceptances

Holders of Kape Shares in uncertificated form who wish to accept the Increased and Final Offer should note that a TTE instruction shall only be a valid acceptance of that Increased and Final Offer as at the closing date if it has settled on or before 1.00 p.m. on that date. A Form of Acceptance which is received in respect of Kape Shares held in uncertificated form shall be treated as an invalid acceptance and may be disregarded.

(iv) Overseas Shareholders

The attention of Kape Shareholders holding Kape Shares in uncertificated form and who are citizens or residents of jurisdictions outside the Isle of Man or the United Kingdom is drawn to paragraph 8 of Part B and paragraph (c) of Part D of Appendix I of the Original Offer Document (as amended by Appendix I of this document).

Unikmind will make an appropriate announcement if any of the details contained in this paragraph 19 alter for any reason.

Normal CREST procedures (including timings) apply in relation to any Kape Shares that are, or are to be, converted from uncertificated to certificated form, or from certificated to uncertificated form, during the course of the Increased and Final Offer (whether any such conversion arises as a result of a transfer of Kape Shares or otherwise). Holders of Kape Shares who are proposing to convert any such shares are recommended to ensure that the conversion procedures are implemented in sufficient time to enable the person holding or acquiring the shares as a result of the conversion to take all necessary steps in connection with an acceptance of the Increased and Final Offer (in particular, as regards delivery of a Form of Acceptance, share certificate(s) or other documents of title or transfers to an escrow balance as described above) prior to 1.00 p.m. on 5 May 2023.

If you have any questions relating to the procedure for acceptance of the Offer, please contact the Receiving Agent, Equiniti on +44 371 384 2050 between 8.30 am and 5.30 pm. Calls to the Receiving Agent from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile phones and calls may be recorded and monitored randomly for security and training purposes. The Receiving Agent cannot provide advice on the merits of the Increased and Final Offer nor give any financial, legal or tax advice. You are reminded that, if you are a CREST Sponsored Member, you should contact your CREST Sponsor before taking any action. The helpline cannot provide advice on the merits of the Increased and Final Offer nor give any financial, legal or tax advice.

20. Settlement

Subject to the Increased and Final Offer becoming or being declared unconditional (and except as provided in paragraph 8 of Part B of Appendix I of the Original Offer Document (as amended by Appendix I of this document) in the case of certain Overseas Shareholders), settlement of the consideration to which any Kape Shareholder (or the first-named shareholder in the case of joint holders) is entitled under the Increased and Final Offer shall be effected within 14 calendar days of the later of (i) in the case of acceptances received, complete in all respects, the date on which the Increased and Final Offer becomes or is declared unconditional; and (ii) in the case of acceptances received, complete in all respects, after such date but while the Increased and Final Offer remains open for acceptances, the date of receipt of a valid and complete acceptance, in the following manner:

- (a) Kape Shares held in certificated form (that is, not in CREST)
Where an acceptance relates to Kape Shares held in certificated form, settlement of any cash due shall be despatched by first class post (or such other method as may be approved by the Panel) to accepting Kape Shareholders or their appointed agents (but not into any Restricted Jurisdiction unless Unikmind, in its sole discretion, determines otherwise). All such cash payments shall be made in US\$ by cheque drawn on a branch of a UK clearing bank unless Kape Shareholders elect to use the Currency Facility as described in further detail in paragraph 7 of Part B of Appendix I of the Original Offer Document (as amended by Appendix I of this document).
- (b) Kape Shares held in uncertificated form (that is, in CREST)
Where an acceptance relates to Kape Shares held in uncertificated form, the cash consideration in either US\$ or pounds Sterling to which an accepting Kape Shareholder is entitled shall be paid by means of a CREST payment in favour of the accepting Kape Shareholder's payment bank in respect of the cash consideration due, in accordance with CREST assured payment arrangements. Unikmind reserves the right to settle all or any part of the consideration referred to in this paragraph, for all or any accepting Kape Shareholder(s), in the manner referred to in paragraph 20(a) above, if, for any reason, it wishes to do so, except in circumstances where the accepting Kape Shareholder has informed the Receiving Agent in writing prior to the Increased and Final Offer becoming or being declared unconditional that it is unwilling to accept settlement of the consideration by cheque.
- (c) Lapsing or withdrawal of the Increased and Final Offer
If the Increased and Final Offer does not become or is not declared unconditional:
- in the case of Kape Shares held in certificated form, the relevant Form of Acceptance, share certificate(s) and/or other document(s) of title shall be returned by post (or by such other method as may be approved by the Panel) within 14 days of the Increased and Final Offer lapsing to the person or agent whose name and address (outside a Restricted Jurisdiction) is set out in the Form of Acceptance or, if none is set out, to the first named holder at their registered address (provided that no such documents shall be sent to an address in a Restricted Jurisdiction); and
 - in the case of Kape Shares held in uncertificated form, the Receiving Agent shall, immediately after the lapsing of the Increased and Final Offer (or within such longer period as the Panel may permit, not exceeding 14 days after the lapsing of the Increased and Final Offer), give TTE instructions to Euroclear to transfer all Kape Shares held in escrow balances and in relation to which it is the Receiving Agent for the purposes of the Increased and Final Offer to the original available balances of the Kape Shareholders concerned.

