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**FOR IMMEDIATE RELEASE**

13 March 2023

**CASH OFFER**  
**for**  
**KAPE TECHNOLOGIES PLC**  
**by**  
**UNIKMIND HOLDINGS LIMITED**

**Supplement to the Additional Information Section of the Offer Document**

Following the offer document published on 6 March 2023 (the "**Offer Document**") by Unikmind Holdings Limited ("**Unikmind**") in connection with the cash offer made for Kape Technologies plc ("**Kape**"), Unikmind wishes to update Appendix V as set out below.

Paragraph 4(b) "Interests and Dealings in Kape" of Appendix V "Additional Information" which appears at page 70 of the Offer Document should be updated such that the disclosure that was included in paragraph 4(b) should be re-numbered as sub-paragraph 4(b)(i), with the disclosure of dealings becoming sub-paragraph 4(b)(ii). Each of sub-paragraphs 4(b)(i) and 4(b)(ii) are included in this announcement for completeness.

Revised paragraph 4(b) of Appendix V "Additional Information" of the Offer Document:

- (b) Interests and Dealings in Kape
  - (i) As at the close of business on 2 March 2023 (being the last practicable date prior to the publication of this Offer Document, the "**Latest Practicable Date**"), Mr. Pierre Lallia is acting in concert with Unikmind and holds 15,000 Kape Shares. Mr. Lallia is a director of Kape appointed to his role by Unikmind and is a director of Globe Invest UK Ltd, an affiliate of Mr. Teddy Sagi.

<b>Name:</b>	<b>Number of Kape Shares:</b>	<b>Approximate percentage of existing issued share capital:</b>
Unikmind	232,288,281	54.24%*
Mr. Pierre Lallia	15,000	0.00%
HSBC Bank plc	0	0.00%

\*Note: the percentage interest of Unikmind Holdings Limited in Kape Technologies plc as disclosed in this Announcement is lower than the percentage interest published in the Rule 2.7 Announcement made on 13th February 2023 (due to the inclusion of 4,000,000 shares held in Employee Benefit Trust as part of the total issued share capital) and in the Offer Document published on 6 March 2023 (because of the exercise of certain employee options), as clarified by way of Unikmind's announcement on 8 March 2023.

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- (ii) As at the Latest Practicable Date, the following dealings in relevant securities of Kape by Unikmind, any of the directors of Unikmind, and persons acting in concert with Unikmind and persons with whom Unikmind or any person acting in concert with Unikmind (as the case may be) has an arrangement, have taken place during the Disclosure Period:

#### **Unikmind**

During the period beginning on the Disclosure Date and ending on the Latest Practicable Date, the following dealings in Kape Shares by Unikmind took place:

<b>Date:</b>	<b>Nature of dealing:</b>	<b>Number of Kape shares dealt:</b>	<b>Price per Kape share (pence):</b>
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

#### **Mr. Pierre Lallia**

During the period beginning on the Disclosure Date and ending on the Latest Practicable Date, the following dealings in Kape Shares by Mr. Pierre Lallia took place:

<b>Date:</b>	<b>Nature of dealing:</b>	<b>Number of Kape shares dealt:</b>	<b>Price per Kape share (pence):</b>
3 October 2022	Buy	15,000	265.00

Save as disclosed above, there have been no dealings in relevant securities of Kape by persons acting in concert with Unikmind.

"**Disclosure Period**" means the period starting on 13 February 2022 (the date 12 months prior to the date of the start of the Offer Period) and ending on the Disclosure Date (close of business on 2 March 2023).

#### **Enquiries**

##### **HSBC Bank plc (Financial Adviser to Unikmind)**

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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.*

*The Offer made by Unikmind to acquire the issued and to be issued share capital of Kape not already held by Unikmind (the "Offer") is made solely by Offer Document together with, in the case of Kape Shares in certificated form, the Form of Acceptance, which 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.*

*This Announcement is for information purposes only and supplements the Offer Document 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.*

*If you are in any doubt about the contents of this Announcement or the action you should take in relation to the Offer, 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.*

## **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 Announcement 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 Announcement 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 are 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 Announcement. 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).*

*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 Announcement. 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.*

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

*This Announcement, 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 this website are not incorporated into and do not form part of this Announcement.*

*You may request a hard copy of this Announcement 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.*