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**FOR IMMEDIATE RELEASE**

**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION**

2 May 2023

**INCREASED AND FINAL CASH OFFER**

**for**

**KAPE TECHNOLOGIES PLC**

**by**

**UNIKMIND HOLDINGS LIMITED**

**Acceptance Level Announcement**

**Introduction**

Reference is made to the announcement published on 20 April 2023 by Unikmind Holdings Limited ("**Unikmind**") (the "**Increased and Final Offer Announcement**") that it had increased the price of the offer for the entire issued and to be issued share capital of Kape Technologies plc ("**Kape**") not already held by Unikmind to US\$3.60 per share, and that this increase was final (the "**Increased and Final Offer**").

The offer document containing the full terms of, and Conditions to, the Increased and Final Offer (the "**Increased and Final Offer Document**") was published and posted to Kape Shareholders on 21 April 2023.

Capitalised terms in this announcement (the "**Announcement**"), unless otherwise defined, have the same meanings as set out in the Increased and Final Offer Document.

An initial response to the Increased and Final Offer from the independent directors of Kape was published on 21 April 2023, with the full response being posted to Kape's website on 26 April 2023.

The Increased and Final Offer was declared wholly unconditional on 26 April 2023, and on 27 April 2023 Unikmind announced that the Increased and Final Offer is to be closed to acceptances on 19 May 2023.

**Level of Acceptances**

In accordance with Rule 17 of the Code, Unikmind announces that, as at 3.00 p.m. (London time) on 28 April 2023 (being the last Business Day prior to the date of this Announcement), Unikmind had received valid acceptances of the Increased and Final Offer in respect of 51,890,631 Kape Shares, representing approximately 12.10 per cent. of the issued ordinary

share capital of Kape, which Unikmind may count towards the satisfaction of the Acceptance Condition.

Unikmind is aware that Mr. Pierre Lallia, who is acting in concert with Unikmind, has instructed his nominee to accept the Increased and Final Offer in respect of 15,000 shares. Except for this instruction, so far as Unikmind is aware, none of these acceptances have been received from persons acting in concert with Unikmind.

### Interests in Kape Shares

As at the close of business on 28 April 2023, being the last practicable date prior to the date of this Announcement (the "**Latest Practicable Date**"), Unikmind and persons acting in concert with it had the following interests in relevant Kape securities:

<b>Name:</b>	<b>Number of Kape Shares:</b>	<b>Approximate percentage of existing issued share capital:</b>
Unikmind	282,859,076	65.97%
Mr. Pierre Lallia	15,000	0.00%
HSBC Bank plc	0	0.00%

Save as disclosed in this Announcement, as at the close of business on the Latest Practicable Date, neither Unikmind nor any person acting in concert with it had:

- (a) any interest in, or any right to subscribe for, or any short position (whether conditional or absolute and whether in the money or otherwise) in, including any short position made under a derivative in relation to, or is party to any agreement to sell or has any delivery obligation or right to require another person to purchase or take delivery of, any relevant Kape securities;
- (b) any outstanding irrevocable commitment or letter of intent with respect to any relevant Kape securities; or
- (c) borrowed or lent any relevant Kape securities, save for any borrowed shares which have either been on-lent or sold.

Unikmind had also 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 Last Practicable Date, Unikmind had received acceptances in respect of 43,533,164 Kape Shares to which these irrevocable commitments relate. Therefore, Unikmind has irrevocable commitments outstanding to accept the Increased and Final Offer in respect of 11,903,583 Kape Shares, representing 2.77 per cent. of the issued ordinary share capital of Kape.

### Acceptance Condition

**As at 3.00 p.m. on 28 April 2023, Unikmind may count 51,890,631 Kape Shares, representing approximately 12.10 per cent. of Kape's issued share capital towards the satisfaction of the Acceptance Condition.**

Therefore, Unikmind is interested in, or has acceptances in relation to, approximately 78.07 per cent. of the existing issued ordinary share capital of Kape and has irrevocable commitments with respect to a further approximately 2.77 percent., thus totalling approximately 80.85 per cent., in each case excluding treasury shares.