All remittances, communications, notices, certificates and documents of title sent by, to or from Kape Shareholders or their appointed agents shall be sent at their own risk. Aggregate entitlements of Kape Shareholders to the consideration under the terms of the Increased and Final Offer shall be rounded down to the nearest pence.

21. Further information

The terms of and Conditions to the Increased and Final Offer are set out in full in Appendix I to this document. Your attention is drawn to the further information set out in the Appendices, which form part of this document, and, if your Kape Shares are in certificated form, to the accompanying Form of Acceptance which should be read in conjunction with this document.

22. Action to be taken

The Increased and Final Offer will remain open for acceptance until 1.00 p.m. (London time) on the Unconditional Date, which is 5 May 2023.

In accordance with the Code, Unikmind will not be permitted to further increase the Increased and Final Offer Price.

To accept the Increased and Final Offer:

- (a) If you hold Kape Shares in certificated form (that is, not in CREST), you should complete, sign and return the enclosed Form of Acceptance (together with your valid share certificate(s) and/or other relevant document(s) of title) by post to the Receiving Agent at Equiniti, Corporate Actions, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, as soon as possible and, in any event, so as to be received by the Receiving Agent not later than 1.00 p.m. on 5 May 2023. A reply-paid envelope is enclosed for your convenience for use in the UK only.
- (b) If you hold Kape Shares in uncertificated form (that is, in CREST), you should NOT return the Form of Acceptance but instead you should follow the procedure for Electronic Acceptance through CREST so that the TTE instruction settles as soon as possible and, in any event, not later than 1.00 p.m. on 5 May 2023.
- (c) If you do NOT wish to accept the Increased and Final Offer, you should take no action.

Kape Shareholders who have previously accepted the Offer (and have not withdrawn those acceptances) will automatically be deemed to have accepted the terms of the Increased and Final Offer by virtue of their prior acceptances and therefore need not take any further action. Subject to the Increased and Final Offer becoming or being declared unconditional, such shareholders will receive the Increased and Final Offer Price in respect of their Kape Shares.

If you have any questions relating to acceptance of the Increased and Final Offer, please contact the Receiving Agent, Equiniti, on +44 371 384 2050. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 8:30 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales or the Isle of Man. Please note that the Receiving Agent cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

Yours faithfully

Antigoni Fakonti
For and on behalf of Unikmind

APPENDIX I
CONDITIONS TO, AND FURTHER TERMS OF,
THE INCREASED AND FINAL OFFER

PART A
CONDITIONS TO THE INCREASED AND FINAL OFFER

1. Conditions

The Increased and Final Offer is made subject to the Conditions set out in Part A of Appendix I of the Original Offer Document (which conditions shall be deemed to be incorporated into and form part of this Appendix I), save that any reference to the Offer will now be construed as a reference to the Increased and Final Offer.

PART B

FURTHER TERMS OF THE INCREASED AND FINAL OFFER

The Increased and Final Offer is a revision of the Offer and shall be construed accordingly.

