

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the contents of this document or the action to be taken, you are recommended to seek immediately your own personal financial advice from your stockbroker, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 ("FSMA") if you are resident in the United Kingdom or, if not, by another appropriately authorised independent adviser.

THIS DOCUMENT COMPRISES A PROSPECTUS RELATING TO HAWKWING PLC (THE "COMPANY") PREPARED IN ACCORDANCE WITH THE PROSPECTUS REGULATION RULES OF THE FINANCIAL CONDUCT AUTHORITY (THE "FCA") MADE UNDER SECTION 73A OF FSMA AND APPROVED BY THE FCA UNDER SECTION 87A OF FSMA. THIS DOCUMENT HAS BEEN APPROVED BY THE FCA, IN ITS CAPACITY AS COMPETENT AUTHORITY UNDER REGULATION (EU) 2017/1129 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL OF 14 JUNE 2017 AS SUPPLEMENTED BY COMMISSION DELEGATED REGULATION (EU) 2019/980, (THE "PROSPECTUS REGULATION"). THE FCA ONLY APPROVES THIS DOCUMENT AS MEETING THE STANDARDS OF COMPLETENESS, COMPREHENSIBILITY AND CONSISTENCY IMPOSED BY THE PROSPECTUS REGULATION. SUCH APPROVAL SHOULD NOT BE CONSIDERED AS AN ENDORSEMENT OF THE COMPANY THAT IS THE SUBJECT OF THIS PROSPECTUS OR OF THE QUALITY OF THE SECURITIES THAT ARE THE SUBJECT OF THIS PROSPECTUS AND INVESTORS SHOULD MAKE THEIR OWN ASSESSMENT AS TO THE SUITABILITY OF INVESTING IN THE ORDINARY SHARES OF THE COMPANY.

THIS DOCUMENT HAS BEEN MADE AVAILABLE TO THE PUBLIC IN ACCORDANCE WITH RULE OF THE PROSPECTUS REGULATION RULES AND ARTICLE 21 OF THE PROSPECTUS REGULATION.

HAWKWING PLC

(Incorporated and registered in England and Wales under the Companies Act 2006 with company number 07741649)

Placing of 43,116,659 New Ordinary Shares at a price of £0.03 per Ordinary Share and Admission of the Enlarged Share Capital to the Official List (by way of a Standard Listing under Chapter 14 of the Listing Rules) and to trading on the London Stock Exchange's Main Market

ORDINARY SHARE CAPITAL IMMEDIATELY FOLLOWING THE PLACING AND ADMISSION

Issued and fully paid Ordinary Shares

<i>Nominal Value</i>	<i>Number</i>
£0.02	50,288,019

Application has been made to the FCA and the London Stock Exchange Plc (the "**London Stock Exchange**") for all of the Enlarged Share Capital to be admitted to the Official List of the FCA (by way of a Standard Listing) under Chapter 14 of the Listing Rules published by the FCA under section 73A of FSMA and to trading on the London Stock Exchange's main market for listed securities (the "**Admission**"). Admission to trading on the London Stock Exchange's main market for listed securities ("**Main Market**") constitutes admission to trading on a regulated market. No application has been made, or at this time is intended to be made, for the Ordinary Shares to be admitted for listing or dealt with on any other stock exchange. It is expected that Admission will become effective and that dealings for normal settlement in the Ordinary Shares will commence on 30 September 2020. The trading of the Existing Ordinary Shares on AIM will be cancelled on 30 September 2020.

The Company and each of the Directors, whose names appear on page 24 of this document, accept responsibility for the information contained in this document. To the best of the knowledge of the Company and the Directors, the information contained in this document is in accordance with the facts and the document makes no omission likely to affect its import.

Beaumont Cornish Limited ("**Beaumont Cornish**") and Dowgate Capital Limited ("**Dowgate**") (together the "**Advisers**"), each of which is authorised and regulated in the United Kingdom by the FCA, are acting exclusively for the Company and no-one else in connection with the arrangements described 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 arrangements described in this document and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients or for providing advice in relation to the arrangements referred to in this document.

Neither of the Advisers makes any representations or warranties, express or implied, with respect to the completeness, accuracy or verification of this document nor does either of the Advisers authorise the contents of this document. Neither of the Advisers accepts any responsibility or liability whatsoever for the contents of this document or for any other statement made or purported to be made by it or on its behalf in connection with the Company, the Ordinary Shares, the Placing, or Admission. The Advisers accordingly disclaim all and any liability whether arising in tort or contract or otherwise which it might otherwise have in respect of this document or any such statement. Neither of the Advisers accepts any responsibility or obligation to update, review or revise the information in this document or to publish or distribute any information which comes to its or their attention after the date of this document, and the distribution of this document shall not constitute a representation by the Advisers that this document will be updated, reviewed or revised or that any such information will be published or distributed after the date hereof. However, nothing in this paragraph excludes or limits any responsibility which either of the Advisers may have under FSMA or the regulatory regime established thereunder, or which, by law or regulation, cannot otherwise be limited or excluded.

THE WHOLE OF THE TEXT OF THIS DOCUMENT SHOULD BE READ BY PROSPECTIVE INVESTORS. YOUR ATTENTION IS SPECIFICALLY DRAWN TO THE DISCUSSION OF CERTAIN RISKS AND OTHER FACTORS THAT SHOULD BE CONSIDERED IN CONNECTION WITH AN INVESTMENT IN THE COMPANY, AS SET OUT IN THE SECTION ENTITLED "RISK FACTORS" ON PAGES 12 TO 18 OF THIS DOCUMENT.

PROSPECTIVE INVESTORS SHOULD BE AWARE THAT AN INVESTMENT IN THE COMPANY INVOLVES A SIGNIFICANT DEGREE OF RISK AND THAT, IF CERTAIN OF THE RISKS DESCRIBED IN THIS DOCUMENT OCCUR, INVESTORS MAY FIND THEIR INVESTMENT IS MATERIALLY ADVERSELY AFFECTED. ACCORDINGLY, AN INVESTMENT IN THE ORDINARY SHARES IS ONLY SUITABLE FOR INVESTORS WHO ARE PARTICULARLY KNOWLEDGEABLE IN INVESTMENT MATTERS AND WHO ARE ABLE TO BEAR THE LOSS OF THE WHOLE OR PART OF THEIR INVESTMENT.

Overseas Investors

The Ordinary Shares have not been, nor will they be, registered under the US Securities Act of 1933, as amended (the "**US Securities Act**") or under the securities laws or with any securities regulatory authority of any state or other jurisdiction of the United States or of any province or territory of Canada, Australia, the Republic of South Africa or Japan. Subject to certain exceptions, the Ordinary Shares may not, directly or indirectly, be offered, sold, taken up or delivered in, into or from the United States, Canada, Australia, the Republic of South Africa or Japan or to or for the account or benefit of any national, resident or citizen of the United States, or any person resident in Canada, Australia, the Republic of South Africa or Japan. This document does not constitute an offer to sell or a solicitation of an offer to purchase or subscribe for Ordinary Shares in any jurisdiction in which such offer or solicitation is unlawful or would impose any unfulfilled registration, publication or approval requirements on the Company. The distribution of this document in other jurisdictions may be restricted by law and, therefore, persons into whose possession this document comes should inform themselves of and observe any restrictions. The Ordinary Shares may not be taken up, offered, sold, resold, transferred or distributed, directly or indirectly, within, into or in the United States except pursuant to an exemption from, or in a transaction that is not subject to, the registration requirements of the US Securities Act. There will be no public offer in the United States. The Company has not been and will not be registered under the US Investment Company Act of 1940, as amended (the "**US Investment Company Act**") pursuant to the exemption provided by Section 3(c)(7) thereof and Shareholders will not be entitled to the benefits of that Act. The Ordinary Shares have not been approved or disapproved by the United States Securities Exchange Commission ("**SEC**"), any state securities commission in the United States or any other regulatory authority in the United States, nor have any of the foregoing commissions or authorities passed comment upon or endorsed the merit of the offer of the Ordinary Shares or the accuracy or the adequacy of this document. Any representation to the contrary is a criminal offence in the United States. The distribution of this document in or into other jurisdictions may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

APPLICATION HAS BEEN MADE FOR THE ENLARGED SHARE CAPITAL TO BE ADMITTED TO A STANDARD LISTING ON THE OFFICIAL LIST. A STANDARD LISTING WILL AFFORD SHAREHOLDERS A LOWER LEVEL OF REGULATORY PROTECTION THAN THAT AFFORDED TO INVESTORS IN COMPANIES WITH PREMIUM LISTINGS ON THE OFFICIAL LIST, WHICH ARE SUBJECT TO ADDITIONAL OBLIGATIONS UNDER THE LISTING RULES. IT SHOULD BE NOTED THAT THE FCA WILL NOT HAVE THE AUTHORITY TO (AND WILL NOT) MONITOR THE COMPANY'S COMPLIANCE WITH ANY OF THE LISTING RULES WHICH THE COMPANY MAY INDICATE THAT IT INTENDS TO COMPLY WITH ON A VOLUNTARY BASIS, NOR TO IMPOSE SANCTIONS IN RESPECT OF ANY FAILURE BY THE COMPANY SO TO COMPLY.

Notice to all Investors

Neither the delivery of this document nor any subscription made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this document or that the information in this document is correct as at any time subsequent to its date.

Prospective investors acknowledge that they have not relied on Beaumont Cornish nor Dowgate nor any person affiliated with any of them in connection with any investigation of the accuracy of any information contained in this document or their investment decision. In making an investment decision, each Prospective investor must rely on their own examination, analysis and enquiry of the Company and the terms of the Placing, including the merits and risks involved.

Neither the Company, Beaumont Cornish nor Dowgate, nor any of their respective directors or representatives, makes any representation to any offeree of the New Ordinary Shares under the laws applicable to such offeree. Each Prospective investor should consult with his or her own advisers as to the legal, tax, business, financial and related aspects of a purchase of or subscription for Ordinary Shares or New Ordinary Shares.

The contents of the websites of the Company (www.hawkwing.co) do not form part of this document.

Capitalised terms used in this document have the meanings ascribed to them, and certain technical terms are explained, in Part VIII ("*Definitions*") of this document.

MiFID II Product Governance and Information to Distributors

Solely for the purposes of the product governance requirements contained within: (i) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (ii) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (iii) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the New Ordinary Shares have been subject to a product approval process, which has determined that they each are: (a) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (b) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**").

Notwithstanding the Target Market Assessment, distributors (as defined in MiFID II) should note that: (i) the price of the Ordinary Shares may decline and investors could lose all or part of their investment; (ii) the Ordinary Shares offer no guaranteed income and no capital protection; and (iii) an investment in the Ordinary Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom.

The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Placing. Furthermore, it is noted that, notwithstanding the Target Market Assessment, Dowgate will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (i) an assessment of suitability or appropriateness for the purposes of MiFID II; or (ii) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Ordinary Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Ordinary Shares and determining appropriate distribution channels.

This document is dated 23 September 2020.

CONTENTS

SUMMARY	5
RISK FACTORS	12
CONSEQUENCES OF A STANDARD LISTING	19
IMPORTANT INFORMATION	20
EXPECTED TIMETABLE OF PRINCIPAL EVENTS	23
PLACING STATISTICS	23
DEALING CODES	23
DIRECTORS AND ADVISERS	24
PART I THE COMPANY, INVESTMENT AND STRATEGY	25
PART II THE BOARD AND ACQUISITION STRUCTURE	29
PART III THE PLACING AND USE OF PROCEEDS	33
PART IV HISTORIC FINANCIAL INFORMATION	37
PART V OPERATING AND FINANCIAL REVIEW (INCLUDING LIQUIDITY AND CAPITAL RESOURCES AND CAPITALISATION AND INDEBTEDNESS)	48
PART VI TAXATION	53
PART VII ADDITIONAL INFORMATION	56
PART VIII DEFINITIONS	84

SUMMARY

SECTION A – INTRODUCTION AND WARNINGS	
Name, ISIN and LEI of the securities	Ordinary shares of £0.02 each (" Ordinary Shares ") in Hawkwing plc (the " Company "). ISIN: GB00BLF0L315. The Legal Entity Identifier (" LEI "): 213800ECGOK7B1BL5I47.
Identity and contact details of the issuer	The issuer is Hawking plc, a public company incorporated and registered in England and Wales with company number 07741649 under the Companies Act 2006 (the " Companies Act "). The Company's registered office is The Walbrook Building, 25 Walbrook, London, United Kingdom, EC4N 8AF, telephone number (+44/0) 203 239 0106.
Identity and contact details of the competent authority approving the prospectus	<p>This prospectus has been approved by the Financial Conduct Authority ("FCA") as the competent authority for listing in the United Kingdom pursuant to Part VI of the Financial Services and Markets Act 2000, as amended ("FSMA").</p> <p>The FCA has its head office at 12 Endeavour Square, London E20 1JN. The FCA may be contacted by telephone on 0800 111 6768 (freephone) or 0300 500 8082 from the United Kingdom, or +44 207 066 1000 from abroad, or on its website www.fca.org.uk/contact.</p>
Date of approval of the prospectus	23 September 2020 (the " Date of Approval ").
Warnings	<p>THIS SUMMARY SHOULD BE READ AS AN INTRODUCTION TO THIS PROSPECTUS. ANY DECISION TO INVEST IN THE NEW ORDINARY SHARES SHOULD BE BASED ON CONSIDERATION OF THIS PROSPECTUS AS A WHOLE. THE INVESTOR COULD LOSE ALL OR PART OF THE INVESTED CAPITAL.</p> <p>Where a claim relating to the information contained in this prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating this prospectus before the legal proceedings are initiated.</p> <p>Civil liability attaches only to those persons who have tabled this summary, including any translation thereof, but only if this summary is misleading, inaccurate or inconsistent when read together with the other parts of this prospectus, or if this summary does not provide, when read together with the other parts of this prospectus, key information in order to aid persons who have agreed to subscribe for New ordinary Shares (as defined below) when considering whether to invest in the Ordinary Shares.</p>
SECTION B – KEY INFORMATION ON THE ISSUER	
SUB-SECTION B.1 – WHO IS THE ISSUER OF THE SECURITIES?	
Domicile, legal form, LEI, legislation and country of incorporation	<p>The Company was incorporated and registered in England and Wales on 16 August 2011 with company number 07741649 as a public limited company under the Companies Act with the name TLA Worldwide plc. On 29 August 2019, the Company changed its name to Hawkwing plc.</p> <p>The LEI of the Company is 213800ECGOK7B1BL5I47.</p> <p>The principal legislation under which the Company operates and under which the existing ordinary shares in issue as at the date of this document (the "Existing Ordinary Shares") have been created is the Companies Act. The Company is domiciled in the United Kingdom and is subject to the UK City Code on Takeovers and Mergers.</p> <p>On 8 December 2011, the Company's shares began trading on the AIM. On 6 March 2020, trading in the Company's Ordinary Shares on AIM was suspended.</p>
Principal activities	<p>On 5 September 2019, following approval by the shareholders of the Company (the "Shareholders") at the Company's general meeting held on 29 August 2019, the Company announced the completion of the disposal of its Australian operating businesses to QMS Sports Holdings Limited (the "Disposal"). As a consequence, the Company was categorised as an AIM Rule 15 cash shell and as such was required to make an acquisition constituting a reverse takeover under AIM Rule 14 on or before the date falling six months from completion of the Disposal failing which admission of its shares to trading on AIM would be suspended.</p> <p>On 6 March 2020, trading in the Company's Ordinary Shares on AIM was suspended. The Company now has 12 months from its suspension to complete an acquisition otherwise the trading of the Ordinary Shares on AIM will be cancelled. AIM has extended the period from suspension to cancellation of trading from 6 months to 12 months for any company that was suspended between 30 September 2019 and 1 July 2020, due to the COVID-19 pandemic.</p> <p>The Company will consider opportunities within the technology sector. In particular, the initial focus will be to acquire one or more companies which have designed or manufactured technology with application in specific vertical sectors. The Company will look to acquire vertical market technology companies that provide solutions for specific industries such as digital marketing, medical applications, business and financial services and the sports sector. These businesses will provide specialised, mission-critical technology solutions for specific industries as opposed to being applicable across different sectors. This strategy has been adopted as the Directors believe that this offers the opportunity for value enhancement and that this strategy will be attractive to investors. The Directors also have experience and knowledge across digital marketing, business and financial services, investment and fund management and sports sectors. The Directors will also use their knowledge and experience across a wide range of industry sectors in acquiring, investing and integrating businesses, which allows them to assess the viability of acquisition opportunities and their management teams, which is fundamental to finding the right acquisition.</p> <p>The Company does not have any specific acquisition under consideration and does not expect to engage in substantive</p>

	<p>negotiations with any target company or business until after admission of the Ordinary Shares to the Standard Listing segment of the Official List and to trading on the Main Market ("Admission"). To date, the Company's efforts have been limited to organisational matters as well as activities related to the conditional placing (the "Placing") of new Ordinary Shares (the "New Ordinary Shares"). However, the board of directors of the Company (the "Board") has extensive experience in sourcing and executing transactions. The net proceeds from Placing of approximately £1,205,000 will be used as to £250,000 for working capital purposes (being the Minimum Amount) with the remaining amount available for Acquisitions (for example to find and undertake due diligence on and pay transaction costs and, as required, provide support for the working capital requirements after any such transaction).</p> <p>Following completion of an acquisition, the objective of the Company will be to operate the acquired business and implement an operating strategy to generate value for its Shareholders through operational improvements and potentially through additional complementary acquisitions following an acquisition.</p>																																																																															
Major shareholders	<p>Information provided to the Company regarding its significant Shareholders is published on the Company's website.</p> <p>As at 22 September 2020, being the latest practicable date prior to publication of this document, insofar as the Company has been notified: (i) the following persons are interested, directly or indirectly, in 3 per cent. or more (or 5 per cent. or more in the case of investment managers) of the Company's issued share capital; (ii) on Admission, the following persons will be interested, directly or indirectly, in 3 per cent. or more (or 5 per cent. or more in the case of investment managers) of the Company's issued share capital based on prior notifications (assuming the issue of 43,116,659 New Ordinary Shares):</p> <table border="1"> <thead> <tr> <th rowspan="2"></th> <th colspan="2"><i>As at the Latest Practicable Date</i></th> <th colspan="2"><i>On Admission</i></th> </tr> <tr> <th><i>Number of voting right</i></th> <th><i>Percentage of Existing Ordinary Shares</i></th> <th><i>Number of voting right</i></th> <th><i>Percentage of Enlarged Share Capital</i></th> </tr> </thead> <tbody> <tr> <td>Gresham House</td> <td>894,047</td> <td>12.47</td> <td>14,227,380</td> <td>28.29</td> </tr> <tr> <td>Strand Associates</td> <td>843,586</td> <td>11.76</td> <td>5,893,586</td> <td>11.72</td> </tr> <tr> <td>Nigel Wray</td> <td>624,250</td> <td>8.70</td> <td>5,624,250</td> <td>11.18</td> </tr> <tr> <td>Gatmore Capital Management</td> <td>555,624</td> <td>7.75</td> <td>555,624</td> <td>1.10</td> </tr> <tr> <td>Mr. M Principe</td> <td>355,878</td> <td>4.96</td> <td>355,878</td> <td>0.71</td> </tr> <tr> <td>LGT Bank Vaduz (PB)</td> <td>276,875</td> <td>3.86</td> <td>276,875</td> <td>0.55</td> </tr> <tr> <td>Mr. S Parker</td> <td>224,660</td> <td>3.13</td> <td>224,660</td> <td>0.45</td> </tr> <tr> <td>MD Barnard</td> <td>-</td> <td>-</td> <td>3,333,333</td> <td>6.63</td> </tr> <tr> <td>Mr D Walker</td> <td>-</td> <td>-</td> <td>2,500,000</td> <td>4.97</td> </tr> <tr> <td>Stephen Hemsley</td> <td>-</td> <td>-</td> <td>1,950,000</td> <td>3.88</td> </tr> <tr> <td>Jonathan Satchell</td> <td>-</td> <td>-</td> <td>1,666,666</td> <td>3.31</td> </tr> <tr> <td>Steven Metcalfe</td> <td>-</td> <td>-</td> <td>1,666,666</td> <td>3.31</td> </tr> <tr> <td>Adam Reynolds</td> <td>-</td> <td>-</td> <td>1,666,666</td> <td>3.31</td> </tr> <tr> <td>Mark Glatman</td> <td>-</td> <td>-</td> <td>1,666,666</td> <td>3.31</td> </tr> </tbody> </table> <p>To the extent know to the Company, the Company is not directly or indirectly owned or controlled by another corporation, any foreign government, or any other natural or legal person, severally or jointly, nor is it aware of any arrangements the operation of which may at a subsequent date result in a change of control of the Company. None of the major holders of Existing Ordinary Shares referred to above has different voting rights from other Shareholders.</p>		<i>As at the Latest Practicable Date</i>		<i>On Admission</i>		<i>Number of voting right</i>	<i>Percentage of Existing Ordinary Shares</i>	<i>Number of voting right</i>	<i>Percentage of Enlarged Share Capital</i>	Gresham House	894,047	12.47	14,227,380	28.29	Strand Associates	843,586	11.76	5,893,586	11.72	Nigel Wray	624,250	8.70	5,624,250	11.18	Gatmore Capital Management	555,624	7.75	555,624	1.10	Mr. M Principe	355,878	4.96	355,878	0.71	LGT Bank Vaduz (PB)	276,875	3.86	276,875	0.55	Mr. S Parker	224,660	3.13	224,660	0.45	MD Barnard	-	-	3,333,333	6.63	Mr D Walker	-	-	2,500,000	4.97	Stephen Hemsley	-	-	1,950,000	3.88	Jonathan Satchell	-	-	1,666,666	3.31	Steven Metcalfe	-	-	1,666,666	3.31	Adam Reynolds	-	-	1,666,666	3.31	Mark Glatman	-	-	1,666,666	3.31
	<i>As at the Latest Practicable Date</i>		<i>On Admission</i>																																																																													
	<i>Number of voting right</i>	<i>Percentage of Existing Ordinary Shares</i>	<i>Number of voting right</i>	<i>Percentage of Enlarged Share Capital</i>																																																																												
Gresham House	894,047	12.47	14,227,380	28.29																																																																												
Strand Associates	843,586	11.76	5,893,586	11.72																																																																												
Nigel Wray	624,250	8.70	5,624,250	11.18																																																																												
Gatmore Capital Management	555,624	7.75	555,624	1.10																																																																												
Mr. M Principe	355,878	4.96	355,878	0.71																																																																												
LGT Bank Vaduz (PB)	276,875	3.86	276,875	0.55																																																																												
Mr. S Parker	224,660	3.13	224,660	0.45																																																																												
MD Barnard	-	-	3,333,333	6.63																																																																												
Mr D Walker	-	-	2,500,000	4.97																																																																												
Stephen Hemsley	-	-	1,950,000	3.88																																																																												
Jonathan Satchell	-	-	1,666,666	3.31																																																																												
Steven Metcalfe	-	-	1,666,666	3.31																																																																												
Adam Reynolds	-	-	1,666,666	3.31																																																																												
Mark Glatman	-	-	1,666,666	3.31																																																																												
Key managing directors	The Company has no executive management team in place, having a board of directors composed of four non-executive directors, being Keith Sadler, Ian Robinson, Ken Wotton and Dwight Mighty.																																																																															
Statutory auditors	The Company's statutory auditors are RSM Audit UK LLP.																																																																															
SUB-SECTION B.2 – WHAT IS THE KEY FINANCIAL INFORMATION REGARDING THE ISSUER?																																																																																
Selected historical key financial information	<p>The historic financial information in the table below reflects that in 2017 the Group had two trading businesses: USA and Australia. During 2018, the Group announced that it was selling all its trading activities. The Group sold its US businesses on 28 December 2018. Its Australian business was classified as assets held for sale. All the Group's trading activities in 2018 were classified as discontinued and reported as such. On 5 September 2019, the Group sold its Australian business, already classified as discontinued.</p> <table border="1"> <thead> <tr> <th rowspan="2"></th> <th colspan="3" style="text-align: center;">Group Income Statement</th> </tr> <tr> <th style="text-align: center;">Year end 31 December 2019 US\$'000</th> <th style="text-align: center;">Year end 31 December 2018 US\$'001</th> <th style="text-align: center;">Year end 31 December 2017 US\$'002</th> </tr> </thead> <tbody> <tr> <td>Revenue</td> <td></td> <td></td> <td style="text-align: right;">51,100</td> </tr> <tr> <td>Costs of sales</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> <td style="text-align: right;">(16,300)</td> </tr> <tr> <td>Gross profit</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> <td style="text-align: right;">34,800</td> </tr> <tr> <td>Administrative expenses</td> <td style="text-align: center;">(464)</td> <td style="text-align: center;">(4,504)</td> <td style="text-align: right;">(40,950)</td> </tr> <tr> <td>Other income</td> <td style="text-align: center;">20</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> </tr> <tr> <td>Operating loss</td> <td style="text-align: center;">(444)</td> <td style="text-align: center;">(4,504)</td> <td style="text-align: center;">(6,150)</td> </tr> </tbody> </table>		Group Income Statement			Year end 31 December 2019 US\$'000	Year end 31 December 2018 US\$'001	Year end 31 December 2017 US\$'002	Revenue			51,100	Costs of sales	-	-	(16,300)	Gross profit	-	-	34,800	Administrative expenses	(464)	(4,504)	(40,950)	Other income	20	-	-	Operating loss	(444)	(4,504)	(6,150)																																																
	Group Income Statement																																																																															
	Year end 31 December 2019 US\$'000	Year end 31 December 2018 US\$'001	Year end 31 December 2017 US\$'002																																																																													
Revenue			51,100																																																																													
Costs of sales	-	-	(16,300)																																																																													
Gross profit	-	-	34,800																																																																													
Administrative expenses	(464)	(4,504)	(40,950)																																																																													
Other income	20	-	-																																																																													
Operating loss	(444)	(4,504)	(6,150)																																																																													