**As Unikmind holds or has received valid acceptances in relation to, over 75 per cent. of the existing issued ordinary share capital of Kape, Unikmind has formally requested that Kape seeks cancellation of its admission to trading on AIM. A derogation in respect of AIM Rule 41 has been granted and as such a written resolution is not required to be passed to carry out the delisting process. Therefore, the delisting can be carried out on**

**an accelerated timeline and it is expected that Kape will be formally delisted from AIM on 31 May 2023.**

As such, Unikmind strongly urges Kape Shareholders who have not yet accepted the Increased and Final Offer to do so as soon as possible with the procedure set out in the paragraphs below. Once Kape has been delisted from AIM the liquidity and marketability of any Kape Shares will be significantly reduced, and their value may be affected as a consequence. Any remaining Kape Shareholders will become minority shareholders in a privately controlled unlisted company and may be unable to sell their Kape Shares, and there can be no certainty that there will be another opportunity to realise the value of their investment 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, pursuant to the Increased and Final Offer, Unikmind acquires, or agrees to acquire 90 per cent. of Kape Shares to which the Increased and Final Offer relates, Unikmind intends to exercise the Squeeze-out Rights in order to compulsorily acquire the shares of any Kape Shareholder that has not accepted the Increased and Final Offer.

**Procedure for acceptance of Increased and Final Offer**

Kape Shareholders who have not yet accepted the Increased and Final Offer are urged to do so as soon as possible in accordance with the procedure set out in paragraph 19 of Part I of the Increased and Final Offer Document and, in respect of certificated Kape Shares, as further described in the Form of Acceptance. By way of summary:

- To accept the Increased and Final Offer in respect of Kape Shares in certificated form, you must complete, sign and return the Form of Acceptance 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. (London time) on 19 May 2023.
- To accept the Increased and Final Offer in respect of Kape Shares in uncertificated form, acceptance should be made electronically through CREST so that the TTE instruction settles not later than 1.00 p.m. (London time) on 19 May 2023. If you are a CREST sponsored member you should refer to your CREST sponsor as only your CREST sponsor shall be able to send the necessary TTE instruction to Euroclear.

Unless they validly elect otherwise, each Kape Shareholder accepting the Increased and Final Offer who holds their Kape Shares will receive the consideration payable to them under the Increased and Final Offer in US\$. Kape Shareholders may elect, by appropriately completing and returning the Form of Acceptance or by making the relevant TTE instruction through CREST (as applicable), 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 UK Pounds Sterling. By electing to utilise the Currency Facility, Kape Shareholders may direct Unikmind to convert and then remit to them (net of costs) the US\$ 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 UK Pounds Sterling, with all Kape Shareholders falling within the same relevant block of acceptances 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, as described in further detail in paragraph 7 of Part B of Appendix I of the Increased and Final Offer Document.

**General**

The percentages of Unikmind Shares referred to in this Announcement are based on a figure of 428,737,880 Kape Shares in issue and admitted to trading on the AIM market of the London Stock Exchange, of US\$0.0001 each (excluding ordinary shares held in treasury) pursuant to the Rule 2.9 Announcement made by Kape on 27 April 2023.

Copies of this Announcement, the Increased and Final Offer Document and the Form of Acceptance will be available free of charge (subject to certain restrictions relating to persons in Restricted Jurisdictions) on Unikmind's website at <http://www.unikmind-holdings.com/>

until the end of the Increased and Final Offer Period. For the avoidance of doubt, the content of Unikmind's website is not incorporated into, and does not form part of, this Announcement.

If you have any questions relating to the procedure for acceptance of the Increased and Final 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 UK or Isle of Man public holidays). 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.

## **Enquiries**

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Baker & McKenzie LLP is acting as legal adviser to Unikmind.