The Increased and Final Offer is, save as set out in this document, made on and subject to the further terms of the Offer set out in Appendix I of the Original Offer Document, which shall be deemed to be incorporated into, and form part of, Appendix I of this document.

1. Definitions

Unless the context requires otherwise, any reference in the Original Offer Document including, in particular, Appendix I of the Original Offer Document and in the Form of Acceptance to:

- (a) **“acceptances of the Offer”** includes acceptances and deemed acceptances of the Increased and Final Offer;
- (b) the **“Offer”** shall mean the Increased and Final Offer and shall also include any revision, variation, renewal or extension thereof;
- (c) the **“Offer becoming unconditional”** shall include the Increased and Final Offer being or becoming or being declared unconditional; and
- (d) the **“Offer Document”** shall, where the context requires, mean the Original Offer Document, this document and any other document containing the Increased and Final Offer.

Acceptances of the Offer shall be deemed to be acceptances of the Increased and Final Offer. Therefore, if you have already validly accepted (and not validly withdrawn your acceptance of) the Offer, you are not required to take any further action in respect of the Increased and Final Offer.

APPENDIX II

FINANCIAL AND RATINGS INFORMATION

PART A: FINANCIAL AND RATING INFORMATION RELATING TO UNIKMIND

The following sets out the financial information in respect of Unikmind as required by Rule 24.3 of the Takeover Code. The documents referred to below are incorporated into this document by reference pursuant to Rule 24.15 of the Takeover Code:

Information	Website Address
Extract from Unikmind's condensed audited financial statements for the year ended 31 December 2021	http://www.unikmind-holdings.com/ Click on the link entitled 'Reports & Presentations'
Extract from Unikmind's condensed audited financial statements for the year ended 31 December 2022	http://www.unikmind-holdings.com/ Click on the link entitled 'Reports & Presentations'

PART B: FINANCIAL AND RATING INFORMATION RELATING TO KAPE

The following table sets out financial information in respect of Kape as required by Rule 24.3(e) of the Code. The documents referred to in the table, the contents of which have been previously announced through a RIS, are incorporated into this document by reference pursuant to Rule 24.15 of the Code. If you are reading this document in hard copy, please enter the web addresses below in your web browser to be brought to the relevant document. If you are reading this document in soft copy please click on the web addresses below to be brought to the relevant document.

Information	Website Address
Kape's audited accounts for the year ended 31 December 2021	https://investors.kape.com/investors/reports-presentations Click on the link entitled 'Reports and presentation' and 2021
Kape's audited accounts for the year ended 31 December 2022	https://investors.kape.com/investors/reports-presentations Click on the link entitled 'Reports and presentation' and 2023

The information is available in "read-only" format and for reviewing and downloading free of charge from Kape's website at the addresses above. Any person who has received this document may request a copy of such documents incorporated by reference. A copy of any such documents or information incorporated by reference in this document shall not be sent to such persons unless requested from the Receiving Agent at Equiniti, Corporate Actions, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, or by telephone on +44 371 384 2050. If requested, copies shall be provided, free of charge, within two Business Days of request.

For the avoidance of doubt, neither the content of Kape's website, nor the content of any website accessible from hyperlinks on Kape's website, is incorporated into, or forms part of, this document.

APPENDIX III

SOURCES OF INFORMATION AND BASES OF CALCULATIONS

Unless otherwise stated in this document:

1. As at 19 April 2023 (being the last practicable date before the date of this Revised Offer Document), there were 431,274,804 Kape Shares in issue (of which 2,543,924 Kape Shares are held in treasury).
2. Any references to the issued and to be issued share capital of Kape are based on the 428,730,880 Kape Shares in issue (excluding ordinary shares held in treasury).
3. The number of Kape Shares in issue referred to in paragraphs 1 and 2 of this Appendix III above does not include 9,980,531 Kape Shares which would be required to be issued to satisfy the exercise of options granted, or agreed to be granted, under the Kape Share Plan (excluding any options that have an exercise price that is higher than the Increased and Final Offer Price) if the Increased and Final Offer becomes, or is declared, unconditional.
4. All Closing Prices have been derived from FactSet and all volumes have also been derived from FactSet using the prices and volumes of Kape Shares traded on AIM.
5. All references to FX rates have been derived from Bloomberg, with the Announcement Exchange Rate being that which was derived from Bloomberg at 21:59 UKT on 10 February 2023, being the last available closing spot exchange rate prior to the 2.7 Announcement, the Original Offer Document Exchange Rate being that which was derived from Bloomberg at 00:00 UKT on 3 March 2023, being the last practicable closing spot exchange rate prior to the publication of the Original Offer Document and the Revised Offer Exchange Rate being that which was derived from Bloomberg at 00:00 BST on 20 April 2023, being the last practicable closing spot exchange rate prior to the publication of this Revised Offer Document.
6. All volume weighted average prices have been derived from FactSet on 10 February 2023 using the prices and volumes of Kape Shares traded on AIM.
7. All financial information relating to Kape is extracted from Kape's: (i) audited financial statements for the financial year ended as at 31 December 2022; (ii) audited financial statements for the financial year ended as at 31 December 2021; and (iii) any other public notifications since 30 June 2022 made by Kape.

APPENDIX IV

TAXATION

Save as disclosed below, Appendix IV of the Original Offer Document shall be deemed to be incorporated into and form part of this Appendix IV of this document.

UK taxation of chargeable gains

As of 1 April 2023, subject to any available exemptions, reliefs or allowances, gains arising on a disposal of Kape Shares by a Kape Shareholder, within the charge to UK corporation tax, will be subject to UK corporation tax on chargeable gains in respect of the disposal at the rate of up to 25 per cent. (an increase from that included in the Original Offer Document).

APPENDIX V

ADDITIONAL INFORMATION

1. Responsibility

The Unikmind Directors, whose names are set out in paragraph 2.1 below and the Unikmind Responsible Person, being Mr. Teddy Sagi, each accept responsibility for the information contained in this document (including any expressions of opinion) other than the information contained in this document relating to the Unikmind Responsible Person and the persons acting in concert with him (other than Unikmind, the Unikmind Directors and their families, related trusts and connected persons), save that the only responsibility accepted by the Unikmind Directors in respect of such information as relates to the Kape Group, source from publicly available information or provided as part of the limited due diligence exercise outline in paragraph 4 of Part 1 of this Revised Offer Document, is to ensure that such information is correctly and fairly reproduced and presented. To the best of the knowledge and belief of the Unikmind Directors and the Unikmind Responsible Person (who have taken all reasonable care to ensure that such is the case), the information contained in this document (including any expressions of opinion) for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Unikmind Responsible Person, being Mr. Teddy Sagi, accepts responsibility for the information contained in this document (including any expressions of opinion) relating to the Unikmind Responsible Person and the persons acting in concert with him (other than Unikmind, the Unikmind Directors and their families, related trusts and connected persons). To the best of the knowledge and belief of the Unikmind Responsible Person (who has taken all reasonable care to ensure that such is the case), the information contained in this document (including any expressions of opinion) for which the Unikmind Responsible Person is responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. Directors and registered offices

2.1 The Unikmind Directors and their respective positions are as follows:

Mr. Ekhard Garbers	Director
Mr. Allister Crossley	Director
Mrs. Antigoni Fakonti	Director

The registered office of Unikmind and the business address of each Unikmind Director is Fort Anne, South Quay, IM1 5PD, Douglas, Isle of Man.

The Unikmind Responsible Person has appointed GlobeInvestUK Ltd of Labs Atrium, Stables Market, London, England, NW1 8AH as its agent for service of process in relation to the Offer.

2.2 The Kape Directors and their respective positions are:

Don Elgie	Non-executive Chair
Ido Erlichman	Chief Executive Officer
Oded Baskind	Chief Financial Officer
David Cotterell	Non-executive Director
Martin Blair	Non-executive Director
Pierre Lallia	Non-executive Director
Dan Pomerantz	Non-executive Director (who is also employed by the Wider Kape Group in an executive capacity as the General Manager of its Digital Privacy Division)

The registered office of Kape and the business address of each Kape Director is Sovereign House, 4 Christian Road, Douglas, Isle of Man, IM1 2SD.