Headline EBITDA	(924)	(1,098)	4,673
Amortisation & impairment of intangibles	-	(702)	(3,596)
Depreciation	-	(270)	(248)
Exceptional and acquisition relation (costs)/Income	480	(680)	(5,913)
Share based payments	-	1,074	(1,066)
Loss on sale of subsidiaries	-	(25,345)	-
Add back: operating loss from discontinued operations	-	22,517	-
Operating loss	(444)	(4,504)	(6,150)
Net financing costs			(2,307)
Loss before taxation	(444)	(4,504)	(8,457)
Taxation	2	(2)	671
Loss after taxation from continuing operations	(442)	(4,506)	(7,786)
Loss after taxation from discontinuing operations		(23,736)	-
Loss after taxation	(442)	(28,242)	(7,786)
<u>Group Balance Sheet</u>	Year end	Year end	Year end
	31 December	31 December	31 December
	2019	2018	2017
	US\$'000	US\$'000	US\$'000
<u>Non-current assets</u>			
Goodwill	-	-	43,259
Intangible assets	-	-	1,106
Property, plant and equipment	-	-	544
Deferred tax asset	-	-	6,875
Derivative financial instruments	-	-	15
	-	-	51,799
<u>Current assets</u>			
Trade and other receivables	84	2,150	13,199
Cash and cash equivalents	227	837	11,630
	311	2,987	24,829
Assets of disposal group classified as held for sale		25,292	-
Total current assets	311	28,279	24,829
Total assets	311	28,279	76,628
<u>Current liabilities</u>			
Trade and other payables	(125)	(1,624)	(19,693)
Borrowings	-	(22,465)	(6,250)
Contingent consideration	-	-	(6,552)
	(125)	(24,089)	(32,495)
Liabilities directly associated with assets classified as held for sale		(15,229)	-
Total current liabilities	(125)	(39,318)	(32,495)
Net current assets	186	(11,039)	(7,666)
<u>Non-current liabilities</u>			
Borrowings	-	-	(21,875)
Contingent consideration	-	-	(3,671)
Derivative financial instruments	-	-	-
Total liabilities	(125)	(39,318)	(58,041)
Total net (liabilities)/assets	186	(11,039)	18,587

Equity			
Share capital	4,473	4,473	4,473
Share premium	46,079	46,079	46,079
Merger reserve	309	309	309
Foreign currency reserve	(7,157)	(7,647)	(6,263)
Retained losses	(43,518)	(54,253)	(26,011)
Total equity attributable to the owners of the parent company	186	(11,039)	18,587
Group Statement of Cash Flows	Year end	Year end	Year end
	31 December	31 December	31 December
	2019	2018	2017
	US\$'000	US\$'000	US\$'000
Operating loss for the year - discontinuing operations	(442)	(4,504)	(5,095)
Operating loss for the year - continuing operations	-	(22,517)	(1,055)
Adjustments for:			
Amortisation and impairment of intangible assets	-	702	3,596
Depreciation of tangible assets	-	270	248
Share based payments charges	-	-	1,066
Fair value movement on valuation of contingent consideration	-	(2,266)	848
Additional contingent consideration	-	-	2,088
Provision for irrecoverable receivables	-	-	1,567
Loss on disposal of subsidiaries	-	25,345	-
Fair value movement on derivatives	-	15	-
Operating cash flows before working capital movement	(442)	(2,955)	3,263
Increase in inventory	-	(1,229)	-
(increase)/decrease in receivables	154	(1,505)	1,214
(decrease)/increase in payables	(297)	(1,469)	2,134
Cash generated by operations	(585)	(7,158)	6,611
Income tax (paid)/received	(2)	382	972
Net cash flows from operating activities	(587)	(6,776)	7,583
Investing activities			
Purchase of property, plant and equipment	-	(36)	(297)
Contingent consideration paid	-	-	(750)
Purchase of other intangible assets	-	(88)	(42)
Proceeds on disposal of subsidiaries (net of cash)	-	5,649	-
Net cash generated from /(used in) investing activities	-	5,525	(1,089)
Financing activities			
interest paid	-	(1,719)	(1,426)
Repayment of borrowings	-	(5,660)	(2,500)
Net cash used in financing activities	-	(7,379)	(3,926)
Net (decrease)/increase in cash	(587)	(8,630)	2,568
Cash and cash equivalents at beginning of the year	814		8,566
Foreign currency translation effect	-	11,630 35	496
Cash and cash equivalents at end of the year	227	3,035	11,630
<i>Note: post the year end (31 December 2019) \$125,000 of creditors have been settled and the Company has incurred normal running costs of approximately \$50,000 to the 30 June 2020.</i>			

SUB-SECTION B.3 – WHAT ARE THE KEY RISKS THAT ARE SPECIFIC TO THE ISSUER?	
Key Risk Factors	<p><i>The Company has no operating business and has not yet identified any potential target company or business for an Acquisition</i></p> <p>The Company has no operating business and currently, there are no plans, arrangements or understandings with any prospective target company or business regarding an acquisition and the Company may acquire a target company or business that does not meet the Company's stated acquisition criteria. The Company will not generate any revenues from operations unless it completes an acquisition.</p> <p>Unless required by applicable law or other regulatory process, no Shareholder approval will be sought by the Company in relation to an acquisition. Investors will therefore be relying on the Company's and the Board's ability to identify potential targets, evaluate their merits, conduct or monitor due diligence and conduct negotiations.</p> <p>Although the Company will seek to evaluate the risks inherent in a particular target business (including the industries and geographic regions in which it operates), it cannot offer any assurance that it will make a proper discovery or assessment of all of the significant risks. Furthermore, no assurance may be made that an investment in Ordinary Shares will ultimately prove to be more favourable to investors than a direct investment, if such opportunity were available, in any target company or business. In addition, the Company may consider an acquisition target which is not yet, or which may not become, profitable following any acquisition.</p> <p><i>There is no assurance that the Company will identify suitable acquisition opportunities in a timely manner or at all which could result in a loss of your investment</i></p> <p>The success of the Company's business strategy is dependent on its ability to identify sufficient suitable acquisition opportunities. The Company cannot estimate how long it will take to identify suitable acquisition opportunities or whether it will be able to identify any suitable acquisition opportunities at all within one year after the date of admission. If the Company fails to complete a proposed acquisition (for example, because it has been outbid by a competitor) it may be left with substantial unrecovered transaction costs, potentially including fees, legal costs, accounting costs, due diligence or other expenses to allow it to pursue further opportunities. Furthermore, even if an agreement is reached relating to a proposed acquisition, the Company may fail to complete such acquisition for reasons beyond its control. Any such event will result in a loss to the Company of the related costs incurred, which could materially adversely affect subsequent attempts to identify and acquire another target business.</p> <p>In the event that an acquisition has not been announced within 12 months of Admission the Board will ask Shareholders either to approve to continue pursuing an acquisition for a further 12 months or the liquidation and dissolution of the Company and distribution of the remaining assets of the Company (if any) to Shareholders in accordance with the Articles (as defined below). A liquidation might result in investors receiving less than the initial placing price of £0.03 per Ordinary Share and investors who acquired Ordinary Shares after Admission potentially receiving less than they invested.</p>
SECTION C – KEY INFORMATION ON THE SECURITIES	
SUB-SECTION C.1 – WHAT ARE THE MAIN FEATURES OF THE SECURITIES?	
Type, class and ISIN of the securities issued	The securities subject to Admission are the Existing Ordinary Shares together with the New Ordinary Shares (the " New Shares "), all being Ordinary Shares of £0.02 each which together will be registered with ISIN number GB00BLF0L315 and SEDOL number BLF0L31 and will, with effect from Admission, trade under the symbol HNG.
Currency, denomination, par value, number of securities issued and term of the securities	<p>The nominal value of the Ordinary Shares is dominated in UK Sterling and the issue price of the New Ordinary Shares will be £0.03 payable in UK Sterling.</p> <p>The Company will issue 43,116,659 New Ordinary Shares to certain institutional, professional and other investors in the United Kingdom and elsewhere excluding the United States and any other restricted jurisdiction where the offer would be restricted by law (representing approximately 85.74 per cent. of the Company's Enlarged Share Capital following Admission).</p>
Rights attached to the securities	<p>Each Ordinary Share ranks <i>pari passu</i> for voting rights, dividends and return of capital on winding up.</p> <p>Every Shareholder present in person, by proxy or by a duly authorised corporate representative at a general meeting of the Company shall have one vote on a show of hands and, on a poll, every Shareholder present in person, by proxy, or by a duly authorised corporate representative, shall have one vote for every Ordinary Share of which he is the holder.</p> <p>The Company must hold an annual general meeting each year in addition to any other general meetings held in the year. The directors of the Company (the "Directors") can call a general meeting at any time. All members who are entitled to receive notice under the articles of association of the Company (the "Articles") must be given notice.</p> <p>Subject to the Companies Act, the Company may, by ordinary resolution, declare dividends to be paid to members of the Company according to their rights and interests in the profits of the Company available for distribution, but no dividend shall be declared in excess of the amount recommended by the Board.</p> <p>On a voluntary winding-up of the Company, the liquidator may, with the sanction of a special resolution of the Company and subject to the Companies Act and the Insolvency Act 1986 (as amended), divide amongst the Shareholders in specie the whole or any part of the assets of the Company, or vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like sanction, shall determine.</p> <p>The Ordinary Shares are not redeemable.</p>

	<p>The New Ordinary Shares will, on Admission, rank <i>pari passu</i> in all respects with the other Existing Ordinary Shares in issue and will rank in full for all dividends and other distributions thereafter declared, made or paid on the share capital of the Company.</p> <p>The provisions of section 561(1) of the Companies Act (to the extent not disapplied pursuant to sections 570-571 of the Companies Act) confer on Shareholders certain rights of pre-emption in respect of the allotment of equity securities (as defined in section 560 of the Companies Act) which are, or are to be, paid up in cash. No pre-emption rights exist in respect of future share issues wholly or partly other than for cash.</p> <p>The pre-emption rights contained in the Companies Act were the subject of resolutions put before Shareholders in a general meeting on 29 June 2020. The pre-emption rights were disapplied (i) up to an amount not exceeding £948,567 for such purposes as the Directors may think fit and (ii) for the purposes of issues of securities offered to existing holders of Ordinary Shares on a pro rata basis. Such authorities shall expiry at the end of the Company's annual general meeting in 2021. Shareholders will have statutory pre-emption rights which will generally apply in respect of future share issues for cash.</p>
<p>Relative seniority of the securities issued in the issuer's capital structure in the event of insolvency</p>	<p>The Ordinary Shares rank <i>pari passu</i> with each other. There are deferred shares of £0.019 each (the "Deferred Shares") in issue which carry de minimis economic participation rights and do not carry the right to vote at meetings of the Company.</p> <p>On a winding-up of the Company, the balance of the assets available for distribution will, subject to any sanction required by the Companies Act, be divided amongst the members.</p> <p>On a winding-up or a return of capital, the paying of the nominal amount of capital paid up on the Deferred Shares from assets available for distribution will only occur after paying the holders of the Ordinary Shares the nominal capital paid-up together with the sum of £100,000,000 on each Ordinary Share. The holders of Deferred Shares are not entitled to any further right of participation in the assets of the Company.</p>
<p>Restrictions on the free transferability of the securities</p>	<p>The Articles contain no restrictions on the free transferability of fully paid Ordinary Shares provided that the transfers are in favour of not more than four transferees, the transfers are in respect of only one class of share and the provisions in the Articles relating to registration of transfers have been complied with.</p>
<p>Dividend policy</p>	<p>The Directors believe that the Company should seek principally to generate capital growth for its Shareholders but may recommend dividends at some future date, depending upon the generation of sustainable profits, if and when it becomes commercially prudent to do so, subject to having distributable reserves available for the purpose. There can be no assurance that the Company will declare and pay, or have the ability to declare and pay, any dividends in the future.</p>
<p>SUB-SECTION C.2 – WHERE WILL THE SECURITIES BE TRADED?</p>	
<p>Application has been made to the FCA and the London Stock Exchange for all of the Ordinary Shares of the Company, issued and to be issued pursuant to the Placing, to be admitted to the Official List (by way of a Standard Listing) under Chapter 14 of the Listing Rules and to trading on the London Stock Exchange's Main Market for listed securities. It is expected that Admission will become effective on 30 September 2020, whereupon an announcement will be made by the Company to a Regulatory Information Service. On Admission, the trading of the Company's Existing Ordinary Shares on AIM will be cancelled. The Ordinary Shares will not be listed on any other or on any other regulated market.</p>	
<p>SUB-SECTION C.3 – WHAT ARE THE KEY RISKS THAT ARE SPECIFIC TO THE SECURITIES?</p>	
<p><i>The proposed Standard Listing of the Ordinary Shares will afford investors a lower level of regulatory protection than a Premium Listing</i></p> <p>Application has been made for the Enlarged Share Capital to be admitted to a Standard Listing on the Official List. A Standard Listing will afford investors in the Company a lower level of regulatory protection than that afforded to investors in a company with a Premium Listing, which is subject to additional obligations under the Listing Rules.</p> <p><i>There is currently no market for the Ordinary Shares, notwithstanding the Company's intention to be admitted to trading on the London Stock Exchange. A market for the Ordinary Shares may not develop, which would adversely affect the liquidity and price of the Ordinary Shares</i></p> <p>There is currently no market for the Ordinary Shares. On Admission, an active trading market for the Ordinary Shares may not develop or, if developed, may not be maintained. Investors may be unable to sell their Ordinary Shares unless a market can be established and maintained, and if the Company subsequently obtains a listing on an exchange in addition to, or in lieu of, the London Stock Exchange, the level of liquidity of the Ordinary Shares may decline.</p>	
<p>SECTION D – KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET</p>	
<p>SUB-SECTION D.1 – UNDER WHICH CONDITIONS AND TIMETABLE CAN I INVEST IN THIS SECURITY?</p>	
<p>General terms, conditions and expected timetable of the offer</p>	<p>Under the Placing, the 43,116,659 New Ordinary Shares have been conditionally subscribed for by placees ("Placees") at £0.03 (the "Placing Price"). The Placing is subject only to Admission. Conditional upon Admission becoming effective by 8.00 a.m. on or prior to 31 July 2020 (or such later date, not being later than 2 October 2020), each Placee who has applied for Ordinary Shares agrees to become a member of the Company and agrees to subscribe for those Ordinary Shares allocated to them at the Placing Price. To the fullest extent permitted by law, Placees will not be entitled to rescind their respective agreements at any time. Each Placee has undertaken to pay the Placing Price for the New Ordinary Shares allocated to them in such manner as provided in the contract note. In the event that Admission does not occur by</p>

	8.00 a.m. on or prior to 31 July 2020 (or such later date, not being later than 2 October 2020), Placees will receive a full return of monies subscribed.				
Details of the admission to trading on a regulated market	<p>Application has been made to the FCA and the London Stock Exchange for all of the Existing Ordinary Shares and the New Ordinary Shares of the Company (the "Enlarged Share Capital"), to be admitted to the Official List (by way of a Standard Listing) under Chapter 14 of the Listing Rules and to trading on the London Stock Exchange's Main Market for listed securities.</p> <p>It is expected that Admission will become effective on the 30 September 2020, whereupon an announcement will be made by the Company to a Regulatory Information Service. The Ordinary Shares will not be listed on any other regulated or on any other market.</p> <p>For further information, see sub-section C.2 above.</p>				
Plan of distribution	<p>New Ordinary Shares are only being offered to certain institutional, professional and other investors in the United Kingdom and elsewhere excluding the United States and any other restricted jurisdiction where the offer would be restricted by law.</p> <p>None of the New Ordinary Shares may be offered for subscription, sale or purchase or be delivered, or be subscribed, sold or delivered, and this document and any other offering material in relation to the New Ordinary Shares may not be circulated, in any jurisdiction where to do so would breach any securities laws or regulations of any such jurisdiction or give rise to an obligation to obtain any consent, approval or permission, or to make any application, filing or registration.</p>				
Amount and percentage of immediate dilution resulting from the offer	Upon Admission, the New Ordinary Shares will result in the Existing Ordinary Shares being diluted so as to constitute approximately 14.26 per cent. of the Enlarged Share Capital.				
Estimate of the total expenses of the issue and/or offer, including estimated expenses charged to the investor by the issuer	<p>The total costs (including fees and commissions) (exclusive of VAT) payable by the Company in connection with the Placing and Admission are estimated to amount to approximately £88,500.</p> <p>No expenses will be charged by the Company to any investor in respect of the Placing and Admission.</p>				
SUB-SECTION D.2 – WHY IS THIS PROSPECTUS BEING PRODUCED?					
Reasons for the offer or for the admission to trading on a regulated market	<p>This document is being published to enable Admission to be achieved. The Directors believe that the Admission will:</p> <ul style="list-style-type: none"> • Increase the Company's ability to make an acquisition. • Enable the Company to use its shares as currency for an acquisition. <p>In addition, Admission will provide a new trading platform for the Company's shares on the London Stock Exchange's Main Market.</p>				
Use and estimated net amount of the proceeds	<p>The Company has arranged the Placing (conditional only on Admission) to have funds necessary for working capital purposes (being the Minimum Amount) with the remaining amount available for Acquisitions (for example to find and undertake due diligence on and pay transaction costs and, as required, provide support for the working capital requirements after any such transaction). The Net Proceeds of the Placing are approximately £1,205,000 after deducting estimated commissions and expenses of the Placing (excluding VAT) payable by the Company, which are expected to be approximately £88,500.</p> <p>The Company's estimated use of the Net Proceeds is as follows:</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">• For working capital purposes (being the Minimum Amount)</td> <td style="text-align: right;">£250,000</td> </tr> <tr> <td>• Remaining amount available for Acquisitions</td> <td style="text-align: right;">£955,000.</td> </tr> </table>	• For working capital purposes (being the Minimum Amount)	£250,000	• Remaining amount available for Acquisitions	£955,000.
• For working capital purposes (being the Minimum Amount)	£250,000				
• Remaining amount available for Acquisitions	£955,000.				
Most material conflicts of interest pertaining to the offer or the admission to trading	<p>There are currently no material conflicts of interest. It should however, be noted that Ken Wotton is not considered independent due to his association with Gresham House plc (being an employee of Gresham House and the fund manager of the underlying fund that on Admission will hold 28.29 per cent. interest in the Company's Enlarged Share Capital); Ian Robinson is not considered independent due to his close connection with Strand Associates (not being employed by them but representing them on certain of their other investments); and Dwight Mighty is not considered independent due to his previous role as COO of the disposed businesses. On Admission, Strand Associates will hold 11.72 per cent. interest in the Company's Enlarged Share Capital).</p>				

RISK FACTORS

Any investment in the Company and the Ordinary Shares is speculative and carries a significant degree of risk, including risks in relation to the Company's business strategy, risks relating to its proposed sector, risks relating to taxation and risks relating to the Ordinary Shares. Accordingly, Shareholders and prospective investors should carefully consider the factors and risks associated with any investment in the Ordinary Shares, the Company's proposed business and the industry in which it proposes to operate, together with all other information contained in this document and all of the information incorporated by reference into this document, including, in particular, the risk factors described below, and their personal circumstances, prior to making any investment decision. Some of the following factors relate principally to the Company's proposed business. Other factors relate principally to an investment in the Ordinary Shares. The Company's proposed business, operating results, financial condition and prospects could be materially and adversely affected by any of the risks described below. In such case, the market price of the Ordinary Shares may decline, and investors may lose all or part of their investment.

Prospective investors should note that the risks relating to the Company, its proposed sector of activity and the Ordinary Shares summarised in the section of this document headed "Summary" are the risks that the Directors of the Company as at the date of this document or, where the context so requires, the Directors believe to be the most essential to an assessment by a Prospective investor of whether to consider an investment in the Ordinary Shares. However, as the risks which the Company face relate to events and depend on circumstances that may or may not occur in the future, prospective investors should consider not only the information on the key risks summarised in the section of this document headed "Summary" but also, among other things, the risks and uncertainties described below.

The following is not an exhaustive list or explanation of all risks which prospective investors may face when making an investment in the Ordinary Shares and should be used as guidance only. Additional risks and uncertainties relating to the Company that are not currently known to the Company, or that it currently deems immaterial, may individually or cumulatively also have a material adverse effect on the Company's business, prospects, operating results and financial position and, if any such risk or risks should occur, the price of the Ordinary Shares, the target rate of return, and/or the level of dividends or distributions (if any) received from the Ordinary Shares may decline and investors could lose all or part of their investment. Prospective investors should review this document carefully and in its entirety and consult with their professional advisers before acquiring any Ordinary Shares and should consider carefully whether an investment in the Ordinary Shares is suitable for them in the light of the information in this document and their personal circumstances.

RISKS RELATING TO THE COMPANY'S BUSINESS STRATEGY

The Company has no operating business and has not yet identified any potential target company or business for an Acquisition

The Company has no operating business and currently, there are no plans, arrangements or understandings with any prospective target company or business regarding an Acquisition and the Company may acquire a target company or business that does not meet the Company's stated acquisition criteria. The Company will not generate any revenues from operations unless it completes an Acquisition.

Unless required by applicable law or other regulatory process, no Shareholder approval will be sought by the Company in relation to an Acquisition. Investors will therefore be relying on the Company's and the Board's ability to identify potential targets, evaluate their merits, conduct or monitor due diligence and conduct negotiations.

Although the Company will seek to evaluate the risks inherent in a particular target business (including the industries and geographic regions in which it operates), it cannot offer any assurance that it will make a proper discovery or assessment of all of the significant risks. Furthermore, no assurance may be made that an investment in Ordinary Shares will ultimately prove to be more favourable to investors than a direct investment, if such opportunity were available, in any target company or business. In addition, the Company may consider an Acquisition target which is not yet, or which may not become, profitable following any Acquisition.

There is no assurance that the Company will identify suitable Acquisition opportunities in a timely manner or at all which could result in a loss of your investment

The success of the Company's business strategy is dependent on its ability to identify sufficient suitable Acquisition opportunities. The Company cannot estimate how long it will take to identify suitable Acquisition opportunities or whether it will be able to identify any suitable Acquisition opportunities at all within one year after the date of Admission. If the Company fails to complete a proposed Acquisition (for example, because it has been outbid by a competitor) it may be left with substantial unrecovered transaction costs, potentially including fees, legal costs, accounting costs, due diligence or other expenses to allow it to pursue further opportunities. Furthermore, even if an agreement is reached relating to a proposed Acquisition, the Company may fail to complete such Acquisition for reasons beyond its control. Any such event will result in a loss to the Company of the related costs incurred, which could materially adversely affect subsequent attempts to identify and acquire another target business.

In the event that an Acquisition has not been announced within 12 months of Admission the Board will ask Shareholders either to approve to continue pursuing an Acquisition for a further 12 months or the liquidation and dissolution of the Company and distribution of the remaining assets of the Company (if any) to Shareholders in accordance with the Articles. A liquidation might result in investors receiving less than the initial Placing Price of £0.03 per Ordinary Share and investors who acquired Ordinary Shares after Admission potentially receiving less than they invested.

The Company intends to issue Ordinary Shares as consideration for an Acquisition

The Company intends to issue Ordinary Shares and cash as consideration for an Acquisition. There is no guarantee that Ordinary Shares will be an attractive offer for the shareholders of any company or business which the Company identifies as a suitable Acquisition opportunity. If the Company fails to identify a target company which is willing to accept share consideration, it may have to raise additional cash funds (or, if the circumstances require, use debt financing) and may be left with substantial unrecovered transaction costs, potentially including fees, legal costs, accounting costs, due diligence or other expenses which will affect the Company's ability to carry out future Acquisitions. In addition, the existing Shareholders' holdings will be subject to dilution as a result of the issue of Ordinary Shares to partly satisfy the consideration due in respect of an Acquisition.

The Company may face significant competition for Acquisition opportunities

There may be significant competition in some or all Acquisition opportunities that the Company may explore. Such competition may for example come from strategic buyers, sovereign wealth funds, other special purpose acquisition companies and public and private investment funds many of which are well established and have extensive experience in identifying and completing acquisitions. A number of these competitors may possess greater technical, financial, human and other resources than the Company. The Company cannot assure investors that it will be successful against such competition. Such competition may cause the Company to be unsuccessful in executing an Acquisition or may result in a successful Acquisition being made at a significantly higher price than would otherwise have been the case.

The Company is reliant upon the Director's business relationships to identify potential acquisition opportunities and to execute an Acquisition and the loss of the services of any of the Directors could materially adversely affect it

The Company is reliant upon the Directors business relationships to identify potential acquisition opportunities and to execute an Acquisition. The Company does not have key-man insurance on the lives of the Directors. The unexpected loss of the services of any of the Directors could have a material adverse effect on the Company's ability to identify potential acquisition opportunities and to execute an Acquisition.

Any due diligence by the Company in connection with an Acquisition may not reveal all relevant considerations or liabilities of the target business, which could have a material adverse effect on the Company's financial condition or results of operations

The Company intends to conduct such due diligence as it deems reasonably practicable and appropriate based on the facts and circumstances applicable to any potential Acquisition. The objective of the due diligence process will be to identify material issues which might affect the decision to proceed with any one particular acquisition target or the consideration payable for an Acquisition. The Company also intends to use information revealed during the due diligence process to formulate its business and operational planning for, and its valuation of, any target company or business. Whilst conducting due diligence and assessing a potential Acquisition, the Company will rely on publicly available information, if any, information

provided by the relevant target company to the extent such company is willing or able to provide such information and, in some circumstances, third party investigations.

There can be no assurance that the due diligence undertaken with respect to a potential Acquisition will reveal all relevant facts that may be necessary to evaluate such Acquisition including the determination of the price the Company may pay for an acquisition target, or to formulate a business strategy. Furthermore, the information provided during due diligence may be incomplete, inadequate or inaccurate. As part of the due diligence process, the Company will also make subjective judgments regarding the results of operations, financial condition and prospects of a potential opportunity. If the due diligence investigation fails to correctly identify material issues and liabilities that may be present in a target company or business, or if the Company considers such material risks to be commercially acceptable relative to the opportunity, and the Company proceeds with an Acquisition, the Company may subsequently incur substantial impairment charges or other losses. In addition, following an Acquisition, the Company may be subject to significant, previously undisclosed liabilities of the acquired business that were not identified during due diligence and which could contribute to poor operational performance, undermine any attempt to restructure the acquired company or business in line with the Company's business plan and have a material adverse effect on the Company's financial condition and results of operations.