## ***Important Notices***

*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 to Unikmind and no one else in connection with the matters referred to in this Announcement, and will not regard any other person (whether or not a recipient of this Announcement) as a client in relation to the matters referred to in this Announcement 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 contents of this Announcement or any transaction or arrangement referred to in this Announcement. Neither HSBC nor any of its group undertakings or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of HSBC in connection with this Announcement or any matter referred to herein.*

*This Announcement is for information purposes only and is not intended to and does not constitute or form part of, an offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities or the solicitation of any vote or approval in any jurisdiction in contravention of applicable law.*

*The Offer will be made solely by the Offer Document (together with, in the case of Kape Shares in certificated form, the Form of Acceptance, which will contain the full terms and condition of the Offer, including details of how the Offer may be accepted. Kape Shareholders*

*should carefully read the Offer Document (and, if they hold their Kape Shares in certificated form, the Form of Acceptance) in its entirety before making a decision with respect to the Offer. Each Kape Shareholder is urged to consult its independent professional adviser immediately regarding the tax consequences to it (or its beneficial owners) of the Offer.*

### **Overseas Shareholders**

*The 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 release, publication or distribution of this Announcement in or into certain jurisdictions other than the United Kingdom or the Isle of Man may be restricted by law and therefore any 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.*

*To the fullest extent permitted by applicable law, the companies and persons involved in the Offer disclaim any responsibility or liability for the violation of such restrictions by any person.*

*Copies of this Announcement and formal documentation relating to the Offer shall not be, and must not be, mailed or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction or any jurisdiction where to do so would violate the laws of that jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in, into or from any Restricted Jurisdiction. Doing so may render invalid any related purported acceptance of the Offer.*

*Unless otherwise permitted by applicable law and regulation, the Offer may not be made, directly or indirectly, in or into, or by the use of mails or any means or instrumentality (including, but not limited to, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Offer may not be capable of acceptance by any such use, means, instrumentality or facilities.*

*Further details in relation to Overseas Shareholders shall be contained in the Offer Document.*

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

*The 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 Offer shall be made in the United States by Unikmind and no one else.*

*The 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 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 Offer, passed upon the fairness of the 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 Offer, before or during the period in which the 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](http://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, most 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 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.

### **Forward Looking Statements**

This announcement (including information incorporated by reference in this document), oral statements made regarding the Offer, and other information published by Kape, Unikmind or any member of 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 Unikmind, any member of 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 announcement relate to Unikmind, any member of the Wider Unikmind Group's future prospects, developments and business strategies, the expected timing and scope of the 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 Unikmind or any member of 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 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 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.

### **Disclosure requirements of the Code**

Under Rule 8.3(a) of the Code, any person who is interested in 1% 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% 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.

### **No offer or solicitation**

This announcement is for information purposes only and does not constitute a prospectus or prospectus equivalent document. This announcement is not intended to and does not constitute, or form part of, any offer or invitation or the solicitation of any offer to sell or purchase any securities or the solicitation of any offer to otherwise acquire, subscribe for, sell or otherwise dispose of any security pursuant to the Offer or otherwise. The Offer is made solely by the Offer Document (together with, in the case of Kape Shares in certificated form, the Form of Acceptance), which contains the full terms and conditions of the Offer, including details of how the Offer may be accepted. Kape Shareholders should carefully read the Offer Document (and, if they hold their Kape Shares in certificated form, the Form of Acceptance) in its entirety before making a decision with respect to the Offer. Any decision in respect of, or other response to, the Offer should be made only on the basis of the information in the Offer Document and Form of Acceptance as applicable.

### **Publication on Website and Availability of Hard Copies**

This Announcement, 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 [www.unikmind-holdings.com](http://www.unikmind-holdings.com) by no later than 12 noon (London time) on the Business Day following this



*Announcement. For the avoidance of doubt, the contents of these websites are not incorporated into and do not form part of this Announcement.*

*You may request a hard copy of this Announcement and/or any information incorporated into this Announcement 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 Announcement 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.*

***Information relating to Kape Shareholders***

*Please be aware that addresses, electronic addresses and certain other information provided by Kape Shareholders, persons with information rights and other persons for the receipt of communications from Kape may be provided to Unikmind during the Offer Period as required under Section 4 of Appendix 4 to the Takeover Code.*

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