The company secretary of Kape is Sovereign Trust (Isle of Man) Limited.

3. Market Quotations

Set out below are the Closing Prices of Kape Shares as derived from the AIM APPENDIX of the Daily Official List of the London Stock Exchange on:

- (a) the first Business Day of each of the six months immediately prior to the date of this document;
- (b) 10 February 2023 (the last Business Day before the start of the Offer Period); and
- (c) the Latest Practicable Date:

Date	Kape Share
	(pence)
1 September 2022	275
3 October 2022	270
1 November 2022	220
1 December 2022	246
3 January 2023	265
2 February 2023	259
10 February 2023	260
2 March 2023	295
19 April 2023	285

4. No Material Changes

- 4.1. The contents of the Original Offer Document shall be deemed to be incorporated into and form part of this Revised Offer Document, save to the extent amended or superseded in this Revised Offer Document. Save as set out in this Revised Offer Document, Unikmind confirms there have been no changes in information detailed in any previously published document relating to the Increased and Final Offer or the Offer which are material in the context of the Increased and Final Offer or the Offer.
- 4.2. For the purposes of Rule 27.2 of the Code, Unikmind is required to provide details of any material changes to the matters listed in Rule 27.2(b) of the Code which have occurred since publication of the Original Offer Document on 6 March 2023 (or a statement that there have been no such material changes). Accordingly, Unikmind confirms that, save as described in paragraph 4.3 of this Appendix V, there have been no material changes to the following matters as set out in the Original Offer Document (as supplemented by any relevant subsequent announcements referred to below):
 - (a) Unikmind's intentions with regards to the business, employees and pension scheme(s) of Kape as detailed in Rule 24.2 of the Code;
 - (b) Unikmind's or its subsidiaries' material contracts as detailed in Rule 24.3(a)(vii) of the Code;
 - (c) ratings or outlooks publicly accorded to Unikmind and Kape (of which there continue to be none) prior to the commencement of the Offer Period, and any changes to previous ratings during the Offer Period, as detailed in Rule 24.3(c) of the Code;
 - (d) the terms of the Offer;
 - (e) any agreements or arrangements to which Unikmind is a party which relate to the circumstances in which it may or may not invoke or seek to invoke a condition of the Increased and Final Offer as detailed in Rule 24.3(d)(ix) of the Code (of which there were none provided for in the Original Offer Document);
 - (f) any irrevocable commitments and letters of intent which Unikmind or any person acting in concert with it has procured in relation to relevant Kape Shares as detailed in Rule 24.3(d)(x) of the Code (of which there were none provided for in the Original Offer Document);
 - (g) post-offer undertakings as detailed in Rule 24.3(d)(xv) of the Code (of which there were none provided for in the Original Offer Document);

- (h) any offer-related arrangements or other agreements, arrangements or commitments permitted under, or excluded from, Rule 21.2 of the Code as detailed in Rule 24.3(d)(xvi) of the Code;
 - (i) any profit forecasts and quantified financial benefits statements required by Rule 28 of the Code as detailed in Rule 24.3(d)(xviii) of the Code (of which there were none provided for in the Original Offer Document);
 - (j) its financing arrangements and sources of finance in respect of the Increased and Final Offer as detailed in Rule 24.3(f) of the Code;
 - (k) any interests and dealings in relevant securities by, amongst others, Unikmind, the Unikmind Responsible Persons and persons acting in concert with Unikmind, as detailed in Rule 24.4 of the Code;
 - (l) any agreement, arrangement or understanding (including any compensation arrangement) between Unikmind or any person acting in concert with it and any of the directors, recent directors, shareholders or recent Kape Shareholders, or any person interested or recently interested in Kape Shares, having any connection with or dependence on or which is conditional on the outcome of the Increased and Final Offer as detailed in Rule 16.2 or Rule 24.6 of the Code (of which there were none provided for in the Original Offer Document);
 - (m) the ultimate owner of any Kape Shares to be acquired pursuant to the Increased and Final Offer as detailed in Rule 24.9 of the Code;
 - (n) any indemnities, dealing arrangements, option arrangements or other arrangements which may be an inducement to deal or to refrain from dealing as detailed in Note 11 on the definition of acting in concert and Rule 24.13 of the Code (of which there were none provided for in the Original Offer Document); and
 - (o) any fees and expenses expected to be incurred by Unikmind in connection with the Increased and Final Offer as detailed in Rule 24.16 of the Code.
- 4.3. Set out in this paragraph 4.3 are details of the material changes that have occurred and/or been disclosed following the publication of the Original Offer Document on 6 March 2023 in relation to the matters set out in Rule 27.2(b) of the Code.
- (a) any interests and dealings in relevant securities by, amongst others, Unikmind, the Unikmind Responsible Persons and persons acting in concert with Unikmind, as detailed in Rule 24.4 of the Code:
 - i. pursuant to the announcement made on 13 March 2023, Unikmind clarified its ownership interest in Kape confirming that it held 232,288,281 Kape shares representing 54.24%* of the 428,259,686 then issued ordinary Kape shares (excluding ordinary shares held in treasury); and
 - ii. pursuant to the same announcement made on 13 March 2023, Unikmind disclosed the following dealings in Kape Shares by Unikmind:

Date	Nature of Dealing	Number of Kape Shares dealt	Price per Kape Share (pence)
22 March 2022	Buy	2,250,000	380.00
22 September 2022	Buy	118,000	269.75
23 September 2022	Buy	11,000	266.85
3 October 2022	Buy	38,928,946	265.00
3 October 2022	Buy	330,000	265.00

*Note: the percentage interest of Unikmind Holdings Limited in Kape Technologies plc, by reference to the current number of shares in issue, is now 54.18%.

- (b) any irrevocable commitments and letters of intent which Unikmind or any person acting in concert with it has procured in relation to relevant Kape Shares as detailed in Rule 24.3(d)(x) of the Code (of which there were none provided for in the Original Offer Document);
 - i. as set out in paragraph 3 of Part I of this document, Unikmind has now received Irrevocable Commitments to accept the Increased and Final Offer in respect of, in aggregate, 55,436,747 Kape Shares, representing approximately 12.93 per cent. of the existing issued ordinary share capital of Kape (excluding treasury shares) as at the Latest Practicable Date. These Irrevocable Commitments shall lapse if the Increased and Final Offer lapses, terminates or is withdrawn in accordance with its terms;
- (c) its financing arrangements and sources of finance in respect of the Increased and Final Offer as detailed in Rule 24.3(f) of the Code:
 - i. as set out in paragraph 10 of Part I of this document, pursuant to an amendment letter between HSBC Bank plc and Unikmind dated 20 April 2023, the first of the two Bridge Facilities has been increased from US\$268,000,000 to US\$277,250,000; and
 - ii. other minor consequential amendments to reflect the Increased and Final Offer made pursuant to this Revised Offer Document.

5. No Material Changes

5.1 *Cash confirmation*

HSBC, as financial advisor to Unikmind, is satisfied that sufficient cash resources are available to Unikmind to enable it to satisfy in full the cash consideration payable to Kape Shareholders under the terms of the Offer.

5.2 *Bases and Sources*

In this document, unless otherwise stated or the context otherwise requires, the bases and sources used are as described in Appendix III to this document.

5.3 *Consent*

HSBC has given and not withdrawn its written consent to the issue of this document with the inclusion herein of the references to its name in the form and context in it appears.

5.4 *Other information*

- (i) Except as disclosed in this document, there is no agreement, arrangement or understanding by which any securities acquired in pursuance of the Increased and Final Offer will be transferred to any other person.
- (ii) There is no agreement to which Unikmind is a party which relates to the circumstances in which it may, or may not, invoke a condition to the Increased and Final Offer.

5.5 *Fees and expenses*

The aggregate fees and expenses which are expected to be incurred by Unikmind in connection with the Offer are estimated to amount to £16,122,382 excluding applicable VAT. This aggregate number consists of the following categories:

- (i) financing arrangements: £9,294,102;
- (ii) financial and corporate broking advice: £4,485,000⁽¹⁾;
- (iii) legal advice: £2,100,000⁽¹⁾⁽²⁾;
- (iv) public relations advice: £125,000;
- (v) other professional services: £13,280; and

(vi) other costs and expenses: £105,000.