The Company may issue shares or convertible debt securities or incur indebtedness to complete an Acquisition, which may dilute the interests of Shareholders or present other risks, including a decline in post-acquisition operating results due to increased interest expense or an adverse effect on liquidity as a result of acceleration of its indebtedness

Any issuance of Ordinary Shares, preferred shares or convertible debt securities may:

- significantly dilute the value of the Ordinary Shares held by existing Shareholders;
- cause a Change of Control if a substantial number of Ordinary Shares are issued, which may, among other things, result in the resignation or removal of one or more of the Directors;
- in certain circumstances, have the effect of delaying or preventing a Change of Control;
- subordinate the rights of holders of Ordinary Shares if preferred shares are issued with rights senior to those of Ordinary Shares; or
- adversely affect the market prices of the Ordinary Shares.

Where Ordinary Shares, preferred shares or convertible debt securities are issued as consideration for an Acquisition, existing Shareholders will have no pre-emptive rights with regards to the securities that are issued. The issuance of such Ordinary Shares, preferred shares or convertible debt securities is likely to materially dilute the value of the Ordinary Shares held by existing Shareholders. Where a target company has an existing large shareholder, an issue of Ordinary Shares, preferred shares or convertible debt securities as consideration may result in such shareholder subsequently holding a significant or majority stake in the Company, which may, in turn, enable it to exert significant influence over the Company (to a greater or lesser extent depending on the size of its holding). The Company intends to enter into a relationship agreement with any 'controlling shareholder' in accordance with the provisions of Chapter 6 of the Listing Rules which apply to Premium Listed companies, however, there is no guarantee that the Company will be able to require a controlling shareholder to enter into a relationship agreement. This means that the Company may not be able to ensure that it will at all times be capable of carrying on business independently of such significant shareholder and that all transactions and arrangements between the Company and the significant shareholder are carried out at arm's length and on normal commercial terms.

Although the Company intends to use cash and share consideration in relation to an Acquisition, the Company may choose to finance a portion of an Acquisition with debt financing subject to it being able to service the interest and manage the repayment of the debt following an Acquisition by virtue of a reliable sales outlook. The maximum aggregate amount of debt would be unlikely to exceed an amount greater than a multiple of two times the combined earnings before interest, taxes, depreciation and amortisation of the Company and the relevant Acquisition target. Whilst the Company does not envisage incurring any indebtedness in relation to an Acquisition, if this were to be the case, indebtedness could result in:

- default and foreclosure on the Company's assets, if its cash flow from operations were insufficient to pay its debt obligations as they become due;

- acceleration of its obligation to repay indebtedness, even if it has made all payments when due, if it breaches, without a waiver, covenants that require the maintenance of financial ratios or reserves or impose operating restrictions;
- a demand for immediate payment of all principal and accrued interest, if any, if the indebtedness is payable on demand; or
- an inability to obtain additional financing, if any indebtedness incurred contains covenants restricting its ability to incur additional indebtedness.

The occurrence of any or a combination of these factors could decrease a Shareholder's ownership interests in the Company or have a material adverse effect on its financial condition and results of operations.

An Acquisition may result in adverse tax or other consequences for Shareholders which may differ for individual Shareholders depending on their status and residence

As no Acquisition target has yet been identified, it is possible that any acquisition structure determined necessary by the Company to consummate an Acquisition may have adverse tax or other consequences for Shareholders which may differ for individual Shareholders depending on their individual status and residence.

United Kingdom leaving the European Union

The effect of the United Kingdom leaving the European Union (Brexit) cannot currently be quantified. The long-term nature of the United Kingdom's relationship with the European Union is unclear and there is considerable uncertainty when any relationship will be agreed and implemented. Brexit may result in increased import/export costs for companies due to the disruption of the principles of free movement of goods, services and people between the United Kingdom and the European Union. The political and economic instability created by Brexit may cause volatility in global financial markets and may create uncertainty regarding the regulation of data protection and intellectual property in the United Kingdom. Consequently, no assurance can be given about the impact of Brexit on the technology sector.

COVID-19

The effects of COVID-19 pandemic may impact the Company's ability to execute an Acquisition as the availability of opportunities maybe fewer; the ability to performance due diligence, i.e. management meetings, site visits, etc., maybe take longer and be more time consuming; and raising any additional funds for an Acquisition may take longer to complete.

RISKS RELATING TO THE TECHNOLOGY SECTOR

A potential Acquisition target's business may face competition from a range of other companies

A potential Acquisition target's competitor in the technology sector may have superior research and development capabilities, products, programming capability or sales and marketing expertise. Its competitors may also have significantly greater financial and human resources and may have more experience in research and development. As a result, an Acquisition target's competitors may develop safer or more effective products, implement more effective sales and marketing programmes or be able to establish superior proprietary positions. In addition, it might also face increased competition in the future as new companies enter such Acquisition target's markets and alternative products and technologies become available.

Technological changes could overtake products being developed by an Acquisition target

The technology industry is subject to rapid technological change which could affect the commercial viability of an Acquisition target's products and make them obsolete or less competitive. An Acquisition target may be unable to successfully establish and protect their intellectual property which is significant to an Acquisition target's competitive position.

Intellectual property rights may be infringed or circumvented

Technology businesses rely on a combination of goodwill, contractual rights, trademarks, trade secrets, patents and copyrights to establish and protect their intellectual property rights in their technology and products. However, despite these measures, these intellectual property rights could be challenged,

invalidated, circumvented or misappropriated. Competitors may independently develop technologies or products that are substantially equivalent or superior to a target's products or that inappropriately incorporate a target's proprietary technology into their products.

The rapid development of technology and competition

Although the market expects rapid development and commercial introduction of new products or product enhancements to respond to changing infrastructure and evolving security threats, the development of these products is difficult and the timeline for their release and availability can be uncertain. If the Company does not respond to the rapidly changing markets and rigorous needs of consumers by timely developing and releasing new products and services or enhancements that can respond adequately to new security threats, the Company's competitive position and business prospects will be harmed. The Company is therefore likely to have significant research and development expenses as it strives to remain competitive. New product development and introduction involves a significant commitment of time and resources and is subject to a number of risks and challenges.

Dependence on other parties

An Acquisition target may be reliant on other parties for the successful development and commercialisation of its technology. An Acquisition target is therefore at risk of under-performance by third parties, exploitation by third parties of its commercial dependence and by unforeseen interruptions to third parties' businesses. The failure of a third party properly to carry out their contractual duties or regulatory obligations would be disruptive to an Acquisition target's business. Further, any action taken by a third party that is detrimental to an Acquisition target's reputation could have a negative impact on its ability to register its trademarks and/or market and sell its products.

RISKS RELATING TO THE ORDINARY SHARES

The proposed Standard Listing of the Ordinary Shares will afford investors a lower level of regulatory protection than a Premium Listing

Application has been made for the Enlarged Share Capital to be admitted to a Standard Listing on the Official List. A Standard Listing will afford investors in the Company a lower level of regulatory protection than that afforded to investors in a company with a Premium Listing, which is subject to additional obligations under the Listing Rules.

Whilst the Company has a Standard Listing, it is not required to comply with the provisions of, among other things:

- Chapter 8 of the Listing Rules regarding the appointment of a sponsor to guide the Company in understanding and meeting its responsibilities under the Listing Rules in connection with certain matters. The Company has not and does not intend to appoint such a sponsor in connection with the Placing and Admission;
- Chapter 9 of the Listing Rules regarding continuous obligations for a company with a Premium Listing;
- Chapter 10 of the Listing Rules relating to significant transactions. It should be noted therefore that any Acquisition will not require Shareholder consent, even if Ordinary Shares are being issued as consideration for an Acquisition;
- Chapter 11 of the Listing Rules regarding related party transactions. Nevertheless, the Company will not enter into any transaction which would constitute a "related party transaction" as defined in Chapter 11 of the Listing Rules without the specific prior approval of those Directors who do not constitute a related party;
- Chapter 12 of the Listing Rules regarding purchases by the Company of its Ordinary Shares. In particular, the Company has not adopted a policy consistent with the provisions of Listing Rules 12.4.1 and 12.4.2; and
- Chapter 13 of the Listing Rules regarding the form and content of circulars to be sent to Shareholders.

If the Company proposes making an Acquisition and the FCA determines that there is insufficient information in the market about an Acquisition or the target, the Ordinary Shares may be suspended from listing, which will reduce liquidity in the Ordinary Shares, potentially for a significant period of time, and may adversely affect the price at which a Shareholder can sell them.

If an Acquisition occurs, it will be treated as a reverse takeover (within the meaning given to that term in Chapter 5 of the Listing Rules).

Generally, when a reverse takeover is announced or leaked, there will be insufficient publicly available information in the market about the proposed transaction and the listed company will be unable to assess accurately its financial position and inform the market appropriately. In this case, the FCA will often consider that suspension of the listing of the listed company's securities will be appropriate. The London Stock Exchange will suspend the trading in the listed company's securities if the listing of such securities has been suspended. However, if the FCA is satisfied that there is sufficient publicly available information about the proposed transaction it may agree with the listed company that a suspension is not required. The FCA will generally be satisfied that a suspension is not required in the following circumstances: (i) the target company is admitted to listing on a regulated market or another exchange where the disclosure requirements in relation to financial information and inside information are not materially different than the disclosure requirements under the Disclosure Guidance and Transparency Rules; or (ii) the issuer is able to fill any information gap at the time of announcing the terms of the transaction, including the disclosure of relevant financial information in relation to the target and a description of the target.

If information regarding a significant proposed transaction were to leak to the market, or the Board considered that there were good reasons for announcing the transaction at a time when it was unable to provide the market with sufficient information regarding the impact of an Acquisition on its financial position, the Ordinary Shares may be suspended. Any such suspension would be likely to continue until sufficient financial information on the transaction was made public. Depending on the nature of the transaction (or proposed transaction) and the stage at which it is leaked or announced, it may take a substantial period of time to compile the relevant information, particularly where the target does not have financial or other information readily available which is comparable with the information a listed company would be expected to provide under the Disclosure Guidance and Transparency Rules and the Listing Rules (for example, where the target business is not itself already subject to a public disclosure regime), and the period during which the Ordinary Shares would be suspended may therefore be significant.

A suspension of the listing of the Ordinary Shares would materially reduce liquidity in such shares which may affect an investor's ability to realise some or all of its investment and/or the price at which such investor can affect such realisation.

On completion of a reverse takeover, the FCA may seek to cancel the listing of the Company's Ordinary Shares and they may not be readmitted to trading thereafter

Chapter 5 of the Listing Rules provide that the FCA will generally seek to cancel the listing of a listed company's securities when it completes a reverse takeover. In such circumstances, the Company may seek the re-admission to listing either simultaneously with completion of an Acquisition or as soon thereafter as is possible but there is no guarantee that such re-admission would be granted by the FCA. Unless required by applicable law or other regulatory process, no Shareholder approval will be sought by the Company.

A cancellation of the listing of the Ordinary Shares would materially reduce liquidity in such shares which may affect an investor's ability to realise some or all of its investment and/or the price at which such investor can affect such realisation. There is unlikely to be a market for shares where their listing has been cancelled and if a reverse takeover were to occur but the Company's Ordinary Shares were not readmitted, the Company would not be able raise any equity or debt financing on the public market, or carry out a further acquisition using listed share consideration, which would restrict its business activities and particularly result in incurring unnecessary costs.

There is currently no market for the Ordinary Shares, notwithstanding the Company's intention to be admitted to trading on the London Stock Exchange. A market for the Ordinary Shares may not develop, which would adversely affect the liquidity and price of the Ordinary Shares

There is currently no market for the Ordinary Shares. On Admission, an active trading market for the Ordinary Shares may not develop or, if developed, may not be maintained. Investors may be unable to sell their Ordinary Shares unless a market can be established and maintained, and if the Company subsequently obtains a listing on an exchange in addition to, or in lieu of, the London Stock Exchange, the level of liquidity of the Ordinary Shares may decline.

Investors may not be able to realise returns on their investment in Ordinary Shares within a period that they would consider to be reasonable

Investments in Ordinary Shares may be relatively illiquid. There may be a limited number of Shareholders and this factor, together with the number of Ordinary Shares to be issued pursuant to the Placing, may contribute both to infrequent trading in the Ordinary Shares on the London Stock Exchange and to volatile Ordinary Share price movements. Investors should not expect that they will necessarily be able to realise their investment in Ordinary Shares within a period that they would regard as reasonable. Accordingly, the Ordinary Shares may not be suitable for short-term investment. Admission should not be taken as implying that there will be an active trading market for the Ordinary Shares. Even if an active trading market develops, the market price for the Ordinary Shares may fall below the Placing Price.

CONSEQUENCES OF A STANDARD LISTING

Application has been made for the Enlarged Share Capital to be admitted to listing on the Official List pursuant to Chapter 14 of the Listing Rules, which sets out the requirements for Standard Listings. Listing Principles 1 and 2 which are contained in Chapter 7 of the Listing Rules will apply to the Company with effect from Admission. As the Company will have a Standard Listing and not a Premium Listing, the Premium Listing Principles will not apply to it. The Company will, however, voluntarily comply with Premium Listing Principles 1, 5 and 6 from Admission.

However, while the Company has a Standard Listing, it is not required to comply with the provisions of, among other things:

- Chapter 8 of the Listing Rules regarding the appointment of a sponsor to guide the Company in understanding and meeting its responsibilities under the Listing Rules in connection with certain matters. The Company has not and does not intend to appoint such a sponsor in connection with the Placing and Admission.
- Chapter 9 of the Listing Rules relating to pre-emption rights. The Company has dis-applied statutory pre-emption rights and existing Shareholders therefore will have no pre-emptive rights with regard to any securities that are issued.
- Chapter 10 of the Listing Rules relating to significant transactions. It should be noted therefore that an Acquisition will not require Shareholder consent, even if Ordinary Shares are being issued as consideration for such Acquisition.
- Chapter 11 of the Listing Rules regarding related party transactions. Although the Company is subject to the disclosure obligations under Disclosure and Transparency Rule 7.3 and, in addition, will not enter into any transaction which would constitute a "material related party transaction", as defined in Disclosure Guidance and Transparency Rule 7.3, without the specific prior approval of the Directors, the Company is not required to comply with the more onerous obligations set out in Chapter 11.
- Chapter 12 of the Listing Rules regarding purchases by the Company of its Ordinary Shares. In particular, the Company has not adopted a policy consistent with the provisions of Listing Rules 12.4.1 and 12.4.2. The Company will have unlimited authority to purchase Ordinary Shares.
- Chapter 13 of the Listing Rules regarding the form and content of circulars to be sent to Shareholders.

The Company is not currently eligible for a Premium Listing under Chapter 6 of the Listing Rules.

Following an Acquisition, the Directors may want to seek to transfer from a Standard Listing to either a Premium Listing or other appropriate stock market, based on the track record of the Company or business it acquires (although there can be no guarantee that the Company will fulfil the relevant eligibility criteria at the time and that a transfer to a Premium Listing or other appropriate stock market, will be achieved). Alternatively, it may determine to seek re-admission to a Standard Listing, subject to eligibility criteria. If a transfer to a Premium Listing is possible (and there can be no guarantee that it will be) and the Company decides to transfer to a Premium Listing, the various Listing Rules highlighted above as rules with which the Company is not required to comply will become mandatory and the Company will comply with the continuing obligations contained within the Listing Rules (and the Disclosure Guidance and Transparency Rules) in the same manner as any other company with a Premium Listing.

It should be noted that the FCA will not have the authority to (and will not) monitor the Company's compliance with any of the Listing Rules which the Company has indicated herein that it intends to comply with on a voluntary basis, nor to impose sanctions in respect of any failure by the Company so to comply. However, the FCA should be able to impose sanctions for non-compliance where the statements regarding compliance in this document are themselves misleading, false or deceptive.

IMPORTANT INFORMATION

This document has been approved by the FCA, as competent authority under the Prospectus Regulation. The FCA only approves this document as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the issuer that is the subject of this document. Such approval should not be considered as an endorsement of the quality of the securities that are the subject of this document. Investors should make their own assessment as to the suitability of investing in the securities.

In deciding whether or not to invest in New Ordinary Shares, prospective investors should rely only on the information contained in this document. No person has been authorised to give any information or make any representations other than as contained in this document and, if given or made, such information or representations must not be relied on as having been authorised by the Company or the Directors. Without prejudice to the Company's obligations under FSMA, the Prospectus Regulation Rules, Listing Rules and Disclosure Guidance and Transparency Rules, neither the delivery of this document nor any subscription made under this document shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this document or that the information contained herein is correct as at any time after its date.

Prospective investors must not treat the contents of this document or any subsequent communications from the Company or the Directors or any of their respective affiliates, officers, directors, employees or agents as advice relating to legal, taxation, accounting, regulatory, investment or any other matters.

The section headed "Summary" should be read as an introduction to this document. Any decision to invest in the Ordinary Shares should be based on consideration of this document as a whole by the investor. In particular, investors must read "Section B.3" of the Summary and "Section C.3" of the Summary together with the risks set out in the section headed "Risk Factors" beginning on page 12 of this document.

This document does not constitute, and may not be used for the purposes of, an offer to sell or an invitation or the solicitation of an offer or invitation to subscribe for or buy, any Ordinary Shares by any person in any jurisdiction: (i) in which such offer or invitation is not authorised; (ii) in which the person making such offer or invitation is not qualified to do so; or (iii) in which, or to any person to whom, it is unlawful to make such offer, solicitation or invitation. The distribution of this document and the offering of the Ordinary Shares in certain jurisdictions may be restricted. Accordingly, persons outside the United Kingdom who obtain possession of this document are required by the Company or the Directors to inform themselves about, and to observe any restrictions as to the offer or sale of Ordinary Shares and the distribution of, this document under the laws and regulations of any territory in connection with any applications for Ordinary Shares, including obtaining any requisite governmental or other consent and observing any other formality prescribed in such territory. No action has been taken or will be taken in any jurisdiction by the Company, the Directors that would permit a public offering of the Ordinary Shares in any jurisdiction where action for that purpose is required. Neither the Company nor the Directors accepts any responsibility for any violation of any of these restrictions by any other person.

The Ordinary Shares have not been and will not be registered under the Securities Act, or under any relevant securities laws of any state or other jurisdiction in the United States, or under the applicable securities laws of Australia, Canada or Japan. Subject to certain exceptions, the Ordinary Shares may not be, offered, sold, resold, reoffered, pledged, transferred, distributed or delivered, directly or indirectly, within, into or in the United States, Australia, Canada, the Republic of South Africa, the Republic of Ireland or Japan or to any national, resident or citizen of Australia, Canada, the Republic of South Africa, the Republic of Ireland or Japan.

The Ordinary Shares have not been approved or disapproved by the SEC, any federal or state securities commission in the United States or any other regulatory authority in the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Ordinary Shares or confirmed the accuracy or determined the adequacy of the information contained in this document. Any representation to the contrary is a criminal offence in the United States.

Investors may be required to bear the financial risk of an investment in the Ordinary Shares for an indefinite period.

Selling and transfer restrictions

Prospective investors should consider (to the extent relevant to them) the notices to residents of various countries set out in Part III ("*The Placing and Use of Proceeds*") of this document.

Investment considerations

In making an investment decision, prospective investors must rely on their own examination, analysis and enquiry of the Company, this document and the terms of the Placing, including the merits and risks involved. The contents of this document are not to be construed as advice relating to legal, financial, taxation, investment decisions or any other matter. Prospective investors should inform themselves as to:

- the legal requirements within their own countries for the purchase, holding, transfer or other disposal of the Ordinary Shares;
- any foreign exchange restrictions applicable to the purchase, holding, transfer or other disposal of the Ordinary Shares which they might encounter; and
- the income and other tax consequences which may apply in their own countries as a result of the purchase, holding, transfer or other disposal of the Ordinary Shares or distributions by the Company, either on a liquidation and distribution or otherwise. Prospective investors must rely upon their own representatives, including their own legal advisers and accountants, as to legal, tax, investment or any other related matters concerning the Company and an investment therein.

An investment in the Company should be regarded as a long-term investment. There can be no assurance that the Company's objective will be achieved.

It should be remembered that the price of the Ordinary Shares, and any income from such Ordinary Shares, can go down as well as up.

This document should be read in its entirety before making any investment in the Ordinary Shares. All Shareholders are entitled to the benefit of, are bound by, and are deemed to have notice of, the provisions of the Articles which investors should review.

Forward-looking statements

This document includes statements that are, or may be deemed to be, "forward-looking statements". In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including the terms "targets", "believes", "estimates", "anticipates", "expects", "intends", "may", "will", "should" or, in each case, their negative or other variations or comparable terminology. They appear in a number of places throughout this document and include statements regarding the intentions, beliefs or current expectations of the Company and the Board of Directors concerning, among other things: (i) the Company's objective, acquisition and financing strategies, results of operations, financial condition, capital resources, prospects, capital appreciation of the Ordinary Shares and dividends; and (ii) future deal flow and implementation of active management strategies, including with regard to an Acquisition. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantee of future performance. The Company's actual performance, results of operations, financial condition, distributions to shareholders and the development of its financing strategies may differ materially from the forward-looking statements contained in this document. In addition, even if the Company's actual performance, results of operations, financial condition, distributions to shareholders and the development of its financing strategies are consistent with the forward-looking statements contained in this document, those results or developments may not be indicative of results or developments in subsequent periods. Important factors that may cause these differences include, but are not limited to:

- the Company's ability to identify suitable Acquisition opportunities or the Company's success in completing an Acquisition;
- the Company's ability to ascertain the merits or risks of the operations of a target company or business;
- the Company's ability to deploy the Net Proceeds on a timely basis;
- the availability and cost of equity or debt capital for future transactions;
- currency exchange rate fluctuations, as well as the success of the Company's hedging strategies in relation to such fluctuations (if such strategies are in fact used); and

- legislative and/or regulatory changes, including changes in taxation regimes.

Prospective investors should carefully review the "Risk Factors" section of this document for a discussion of additional factors that could cause the Company's actual results to differ materially, before making an investment decision. For the avoidance of doubt, nothing in this paragraph constitutes a qualification of the Working Capital Statement.

Forward-looking statements contained in this document apply only as at the date of this document. Subject to any obligations under the Listing Rules, the Disclosure Guidance and Transparency Rules and the Prospectus Regulation Rules, the Company undertakes no obligation publicly to update or review any forward-looking statement, whether as a result of new information, future developments or otherwise.

Rounding

Percentages and certain amounts in this document, including financial, statistical and operating information, have been rounded. As a result, the figures shown as totals may not be the precise sum of the figures that precede them. Percentages in tables have been rounded and accordingly may not add up to 100 per cent.

No profit forecast

No statement in this document is intended as a profit forecast and no statement in this document should be interpreted to mean that earnings per Ordinary Share for the current or future financial years would necessarily match or exceed the historical published earnings per Existing Ordinary Share.

Currency presentation

Unless otherwise indicated, all references to "US Dollars", "US\$" or "dollars" are to the lawful currency of the United States of America. All references to AUD are to the lawful currency of Australia. All references to "£" or "pounds" are to the lawful currency of the UK.

No incorporation of website

The contents of any website of the Company or any other person do not form part of this document.

Definitions

A list of defined terms used in this document is set out in Part VIII ("*Definitions*") of this document.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	<i>Time and/or Date</i>
Publication of this document	23 September 2020
Completion of the Placing and Admission	8.00 a.m. on 30 September 2020
CREST members' accounts credited for the Placing Shares in uncertificated form	8.00 a.m. on 30 September 2020
Despatch of definitive share certificates for the Placing Shares in certificated form	By no later than 14 October 2020

All references to times and dates in this document are to London time unless otherwise stated.

The times and dates set out in the expected timetable of principal events above and mentioned throughout this document may be adjusted by the Company, in which event details of the new dates will be notified to the FCA and to the LSE and, where appropriate, to Shareholders.

PLACING STATISTICS

Number of Existing Ordinary Shares	7,171,360
Number of New Ordinary Shares	43,116,659
Number of Ordinary Shares in issue on Admission	50,288,019
Percentage of Enlarged Share Capital represented by the New Ordinary Shares	85.74
Placing Price	£0.03
Gross proceeds of the Placing	£1,293,500
Net Proceeds of the Placing	£1,205,000
Market capitalisation of the Company at Admission at the Placing Price	£1,508,640.57

DEALING CODES

The dealing codes for the Ordinary Shares at Admission will be as follows:

ISIN	GB00BLF0L315
Legal Entity Identifier	213800ECGOK7B1BL5I47
SEDOL	BLF0L31
TIDM	HNG

DIRECTORS AND ADVISERS

Directors (all non-executive)	Mr. Keith John Sadler Mr. Ian George Robinson Mr. Kenneth Michael Wotton Mr. Dwight Patrick Mighty all c/o the Registered Office
Registered Office	The Walbrook Building 25 Walbrook London EC4N 8AF
Company Secretary	Mr. Dwight Mighty
Company Website	www.hawkwing.co
Financial Adviser	Beaumont Cornish Limited Building 3 566 Chiswick High Road London W4 5YA
Broker	Dowgate Capital Limited 15 Fetter Lane London EC4A 1BW
Auditors	RSM Audit UK LLP 25 Farringdon Street London EC4A 4AB
Registrars	Neville Registrars Limited Neville House Steelpark Road Halesowen West Midlands B62 8HD
Legal Advisers	DAC Beachcroft LLP The Walbrook Building 25 Walbrook London EC4N 8AF

PART I

THE COMPANY, INVESTMENT AND STRATEGY

1. Introduction

The Company is now an AIM Rule 15 cash shell, whose shares were suspended from trading on AIM, pursuant to AIM Rule 40 on 6 March 2020.

On 5 September 2019, the Company announced the completion of the disposal of its Australian Business (the "**Disposal**") and, as a consequence, the Company was categorised by AIM as an AIM Rule 15 cash shell. As such, it was required to i) make an acquisition or acquisitions which constitute a reverse takeover under AIM Rule 14 within six months from completion of the Disposal or ii) be re-admitted to trading on AIM as an investing company under the AIM Rules, requiring the raising of at least £6 million. As neither of these events occurred, the Company's Existing Ordinary Shares were suspended from trading on AIM pursuant to AIM Rule 40 on 6 March 2020.

The Company now has 12 months from its suspension to complete an acquisition otherwise the trading of the Ordinary Shares on AIM will be cancelled. AIM has extended the period from suspension to cancellation of trading from 6 months to 12 months for any company that was suspended between 30 September 2019 and 1 July 2020, due to the COVID-19 pandemic.

2. Information about the Company

The Company was incorporated and registered in England and Wales on 16 August 2011 with registered number 07741649 as a public company limited by shares under the Companies Act with the name TLA Worldwide plc. On 29 August 2019, the Company changed its name to Hawkwing plc.

Until completion of the sale of its US Businesses on 28 December 2018 and its Australia businesses on 5 September 2019, the principal activities of the Company's subsidiaries were that of a fully integrated talent representation and sports marketing business, with offices in the USA, Australia and the UK. In September 2018, the Company announced that its baseball representation business was expected to generate lower profits than market expectations and its events business had contracted less events than expected. Therefore, its debt would be significantly higher than previously expected and it would breach its banking covenants.

The Company initiated a strategic review and on 10 October 2018 entered, with its trading subsidiaries, into a period of forbearance with its bank, SunTrust, so that SunTrust did not call in the Company's debt. An obligation of the forbearance was the sale of the Company's US Businesses to repay the debt. The US Businesses were sold on 28 December 2018 for proceeds of US\$5.9 million, which included the purchaser assuming the US Businesses earn-out liabilities of US\$2.6 million. The proceeds of this sale were used to reduce the bank debt. In order to further reduce bank debt and as part of SunTrust's continuing support of the Company, and not calling in its debt, the decision was taken to sell the Company's Australian Business. This sale was completed on 5 September 2019 for proceeds of AUD 21.485 million and the purchaser assuming earn-out liabilities of AUD 6.750 million. The Company received AUD 958,000 of the sale proceeds and the balance of the proceeds further reduced the bank debt. As part of the sale of the Australian Business SunTrust waived the balance of its debt and released the Company of any liabilities to SunTrust.

Following the sale of its Australian Business the Company became an AIM Rule 15 cash shell having then disposed of the Company's entire operating business.

3. Company objective

The Company will consider opportunities within the technology sector. In particular, the initial focus will be to acquire one or more companies which have designed or manufactured technology with application in specific vertical sectors. The Company will look to acquire vertical market technology companies that provide solutions for specific industries such as digital marketing, medical applications, business and financial services and the sports sector. These businesses will provide specialised, mission-critical technology solutions for specific industries as opposed to being applicable across different sectors. This

strategy has been adopted as the Directors believe that this offers the opportunity for value enhancement and that this strategy will be attractive to investors. The Directors have experience and knowledge across digital marketing, business and financial services, investment and fund management and sports sectors. The Directors will also use their knowledge and experience across a wide range of industry sectors in acquiring, investing and integrating businesses, which allows them to assess the viability of acquisition opportunities and their management teams, which is fundamental to finding the right acquisition.

Vertical market technology companies are typically privately held and operate with less than 100 employees with potentially limited branding. The size and privacy of these businesses operating in vertical technology markets means that these types of companies are hard to find which often results in there being fewer potential investors. As a result, these types of companies may potentially have more conservative valuations.

These types of businesses compete against well-funded, professionally managed businesses as most of the market players are family owned businesses with a small but loyal customer base. These businesses tend not to be sufficiently attractive to the larger software companies and the Directors believe there is less risk of being disrupted or enveloped by a competing product. The knowledge required to attract and keep customers in a niche market makes it challenging for large, well-capitalised technology businesses to compete because they are not sufficiently focused to address these niche markets. The Directors believe that the opportunity for growth for vertical market technology companies lies with the ability to become a dominant provider in that industry as opposed to the size of the relevant market.

4. Business strategy and execution

The Company does not have any specific Acquisition under consideration and does not expect to engage in substantive negotiations with any target company or business until after Admission. To date, the Company's efforts have been limited to organisational matters as well as activities related to the Placing. However, the Board has extensive experience in sourcing and executing transactions. The Directors also have experience and knowledge across digital marketing, business and financial services, investment and fund management and sports sectors. The Directors will also use their knowledge and experience across a wide range of industry sectors in acquiring, investing and integrating businesses, which allows them to assess the viability of acquisition opportunities and their management teams, which is fundamental to finding the right acquisition.

The expected target value for an Acquisition will be relative to the size of the Placing and the market capitalisation of the Company given that the consideration is anticipated to be a combination of Ordinary Shares and cash. At this time in the Company's life cycle, it is not anticipated that the Company will be using any form of debt financing to finance an Acquisition. In the unlikely event that the Company requires debt financing, the Directors do not anticipate exceeding an amount equal to a multiple of two times the combined earnings before interest, taxes, depreciation and amortisation of the Company and the relevant Acquisition target. Any funds not used for an Acquisition will be used for future acquisitions, internal or external growth and expansion, and working capital in relation to the acquired company or business. The Board may also consider an Acquisition target which is not yet, or which may not become, profitable following any such Acquisition.

Following completion of an Acquisition, the objective of the Company will be to operate the acquired business and implement an operating strategy to generate value for its Shareholders through operational improvements and potentially through additional complementary acquisitions following an Acquisition.

In assessing potential targets, the Board will consider whether and how they can generate shareholder value post-Acquisition through raising new capital through the enlarged listed entity, operational and software improvement, economics of scale and through "bolt on" acquisitions to the extent possible. In terms of geography, it is anticipated that the Company will focus its acquisition strategy principally in the UK but will also consider target Acquisitions in Europe and the U.S. The Company will not exclude other geographic regions where the Company can operate competitively and have appropriate access to the relevant niche client base.

Unless required by applicable law or other regulatory process, no Shareholder approval will be sought by the Company in relation to an Acquisition. However, an Acquisition will be treated as a reverse takeover for the purposes of Chapter 5 of the Listing Rules and the Company will need to seek re-admission of the enlarged group to listing on the Official List and trading on the London Stock Exchange's Main Market, or to the AIM Market operated by London Stock Exchange, or to another stock exchange. Subsequent Acquisitions may also be treated as reverse takeovers depending on their size and nature.

The Board will undertake in depth market analysis in several related areas initially within the technology sector. The Board may also engage with consultants with experience in the sector as and when deemed necessary to assist with identifying suitable Acquisition targets. Once a suitable Acquisition target has been identified and a structure and valuation negotiated and agreed, financial and legal due diligence will be undertaken using professional advisers. Consideration is likely to be a combination of Ordinary Shares and cash.

5. Capital and returns management

The Company has arranged the Placing (conditional only on Admission) raising gross proceeds of £1,293,500. No expenses of the Placing will be charged to the investors. The Net Proceeds of the Placing of approximately £1,205,000 will be used as to £250,000 for working capital purposes (being the Minimum Amount) with the remaining amount available for Acquisitions (for example to find and undertake due diligence on and pay other transaction costs and, as required, provide support for the working capital requirements after any such transaction). The Directors believe that, following an Acquisition, further equity capital raisings may be required by the Company for working capital purposes as the Company pursues its objectives going forward. Given that the anticipated operating costs of the Company will be minimal, the Company does not envisage that further funding will be required in the first 12 months or prior to an Acquisition. It is intended that the purchase price for any potential Acquisition will be satisfied by way of share and cash consideration which will leave cash available for working capital purposes. However, whether a further equity raising will be required and the amount of such raising will depend on the nature of the Acquisition opportunities which arise and the form of consideration the Company uses to make an Acquisition which cannot be determined at this time.

The Directors have been given authority to issue Ordinary Shares free of pre-emption rights for the purposes of or in connection with (i) such purposes as the Directors may think fit, up to an aggregate amount not exceeding £948,567 and (ii) for the purposes of issues of securities offered to existing holders of Ordinary Shares on a pro rata basis. Such authorities shall expire at the end of the Company's annual general meeting in 2021. Otherwise, Shareholders will have statutory pre-emption rights which will generally apply in respect of future issues of Ordinary Shares for cash. No pre-emption rights exist in respect of future share issues wholly or partly other than for cash. See paragraph 3.7 of Part VII ("*Additional Information*") of this document for further details.

The Company expects that any returns for Shareholders would derive primarily from capital appreciation of the Ordinary Shares and any dividends paid pursuant to the Company's dividend policy set out below in this Part I ("*The Company, Investment and Strategy*") of this document.

If an Acquisition has not been announced within 12 months of Admission, the Board will recommend to Shareholders either that the Company continue to pursue an Acquisition for a further 12 months, or that the Company be wound up (in order to return capital to Shareholders). The Board's recommendation will then be put to a Shareholder vote (from which the Directors will abstain). If the Company is wound up, any capital available for distribution will be returned to Shareholders in accordance with the Articles.

6. Working capital and reasons for Admission

The Group is of the opinion that, taking into account the Minimum Amount being raised under the Placing, the working capital available to the Group is sufficient for its present requirements, that is for at least 12 months from the date of this document.

The Company is seeking Admission in order to take advantage of:

- a listed company's public profile thereby promoting the Company and its strategy;
- the possibility to create a broad investor base;
- the potential liquidity offered by a Standard Listing;
- access to institutional and other investors not only on Admission but in the secondary market;
- the ability to issue listed equity as consideration for Acquisitions; and
- the listed company status enhancing the Company's perception with franchise owners.

7. Dividend policy

The Company intends to pay dividends on the Ordinary Shares following an Acquisition at such times (if any) and in such amounts (if any) as the Board determines appropriate in its absolute discretion. Prior to

an Acquisition it is unlikely that the Company will have any earnings but to the extent the Company has any earnings it is the Company's current intention to retain any such earnings for use in its business operations, and the Company does not anticipate declaring any dividends in the foreseeable future. The Company will only pay dividends to the extent that to do so is in accordance with all applicable laws.

8. CREST

The Articles permit the Company to issue shares in uncertificated form in accordance with the CREST Regulations. The Existing Ordinary Shares were admitted to CREST with effect from admission of the Existing Ordinary Shares to trading on AIM in December 2011. Accordingly, settlement of transactions in the Ordinary Shares following Admission may take place in the CREST system if the relevant Shareholder wishes.

CREST is a voluntary system and holders of Ordinary Shares who wish to receive and retain share certificates will be able to do so.

9. Admission to trading, settlement and dealing arrangements

Application has been made for the Enlarged Share Capital to be admitted to the Official List, by way of a Standard Listing, and to trading on the London Stock Exchange's Main Market. Dealings in the Ordinary Shares are expected to commence at 8.00 a.m. on 30 September 2020. No application has or will be made for the Ordinary Shares to be admitted to trading or to be listed on any other stock exchange.

No temporary documents of title will be issued. All documents sent by or to an investor will be sent by post at the investor's own risk. Pending the dispatch of definitive share certificates, instruments of transfer will be certified against the register of members of the Company.

10. Bribery Act 2010

The government of the United Kingdom has issued guidelines setting out appropriate procedures for companies to follow to ensure that they are compliant with the UK Bribery Act 2010 which came into force with effect from 1 July 2011. The Company has implemented an anti-bribery policy as adopted by the Board and implemented appropriate procedures to ensure that the Directors, employees and consultants comply with the terms of the legislation.

11. Further information

Shareholders should read the whole of this document, which provides additional information on the Company and the Placing, and should not rely on summaries of, or individual parts only of, this document.

PART II

THE BOARD AND THE ACQUISITION STRUCTURE

1. The Company

The Company was incorporated on 16 August 2011 in accordance with the laws of England and Wales as a public limited company with the name TLA Worldwide plc. On 29 August 2019, the Company changed its name to Hawkwing plc. Its share capital will, on Admission, consist of Ordinary Shares and Deferred Shares. It is intended that the Ordinary Shares will be admitted by the FCA to a Standard Listing on the Official List in accordance with Chapter 14 of the Listing Rules and to trading on the Main Market.

The Directors are listed below.

Keith Sadler – Senior Independent Non-Executive Director (62)

Keith is a non-executive director of Warpaint plc, a global colour cosmetics company operating under a number of brand names, for which he chairs the audit and remuneration committees. He was formerly chief financial officer of A Spokesman Said Limited, a radio station operating under the name Love Sport and an online price comparison site and, until December 2014, chief financial officer of Dods Group PLC, a political communications business, and formerly chief operations officer and group finance director of WEARE 2020 plc. Prior to this he was chief executive and group finance director of SPG Media Group plc, a marketing services business, group finance director of The Wireless Group plc and two quoted regional newspaper publishers; News Communication and Media plc and Bristol United Press plc. Before this he was treasurer of Mirror Group Newspapers plc. Keith is a chartered accountant and holds an honours degree in economics from the University of Kent.

Ian Robinson – Non-Executive Director (73)

Ian is currently chairman and non-executive director of Jaywing Plc, an AIM listed agency and consulting business specialising in data science, and a non-executive director of Gusbourne Plc, an AIM listed English sparkling-wine business. He is also a director of a number of other privately-owned businesses.

He has held other senior financial appointments both in the UK and overseas. He is a Fellow of the Institute of Chartered Accountants in England & Wales, having trained with Peat, Marwick, Mitchell & Co (now KPMG) in London and holds an honours degree in economics from The University of Nottingham.

Ian is closely connected with Strand Associates who will be a 11.72 per cent shareholder following the Placing.

Ken Wotton – Non-Executive Director (46)

Ken Wotton is currently Managing Director, Public Equity at Gresham House Asset Management Limited where he leads the Public Equity investment team and sits on the Baronsmead VCT Investment Committee, the Gresham House Equity Funds Investment Committee and the Strategic Public Equity Investment Committee. Ken has over 20 years' experience of financial markets and has spent the past 12 years investing in public and private markets specialising in smaller entrepreneurial growth companies.

Ken was previously an investor at private equity firm Livingbridge where he was a Director and Head of Quoted Investments and a member of Livingbridge VC LLP and the Livingbridge VC Investment Committee. Ken started his career at KPMG before becoming an equity research analyst with Commerzbank; then Evolution Securities, building a sector expertise in telecoms and technology and knowledge of large and small listed companies and corporate transactions. Ken holds an MA in Politics, Philosophy and Economics from Brasenose College, Oxford and an ACA from the Institute of Chartered Accountants in England and Wales.

Gresham House, following the Placing, will hold 28.29 per cent of the Company.

Dwight Mighty – Non-Executive Director (59)

Dwight was COO of Hawkwing (previously TLA Worldwide plc) from December 2011 to September 2019, acquiring and then selling all of its trading activities in the USA, Australia and UK.

Prior to this he was Chief Financial Officer and became Chief Operating Officer of Essentially Group plc, a Sports Marketing and Management business until it was acquired by Chime Communications Plc (Chime). At Essentially, Dwight was responsible the Group's operational and financial control as well as its M&A and the regulatory and market reporting of the group. On acquisition by Chime, Dwight became a

member of the operating board of the Chime Sports Marketing division. Dwight has over 25 years' experience in private equity, M&A and business operations. He holds an MBA from Henley Management College and is an Associate of the Chartered Institute of Bankers in England.

2. **Independence of the Board**

The Board considers Keith Sadler to be "independent" (using the definition set out in the QCA Code). Ken Wotton is not considered independent due to his connection with Gresham House Plc (being an employee of Gresham House and the fund manager of the underlying fund that on Admission will hold 28.29 per cent. interest in the Company's Enlarged Share Capital); Ian Robinson is not considered independent due to his close connection with Strand Associates (not being employed by them but representing them on certain of their other investments); and Dwight Mighty is not considered independent due to his previous role as COO of the disposed businesses. On Admission Strand Associates will hold 11.72 per cent. interest in the Company's Enlarged Share Capital). It is intended that additional directors, both executive and non-executive, will be appointed at the time of the Acquisition and that independence will be one of the factors taken into account at that time. The composition of the Board will be restructured on any transaction and appropriate executive and independent non-executive directors appointed at that stage.

3. **Directors' fees**

In order to preserve the Net Proceeds of the Placing for the purposes of applying such funds towards an Acquisition, each of the Directors has agreed not to be remunerated until such time as an Acquisition is completed. Further details of the Directors' letters of appointment are set out in paragraph 10 of Part VII ("*Additional Information*"). None of the Directors has received any remuneration or other benefits from the Company.

4. **Strategic decisions**

Members and responsibility

The Directors are responsible for carrying out the Company's objectives, implementing its business strategy and conducting its overall supervision. Acquisition, divestment and other strategic decisions will all be considered and determined by the Board.

The Board will provide leadership within a framework of prudent and effective controls. The Board will establish the corporate governance values of the Company and will have overall responsibility for setting the Company's strategic aims, defining the business plan and strategy and managing the financial and operational resources of the Company. Prior to an Acquisition, the Company will not have any full-time employees.

Acquisition structure

An Acquisition may be made by the Company or a wholly owned subsidiary of the Company, established as a special purpose vehicle to make the Acquisition. The details of the structure of an Acquisition will be determined once a target for the Acquisition has been identified.

Corporate governance

As a company with a Standard Listing the Company is not required to comply with the provisions of the UK Corporate Governance Code. Nevertheless, the Directors are committed to maintaining high standards of corporate governance and propose, so far as is practicable given the Company's size and nature, to voluntarily adopt and comply with the QCA Code, as set out in its annual report.

The Board as a whole will be responsible for sourcing an Acquisition and ensuring that opportunities are in conformity with the Company's strategy. The Board will meet periodically to: (i) discuss possible Acquisition opportunities for the Company; (ii) monitor the deal flow and any such Acquisition in progress; and (iii) review the Company's strategy and ensure that it is up-to-date and appropriate for the Company and its aims.

The Company has established audit and remuneration committees with formally delegated duties and responsibilities.

(a) **Audit Committee**

The Audit Committee has the primary responsibility of monitoring the quality of internal controls and ensuring that the financial performance of the Company is properly measured and reported

on. It receives and reviews reports from the Company's management and external auditors relating to the interim and annual accounts and the accounting and internal control systems in use by the Company. The Audit Committee meets not less than twice in each financial year and will have unrestricted access to the Company's external auditors. The members of the Audit Committee are Keith Sadler, Ian Robinson and Ken Wotton.

(b) **Remuneration Committee**

The Remuneration Committee reviews the performance of the executive directors and makes recommendations to the Board on matters relating to their remuneration and terms of service. The Remuneration Committee also makes recommendations to the Board on proposals for the granting of share options and other equity incentives pursuant to any employee share option scheme or equity incentive plans in operation from time to time. The Remuneration Committee meets as and when necessary.

In exercising this role, the Directors shall have regard to the recommendations put forward in the QCA Code and, where appropriate, the QCA Code guidelines. The members of the Remuneration Committee are Keith Sadler, Ian Robinson and Ken Wotton.

5. **Share Dealings**

The Company has voluntarily adopted a dealing code and procedures manual which complies with the Market Abuse Regulation (EU) No 596/2014 and will take all reasonable steps to ensure compliance by the Directors and any relevant individuals.

6. **Future Listings**

Following an Acquisition, the Directors intend to seek admission of the enlarged group to listing on the Official List by way of a Standard or Premium Listing and trading on the Main Market, or to trading on AIM, or to another appropriate stock market, based on the track record of the Company or business it acquires (although there can be no guarantee that the Company will fulfil the relevant eligibility criteria at the time and that such an admission will be achieved).

7. **Conflict Management by the Board**

There are currently no material conflicts of interest. It should however, be noted that due to Ian Robinson's close connection with Strand Associates, Ken Wotton's association with Gresham House and due to Dwight Mighty's previous role as COO of the disposed businesses as described in paragraph 2 of this Part II (*The Board and the Acquisition Structure*) the three Directors are considered not independent. Furthermore, the Board is confident that there are no immediate conflicts of interest between any duties owed to the Company by the Directors and their private interests or other duties, however it should be noted that each Director holds multiple directorships. If there is a conflict of interest the Articles provide for how the Board are to manage and deal with conflicts of interest. The Directors may approve or otherwise deal with a conflict of a director subject to certain parameters. For example:

- (i) any requirement as to quorum at the meeting of the Directors at which the matter is considered is met without counting the Director in question and any other interested Director; and
- (ii) the matter has been agreed to without the Director in question and any other interested Director voting or would have been agreed to if their votes had not been counted.

The Board may authorise a matter on such terms and for such duration, or impose such limits or conditions on it, as it may decide and vary the terms or duration of such an authorisation (including any limits or conditions imposed on it) or revoke it. A Director is required to comply with any obligations imposed on him by the Directors pursuant to any such authorisation.

Further, each of the Directors has agreed that, in the unlikely event that such person or entity becomes involved following this date of this document and prior to the completion of an Acquisition with entities with similar acquisition criteria to the Company's, any potential opportunities that fit such criteria would first be presented to the Company.

8. **Material Contracts**

The Company has entered into a number of material contracts during the period of two years ending on the date of this document which are summarised in paragraph 20 of Part VII ("*Additional Information*") of this document.

PART III

THE PLACING AND USE OF PROCEEDS

1. The Placing

The Company has conditionally raised £1,293,500 before expenses by way of the Placing. The New Ordinary Shares have been made available to certain institutional, professional and other investors in the United Kingdom and elsewhere excluding the United States and any other restricted jurisdiction where the offer would be restricted by law.

Dowgate has received legally binding irrevocable Contract Notes from Placees in relation to 43,116,659 New Ordinary Shares at the Placing Price under which each Placee who has subscribed for the New Ordinary Shares under the Placing has irrevocably agreed to acquire New Ordinary Shares allocated to them at the Placing Price conditional only on Admission occurring and becoming effective by 8.00 a.m. on or prior to 31 July 2020 (or such later time and/or date as the Company may agree with Dowgate being not later than 2 October 2020). To the fullest extent permitted by law, each Placee is not entitled to exercise any remedy of rescission at any time.

If Admission does not occur, the Placing will not proceed, and the New Ordinary Shares will not be issued and all monies received from the Placees will be returned to them (at their own risk and without interest) as soon as possible thereafter.

The Placing is not underwritten, but as mentioned above Dowgate clients have committed to subscribing via Contract Notes for £1,293,500 of New Ordinary Shares being an amount in excess of the Minimum Amount (being that amount as is considered by the Company necessary to make the Working Capital Statement) and Dowgate is holding cash to satisfy those commitments.

2. Admission and dealings

The Placing is subject to the satisfaction of the condition contained in the Contract Note being Admission occurring on or before 31 July 2020 or such later date as may be agreed by the Company and Dowgate (being not later than 2 October 2020).

Admission to the Official List (by way of a Standard Listing) under Chapter 14 of the Listing Rules is expected to take place and dealings in the Enlarged Share Capital on the London Stock Exchange's Main Market are expected to commence at 8.00 a.m. on 30 September 2020.

The CREST accounts designated by Placees that have requested delivery of New Ordinary Shares in uncertificated form are expected to be credited with the relevant New Ordinary Shares on the date of Admission. Where applicable, definitive share certificates in respect of the New Ordinary Shares to be held in certificated form are expected to be despatched, by post at the risk of the recipients, to the relevant Placee not later than 14 October 2020. No temporary documents of title will be issued. Prior to the despatch of definitive share certificates in respect of any new Ordinary Shares which are held in certificated form, transfers of those Ordinary Shares will be certified against the register of members of the Company.

The Ordinary Shares are in registered form and may be held in certificated or uncertificated form.

3. Allocation and pricing

All New Ordinary Shares subscribed for pursuant to the Placing will be issued at the Placing Price, which has been determined by the Directors after consultation with Dowgate. Allocations under the Placing have been determined by the Company and Dowgate after indications of interest from prospective investors have been received. A number of factors were considered in deciding the basis of allocations under the Placing, including the level and nature of the demand for the Ordinary Shares, prospective investors' profile and the firm through which the application was to be made, if any. Each prospective investor shall only be entitled to acquire their allocation. Allocations have been managed by the Directors and Dowgate so that, in accordance with Listing Rule 14.3, on Admission, at least 25 per cent. of the Ordinary Shares will be in public hands (as defined in the Listing Rules).

Conditional upon Admission becoming effective by 8.00 a.m. on or prior to 31 July 2020 (or such later date as is agreed between the Company and Dowgate being not later than 2 October 2020), each Placee who

has applied for Ordinary Shares agrees to become a member of the Company and agrees to subscribe for those Ordinary Shares allocated to them at the Placing Price. To the fullest extent permitted by law, Placees will not be entitled to rescind their agreement at any time. In the event that Admission does not occur by 8.00 a.m. London time on or prior to 31 July 2020 (or such later date, not being later than 2 October 2020), Placees will receive a full refund of monies subscribed.

The New Ordinary Shares will be issued free of all liens, charges and encumbrances and will, when issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of their issue and all of the Ordinary Shares will form a single class for all purposes.

4. Payment

Each Placee has undertaken to pay the Placing Price for the New Ordinary Shares allocated to them in such manner as directed by Dowgate in the Contract Note. No expenses will be charged by the Company to investors in connection with the Placing. Liability for stamp duty and stamp duty reserve tax is as set out in paragraph 4 of Part VI ("*Taxation*") of this document.

If Admission does not occur, subscription monies will be returned to applicants, without interest, by Dowgate in the case of the Placees.

5. Dealing arrangement

Application has been made to the FCA for all the Ordinary Shares to be listed on the Official List, by way of a Standard Listing, and application has been made to the London Stock Exchange for the Ordinary Shares to be admitted to trading on the London Stock Exchange's Main Market for listed securities.

It is expected that Admission will take place at 8.00 a.m. on 30 September 2020.

It is intended that settlement of Ordinary Shares allocated to investors who wish to hold shares in uncertificated form will take place through CREST on Admission. It is intended that, where applicable, definitive share certificates in respect of the Placing will be distributed no later than 14 October 2020. Temporary documents of title will not be issued. Dealings in advance of crediting of the relevant CREST stock account shall be at the risk of the person concerned.

6. CREST

CREST is a paperless settlement procedure enabling securities to be evidenced otherwise than by a certificate and transferred otherwise than by written instrument. The Articles permit the holding of Ordinary Shares under the CREST system. The Existing Ordinary Shares were admitted to CREST with effect from admission of the Existing Ordinary Shares to trading on AIM in December 2011. Accordingly, settlement of transactions in the Ordinary Shares may take place within the CREST system if any Shareholder so wishes.

CREST is a voluntary system and Shareholders who wish to receive and retain certificates for their securities will be able to do so. A prospective investor applying for New Ordinary Shares may elect to receive such new Ordinary Shares in uncertificated form if such person is a system-member (as defined in the CREST Regulations) in relation to CREST.