(1) A proportion of such fees are success-based and payable depending on the outcome of the Offer.

(2) The fees are charged by reference to hourly or daily rates. Amounts included here reflect the time incurred up to the last practicable date and an estimate of further time required.

5.6 ***Documents available on website***

Copies of the following documents will be made available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Unikmind's website at <http://www.unikmind-holdings.com/> until the end of the Offer:

- (i) the constitutional documents of Unikmind;
- (ii) a copy of the Original Offer Document;
- (iii) a copy of the Revised Offer Document;
- (iv) the 2.7 Announcement;
- (v) a copy of the Form of Acceptance;
- (vi) the documents incorporated by reference (in accordance with Rule 24.15) in Appendix II;
- (vii) the consent letter from HSBC in relation to the 2.7 Announcement;
- (viii) the consent letter from HSBC in relation to the Original Offer Document;
- (ix) the consent letter from HSBC in relation to this Revised Offer Document;
- (x) the Kape NDA;
- (xi) the Partial Standstill Release;
- (xii) the subordinated shareholder loan agreement, bridge facilities agreement and holdco facility agreement referred to in paragraph 10 of Part I of this Revised Offer Document;
- (xiii) amendment letters to the bridge facilities agreement and holdco facility agreement;
- (xiv) the Intercreditor Agreement;
- (xv) the fee letters from HSBC; and
- (xvi) the Irrevocable Commitments referred to in paragraph 3 of Part I and paragraph 4.3(b) of this Appendix V.

Save as expressly referred to in this document, the contents of the websites referred to in this document are not incorporated into and do not form part of this document.

APPENDIX VI

DEFINITIONS

Unless the context otherwise requires and save to the extent superseded in this document, the definitions and rules of interpretation used in the Original Offer Document shall also apply in this document, together with the following definitions:

Form of Acceptance	the form of acceptance and authority relating to the Increased and Final Offer which accompanies this document or the form of acceptance and authority relating to the Increased and Final Offer which accompanied the Original Offer Document, as applicable, for use by Kape Shareholders with shares in certificated form
Increased and Final Offer	the increased cash offer made by Unikmind at the Increased and Final Offer Price to acquire all the Kape Shares not otherwise held by Unikmind on the terms and subjects to the conditions set out in this document and, in the case of Kape Shares held in certificated form, the Form of Acceptance including, where the context so requires, any subsequent revision, variation, extension or renewal of such offer
Increased and Final Offer Price	US\$3.60, which based on the Revised Offer Exchange Rate is equivalent to 290 pence per Kape Share
Latest Practicable Date	19 April 2023, being the latest practicable date prior to the publication of this Revised Offer Document
Original Offer Document	the offer document dated 6 March 2023 sent to Kape Shareholders in respect of the Offer
Revised Offer Document	this document and any subsequent document containing the Increased and Final Offer
Revised Offer Exchange Rate	the exchange rate of £:US\$ of £1:US\$1.2430 as at 00:00 BST on 20 April 2023 as derived from data provided by Bloomberg

In this Revised Offer Document:

All the times referred to are London time unless otherwise stated.

All references to “pounds”, “pounds Sterling”, “Sterling”, “£”, “pence”, “penny” and “p” are to the lawful currency of the Isle of Man and the United Kingdom.

All references to “dollars”, “US Dollars”, “US\$”, and “\$” are to the lawful currency of the United States of America.

All references to statutory provision or law or to any other order or regulation shall be construed as a reference to that provision, law, order or regulation as extended, modified, replaced or re-enacted from time to time and all statutory instruments, regulations and orders from time to time made thereunder or deriving validity therefrom.

All references to “relevant securities” are to that term as it is defined in the Code.

Words importing the singular shall include the plural and *vice versa*, and words importing the masculine gender shall include the feminine or neutral gender.

The *eiusdem generis* principle of construction shall not apply to the terms and conditions of the Increased and Final Offer and/or the Form of Acceptance. Accordingly, general words shall not be given a restrictive meaning by reason of their being preceded or followed by words indicating a particular class of acts, matters or things or by examples falling within the general words.