7. Selling Restrictions

The distribution of this document and the offer of New Ordinary Shares in certain jurisdictions may be restricted by law and, therefore, persons into whose possession this document comes should inform themselves about and observe any restrictions, including those set out in the paragraphs that follow. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. No action has been or will be taken in any jurisdiction that would permit a public offering of the New Ordinary Shares, or possession or distribution of this document or any other offering material in any country or jurisdiction where action for that purpose is required. Accordingly, the New Ordinary Shares may not be offered or sold, directly or indirectly, and neither this documents nor any other offering material or advertisement in connection with the New Ordinary Shares may be distributed or published in or from any country or jurisdiction, except in circumstances that will result in compliance with any and all applicable rules and regulations of any such country or jurisdiction. Persons into whose possession this document comes should inform themselves about and observe any restrictions on the distribution of this document and the offer of New Ordinary Shares contained in this document. Any failure to comply with these

restrictions may constitute a violation of the securities laws of any such jurisdiction. This document does not constitute an offer to subscribe for any of the New Ordinary Shares to any person in any jurisdiction to whom it is unlawful to make such offer or solicitation in such jurisdiction.

European Economic Area

In relation to each Member State of the EU to which the Prospectus Regulation applies (each a "**Relevant Member State**"), an offer to the public of any New Ordinary Shares may not be made in that Relevant Member State, except that the New Ordinary Shares may be offered to the public in that Relevant Member State at any time under the following exemptions under the Prospectus Regulation:

- (a) to any legal entity which is a Qualified Investor as defined under the Prospectus Regulation;
- (b) to fewer than 150 natural or legal persons per Relevant Member State (other than Qualified Investors); or
- (c) in any other circumstances to which an exemption under the Prospectus Regulation applies, falling within Article 1(3) and (4) of the Prospectus Regulation and, if the Relevant Member State has implemented the relevant provision, Article 3(2) of the Prospectus Regulation,

provided that no such offer of New Ordinary Shares shall result in a requirement for the publication by the Company or any other person of a prospectus pursuant to Article 3 of the Prospectus Regulation and each person who initially acquires New Ordinary Shares or to whom any offer is made will be deemed to have represented, warranted and agreed to and with Dowgate and the Company that it is a Qualified Investor within the meaning of Article 2(1)(e) of the Prospectus Regulation.

For the purposes of this provision, the expression "an offer to the public of any New Ordinary Shares", in relation to any New Ordinary Shares in any Relevant Member State, means the communication in any form and by any means of sufficient information on the terms of the Placing so as to enable an investor to decide to subscribe for the New Ordinary Shares.

In the case of any New Ordinary Shares being offered to a financial intermediary, each financial intermediary will also be deemed to have represented, warranted and agreed that the New Ordinary Shares acquired by it pursuant to the Placing have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to, persons in circumstances which may give rise to an offer of any New Ordinary Shares to the public, other than their offer or resale in a Relevant Member State to qualified investors or in circumstances in which the prior consent of Dowgate has been obtained to each such proposed offer or resale.

The Company, Dowgate and their affiliates and others will rely upon the truth and accuracy of the foregoing representation, acknowledgement and agreement. Notwithstanding the above, a person who is not a qualified investor, and who has notified Dowgate of such fact in writing, may, with the consent of Dowgate, be permitted to subscribe for New Ordinary Shares.

United States

The New Ordinary Shares have not been and will not be registered under the US Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States, and, subject to certain exceptions, may not be offered or sold within the United States. There will be no public offer in the United States.

United Kingdom

This document and any other material in relation to the New Ordinary Shares described herein is only being distributed to, and is only directed at, persons in the UK that are Qualified Investors within the meaning of Article 2(1)(e) of the Prospectus Regulation that are also: (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"); or (ii) high net worth entities or other persons falling within Articles 49(2)(a) to (d) of the Order; or (iii) any to any other person to whom this document may otherwise be lawfully distributed pursuant to another applicable exemption under the Order (all such persons together being referred to as "**relevant persons**"). The New Ordinary Shares are only available to, and any invitation, offer or agreement to subscribe or otherwise acquire such New Ordinary Shares will be engaged in only with, relevant persons. This document and its contents are confidential and should not be distributed, published or reproduced (in whole or in part) or disclosed by recipients to any other person in the UK. Any person in the UK that is not a relevant person should not act or rely on this document or its contents.

8. Reasons for Admission, the Placing and use of Net Proceeds

The Directors believe that Admission will:

- Increase the Company's ability to make an acquisition.
- Enable the Company to use its shares as currency for an acquisition.

In addition, Admission will provide a new trading platform for the Company's shares on the London Stock Exchange's Main Market.

The Company has arranged the Placing (conditional only on Admission) to have funds necessary for working capital purposes (being the Minimum Amount) with the remaining amount available for Acquisitions (for example to find and undertake due diligence on and pay other transaction costs and, as required, provide support the working capital requirements after any such transaction). The Net Proceeds of the Placing are approximately £1,205,000 after deducting estimated commissions and expenses of the Placing (excluding VAT) payable by the Company, which are expected to be approximately £88,500.

The Company's estimated use of the Net Proceeds is as follows:

- | | |
|-----------------------------------------------------------|-----------|
| • For working capital purposes (being the Minimum Amount) | £250,000 |
| • Remaining amount available for Acquisitions | £955,000. |

PART IV

HISTORICAL FINANCIAL INFORMATION

This document should be read and construed in conjunction with certain information which has been previously published and which shall be deemed to be incorporated in, and form part of, this document.

The table below list the various sections of certain documents which are incorporated by reference into this document in compliance with Article 19 of the Prospectus Regulation. It should be noted that other sections of such documents that are not incorporated by reference are either not relevant to Shareholders and/or potential investors or are covered elsewhere in this document.

To the extent that any document or information incorporated by reference or attached to this document itself incorporates any information by reference, either expressly or impliedly, such information will not form part of this document for the purposes of the Prospectus Regulations, except where such information or documents are stated within this document as specifically being incorporated by reference or where this document is specifically defined as including such information.

These documents are available for inspection as set forth in paragraph 23.4 of Part VII ("*Additional Information*") and also available on the Company's website as follows:

- Hawkwing plc Annual Report and Financial Statements for the year ended 31 December 2017 at <https://hawkwing.co/wp-content/uploads/2018/06/TLA-2017-Report.pdf>
- Hawkwing plc Annual Report and Financial Statements for the year ended 31 December 2018 at https://hawkwing.co/wp-content/uploads/2019/07/TLAWW_2018_Annual_Report-1.pdf
- Hawkwing plc Annual Report and Financial Statements for the year ended 31 December 2019 at https://hawkwing.co/wp-content/uploads/2020/06/Hawkwing_Annual-Report_Year-Ended-31-December-2019_Final.pdf

Shareholders and other recipients of this document may request a hard copy of the information incorporated by reference from the Company at its registered office, Hawkwing plc, c/o DAC Beachcroft LLP, The Walbrook Building, 25 Walbrook, London EC4N 8AF. Such copy will be provided to the requester within 7 days of receipt of the request. A hard copy of the information incorporated by reference will not be sent to Shareholders or other recipients of this document unless requested.

The historic financial information in the table below reflects that in 2017 the Group had two trading businesses: USA and Australia. During 2018, the Group announced that it was selling all its trading activities. The Group sold its US Businesses on 28 December 2018. Its Australian Business was classified as assets held for sale. All the Group's trading activities in 2018 were classified as discontinued. On 5 September 2019, the Group sold its Australian Business, already classified as discontinued.

Since 6 September 2019, the Company has had no subsidiaries. Accordingly, the table of incorporation below sets out summary financial information of the Group.

Annual financial statements of the Group

Information incorporated by reference

Reference document and page numbers

	Hawkwing plc Consolidated Financial Statements for the year ended 31 December 2019 ("2019 Annual Report")	Hawkwing plc Consolidated Financial Statements for the year ended 31 December 2018 ("2018 Annual Report")	Hawkwing plc Consolidated Financial Statements for the year ended 31 December 2017
Group Income Statement	Pages 26	Page 36	Page 54
Group Balance Sheet	Pages 28	Page 38	Page 56

Group Statement in Changes in Equity	Page 29	Page 39	Page 57
Group Cash flow Statement	Page 30	Page 40	
			Pages 58
Principal accounting policies	Pages 31 – 35	Pages 41-52	Pages 59-65
Notes to the accounts	Pages 36-43	Pages 53-78	Pages 66-84
Independents auditors' report	Pages 22 – 25	Pages 33-35 (Group)	Pages 48-53
		Pages 79-82 (Company)	

In accordance with requirements of Annex 1 18.3.1(b), given the audit reports on the historical financial information contained modifications of opinion or disclaimers or an emphasis of matter, the two relevant audit reports for the years 2018 and 2019 are reproduced in full below and the reasons given.

2018 Audit opinion

As fully described in the *Basis for disclaimer of opinion* of the Independent Auditor's Report presented below, the auditors did not express an opinion on the 2018 financial statements of the Group, as they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the Group financial statements. This was due to the fact that the US Businesses were sold on 28 December 2018 and there were no access to the records to perform a full audit. The Australian Business, as the Group had announced that it had to be sold, were classified as discontinued and assets held for sale, and a limited review was completed.

The review on page 6 of the accounts sets out this matter and page 7 sets out the performance of the discounted activities for the reader.

The Company audit for 2018 on page 79 has a material uncertainty related to going concern which is fully explained on page 86-87 of the Annual Report and Financial Statement for 2018. In summary, if the Company did not sell the Australian Business it could breach the forbearance agreement with its bank and that there was no certainty the forbearance agreement would be renewed. The Company sold its Australian Business on 5 September 2019 and renewed the forbearance agreement with its bank during the sale process.

The full audit opinion for the Group and the Company are set out below in italics:

"GROUP AUDIT OPINION

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TLA WORLDWIDE PLC

Disclaimer of opinion

We were engaged to audit the financial statements of TLA Worldwide plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2018 which comprise the Group Income Statement, Group Statement of Comprehensive Income, Group Balance Sheet, Group Statement of Changes in Equity, Group Statement of Cashflow and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

We do not express an opinion on the accompanying financial statements of the group. Because of the significance of the matters described in the Basis for disclaimer of opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the group financial statements.

Basis for disclaimer of opinion

The audit evidence available to us was limited because, as set out in note 9, following a strategic review of the group's operation, the Directors entered a process which has resulted in the sale of the group's US operations and the proposed sale of the Australian operations and have also terminated the trading activities of the UK operations. The sale of the US business occurred prior to the year and this meant that it was no longer under the control of TLA Worldwide PLC and our audit on the group was limited because the directors were no longer able to provide us with access to the accounting records of the US business. The proposed sale of the Australian business commenced prior to the 31 December 2018 year end and was expected to complete shortly thereafter. The process has been delayed on a number of occasions since then and during this time the directors were unable to grant us access to the underlying books and records of that business. As a result of the sale of the US operations and the proposed sale of the Australian operations, we have been unable to obtain access to the underlying books and records of these operations sufficient to perform an audit in accordance with International Standards on Auditing (UK) (ISAs (UK)). As such, a limitation of scope has been placed upon us by the company with regard to the results of the US and Australian operations for the year ended 31 December 2018 and statement of financial position of the Australian operations as at that date.

As a result of this we have been unable to obtain sufficient appropriate audit evidence concerning both the Australian operations as at 31 December 2018 and on the loss for the year from the discontinued operations and the loss recognised on the measurement to fair value less costs to sell the discontinued operations of both the US and the Australian businesses.

Other matter

We have reported separately on the parent company financial statements of TLA Worldwide Plc for the year ended 31 December 2018. That report includes details of parent company key audit matters, how we applied the concept of materiality in planning and performing the parent company audit and an overview of the scope of our parent company audit. That report includes a material uncertainty relating to the going concern basis of accounting.

Our application of materiality

When establishing our overall audit strategy, we set certain thresholds which help us to determine the nature, timing and extent of our audit procedures and to evaluate the effects of misstatements, both individually and on the group financial statements as a whole. Based on our professional judgement, we determined a magnitude of uncorrected misstatements that we judge would be material for the group financial statements as a whole at \$1.4m which was not changed during the course of our audit. We agreed with the Audit Committee that we would report to them all unadjusted differences in excess of \$40,000 as well as differences below those thresholds that, in our view, warranted reporting on qualitative grounds.

An overview of the scope of our audit

Our audit was scoped by obtaining an understanding of the group and its control environment, including group-wide controls, and assessing the risks of material misstatement. The group financial statements were planned to be audited on a consolidated basis and an entity level using group materiality. The scope of our audit was planned to cover 100% of both consolidated loss before tax and consolidated net assets however, as described in the basis for disclaimer of opinion paragraph, there was a limitation of scope with regard to the trading results of the US and Australian operations for the year ended 31 December 2018 and, as a result, we have been unable to form an opinion on the financial statements of the group.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the group financial statements and our auditor's report thereon. Our opinion on the group financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the group financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement

of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

Disclaimer of opinion on other matters prescribed by the Companies Act 2006

Because of the significance of the matter described in the Basis for disclaimer of opinion section of our report, we have been unable to form an opinion whether, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' report have been prepared in accordance with the applicable legal requirements.

Matters on which we are required to report by exception

Arising from the limitation of our work referred to above:

- we have been unable to determine whether there are material misstatements in the strategic and/or the directors report in the light of the knowledge and understanding of the group and its environment obtained in the course of the audit;
- we have not obtained all the information and explanations that we considered necessary for the purpose of our audit; and
- we were unable to determine whether adequate accounting records have been kept.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 31, the directors are responsible for the preparation of the group financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the group financial statements, the directors are responsible for assessing the group's and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our responsibility is to conduct an audit of the group's financial statements in accordance with International Standards on Auditing (UK) and to issue an auditor's report. However, because of the matters described in the Basis for disclaimer of opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the group financial statements.

We are independent of the group in accordance with the ethical requirements that are relevant to our audit of the group financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

David Clark (Senior Statutory Auditor)
For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
25 Farringdon Street
London
EC4A 4AB
Date: 3 June 2019"

"COMPANY AUDIT OPINION

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TLA WORLDWIDE PLC

Opinion

We have audited the parent company financial statements of TLA Worldwide plc (the 'parent company') for the year ended 31 December 2018 which comprise the Company Statement of Comprehensive Income, the Company Balance Sheet, the Company Statement of Changes in Equity and notes to the parent company financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion:

- the financial statements give a true and fair view of the state of the parent company's affairs as at 31 December 2018 and of the parent company's loss for the year then ended;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to SME listed entities and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other matter – separate audit report on group financial statements

We have reported separately on the group financial statements of TLA Worldwide plc (the 'group') for the year ended 31 December 2018. That report includes details of how we applied the concept of materiality in planning and performing our group audit and an overview of the scope of our group audit. The opinion in that report is a disclaimer of opinion.

Other matter – prior period financial statements not audited

The parent company did not present a parent company income statement for the prior year financial statement ended 31 December 2017 and consequently the corresponding statement of comprehensive income figures are unaudited.

Material uncertainty related to going concern

We draw attention to the 'Going concern' section of the group accounting policies which states that the group has sold the US operations and is in the process of selling the Australian operations and has also terminated the trading activities of the UK operations. Once the sale of the Australian operations has been completed the company will become an 'AIM Rule 15 cash shell' and will have 12 months from the date of sale of the Australian business to complete a reverse takeover if it is to maintain its AIM listing status.

These conditions indicate that a material uncertainty exists that may cast significant doubt on the parent company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on the overall audit strategy, the allocation of resources in the audit and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the parent company financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Impairment of investments and intercompany balances

Risk:

As detailed in note 9 to the consolidated financial statement the company undertook a strategic review of the business during 2018 in which it was decided that the trading subsidiaries in the US and Australia would be disposed of and it was decided to terminate the trading activities of the UK operations. The sale of the US businesses was completed on 28 December 2018 with the net cash proceeds being used to reduce the group's bank debt. The company has categorised the Australian business as held for sale and it is intended that the entire net sales proceeds from the proposed sale of this business will be used to further reduce the group's bank debt. As a result, the carrying value of the investment in its subsidiary of \$22.3m and the amounts due from subsidiary companies of \$20.1m have been fully impaired in the year. Management have therefore been required to assess the proceeds to be received on the sale of the Australian operations, combined with the proceeds of the sale of the US operations, and compare these to the carrying value of the investments and amounts due from subsidiaries. Given the materiality of the amounts involved and the resulting impact on the carrying values of the investments and amounts due from subsidiaries this has been treated as a key audit matter.

Our response:

Our audit procedures included a review of the sale documentation for the US business and the proposed sale of the Australian business and agreeing these back to management calculations of the resulting net asset/liability positions of the entities affected. We also reviewed correspondence and agreements between the company and its creditors to confirm the agreed application of sale proceeds. We checked the accuracy of management's calculation of the resulting net asset/liability position of the relevant entities and therefore the level of impairment required in the parent company financial statements.

Our application of materiality

When establishing our overall audit strategy, we set certain thresholds which help us to determine the nature, timing and extent of our audit procedures. When evaluating whether the effects of misstatements, both individually and on the financial statements as a whole, could reasonably influence the economic decisions of the users we take into account the qualitative nature and the size of the misstatements. Materiality for the parent company financial statements as a whole was calculated as \$96,000, which was not significantly changed during the course of our audit. We agreed with the Audit Committee that we would report to them all unadjusted differences in excess of \$3,000, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds.

An overview of the scope of our audit

Our audit was scoped by obtaining an understanding of the parent company and its control environment, including company-wide controls, and assessing the risks of material misstatement. The financial statements were audited on a using parent company materiality. The scope of our audit covered 100% of parent company's net assets.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit, to the extent that it is relevant to the parent company:

- *the information given in the Strategic Report and the Directors' Report, for the financial year for which the financial statements are prepared is consistent with the financial statements; and*
- *the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.*

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the parent company and its environment obtained in the course of the audit, we have not identified any material misstatements relevant to the parent company in the Strategic Report or the Directors' Report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- *adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or*
- *the parent company financial statements are not in agreement with the accounting records and returns; or*
- *certain disclosures of directors' remuneration specified by law are not made; or*
- *we have not received all the information and explanations we require for our audit.*

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 31, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <http://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

*David Clark (Senior Statutory Auditor)
For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
25 Farringdon Street
London
EC4A 4AB
Date: 3 June 2019"*

2019 Audit opinion

The Company Annual Report and Financial Statement for 31 December 2019 has the same material going concern uncertainty, in respect of the Company completing a placing to raise funds. Page 32 of the Annual Report and Financial Statement for 31 December 2019 addresses this. The placing of shares to raise funding is addressed in this document.

The full audit opinion for the Company is set out below in italics:

"COMPANY AUDIT OPINION

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HAWKWING PLC

Opinion

We have audited the financial statements of Hawkwing plc (the 'company') for the year ended 31 December 2019 which comprise the income statement, the statement of comprehensive income, the balance sheet, the statement of changes in equity, the statement of cash flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its loss for the year then ended;*
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and*
- have been prepared in accordance with the requirements of the Companies Act 2006.*

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to Going Concern

We draw attention to the 'Going concern' section of the accounting policies on page 32 of the financial statements which states that the company has sold the US and Australian operations and terminated the trading activities of its UK operations. Since the sale of the Australian operations, the company became an 'AIM Rule 15 cash shell' and as no acquisition was made within the allotted time, the company's shares were suspended on 6 March 2020.

In order to continue in operation for a period of at least 12 months from the date of this report, additional funding will be required and, as set out on page 32, the directors believe that such funding will be obtained. As stated in the accounting policies, these conditions indicate that a material uncertainty exists that may cast significant doubt on the company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Summary of our audit approach

Key audit matters	<ul style="list-style-type: none"> We did not identify any key audit matters to report
Materiality	<ul style="list-style-type: none"> Overall materiality: \$44,300 Performance materiality: \$33,200
Scope	Our audit procedures covered 100% of total assets and 100% of loss before tax.

Key audit matters

Except for the matter described in the Material uncertainty related to going concern section, we have determined that there are no key audit matters to communicate in our report.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HAWKWING PLC (continued)

Our application of materiality

When establishing our overall audit strategy, we set certain thresholds which help us to determine the nature, timing and extent of our audit procedures. When evaluating whether the effects of misstatements, both individually and on the financial statements as a whole, could reasonably influence the economic decisions of the users we take into account the qualitative nature and the size of the misstatements. Based on our professional judgement, we determined materiality as follows:

Overall materiality	\$44,300
Basis for determining overall materiality	10% of loss before tax
Rationale for benchmark applied	The primary users of the financial statements are considered to be the shareholders and given the stage of the company as an AIM cash shell with a very limited balance sheet, they will be most interested in the cash burn of the entity, which is reflected in the loss before tax.
Performance materiality	\$33,200
Basis for determining performance materiality	75% of overall materiality
Reporting of misstatements to the Audit Committee	Misstatements in excess of \$2,220 (5% of OM) and misstatements below that threshold that, in our view, warranted reporting on qualitative grounds.

An overview of the scope of our audit

The company has been subject to a full scope audit.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our

opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- *the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and*
- *the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.*

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- *adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or*
- *the financial statements are not in agreement with the accounting records and returns; or*
- *certain disclosures of directors' remuneration specified by law are not made; or*
- *we have not received all the information and explanations we require for our audit.*

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on pages 20 and 21, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <http://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

*DAVID CLARK (Senior Statutory Auditor)
For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
25 Farringdon Street
London
EC4A 4AB*

Date: 3rd June 2020"

PART V

OPERATING AND FINANCIAL REVIEW (INCLUDING LIQUIDITY AND CAPITAL RESOURCES AND CAPITALISATION AND INDEBTEDNESS)

The following operating and financial review contains financial information that has been extracted or derived without material adjustment from the Group's financial information for the three years' ended 31 December 2017, 31 December 2018 and 31 December 2019, as is included in "Part IV – Historic Financial Information".

This discussion contains forward-looking statements, which, although based on assumptions that the directors consider reasonable, are subject to risk and uncertainties which could cause actual events or conditions to differ materially from those expressed or implied by the forward-looking statements. Investors should read the notice in relation to forward looking statements contained on pages 21 to 22.

The risks and uncertainties include, but not limited to those described in the section of this document entitled "Risk Factors" on pages 12 to 18.

Overview

The Company was incorporated and registered in England and Wales on 16 August 2011 with registered number 07741649 as a public company limited by shares under the Companies Act with the name TLA Worldwide plc. On 29 August 2019, the Company changed its name to Hawkwing plc. The change of name was the result of the Company selling its final trading businesses in Australia. The sale of all the Company's trading businesses was the result of the strategic review that was undertaken in September 2018 and updated in November 2018. This review concluded that in order to repay the Group's bank debt and enable the Company to continue, all the Company's trading businesses had to be sold.

Financial year ended 31 December 2017

The Group's principal activity was that of a leading, fully Baseball Representation and Sports Marketing business.

2017 was a year of operational progress which delivered encouraging results with double-digit revenue growth, reflecting strong performance in both Sports Marketing and Baseball Representation.

The Sports Marketing business had expanded into representing tennis players such as Sloane Stephens who won the US Open in September 2017. The Group organised and delivered more sporting events than ever before notably bringing the All Blacks to Twickenham and American College Football and Argentina vs Brazil soccer to Australia. Almost 300,000 spectators attended live TLA events in 2017, a record number for the Group.

The full year results reflect the work that the Group had put in during the 2017, not only to resolve the historic accounting issues, but to put into place the resources and framework to strengthen the finance and reporting functions in its US business. The restructuring of the US finance team had been completed, as was recommended by the independent review performed by a leading accountancy firm and reviewed by Deloitte. In addition, the Group strengthened its management team with the appointment of Richard Shamsi as Group CFO. The Headline EBITDA for the Group, prior to provisions and FX, was \$6.2 million (2016: \$6.0 million).

Operating Overview

Sports Marketing

The division performed well in 2017, revenue increased 17.4% to \$35.6 million (2016: \$30.3 million) due to the success of its portfolio of popular sporting events and the strong performance of TLA's Australian sports marketing business.

Baseball Representation

In March 2017, the Group extended its employment and earn-out agreements with key personnel in its Baseball North America and Baseball Latin American businesses incentivising them to remain at TLA for at least another four years.

Revenue in Baseball Representation increased 18% to \$15.5 million and Headline EBITDA increased by \$2.9 million to \$3.4 million (2016: \$0.5 million).

Further information on the Group's trading performance is set out in the annual report and financial statement for 2017 as follows:

- Financial highlights – pages 2 to 7
- Operational highlights pages 8 to 17
- Chief executive report pages 18-23
- Chief financial officers report pages 24-31

Financial year ended 31 December 2018

As part of the Group's strategy review in 2018, the sale of the Group's US businesses was completed on 28 December 2018 for proceeds of \$5.9 million, which included the purchaser assuming the US businesses earn-out liabilities of \$2.6 million. The proceeds were used to reduce the Group's bank debt.

In order to further reduce debt, and as part of SunTrust's continued support, TLA had to dispose of the Group's Australian businesses and categorised the Australian business as held for sale, in line with the conditions of the extended Forbearance Agreement with SunTrust.

The financial results of the US businesses; Australian businesses; and the Events business, were classified as discontinued operations.

Sports Marketing - discontinued

The division performance in 2018 saw revenue of \$38.0 million (2017: \$35.6 million) and Headline EBITDA of \$1.6 million (2017: \$5.9 million). This reflected the positive performance of Australia, offset by the weak performance of the US Sports Marketing and the Events business, which did not have any soccer events as a result of the Soccer World Cup in 2018.

Baseball Representation - discontinued

Revenue in Baseball Representation was \$12.8 million (2017: \$15.5 million) and Headline EBITDA of \$1.1 million (2017: \$3.4 million). The decline in performance reflected the loss of key personnel and clients in the second half of the year, after the announcement that the US businesses had been put up for sale.

Further information on the Group's trading in 2018 is set out in pages 2 to 14 of the annual report and financial statement for 2018.

Financial year ended 31 December 2019

The Company completed the sale of its Australian Business on 5 September 2019 thereby disposing of all its subsidiary companies. The Company received AUD958,000 on the sale of its Australian Business, its then wholly owned subsidiary having first discharged the financing liabilities and all associated costs of the disposal from the sale proceeds. The Company published its financial results for the year ended 31 December 2019 on 4 June 2020, which shows a cash balance of US\$227,000.

For the year ended 31 December 2019, the Company reported a loss after tax of \$0.4 million (2018: loss of \$42.8 million).

Performance at the operating level, before exceptional income/charges showed a Headline EBITDA loss of \$0.9 million (2018: profit of \$0.3 million).

On 31 December 2019, TLAA (and its subsidiaries) were sold by the Company. No warranties or indemnities were given by Company in respect of the sale.

Further trading information for 2019 is set out on pages 2 to 5 of the annual report and financial statement for 2019.

The Directors now propose that the Company seek admission to the Standard Segment of the Official List as an acquisition company to acquire one or more companies focused on the technology sector. In particular, the initial focus will be to acquire one or more companies which have designed or manufactured technology with application in specific vertical sectors. The Company will consider opportunities within the technology sector. In particular, the initial focus will be to acquire one or more companies which have

designed or manufactured technology with application in specific vertical sectors. The Company will look to acquire vertical market technology companies that provide solutions for specific industries such as digital marketing, medical applications, business and financial services and the sports sector. These businesses will provide specialised, mission-critical technology solutions for specific industries as opposed to being applicable across different sectors. This strategy has been adopted as the Directors believe that this offers the opportunity for value enhancement and that this strategy will be attractive to investors. The Directors have experience and knowledge across digital marketing, business and financial services, investment and fund management and sports sectors. The Directors will also use their knowledge and experience across a wide range of industry sectors in acquiring, investing and integrating businesses, which allows them to assess the viability of acquisition opportunities and their management teams, which is fundamental to finding the right acquisition. The Company does not have any specific acquisition under consideration and does not expect to engage in any substantive negotiations with any target company or business until after Admission.

Since 5 September 2019, the Company's operations have been limited to investigating potential acquisitions. Post the year end, \$125,000 of creditors (relating principally to 2019 audit fees, and external legal and insurance costs in relation to the disposal of the US business) have been settled and the current cash balance reflects this and normal operating costs as a cash shell. The Company has no material liabilities other than in establishment costs.

Liquidity and capital resources

Sources of cash and liquidity

In addition to the Company's current cash balance of \$13,500 on Admission the Company will also have the cash from Net Proceeds of the Placing, which are, in aggregate, expected to be £1,205,000. It will use such cash to have funds necessary for working capital purposes (being the Minimum Amount) with the remaining amount available for Acquisitions (for example to find and undertake due diligence on and pay other transaction costs and, as required, provide support for the working capital requirements after any such transaction). The costs and expenses of any Acquisition will likely comprise legal, financial and tax due diligence in relation to the target company, however, the Company would only reach this stage after the Directors have carried out an initial commercial review of the target and the Company has entered into a non-disclosure agreement and/or heads of terms. The Company intends to use a combination of cash and shares as consideration in relation to an Acquisition. The Company may raise additional capital from time to time. Such capital may be raised through share issues (such as rights issues, open offers or private placings) or borrowings.

The Company may also make an Acquisition or fund part of an Acquisition through share-for-share exchanges. Any such exchanges will be subject to the restrictions on the allotment and issue of shares set out in paragraph 3.7 of Part VII ("*Additional Information*") of this document.

Whilst the Company envisages that any capital raised will be from new equity, the Company may also choose to finance all or a portion of an Acquisition with debt financing. Any debt financing used by the Company is expected to take the form of bank financing, although no financing arrangements will be in place at Admission. The Company envisages that debt financing may be necessary if, for example, a target company has been identified but would require a certain amount of cash consideration in addition to, or instead of, share consideration.

Any associated debt financing (if any) for an Acquisition will be assessed with reference to the projected cash flow of the target company or business and may be incurred at the Company level or by any subsidiary of the Company. Any costs associated with the debt financing will be paid with the proceeds of such financing.

If debt financing is utilised, there will be additional servicing costs. Furthermore, while the terms of any such financing cannot be predicted, such terms may subject the Company to financial and operating covenants or other restrictions, including restrictions that might limit the Company's ability to make distributions to Shareholders.

The Directors anticipate, however, that in the unlikely event debt financing is required, such financing will not exceed an amount equal to a multiple of two times the combined earnings before interest, taxes, depreciation and amortisation of the Company and the relevant Acquisition target.

As substantially all of the cash raised (including cash from any subsequent share offers) is expected to be used for working capital. Following an Acquisition (which will be funded through share consideration) the Company's future liquidity will depend in the medium to longer term primarily on: (i) the profitability of the

target company or business it acquires; (ii) the Company's management of available cash; (iii) cash distributions on sale of existing assets; (iv) the use of borrowings, if any, to fund short-term liquidity needs; and (v) dividends or distributions from subsidiary companies.

Cash uses

The Company's principal use of cash (including the Net Proceeds) will be for working capital purposes (being the Minimum Amount) with the remaining amount available for Acquisitions (for example to find and undertake due diligence on and pay other transaction costs and, as required, provide support for the working capital requirements after any such transaction. The Company's current intention is to retain earnings (if any) for use in its business operations and it does not anticipate declaring any dividends in the foreseeable future. Following an Acquisition and in accordance with the Company's business strategy and applicable laws, it expects to make distributions to Shareholders in accordance with the Company's dividend policy in so far as future earnings permit. The Company intends to use share consideration in relation to an Acquisition. The Company intends to use share consideration in relation to an Acquisition.

The Board intends to be prudent so as to preserve Company funds as far as possible.

Capitalisation and Indebtedness

The capitalisation and indebtedness of the Company as at 30 June 2020 are summarised in the table below:

	30 June 2020 (US\$000)
Total Current debt	
- Guaranteed	-
- Secured	-
- Unguaranteed/ Unsecured	-
Total current debt	-
Total Non-Current debt (excluding current portion of long –term debt)	
- Guaranteed	-
- Secured	-
- Unguaranteed/ Unsecured	-
Total non-current debt	-
Share capital	4,473
Legal Reserves	-
Other Reserves	(4,441)
Total	32
	30 June 2020 (US\$000)
Cash	27
Cash equivalent	-
Trading securities	-
Total Liquidity	27
Current Financial Receivable	-
Current Bank debt	-
Current portion of non- current debt	-
Other current financial debt	-
Current Financial Debt	-
Net Current Financial Indebtedness / (Liquidity) ¹	(27)
Non-current Bank loans	-
Bonds Issued	-
Other non-current loans	-

Non current Financial Indebtedness
Net Financial Indebtedness / (Liquidity) ¹

-
(27)

Note: ¹ \$27,000 is cash held on the balance sheet of the Company the source of which was the disposal of the businesses.

As at the date of this document, the Company has no indirect or contingent indebtedness.

There has been no material change in the Company's capitalisation and indebtedness since 30 June 2020 to the date of this document.

Interest rate risks

The Company may incur indebtedness to finance and leverage an Acquisition and to fund its liquidity needs. Such indebtedness may expose the Company to risks associated with movements in prevailing interest rates. Changes in the level of interest rates can affect, among other things: (i) the cost and availability of debt financing and hence the Company's ability to achieve attractive rates of return on its assets; (ii) the Company's ability to make an Acquisition when competing with other potential buyers who may be able to bid for an asset at a higher price due to a lower overall cost of capital; (iii) the debt financing capability of the companies and businesses in which the Company is invested; and (iv) the rate of return on the Company's uninvested cash balances. This exposure may be reduced by introducing a combination of a fixed and floating interest rates or through the use of hedging transactions (such as derivative transactions, including swaps or caps). Interest rate hedging transactions will only be undertaken for the purpose of efficient portfolio management and will not be carried out for speculative purposes. See "Hedging arrangements and risk management" below.

Hedging arrangements and risk management

The Company may use forward contracts, options, swaps, caps, collars and floors or other strategies or forms of derivative instruments to limit its exposure to changes in the relative values of investments that may result from market developments, including changes in prevailing interest rates and currency exchange rates, as previously described. It is expected that the extent of risk management activities by the Company will vary based on the level of exposure and consideration of risk across the business.

The success of any hedging or other derivative transaction generally will depend on the Company's ability to correctly predict market changes. As a result, while the Company may enter into such a transaction to reduce exposure to market risks, unanticipated market changes may result in poorer overall investment performance than if the transaction had not been executed. In addition, the degree of correlation between price movements of the instruments used in connection with hedging activities and price movements in a position being hedged may vary. Moreover, for a variety of reasons, the Company may not seek, or be successful in establishing, an exact correlation between the instruments used in a hedging or other derivative transactions and the position being hedged and could create new risks of loss. In addition, it may not be possible to fully or perfectly limit the Company's exposure against all changes in the values of its assets, because the values of its assets are likely to fluctuate as a result of a number of factors, some of which will be beyond the Company's control.

PART VI

TAXATION

The following statements do not constitute tax advice and are intended only as a general guide to current law as applied in the UK and HMRC published practice, which may not be binding on HMRC, as at the date of this document (which are both subject to change at any time, possibly with retrospective effect). They relate only to certain limited aspects of the UK taxation treatment of Shareholders in connection with the Placing and are intended to apply only, except to the extent stated below, to persons who are resident and, if individuals, domiciled in the UK for UK tax purposes, who are absolute beneficial owners of the New Ordinary Shares (otherwise than through an Individual Savings Account or a Self -Invested Personal Pension) and who hold the New Ordinary Shares as investments (and not as securities to be realised in the course of a trade).

They may not apply to certain Shareholders, such as dealers in securities, insurance companies and collective investment schemes, Shareholders who are exempt from taxation and Shareholders who have (or are deemed to have) acquired their New Ordinary Shares by virtue of an office or employment. Such persons may be subject to special rules.

The taxation summary below is prepared on the basis that the Company is and remains resident in the UK for UK tax purposes.

THIS SUMMARY DOES NOT PURPORT TO BE A LEGAL OPINION AND ANY PERSON WHO IS IN ANY DOUBT AS TO THEIR TAX POSITION, OR WHO IS SUBJECT TO TAXATION IN ANY JURISDICTION OTHER THAN THE UK, SHOULD CONSULT THEIR OWN PROFESSIONAL ADVISER WITHOUT DELAY.

THE TAX LEGISLATION OF THE INVESTOR'S MEMBER STATE AND THE UNITED KINGDOM, THE COMPANY'S MEMBER STATE OF INCORPORATION, MAY HAVE AN IMPACT ON THE INCOME RECEIVED FROM THE ORDINARY SHARES.

1. **Dividends**

1.1 ***Withholding at source***

The Company will not be required to withhold at source on account of UK tax when paying a dividend, including cases where dividends are paid to a Shareholder who is not resident (for tax purposes) in the UK.

1.2 ***Individual Shareholders***

Any UK resident and domiciled individual Shareholder who receives a dividend paid by the Company will be liable to UK income tax on the amount of any such dividend. Dividend income from the Company will be treated as forming the highest part of a Shareholder's income.

From 6 April 2016 the notional tax credit is removed and is replaced by the dividend allowance. The dividend allowance allows the first £2,000 of dividend income to be tax-free. Dividends in excess of the allowance will be subject to income tax rates of 7.5 per cent., 32.5 per cent. or 38.1 per cent. depending on the individual's marginal tax rate.

UK resident individuals who are not domiciled in the UK and pay tax on a remittance basis, will be taxed on dividends paid by the Company, but only if they are remitted to the UK.

For trustees of life interest trusts, the rate of income tax on dividends is 7.5 per cent. Trustees of discretionary trusts receiving dividends from Ordinary Shares are also liable to account for income tax at the dividend trust rate of 38.1 per cent. of the dividend where total trust income exceeds £1,000 and 7.5 per cent. where trust income is below £1,000.

Individual Shareholders who are not resident in the UK for tax purposes should consult their own advisers concerning their tax liabilities on dividends received.

1.3 **Other Shareholders**

Shareholders who are within the charge to UK corporation tax will be subject to corporation tax on dividends paid by the Company, unless the dividends fall within an exempt class and certain other conditions are met. Whether an exempt class applies and whether the other conditions are met will depend on the circumstances of the particular Shareholder, although it is expected that dividends paid by the Company would normally be exempt. There is no repayable tax credit attached to dividends.

UK pension funds and charities are generally exempt from UK tax on dividends that they receive. There is no repayable tax credit attached to dividends.

2. **Chargeable gains**

For the purpose of UK tax on chargeable gains, the amounts paid by a Shareholder for Ordinary Shares will generally constitute the base cost of his holding of Ordinary Shares. If a Shareholder who is resident in the UK (for UK tax purposes) disposes of all or some of his Ordinary Shares, a liability to tax on chargeable gains may arise. This will depend on the base cost which can be allocated against the proceeds, the Shareholder's circumstances and any reliefs to which they are entitled.

The current rate of capital gains tax for individuals liable to income tax at the higher or additional rate is 20 per cent. Individuals whose taxable income for the year in question is less than the upper limit of the basic rate income tax band are subject to capital gains tax at the rate of 10 per cent., except to the extent that the aggregate of their total taxable income and chargeable gains (less allowable deductions) in that year exceeds the upper limit of the basic rate income tax band. Any such excess over the upper limit is subject to tax at the rate of 20 per cent. In addition, an individual UK Shareholder who ceases to be resident in the UK for a period of less than five tax years and who disposes of the shares held prior to departure during that period of temporary non residence may, under anti-avoidance legislation, be liable to UK capital gains tax on his or her return to the UK. For trustees and personal representatives, the rate of capital gains tax is 20 per cent. Scottish taxpayers will be subject to capital gains tax on the same basis as other UK taxpayers, despite the upper limit for the basic rate of income tax band being lower in Scotland. Corporate Shareholders are liable to tax on capital gains at the prevailing rate of corporation tax applicable to them (currently 19 per cent). In certain circumstances, a corporate shareholder may qualify for the substantial shareholding exemption, which exempts certain gains from corporation tax on chargeable gains. In computing the chargeable gain liable to corporation tax, the corporate Shareholder is entitled to deduct from the disposal proceeds the cost to it of the shares together with incidental costs of acquisition and disposal costs.

The UK operates a substantial shareholding exemption regime which may apply to the disposal of shares in the Company subject to certain conditions being met.

UK resident individuals who are not domiciled in the UK and pay tax on a remittance basis, will be taxed on any capital gains made by them on the disposal of shares in the Company, but only if the proceeds are remitted to the UK.

Shareholders who are not resident in the UK for tax purposes may not, depending on their personal circumstances, be liable to UK taxation on chargeable gains arising from the sale or other disposal of their Ordinary Shares (unless they carry on a trade, profession or vocation in the UK through a branch or agency or, in the case of a company, a permanent establishment with which their Ordinary Shares are connected).

Individual Shareholders or holders who are temporarily non-UK resident may be liable to UK capital gains tax on chargeable gains realised during their period of non-residence on their return to the UK.

3. **Inheritance tax**

Individuals and trustees subject to inheritance tax in relation to a shareholding in the Company who are concerned with the potential UK inheritance tax should consult their own tax adviser.

4. **Stamp Duty and Stamp Duty Reserve Tax ("SDRT")**

The statements below are intended as a general guide to the current position. They do not apply to certain intermediaries who are not liable to stamp duty or SDRT, or to persons connected with depository arrangements or clearance services, who may be liable at a higher rate.

In relation to stamp duty and SDRT:

- 4.1 the allocation and issue of the New Ordinary Shares will not give rise to a liability to stamp duty or SDRT;
- 4.2 any subsequent conveyance or transfer on sale of Ordinary Shares will usually be subject to stamp duty on the instrument of transfer at a rate of 0.5 per cent. of the amount or value of the consideration (rounded up, if necessary, to the nearest £5). An exemption from stamp duty is available on an instrument transferring shares where the amount or value of the consideration is £1,000 or less and it is certified on the instrument that the transaction effected by the instrument does not form part of a larger transaction or series of transactions in respect of which the aggregate amount or value of the transaction(s) exceeds £1,000. A charge to SDRT at the rate of 0.5 per cent. will arise in relation to an unconditional agreement to transfer such shares. However, where, within six years of the date of the agreement (or, if the agreement was conditional, the date the agreement became unconditional), an instrument of transfer is executed pursuant to the agreement and stamp duty is paid on that instrument, any liability to SDRT will be cancelled or repaid; and
- 4.3 a transfer of shares effected on a paperless basis through CREST (where there is a change in the beneficial ownership of the shares) will generally be subject to SDRT at the rate of 0.5 per cent. of the value of the consideration given.

The above statements are intended as a general guide to the current position. Certain categories of person are not liable to stamp duty or SDRT, and others may be liable at a higher rate or may, although not primarily liable for the tax, be required to notify and account for it under the Stamp Duty Reserve Tax Regulations 1986, as amended.

PART VII

ADDITIONAL INFORMATION

1. RESPONSIBILITY

The Company and each of the Directors, whose names appear on page 24 of this document accept responsibility for the information contained in this document. To the best of the knowledge of the Company and the Directors, the information contained in this document is in accordance with the facts and the document makes no omission likely to affect its import.

2. THE COMPANY

2.1 The Company was incorporated and registered in England and Wales on 16 August 2011 with registered number 07741649 as a public company limited by shares under the Companies Act with the name TLA Worldwide plc.

2.2 Pursuant to a special resolution passed on 29 August 2019, the Company changed its name to Hawkwing plc.

2.3 The Company is not regulated by the FCA or any financial services or other regulator. With effect from Admission, the Company will be subject to the Listing Rules and the Disclosure Guidance and Transparency Rules (and the resulting jurisdiction of the FCA), to the extent such rules apply to companies with a Standard Listing pursuant to Chapter 14 of the Listing Rules.

2.4 The principal legislation under which the Company operates, and pursuant to which the Existing Ordinary Shares have been created, is the Companies Act.

2.5 The Company is domiciled in the United Kingdom and is subject to the City Code.

2.6 The registered office of the Company is The Walbrook Building, 25 Walbrook, London EC4N 8AP, telephone number (+44/0) 203 239 0106.

2.7 The Registrar of the Company is Neville Registrars Limited of Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD. They are responsible for maintaining the register of members of the Company.

2.8 The address of the Company's website is www.hawkwing.co. The contents of the website of the Company (www.hawkwing.co) does not form part of this document.

2.9 The ISIN of the Existing Ordinary Shares is GB00BLF0L315.

2.10 The Legal Entity Identifier (LEI) of the Company is 213800ECGOK7B1BL5I47.

2.11 The Company has, since the date of its incorporation, operated in conformity with its constitution.

2.12 On 29 June 2020, the Company adopted the Articles in substitution for and to the exclusion of the Company's then existing articles of association.

2.13 As at 22 September 2020, being the latest practicable date prior to publication of this document, the Company did not have any subsidiaries.

3. SHARE CAPITAL

3.1 The issued shares of the Company at the date of this document and, assuming that the Placing is fully subscribed, following Admission, is and will be as follows:

<i>Class of shares</i>	<i>Number of shares issued and fully paid as of the date of this document</i>	<i>Number of shares issued and fully paid on Admission</i>
Ordinary Shares	7,171,360	50,288,019
Deferred Shares*	143,427,200	143,427,200

* The Deferred Shares of the Company will not be admitted to the Official List or to trading on any other stock exchange.

3.2 The issued share capital of the Company as at 31 December 2016 was 143,427,199 ordinary shares of 2 pence each.

3.3 During the year ended 31 December 2017, no ordinary shares were issued. As at 31 December 2018, the Company's issued share capital was 143,427,199 ordinary shares of 2 pence each.

3.4 During the year ended 31 December 2018, no ordinary shares were issued. As at 31 December 2018, the Company's issued share capital was 143,427,199 ordinary shares of 2 pence each.

3.5 During the year ended 31 December 2019, no ordinary shares were issued. As at 31 December 2019, the Company's issued share capital was 143,427,199 ordinary shares of 2 pence each.

3.6 On 29 June 2020, one ordinary share of 2 pence was allotted and issued at a price of 2 pence per share.

3.7 At the General Meeting, the following resolutions were duly passed including resolutions to implement a share capital reorganisation:

"1. THAT each issued ordinary share of £0.02 each in the capital of the Company be sub-divided into one ordinary share of £0.001 each and one deferred share of £0.019 each, in each case having all of the rights attaching to ordinary shares of £0.001 each or deferred shares of £0.019 each, as the case may be, as set out in the articles of association to be adopted pursuant to resolution 4 below.

2. THAT conditional upon the passing of resolution 1, the resulting issued ordinary share capital be consolidated into ordinary shares of £0.02 each (so that every 20 ordinary shares of £0.001 each in the issued share capital of the Company be consolidated into one ordinary share of £0.02 each) having all of the rights attaching to ordinary shares of £0.02 each as set out in the articles of association to be adopted pursuant to resolution 4 below SAVE THAT, in accordance with article 11.2.2 of the Company's articles of association, all residual holdings of less than 20 ordinary shares of £0.001 each held by a shareholder shall not be consolidated as aforesaid but the Company be and is hereby authorised to sell any fractional entitlements to shares arising from such consolidation at the best price reasonably obtainable and distribute the net proceeds of sale (after deduction of the expense of sale) amongst the shareholders entitled to such fractions in due proportion SAVE THAT any amount otherwise due to a shareholder, being less than £3.00 or such other sum as the board of directors may from time to time determine, being in this case £5.00, may be retained for the benefit of the Company.

3. THAT the directors of the Company be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount equal to £948,567 provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the end of the Company's annual general meeting in 2021, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or

grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is (i) subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange and (ii) in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Companies Act 2006 but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

4. THAT, subject to and conditional upon the passing of resolution 3 set out in this notice, the directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) of the Company pursuant to the authority conferred by resolution 3 as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall:

4.1 be limited to:

4.1.1 the allotment of equity securities in connection with an offer of equity securities:

- (a) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
- (b) to holders of other equity securities of the Company as required by the rights of those securities or as the directors otherwise consider necessary; and

4.1.2 the allotment of equity securities (otherwise than pursuant to subparagraph 4.1) up to an aggregate nominal amount equal to £948,567;

4.2 be subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

4.3 expire at the end of the Company's annual general meeting in 2021 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

5. THAT, conditional upon the passing of resolutions 1 and 2, the articles of association in the form submitted to the meeting and for the purposes of identification signed by the chairman be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

6. THAT, conditional upon admission of the Company's ordinary shares of £0.02 each ("Ordinary Shares") to the Standard Segment of the Official List and to trading on the London Stock Exchange plc's Main Market, the admission of the Company's Ordinary Shares to trading on the AIM market of the London Stock Exchange plc be cancelled ("Cancellation") and that the directors be and are hereby authorised to take all steps which are necessary or desirable in order to effect the Cancellation."

- 3.8 By a resolution of the Board passed on 14 August 2020, it was resolved, conditionally only upon Admission to allot 43,116,659 New Ordinary Shares for cash pursuant to the Placing at the Placing Price.
- 3.9 Each of the issued shares in the capital of the Company is fully paid.
- 3.10 No issued shares of the Company are under option or have been agreed conditionally or unconditionally to be put under option.
- 3.11 Save for any Ordinary Shares to be allotted and issued pursuant to the Placing, no share or loan capital of the Company has been issued or is now proposed to be issued, fully or partly paid, either for cash or for a consideration other than cash.
- 3.12 Save as disclosed in paragraph 20.17 of this Part VII ("*Additional Information*"), no commission, discount, brokerage or any other special term has been granted by the Company or is now proposed in connection with the issue or sale of any part of the share or loan capital of the Company.
- 3.13 No persons have preferential subscription rights in respect of any share or loan capital of the Company.
- 3.14 No amount or benefit has been paid or is to be paid or given to any promoter of the Company.
- 3.15 The Existing Ordinary Shares were admitted to AIM on 8 December 2011 and suspended on 6 March 2020. Application has been made for the Enlarged Share Capital to be admitted to the Official List (by way of a Standard Listing) under Chapter 14 of the Listing Rules and to trading on the Main Market. No application has been or is being made for the admission of the Ordinary Shares to listing or trading on, any other stock exchange or securities market. Admission of the Ordinary Shares to trading on AIM will be cancelled on 30 September 2020.
- 3.16 The Ordinary Shares are in registered form and are capable of being held in either certificated or uncertificated form. No temporary documents of title will be issued.
- 3.17 43,116,659 New Ordinary Shares are being issued at a price of £0.03 per share, which represents a premium of £0.01, over their nominal value of £0.02 each.
- 3.18 Each Placing Share will rank in full for all dividends and distributions declared made or paid after their issue and otherwise *pari passu* in all respects with each Existing Ordinary Share and will have the same rights (including voting and dividend rights and rights on a return of capital).
- 3.19 The New Ordinary Shares will be denominated in sterling.
- 3.20 There are no: (a) outstanding convertible securities, exchangeable securities or securities with warrants; and (b) acquisition rights and/or obligations over authorised but unissued capital of the Company or are there any undertakings to increase the capital of the Company.
- 3.21 There are no Ordinary Shares in the Company which are held by, or on behalf of, the Company and none of the Company's subsidiary undertakings holds any shares in the Company.

4. **SIGNIFICANT SHAREHOLDERS**

- 4.1 As at the date of this document, insofar as the Company has been notified: (i) the following persons are interested, directly or indirectly, in 3 per cent. or more (or 5 per cent. or more in the case of investment managers) of the Company's issued share capital; and (ii) immediately following allotment of the New Ordinary Shares, the following persons will be interested, directly or indirectly, in 3 per cent. or more (or 5 per cent. or more in the case of investment managers) of the Company's issued share capital based on prior notifications (assuming the issue of 43,116,659 New Ordinary Shares).

	<i>As at the Latest Practicable Date</i>		<i>On Admission</i>	
	<i>Number of voting right</i>	<i>Percentage of Existing Ordinary Shares</i>	<i>Number of voting right</i>	<i>Percentage of Enlarged Share Capital</i>
Gresham House	894,047	12.47	14,227,380	28.29
Strand Associates	843,586	11.76	5,893,586	11.72
Nigel Wray	624,250	8.70	5,624,250	11.18
Gatemoore Capital Management	555,624	7.75	555,624	1.10
Mr. M Principe	355,878	4.96	355,878	0.71
LGT Bank Vaduz (PB)	276,875	3.86	276,875	0.55
Mr. S Parker	224,660	3.13	224,660	0.45
MD Barnard	-	-	3,333,333	6.63
Mr D Walker	-	-	2,500,000	4.97
Stephen Hemsley	-	-	1,950,000	3.88
Jonathan Satchell	-	-	1,666,666	3.31
Steven Metcalfe	-	-	1,666,666	3.31
Adam Reynolds	-	-	1,666,666	3.31
Mark Glatman	-	-	1,666,666	3.31

4.2 Except for the holdings stated above and to the extent known by the Company, there are no persons, who, directly or indirectly, jointly or severally, exercise or could exercise control over the Company.

4.3 Any person who is directly or indirectly interested in 3 per cent. or more (or 5 per cent. or more in the case of investment managers) of the Company's issued share capital, is required to notify such interest to the Company in accordance with the provisions of Chapter 5 of the DTR, any such interest will be notified by the Company to the public.

4.4 Those interested, directly or indirect in 3 per cent. or more (or 5 per cent. or more in the case of investment managers) of the issued share capital of the Company do not now, and, following the Admission, will not, have different voting rights from other holders of Ordinary Shares.

Save as set out in paragraphs 1 and 2 of Part II of this Document, the Company is not aware of any inter-relationships between the shareholders that are material to an investor.

5. ARTICLES OF ASSOCIATION

5.1 A summary of the principal provisions of the Articles, including the provisions relating to the rights attaching to the Ordinary Shares, is set out below. The summary below is not a complete copy of the terms of the Articles and is qualified by reference to the contents of the entire Articles. A complete copy of the Articles is available for inspection as described in paragraph 23.4 of this Part VII ("*Additional information*") below.

5.2 **Objects of the Company**

The Articles contain no specific restriction on the Company's objects and therefore, by virtue of section 31(1) of the Act, the Company's objects are unlimited.

5.3 **General Meetings**

- 5.3.1** A general meeting shall be held in every year as the annual general meeting of the Company (and specified as such in the notice convening the meeting), at such time (within a period of not more than six months beginning with the day following the Company's accounting reference date) and place as may be determined by the directors. The general meetings referred to in this paragraph 5.3.1 shall be called annual general meetings.
- 5.3.2** All general meetings other than annual general meetings shall be called general meetings. The directors may call a general meeting whenever they think fit and shall in any event do so when and in the manner required by the Act. General meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Statutes. If at any time there are not within the United Kingdom sufficient directors capable of acting to form a quorum for a meeting of the directors, any director or any two members of the Company may convene a general meeting in the same manner as nearly as possible as that in which general meetings may be convened by the directors.
- 5.3.3** An annual general meeting shall be called by not less than twenty one clear days' notice in writing and all other general meetings shall (subject to the provision of the Statutes) be called by not less than fourteen clear days' notice in writing (or such shorter period as the Act permits). A general meeting shall, notwithstanding that it is called by shorter notice than that specified in this paragraph 5.3.3, be deemed to have been duly called if it is so agreed by such members as is prescribed by the Statutes.
- 5.3.4** The notice shall specify the place, the day and hour of meeting and, in case of special business, the general nature of such business. The notice shall be given to the members (other than those who, under the provisions of the Articles or the terms of issue of the shares they hold, are not entitled to receive notice from the Company), to the directors and to the auditors. A notice calling an annual general meeting shall specify the meeting as such and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as such.
- 5.3.5** The accidental omission to give notice of a meeting or to send an appointment of proxy with a notice to a person entitled to receive the same when so required or the nonreceipt
- 5.3.6** of a notice or appointment of proxy by any such person shall not invalidate the convening of or the proceedings at that meeting.
- 5.3.7** Subject to any provisions in respect of adjourned meetings, for all purposes the quorum for a general meeting shall be not less than two members present in person, by a duly authorised corporate representative or by proxy and entitled to vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present when the meeting proceeds to business. The appointment of a chairman in accordance with the provisions of the Articles shall not be treated as part of the business of the meeting. In calculating whether a quorum is present, if two or more persons are appointed as proxies for the same member or two or more persons are appointed as corporate representatives of the same corporate member, only one of such proxies or only one of such corporate representatives shall be counted.
- 5.3.8** If within fifteen minutes (or such longer interval as the chairman in his absolute discretion thinks fit) from the time appointed for the meeting a quorum is not present or if during a meeting such quorum ceases to be present, the meeting, if convened by or upon the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to such day and to such time and place as the chairman (or, in default, the board) shall appoint. At any such adjourned meeting, the member or members present in person, by a duly authorised corporate representative or by proxy and entitled to vote shall have power to

decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.

5.4 ***Voting rights***

Subject to any special terms as to voting upon which any shares may have been issued or may for the time being be held or a suspension or abrogation of voting rights pursuant to the Articles, every member present in person, by a duly authorised corporate representative or by proxy shall upon a show of hands have one vote and every member so present shall upon a poll have one vote for every share of which he is holder.

5.5 ***Suspension of rights***

5.5.1 No member shall, unless the directors otherwise determine, be entitled to be present or to vote, either in person or by proxy, at any general meeting or at a separate meeting of the holders of any class of shares or upon any poll or to exercise any privilege as a member in relation to meetings of the Company in respect of any shares held by him (Relevant Shares) if either:

- (a) any calls or other monies due and payable in respect of the Relevant Shares remain unpaid; or
- (b) he or any other person appearing to be interested in any Relevant Shares (Other Person) has been duly served, pursuant to any provision of the Statutes concerning the disclosure of interests in voting shares, with a notice (Statutory Notice) lawfully requiring the provision to the Company (within such period (not being less than fourteen days) after service of the Statutory Notice as is specified in such notice) of information regarding any of such Relevant Shares and he or such Other Person is in default in complying with the Statutory Notice.

5.5.2 For the purposes of paragraph 5.5.1(b) above, a person shall be treated as appearing to be interested in any shares if the member holding such shares has: (i) informed the Company that he is, or may be, so interested; or (ii) given to the Company a notification pursuant to a statutory notice which fails to establish the identity of the person or persons interested in such shares and if (after taking into account such notification and any other relevant notification) the Company knows or has reasonable cause to believe that the person in question is or may be interested in such shares.

5.5.3 Paragraph 5.8.3(b) below sets out details on the prohibition on the transfer of shares where a statutory notice has not been complied with.

5.5.4 The directors may withhold any dividend or other monies payable to any member on or in respect of shares representing at least 0.25 per cent. (one quarter of one per cent.) of the issued shares of the relevant class if such member or any person appearing to be interested in any such shares has been duly served with, but is in default in complying with, a Statutory Notice. Any such dividend or other monies so withheld shall be paid to the member entitled thereto within seven days after the earlier of the occurrence of the two events described in Articles 20.3.3(a) and 20.3.3(b) of the Articles.

5.6 ***Variation of rights***

Subject to the provisions of the Statutes, if at any time the capital of the Company is divided into different classes of shares all or any of the rights or privileges attached to any class (whether or not the Company is being wound up) may be varied or abrogated: (i) in such manner (if any) as may be provided by such rights; or (ii) in the absence of any such provision, either with the consent in writing of the holders of at least 75 (seventy-five) per cent. of the nominal amount of the issued shares of that class (excluding any shares of that class held as treasury shares), or with the sanction of a special resolution passed at a separate meeting (convened and conducted pursuant to the provisions of the Articles) of the holders of the issued shares of that class, but not otherwise.

5.7 **Classes of shares**

The share capital of the Company is currently made up of Ordinary Shares and Deferred Shares. The Ordinary Shares are voting shares and benefit from all of the rights attaching to those shares contained within the Articles and as summarised in paragraphs 5.3, 5.4, 5.5, 5.6, 5.8, 5.10 and 5.16 of this Part VII ("*Additional Information*").

The Deferred Shares have the following rights:

- 5.7.1 Holders of Deferred Shares are not entitled to receive any dividend or other distribution.
- 5.7.2 On a return of capital or a winding up, each holder of a Deferred Shares is entitled to receive a sum equal to the nominal capital paid up or credited as paid up thereon but only after the nominal capital paid up together with, in aggregate, the sum of £100,000,000 has been paid to the holders of Ordinary Shares and in proportion to the number of such Ordinary Shares held and the holders of the Deferred Shares shall not be entitled to any further participation in the assets or profits of the Company.
- 5.7.3 The holders of the Deferred Shares have no right to receive notice of any general meeting of the Company nor any right to attend, speak or vote at any such general meeting.
- 5.7.4 Neither the passing by the Company of any special resolution for the cancellation of the Deferred Shares for no consideration by means of a reduction of capital requiring the confirmation of a court, nor the obtaining by the Company nor the making by a court of any order confirming any such reduction of capital, nor the becoming effective of any such order shall constitute a variation, modification or abrogation of the rights attaching to the Deferred Shares. Accordingly, the Deferred Shares may at any time be cancelled for no consideration by means of a reduction of capital effected in accordance with the Act without sanction on the part of the holders of the Deferred Shares.
- 5.7.5 No share certificates will be issued in respect of the Deferred Shares.
- 5.7.6 The Deferred Shares shall not be capable of transfer.

5.8 **Transfer of shares**

- 5.8.1 All transfers of uncertificated shares shall be made in accordance with and be subject to the CREST Regulations and the facilities and requirements of the Relevant System concerned and, subject thereto in accordance with any arrangements made by the board pursuant to the Articles.
- 5.8.2 All transfers of certificated shares may be affected by transfer in writing in any usual or common form or in any other form acceptable to the directors. The instrument of transfer shall be signed by or on behalf of the transferor, and (except in the case of fully paid shares) the instrument shall also be signed by or on behalf of the transferee. The transferor shall remain the holder of the shares concerned until the name of the transferee is entered in the register of members in respect thereof.
- 5.8.3 The directors may, in their absolute discretion (but subject to any rules or regulations of the London Stock Exchange, any rules published by the FCA applicable to the Company from time to time, the CREST Regulations and section 771(2) of the Act), refuse to register any transfer of shares or renunciation of a renounceable letter of allotment:
 - (a) unless all of the following conditions are satisfied:
 - (i) it is in respect of a fully paid share;

- (ii) it is in respect of a share on which the Company does not have a lien;
 - (iii) it is in respect of only one class of share;
 - (iv) it is in favour of a single transferee or renounee or not more than four joint holders as transferees or renounees;
 - (v) it is duly stamped or duly certified or otherwise shown to the satisfaction of the board to be exempt from stamp duty; and
 - (vi) the conditions referred to in Article 9.4 have been satisfied in respect thereof;
- (b) (subject to Article 20.3.3 of the Articles) the transferor or renouncer of which or any person appearing to be interested in which has been served with, but is in default in complying with, a Statutory Notice (as defined above), provided always that this paragraph shall not apply in respect of a transfer or renunciation (i) which is a permitted sale within the meaning set out in Article 20.3.4 of the Articles or (ii) of shares by a transferor or renouncer whose holding of shares immediately prior to the proposed transfer represents less than 0.25 per cent. (one quarter of one per cent.) of the issued shares of the relevant class;
- (c) the directors shall not refuse to register any transfer or renunciation of any partly paid shares which are admitted to the Official List or AIM on the grounds that they are partly paid shares in circumstances where such a refusal would prevent dealings in such shares from taking place on an open and proper basis;
- (d) the directors may refuse to register a transfer or renunciation of uncertificated shares in such other circumstances (if any) as may be permitted by the CREST Regulations and the requirements of the Relevant System concerned;
- (e) if the directors refuse to register a transfer or renunciation, they shall, within two months after the date on which in the case of certificated shares the transfer or renunciation was lodged with the Company send to the transferee or renounee notice of the refusal or, in the case of uncertificated shares, the date on which the appropriate instruction was received by or on behalf of the Company in accordance with the facilities and requirements of the Relevant System. In addition, in the case of uncertificated shares: (a) at the same time as it sends the transferee notice of the refusal to register a transfer, the directors will provide the transferee with its reasons for the refusal; and (b) any instrument of transfer which the directors refuse to register shall (except in the case of suspected or actual fraud) be returned to the person depositing it.

5.9 **Allotment of shares**

Subject to the provisions of the Statutes regarding pre-emption rights and any resolution of the Company relating thereto or relating to any authority to allot relevant securities, the board may allot (with or without conferring rights of renunciation), grant options over, offer or otherwise deal with or dispose of any new shares or rights to subscribe for or convert any security into shares, to such persons (including the directors themselves), at such times and generally on such terms and conditions as the board may decide, provided that no share shall be issued at a discount to its nominal value.

5.10 **Dividends and other distributions**

5.10.1 Subject as hereinafter provided and to the Statutes, the Company by ordinary resolution in general meeting may declare a dividend to be paid to the members

according to their respective rights and interests in the profits, but no larger dividend shall be declared than is recommended by the directors.

- 5.10.2** Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof the dividend is paid, but no amount paid up on a share in advance of calls shall be treated for the purpose of this paragraph as paid up on the share. Subject as aforesaid, all dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid. If any share carries any particular rights as to dividends, such share shall rank for dividend accordingly.
- 5.10.3** Subject to the provisions of the Statutes, the directors may declare and pay such interim dividends (including any dividend payable at a fixed rate) as appear to the directors to be justified by the profits of the Company available for distribution. If at any time the share capital of the Company is divided into different classes, the directors may pay such interim dividends on shares which rank after shares conferring preferential dividend rights, unless at the time of payment any preferential dividend is in arrears. Provided that the directors act in good faith, they shall not incur any liability to the holders of shares conferring preferential rights for any loss that they may suffer by the lawful payment of any interim dividend on any shares ranking after those with preferential rights.
- 5.10.4** No dividend or other monies payable by the Company in respect of a share shall bear interest as against the Company unless otherwise provided by the rights attached to the share.
- 5.10.5** All dividends or other sums payable on or in respect of a share unclaimed for one year after having been declared may be invested or otherwise made use of by the directors for the benefit of the Company until claimed. All dividends unclaimed for a period of twelve years from the date they became due for payment shall be forfeited and shall revert to the Company absolutely. The payment of any unclaimed dividend or other sum payable by the Company on or in respect of any share into a separate account shall not constitute the Company a trustee thereof.
- 5.10.6** The directors may deduct from any dividend or other monies payable to any member on or in respect of a share all such sums as may be due from him to the Company on account of calls or otherwise in relation to shares of the Company.
- 5.10.7** The Company may pay any dividend or other sum payable in cash or by cheque, dividend warrant, money order, direct debit, bank transfer or any other method as the board may consider appropriate. In respect of shares in uncertificated form, where the Company is authorised to do so by or on behalf of the holder or joint holders in such manner as the Company shall from time to time consider sufficient, the Company may also pay any such dividend or other sum by means of the Relevant System (subject always to the facilities and requirements of the Relevant System).
- 5.10.8** With the sanction of an ordinary resolution of the Company in general meeting, any dividend may be paid and satisfied either wholly or in part by the distribution of specific assets (including, without limitation, paid up shares or debentures of any other company) and the directors shall give effect to any such resolution provided that no such distribution shall be made unless recommended by the directors. Where any difficulty arises in regard to the distribution, the directors may settle the same as they think expedient, and in particular may issue fractional certificates, fix the value for distribution of such specific assets or any part thereof, determine that cash payments may be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and vest any such assets in trustees upon trust for the persons entitled to the dividend as may seem expedient to the directors.

5.11 **Appointment of Directors**

- 5.11.1** Unless and until otherwise determined by the Company in general meeting, the number of directors shall not be less than two and, unless and until otherwise determined as aforesaid, there shall be no limit on the maximum number of directors.
- 5.11.2** The continuing directors may act notwithstanding any vacancy in their body, provided that if the number of the directors be less than the prescribed minimum the remaining director shall forthwith appoint an additional director or additional directors to make up such minimum or shall convene a general meeting of the Company for the purpose of making such appointment. If there be no director or directors able or willing to act, then any two members may summon a general meeting for the purpose of appointing directors. Any additional director so appointed shall (subject to the provisions of the Statutes and the Articles) hold office only until the dissolution of the annual general meeting of the Company next following such appointment unless he is re-elected during such meeting and he shall not retire by rotation at such meeting or be taken into account in determining the rotation of retirement of directors at such meeting.
- 5.11.3** Subject to the provisions of the Articles, the Company may by ordinary resolution appoint a person who is willing to act to be a director, either to fill a vacancy or as an addition to the existing board.
- 5.11.4** Without prejudice to the power of the Company pursuant to the Articles, the directors shall have power at any time to appoint any person either to fill a casual vacancy or as an addition to the board, but so that the total number of directors shall not exceed any maximum number fixed in accordance with the Articles. Subject to the provisions of the Statutes and of the Articles, any director so appointed shall hold office only until the dissolution of the annual general meeting of the Company next following such appointment unless he is re-elected during such meeting, and he shall not retire by rotation at such meeting or be taken into account in determining the rotation of retirement of directors at such meeting.

5.12 **Remuneration of Directors**

- 5.12.1** There shall be paid out of the funds of the Company by way of remuneration of directors who are not managing or executive directors appointed under the relevant provisions of the Articles fees at such rates as the directors may from time to time determine provided that such fees do not in aggregate exceed £350,000 per annum or such other figure as the Company may in general meeting from time to time determine. Such fees shall be divided among such directors in such proportion or manner as may be determined by the directors and, in default of determination, equally. A fee payable to a director pursuant to this paragraph is distinct from any salary, remuneration or other amount payable to him pursuant to other provisions of the Articles and accrues from day to day.
- 5.12.2** If, in the opinion of the directors, it is desirable that any of their number should perform any special services on behalf of the Company or its business, such director or directors may be paid such reasonable additional remuneration (whether by way of fees, salary, percentage of profits or otherwise) and expenses therefor as the directors may from time to time determine.
- 5.12.3** The directors may establish or concur or join with other companies (being subsidiary undertakings of the Company or companies with which it is associated in business) in establishing and making contributions out of the Company's monies to any schemes or funds for providing pensions, annuities, sickness or compassionate allowances, life assurance benefits, donations, gratuities or other benefits for employees (which expression as used in this paragraph shall include any director who may hold or have held any office or place of profit) and ex-employees of the Company and of any such other

companies and their wives, widows, relatives, families or dependants, or any class or classes of such persons.

5.13 ***Retirement and removal of Directors***

5.13.1 At each annual general meeting, one-third of the directors who are subject to retirement by rotation and in office at the opening of business on the date of the notice calling the relevant annual general meeting or, if their number is not three or a multiple of three, then the number nearest to but not exceeding one-third, or if their number is less than three then one of them, shall retire from office. A director retiring at a meeting shall retain office until the dissolution of such meeting. Any director retiring pursuant to paragraphs 5.11.2 and 5.11.4 above shall not be taken into account in determining the number of directors who are to retire by rotation in accordance with this paragraph.

5.13.2 The directors to retire at each annual general meeting shall include such of the directors referred to in paragraph 5.13.1 who wish to retire and not offer themselves for re-election (if any) together with, to the extent that the number of such directors is insufficient to meet the number required to retire under paragraph 5.13.1, such of the directors who have been longest in office as are necessary to meet such number. As between two or more who have been in office an equal length of time, the director(s) to retire shall (in default of agreement between them) be determined by lot. The length of time a director has been in office shall be computed from his last election, re-election or appointment when he has previously vacated office. A retiring director shall be eligible for re-election.

5.13.3 Without prejudice to the provisions of the Statutes, the Company may by ordinary resolution remove any director before the expiration of his term of office (without prejudice to a claim for compensation or damages for breach of any service contract).

5.14 ***Directors' interests and conflicts***

5.14.1 For the purpose of section 175 of the Act, the directors shall have the power to authorise by a resolution of the directors passed in accordance with the Articles, any matter which would or might otherwise constitute or give rise to a breach of the duty of a director under that section to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company.

5.14.2 Authorisation of a matter under paragraph 5.14.1 shall be effective only if:

- (a) the matter in question shall have been proposed in writing for consideration at a meeting of the directors, in accordance with the board's normal procedures or in such other manner as the directors may determine;
- (b) any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question and any other interested director (together the Interested Directors); and
- (c) the matter was agreed to without the Interested Directors voting or would have been agreed to if the votes of the Interested Directors had not been counted.

5.14.3 Any authorisation of a matter under paragraph 5.14.1 shall be subject to such conditions or limitations as the directors may determine, whether at the time such authorisation is given or subsequently and may be terminated by the directors (by a resolution of the directors (other than any Interested Directors) passed in accordance with the Articles at any time.

- 5.14.4 Subject to any conditions or limitations imposed under the paragraph 5.14.3, a director shall not, save as otherwise agreed by him, be accountable to the Company for any benefit which he (or person connected with him) derives from any matter authorised by the directors under paragraph 5.14.1 and any contract, transaction, arrangement or proposal relating thereto shall not be liable to be avoided on the grounds of any such benefit.
- 5.14.5 Subject to compliance with paragraph 5.14.6, a director, notwithstanding his office, may have an interest of the following kind:
- (a) where a director (or a person connected with him) is a director or other officer of, or employed by, or otherwise interested (including by the holding of shares) in any Relevant Company;
 - (b) where a director (or a person connected with him) is a party to, or otherwise interested in, any contract, transaction, arrangement or proposal with a Relevant Company, or in which the Company is otherwise interested;
 - (c) where the director (or a person connected with him) acts (or any firm of which he is a partner, employee or member acts) in a professional capacity for any Relevant Company (other than as auditor) whether or not he or it is remunerated therefor;
 - (d) an interest which cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - (e) an interest, or a transaction, arrangement or proposal giving rise to an interest, of which the director is not aware;
 - (f) any matter already authorised under paragraph 5.14.1; or
 - (g) any other interest authorised by ordinary resolution.

No authorisation under paragraph 5.14.1 shall be necessary in respect of any such interest.

- 5.14.6 A director shall not save as otherwise agreed by him be accountable to the Company for any benefit which he (or a person connected with him) derives from any interest referred to in paragraph 5.14.5, and no contract, transaction, arrangement or proposal shall be liable to be avoided on the grounds of any such interest.
- 5.14.7 Save as provided in Article 30.3, and whether or not the interest is one which is authorised pursuant to paragraph 5.14.1 or permitted under paragraph 5.14.5 a director shall not be entitled to vote on any resolution in respect of any contract, transaction, arrangement or proposal, in which he (or a person connected with him) is interested. Any vote of a director in respect of a matter where he is not entitled to vote shall be disregarded.
- 5.14.8 A director shall not be counted in the quorum for a meeting of the directors in relation to any resolution on which he is not entitled to vote.
- 5.14.9 Subject to the provisions of the Statutes, a director shall (in the absence of some other interest than is set out below) be entitled to vote, and be counted in the quorum, in respect of any resolution concerning any contract, transaction, arrangement or proposal:
- (a) in which he has an interest of which he is not aware;
 - (b) in which he has an interest which cannot reasonably be regarded as likely to give rise to a conflict of interest;

- (c) in which he has an interest only by virtue of interests in shares, debentures or other securities of the Company, or by reason of any other interest in or through the Company;
- (d) which involves the giving of any security, guarantee or indemnity to the director or any other person in respect of (i) money lent or obligations incurred by him or by any other person at the request of or for the benefit of the Company or any of its subsidiary undertakings; or (ii) a debt or other obligation of the Company or any of its subsidiary undertakings for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security;
- (e) concerning an offer of shares or debentures or other securities of or by the Company or any of its subsidiary undertakings (i) in which offer he is or may be entitled to participate as a holder of securities; or (ii) in the underwriting or sub-underwriting of which he is to participate;
- (f) concerning any other body corporate in which he is interested, directly or indirectly and whether as an officer, shareholder, creditor, employee or otherwise, provided that he (together with persons connected with him) is not the holder of, or beneficially interested in, one per cent. or more of the issued equity share capital of any class of such body corporate or of the voting rights available to members of the relevant body corporate;
- (g) relating to an arrangement for the benefit of the employees or former employees of the Company or any of its subsidiary undertakings which does not award him any privilege or benefit not generally awarded to the employees or former employees to whom such arrangement relates;
- (h) concerning the purchase or maintenance by the Company of insurance for any liability for the benefit of directors or for the benefit of persons who include directors;
- (i) concerning the giving of indemnities in favour of directors;
- (j) concerning the funding of expenditure by any director(s) on (i) defending criminal, civil or regulatory proceedings or actions against him or them; (ii) in connection with an application to the court for relief; or (iii) defending him or them in any regulatory investigations;
- (k) concerning the doing of anything to enable any director(s) to avoid incurring expenditure as described in paragraph 5.14.9(j) immediately above; and
- (l) in respect of which his interest, or the interest of directors generally, has been authorised by ordinary resolution.

5.15 ***Powers of the directors***

5.15.1 The business of the Company shall be managed by the directors who, in addition to the powers and authorities by the Articles or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Company and as are not by the Statutes or by the Articles required to be exercised or done by the Company in general meeting, subject nevertheless to such directions (being not inconsistent with any provisions of the Articles or of the Statutes) as may be given by the Company in general meeting. No direction given by the Company in general meeting shall invalidate any prior act of the directors which would have been valid if such direction had not been given. The provisions contained in the Articles as to any specific power of the directors shall not be deemed to abridge, limit or restrict the general powers hereby given.

5.15.2 Subject to the following provisions of the Articles, the directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and assets both present and future and uncalled capital, or any part thereof, and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or its parent undertaking (if any) or any subsidiary undertaking of the Company or of any third party.

5.16 ***Return of Capital***

5.16.1 The liquidator on any winding-up of the Company (whether voluntary or under supervision or compulsory) may, with the authority of a special resolution and after deduction of any provision made under section 187 of the Insolvency Act 1986 and section 247 of the Act, divide among the members in kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind, or shall consist of properties of different kinds, and for such purpose may set such value as he deems fair upon any one or more class or classes of property, and may determine how such division shall be carried out as between members or classes of members. If any such division shall be otherwise than in accordance with the existing rights of the members every member shall have the same right of dissent and other ancillary rights as if such resolution were a special resolution passed in accordance with section 110 of the Insolvency Act 1986.

5.16.2 In the summary of the Articles set out in paragraph 5 above, the following defined terms shall have the following meanings:

"Relevant Company" the Company; a subsidiary undertaking of the Company; any holding company of the Company or a subsidiary undertaking of any such holding company; any body corporate promoted by the Company; or any body corporate in which the Company or its holding company is otherwise interested;

"Relevant System" a computer-based system, and procedures, which enable title to units of a security to be evidenced and transferred without a written instrument and which facilitates supplementary and incidental matters in accordance with the CREST Regulations; and

"Statutes" the Act (as in force from time to time) and every other Act of Parliament and statutory instrument relating to companies and affecting the Company.

5.16.3 The provisions of section 561 of the Act (which confer on shareholders rights of pre-emption in respect of the allotment of equity securities which are, or are to be, paid up in cash other than by way of allotment to employees under an employee's share scheme as defined in section 1166 of the Act) will apply to the extent not disapplied by a special resolution of the Company.

5.16.4 There is nothing contained in the Articles which would have an effect of delaying, deferring or preventing a change in control of the Company.

5.16.5 There is nothing contained in the Articles which governs the ownership threshold above which member ownership must be disclosed.

5.16.6 There are no conditions in the Articles governing changes in capital which are more stringent than is required by law.

5.16.7 Save as set out in this paragraph 5, there are no provisions in the Articles or otherwise which give any person enhanced rights in the Company's profits.

5.16.8 There are no conversion or redemption rights attached to any of the shares in the Company pursuant to the Articles or otherwise.

5.16.9 The Articles contain no restrictions on the free transferability of fully paid Ordinary Shares provided that the transfers are in favour of not more than four

transferees, the transfers are in respect of only one class of share and the provisions in the Articles relating to registration of transfers have been complied with.

6. TAKEOVER BIDS, SELL-OUT RULES AND SQUEEZE-OUT RULES

The City Code applies to the Company. The City Code is issued and administered by the Takeover Panel. The Takeover Panel has been designated as the supervisory authority to carry out certain regulatory functions in relation to takeovers pursuant to the Directive on Takeover Bids (2004/25/EC) (the "**Directive**"). Following the implementation of the Directive by the Takeovers Directive (Interim Implementation) Regulations 2006, the rules in the City Code which are derived from the Directive now have a statutory basis.

6.1 ***Mandatory bid***

Under the City Code, if an acquisition of Ordinary Shares and/or interests therein were to increase the aggregate holding of the acquirer and its concert parties to shares carrying 30 per cent. or more of the voting rights in the Company, the acquirer and, depending on the circumstances, its concert parties, would be required (except with the consent of the Takeover Panel) to make a cash offer for the Ordinary Shares at a price not less than the highest price paid for the Ordinary Shares by the acquirer or its concert parties during the previous 12 months. This requirement would also be triggered by any acquisition of Ordinary Shares and/or interest therein by a person holding (together with its concert parties) shares carrying between 30 and 50 per cent. of the voting rights in the Company if the effect of such acquisition were to increase that person's percentage of the total voting rights of the Company.

6.2 ***Squeeze-out***

Under sections 979 to 982 of the Companies Act, if an offeror were to acquire 90 per cent. of the Ordinary Shares to which an offer relates, within four months of making its offer it could then compulsorily acquire the remaining 10 per cent. It would do so by sending a notice to outstanding Shareholders telling them that it will compulsorily acquire their shares and then, six weeks later, it would execute a transfer of the outstanding shares in favour of the offeror and pay the consideration to the Company, which would hold the consideration in trust for outstanding Shareholders. The consideration offered to the Shareholders whose shares are compulsorily acquired under the Companies Act must, in general, be the same as the consideration that was available under the takeover offer unless the Shareholders can show that the offer value is unfair.

6.3 ***Sell-out***

Sections 983 to 985 of the Companies Act also give minority Shareholders a right to be bought out in certain circumstances by an offeror who had made a takeover offer. If a takeover offer related to all the Ordinary Shares and at any time before the end of the period within which the offer could be accepted, the offeror held or had agreed to acquire not less than 90 per cent. of the Ordinary Shares, any holder of shares to which the offer relates who has not accepted the offer can by a written communication to the offeror require it to acquire those shares. The offeror would be required to give any Shareholder notice of his right to be bought out within one month of that right arising. The offeror may impose a time limit on the rights of minority Shareholders to be bought out, but that period cannot end less than three months after the end of the acceptance period. If a Shareholder exercises its rights, the offeror is bound to acquire those shares on the terms of the offer or on such other terms as may be agreed.

6.4 There have been no successful public takeover bids by third parties in respect of the Company's equity since incorporation.

7. EMPLOYEE SHARE SCHEMES

The Company does not have any employee share option scheme in place.

8. DIRECTORS

- 8.1 The Directors and their functions within the Company, their business address and brief biographies are set out in Part II ("*The Board and the acquisition structure*").
- 8.2 None of the Directors, nor any member of their immediate families has or will have on or following Admission any interests (beneficial or non-beneficial) in the shares of the Company save that Dwight Mighty, who is the beneficial owner of 208,087 Ordinary Shares representing 2.90 per cent. of the Existing Ordinary Shares and, on Admission, will be the beneficial owner of 874,753 Ordinary Shares representing 1.74 per cent. of the Enlarged Share Capital; and Ian Robinson who is the beneficial owner of 2,000 Ordinary Shares representing 0.00 per cent. of the Existing Ordinary Shares and 0.00 per cent. of the Enlarged Share Capital.
- 8.3 It should also be noted that:
- 8.3.1 Ian Robison is closely connected with Strand Associates who, as set out in paragraph 4.1 of this Part VII (*Additional Information*), is a major shareholder in the Company and on Admission will be interested in 5,893,586 Ordinary Shares representing 11.72 per cent. of the Enlarged Share Capital; and
- 8.3.2 Ken Wotton is associated with Gresham House who, as set out in paragraph 4.1 of this Part VII (*Additional Information*), is a major shareholder in the Company and on Admission will be interested in 14,227,380 Ordinary Shares representing 28.29 per cent. of the Enlarged Share Capital.
- 8.4 As of 22 September 2020, being the latest practicable date prior to publication of this document, there were no outstanding loans granted by the Company to any Director nor by any Director to the Company, nor was any guarantee which had been provided by the Company for the benefit of any Director or by any Director for the benefit of the Company, outstanding.
- 8.5 In addition to their directorships of the Company, the companies and partnerships of which the Directors and senior management are, or have been within the past five years, members of the administrative, management or supervisory bodies or partners (excluding the Company and its subsidiaries and also excluding the subsidiaries of the companies listed below) are as follows:

Name	Current	Past
Keith Sadler	Warpaint London plc	A Spokesman Said Limited
	The HR Dept PTY Ltd	Citi Sports Media Limited
		Love Sport Radio Limited
Ian Robinson*	Biteback Publishing Limited	Anne Street Partners Group Pty Limited
	B.P.Balkans Pluo (Cyprus) Limited	Anne Street Partners Holdings Pty Limited
	Conservative Home Limited	Anne Street Partners Services Pty Limited
	Deacon Street Investments Limited	Coman Construction Services Limited
	Deacon Street Partners Limited	Devonshire Club (Holdings) Limited

	E Text Books Limited	Devonshire Club Limited
	Gusbourne plc	Impellam Ventures Limited
	Gusbourne Estate Limited	London Town plc
	Gusbourne Wines Limited	
	Impellam Associates Limited	
	Jaywing plc	
	LT Pub Management plc	
	Political Holdings Limited	
	Political Holdings Limited US, Inc.	
	QVN Holdings Pty Limited	
	Shutdown Maintenance Services Limited	
	SUSD Asset Management (Holdings) Limited	
	SUSD Limited	
	Warren Street Investments Limited	
Ken Wotton	-	Livingbridge VC LLP
Dwight Mighty	Anticum Limited	Leftfield Sports Capital Limited
	Chiragra Limited	TLA Acquisitions Limited
	Gix Limited	TLA Acquisitions (Number Two) Limited
	Left Field Live Pty Ltd	TLA Americas Inc
	Modwenna Sports Advisors Limited	TLA Merchandise Pty Ltd
	Sandgate Capital Limited	TLA Worldwide Limited
	Radar Advisors Limited	TLA Worldwide Pty Ltd
		The Legacy Agency Inc
		The Legacy Agency (New York) Inc

9. DIRECTORS' CONFIRMATIONS

9.1 At the date of this document, save as disclosed in paragraphs 9.2 and 9.3 of this Part VII ("*Additional Information*"), none of the Directors:

9.1.1 has any convictions in relation to fraudulent offences for at least the previous five years;

9.1.2 has been associated with any bankruptcy, receivership or liquidation while acting in the capacity of a member of the administrative, management or supervisory body or of senior manager of any company for at least the previous five years; or

9.1.3 has been subject to any official public incrimination and/or sanction of him by any statutory or regulatory authority (including any designated professional bodies) or has ever been disqualified by a court from acting as a director of a company or from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer for at least the previous five years.

9.2 ***Ian Robinson***

Ian was appointed as a non-executive director of QVN Holdings Pty Limited on 20 June 2014. He was a director of the company at the time it entered into administration on 6 August 2019, and which has now been concluded.

Ian was appointed as a director of London Town plc on 15 October 2004. He was a director of the company when it entered administration on 19 February 2010. The administration ended on 16 August 2016 and the company was dissolved on 23 November 2016.

Ian was appointed as a director of Impellam Ventures Limited on 30 September 2008. He was a director of the company on 20 May 2015 when a resolution was passed for a solvent members voluntary winding up of the company. The company was dissolved on 5 April 2016.

9.3 ***Dwight Mighty***

Dwight was appointed as a director of Critical Care Transfers Ltd on 7 April 2011 and resigned on 14 June 2012. On 14 June 2012, the company went into administration. The administration ended on 11 December 2013 and the company was dissolved on 16 May 2017.

9.4 Save as disclosed in paragraph 7 of Part II (*The Board and the Acquisition Structure*), none of the Directors has any potential conflicts of interest between their duties to the Company and their private interests or other duties they may also have.

10. DIRECTORS' LETTERS OF APPOINTMENT, REMUNERATION AND OTHER MATTERS

The following letters of appointment have been entered into between the Directors and the Company:

10.1 a letter of appointment dated 18 July 2011, pursuant to which Keith Sadler is appointed as non-executive director of the Company with effect from 16 September 2011 on a rolling one-year basis at an annual fee of £30,000 plus an additional £10,000 for Mr Sadler's services on the remuneration and audit committees (exclusive of VAT, if applicable). This agreement is terminable on six months' notice by either party. Mr Sadler has agreed to waive payment of his fees until such time as the Company completes an Acquisition;

10.2 a letter of appointment dated 20 May 2014 with Anne Street Partners Limited (now called Deacon Street Partners Limited), pursuant to which Ian Robinson's acceptance of his appointment as a non-executive director of the Company with effect from 22 May 2014 on a rolling one-year basis at an annual fee of £40,000 (exclusive of VAT, if applicable) is confirmed. This agreement is terminable on six months' notice by either party. Mr

Robinson has agreed to waive payment of his fees until such time as the Company completes an Acquisition;

10.3 a letter of appointment dated 30 November 2016, pursuant to which Ken Wotton is appointed as a non-executive director of the Company with effect from 1 December 2016 at an annual fee of £30,000 plus an additional £10,000 for Mr Wotton's services on the remuneration and audit committees (exclusive of VAT, if applicable). This agreement is terminable on six months' notice by either party. Mr Wotton has agreed to waive payment of his fees until such time as the Company completes an Acquisition; and

10.4 a letter of appointment dated 9 August 2019, pursuant to which Dwight Mighty is appointed as a non-executive director of the Company with effect from 27 September 2019. Mr Mighty has agreed to waive fees in respect of his appointment for six months from the date of the letter with the Company revisiting whether fees shall be payable thereafter. This agreement is terminable on six months' notice by either party. The Company has not revisited Mr Mighty's fees at this stage and in any event, Mr Mighty has agreed to waive payment of any fees until such time as the Company completes an Acquisition.

Please see paragraphs 20.7 and 20.15 of this Part VII, for details of a services agreement and consultancy agreement entered into with Modwenna Sports Advisers Limited, a company wholly owned by Dwight Mighty.

11. PENSION ARRANGEMENTS

There are no pensions or other similar arrangements in place with the Directors nor are any such arrangements proposed for the Directors.

12. EMPLOYEES AND PREMISES

12.1 As at the date of this document and following the disposal of the entire operating business, the Group has no employees other than the Directors.

12.2 The following table shows the average monthly number of permanent employees (including directors) working for the Group for the financial years ended 31 December 2017, 31 December 2018 and 31 December 2019:

Year	Number of employees
31 December 2017	154
31 December 2018	153
31 December 2019	4

12.3 The following table shows the average monthly number of permanent employees (including directors) working for the Group in each activity for the financial years ended 31 December 2017, 31 December 2018 and 31 December 2019:

Activity	Average number of employees (2019)	Average number of employees (2018)	Average number of employees (2017)
Administration/support	1	56	58
Agents	-	90	90
Directors	3	7	6

12.4 The Group does not own any premises.

13. ORGANISATIONAL STRUCTURE

Since 6 September 2019, the Company has had no subsidiaries.

14. **WORKING CAPITAL**

The Group is of the opinion that the working capital available to the Group, taking into account the Minimum Amount being raised under the Placing, is sufficient for the Group's present requirements, that is for at least the 12 months from the date of this document.

15. **NO SIGNIFICANT CHANGE**

Save in respect of the Placing, there has been no significant change in the financial performance or financial position of the Group since 31 December 2019, being the date as at which the financial information contained in Part IV ("*Historical Financial Information*") has been prepared.

16. **NO GOVERNMENTAL, LEGAL OR ARBITRATION PROCEEDINGS**

16.1 Save as disclosed in paragraph 16.2 and paragraph 20.12 of this Part VII ("*Additional Information*"), there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware) during the 12 months preceding the date of this document which may have, or have had in the recent past, significant effects on the financial position or profitability of the Group.

16.2 The Company is party to MLBPA arbitration proceedings relating to a claim by K Felder for commission from the US Businesses, that were sold in December 2018. The claim was lodged after the sale of the US Businesses. The Company is not a party to any of the relevant agreements, as these were between the US Businesses and K Felder, and it is unlikely that it has any material liability in connection with the case. Discussions are taking place with a view to Hawkwing being removed for the arbitrations. The Board is of the opinion that there is no material liability arising out of these proceedings following discussions with its US legal advisers.

17. **STATUTORY AUDITOR**

17.1 The auditor of the Company is RSM Audit UK LLP, whose registered address is at 25 Farringdon Street, London EC4A 4AB. RSM Audit UK LLP was the auditor of the Company for 2019 and 2018 covered by the annual financial statements set out in Section A of Part IV ("*Historical Financial Information*"). Deloitte LLP was auditor for the annual financial statement for 2017. Both RSM Audit UK LLP and Deloitte LLP are registered to carry out audit work by the Institute of Chartered Accountants in England and Wales.

17.2 Deloitte LLP resigned as auditors of the Company on 28 September 2018 due to concerns over the adequacy and appropriateness of the then group's governance and system of internal control. The letter of resignation noted the appointment of a new executive chairman who was, at that time, expected to lead a strategic review of the then group's operations and financial performance. The Company subsequently wrote to shareholders explaining why it fundamentally disagreed with Deloitte's position set out in its resignation letter and stating that it believed that the Group's governance and system of internal controls were adequate and appropriate. The Company's letter also noted that Deloitte's audit opinion for 2017 was unmodified and that their resignation followed the Group's trading and business announcement of 4 September 2018, setting out the material adverse change in its trading performance for 2018. The matters set out in Deloitte's letter were superseded by the Company undertaking a strategic review of its businesses and operations under a newly appointed Chairman which ultimately resulted in the disposal of the entire operations of the Group and the Company reverting to being a cash shell, for which appropriate procedures and governance have now been instituted by the Board. In so far as matters were raised by Deloitte they have no ongoing relevance to the Company as is now and as it proposes to operate as described in Part I (*The Company, Investment and Strategy*) of this document.

18. **DILUTION OF ORDINARY SHARE CAPITAL**

18.1 The Placing will result in the Existing Ordinary Shares being diluted so as to constitute approximately 14.26 per cent. of the Enlarged Share Capital.

- 18.2 A comparison of the net asset value per Ordinary Share as of the date of the latest balance sheet before the Placing and the Placing Price per Ordinary Share within that Placing is as follows: 0.013 pence against 0.015 pence.

19. RELATED PARTY TRANSACTIONS

- 19.1 There are no related party transactions save as described in paragraph 19.2 and paragraph 20 of this Part VII ("*Additional Information*") and as set out in note 27 on page 84 of the Annual Report and Financial Statements for the year ended 31 December 2017, note 29 on page 78 of the Annual Report and Financial Statements for the year ended 31 December 2018 and note 17 on page 43 of the Annual Report and Financial Statements for the year ended 31 December 2019, such information being incorporated by reference under Part IV ("*Historical Financial Information*").
- 19.2 On 31 December 2019, the Company sold the entire issued share capital of TLA Acquisitions Limited (and its subsidiaries TLA Acquisitions (Number Two) Limited and TLA Americas, Inc.) to Chiragra Limited, a company wholly owned by Dwight Mighty, for £1.

20. MATERIAL CONTRACTS

The following are all of the contracts (not being contracts entered into in the ordinary course of business) that have been entered into by the Group during the period of two years ending on the date of this document which: (i) are, or may be, material to the Group; or (ii) contain obligations or entitlements which are, or may be, material to the Group as at the date of this document.

20.1 *First Forbearance Agreement*

On 10 October 2018, a forbearance agreement was entered into between the Company, TLAA, TLAA2, Legacy, TLA Americas, Legacy New York, the Australian Sale Companies and SunTrust (the "**First Forbearance Agreement**") in connection with the Credit Agreement.

In the First Forbearance Agreement, it was acknowledged by Legacy New York, the Company and TLAA2 (together, the "**Loan Parties**") that: (i) as at 26 September 2018, Legacy and TLAW (as borrowers under the Credit Agreement) owed a principal amount of US\$26,625,000 (plus accrued interest, fees and other obligations) to SunTrust under the Credit Agreement; and (ii) material events of default existed and continued to exist under the Credit Agreement. SunTrust agreed to forbear, until 31 December 2018 (or earlier if any of the covenants in the First Forbearance Agreement were breached or any other event of default occurred), from exercising remedies available to it under the Credit Agreement with respect to certain defaults by the Loan Parties, including TLAA's obligation to make certain payments of principal and interest that were due on 28 September 2018. Such forbearance was conditional upon, amongst other things, the Loan Parties having engaged an investment banker to assist with the sale of all or substantially all of its stock or assets of Legacy, TLAW and Legacy New York for net proceeds of at least US\$15,000,000 on or before 31 December 2018.

Pursuant to the terms of the First Forbearance Agreement, the Loan Parties agreed to reimburse the Administrative Agent (as defined in the Credit Agreement) for all expenses related to the engagement of a consultant who was carrying out advisory and valuation services, up to a maximum amount of US\$150,000 (in addition to all other fees and expenses payable under the Credit Agreement). In addition, the Loan Parties agreed to pay a non-refundable forbearance fee of US\$266,250 to SunTrust unless the outstanding principal amount of the loans was reduced to US\$11,625,000 before the end of the forbearance period, in which case the forbearance fee would be waived.

Representations and warranties as to capacity, title, execution, binding obligations and standing were given by the Loan Parties to SunTrust at the date of the First Forbearance Agreement, and the Loan Parties were required to confirm that other than as specified in the First Forbearance Agreement, the representations and warranties in the Credit Agreement (and related agreements) were true and correct in all material respects and that no events of default (other than those specified) were existing.

The First Forbearance Agreement is governed by the laws of the state of New York.

20.2 **Disposal of the US Businesses – US SPA**

On 30 November 2018, TLAA, TLAA2, Legacy, TLA Americas (all of which were subsidiaries of the Company at that time) and GCM entered into a conditional purchase and sale agreement ("**US SPA**") in relation to the disposal of the US Businesses. Pursuant to the terms of the US SPA, TLAA and TLAA2 conditionally agreed to sell the entire issued and outstanding shares of capital stock of each of their respective wholly-owned subsidiaries, Legacy and TLA Americas (including TLA Americas' wholly-owned subsidiary, Legacy New York) ("**US Sale Companies**").

Pursuant to the terms of the US SPA, the total consideration payable by GCM under the US SPA was US\$6.175 million. In addition, GCM agreed to assume certain indebtedness of the US Sale Companies in an aggregate amount equal to US\$2.468 million, including in respect of certain earn-out payments.

TLAA and TLAA2 are restricted in the USA and Latin America until 28 December 2021 from: (i) soliciting agents, customers, employees or suppliers of the Sale Companies; or (ii) competing with the businesses of the US Sale Companies as they were carried out as at 28 December 2018.

The US SPA contains certain limited representations and warranties which were given by TLAA, TLAA2 and each of the US Sale Companies, including but not limited to representations and warranties relating to (amongst others) organisation, good standing, qualification and power, authorisation of the entry into and transactions contemplated by the US SPA, law and order, capitalisation and certain tax matters. Other than certain fundamental warranties, the representations and warranties were in force until 30 April 2020. The Company was not party to this agreement.

The US SPA is governed by the laws of the state of New York.

20.3 **Second Forbearance Agreement**

On 27 December 2018, a second forbearance agreement was entered into by, amongst others, Legacy, TLAW, TLAA, Legacy New York, the Company, TLAA2 and SunTrust (the "**Second Forbearance Agreement**") in anticipation of the initial forbearance period granted under the First Forbearance Agreement (referred to above) coming to an end. Under the Second Forbearance Agreement, SunTrust agreed to continue to forbear from exercising remedies with respect to the specified defaults until 31 January 2019 (or earlier if any of the covenants in the Second Forbearance Agreement were breached or any other event of default occurred). The continued period of forbearance was conditional on, amongst other things, the Loan Parties diligently pursuing the sale of all or substantially all of the stock or assets of the Australian Sale Companies and the net proceeds of which being at least US\$15,650,000. Representations and warranties were given in the same form as those given in the First Forbearance Agreement. The Second Forbearance Agreement is also governed by the laws of the state of New York.

20.4 **Third Forbearance Agreement**

On 10 May 2019, a third forbearance agreement was entered into by, amongst others, Legacy, TLAW, TLAA, Legacy New York, the Company, TLAA2 and SunTrust (the "**Second Forbearance Agreement**") pursuant to which the forbearance period was extended again by SunTrust to 29 August 2019. Under the terms of the Third Forbearance Agreement, the Loan Parties were required to: (i) pursue a disposal of the Australian Sale Companies the proceeds of which would be at least US\$13,705,300 (and on the terms of the Australian SPA appended thereto); and (ii) circulate a shareholder circular regarding the Australian Disposal on or before 26 July 2020. The Loan Parties agreed to pay a forbearance fee of US\$224,650 on the earlier of the date on which the forbearance period expired and completion of the Australian Disposal. In addition, the agent was entitled to be reimbursed for its legal counsel fees (in an amount equal to US\$45,000).

20.5 **Disposal of the Australian Business – Australian SPA**

On 8 August 2019, the Company's wholly-owned subsidiary, TLAA, and QMS entered into a conditional share sale agreement pursuant to which TLAA agreed to sell the entire

issued share capital of each of TLAW and TLA-ESP (and its subsidiary TLAM) to QMS ("**Australian SPA**"). Pursuant to the terms of the Australian SPA, the consideration payable by TLAA to QMS was AUD 21,485,000, comprising cash of AUD 21,485,000 and the assumption by QMS of earn-out liabilities of TLA Worldwide (Aust) Pty Ltd. Completion of the Australian SPA ("**Completion**") occurred on 5 September 2019 and for a period of three years beginning on Completion and ending on 5 September 2022, TLAA and its associates (including the Company) have been, and remain, prohibited (subject to certain exceptions), from being engaged in: (i) providing sports marketing services, athlete representation services, media representation services, merchandise services or events services in Australia; and (ii) providing athlete representation services and media representation services in the UK, in each case, to the extent they are substantially similar to the services carried out by the Australian Business immediately before Completion.

TLAA gave limited representations and warranties, having only given them in respect of power and authority to enter into and perform its obligations in connection with the Australian Disposal, solvency and share ownership. Other than liability resulting from fraud or wilful concealment or wilful default on the part of TLAA or any of its associates, QMS has limited recourse against TLAA as QMS agreed that it does not have and will not make any claim against TLAA or any related body corporate as a result of a breach of warranty (which is supported by an indemnity given by QMS).

Although TLAW has the right to discharge certain existing earn-out obligations, in part, through the issue of shares in the Company, QMS agreed, pursuant to the terms of the Australian SPA, not to allow TLAW to exercise the share issue election.

In addition, under the terms of the Australian SPA, TLAA and QMS agreed to use reasonable endeavours to procure the release of TLAA and its associates from all obligations under any guarantees or securities provided by TLAA or its associates (other than the Australian Target Group) before 5 September 2019 in respect of the obligations of any member of the Australian Target Group, including under a distribution agreement and trade mark licence with Puma. The Company was not a party to this agreement.

The Australian SPA is governed by the laws of the State of Victoria and the Commonwealth of Australia.

20.6 ***First Payoff Letter***

On 8 August 2019, SunTrust and TLAA entered into a payoff letter (the "**First Payoff Letter**"). Under the terms of the First Payoff Letter, it was agreed that, subject to (amongst other things) the successful sale of the Australian Sale Companies (on the terms of the Australian SPA) and SunTrust receiving US\$13,266,835 on or before 2 September 2019 (being the expiry of the final amended forbearance period): (i) all commitments and other obligations of SunTrust to TLAA and the other Loan Parties under the Credit Agreement and other loan documents would terminate and (ii) all loans owing by TLAA to SunTrust would be fully discharged and all other obligations of the Loan Parties under the SunTrust loan documents would be fully discharged (other than certain specified provisions which were contemplated to survive termination). The Loan Parties also agreed to release SunTrust and the Administrative Agent under the Credit Agreement from any and all actions and in any way directly or indirectly arising out of or in any way connected to the Credit Agreement or the loan documents. The First Payoff Letter contains limited representations and warranties and is governed by the laws of the state of New York.

20.7 ***Consultancy Agreement***

On 13 August 2019, the Company entered into a consultancy agreement with Modwenna Sports Advisers Limited ("**Modwenna**") in relation to the provision of business advisory services and other support to the Company following the sale the Company's Australian Business. The consultant provided to the Company under the terms of the agreement is Dwight Mighty. The agreement took effect on 6 September 2019 and shall continue until the later of six months from the commencement date and the date on which the Company's shares shall be suspended from AIM. The fees payable under the agreement are £1,500 (plus VAT, if applicable) per month.

20.8 ***Deed of settlement and Release – BPA Earn-out Payments***

On 21 August 2019, the Company entered into a deed of settlement and release ("**Deed of Settlement and Release**") with, amongst others, TLAW, QMS, CKRWSD Pty Ltd ("**ESP Holdings**") and NED Promotions Pty Ltd (together with ESP Holdings, being the "**Vendors**") in relation to certain obligations of the parties (other than QMS) under a business purchase agreement dated 19 March 2015 (as amended from time to time) ("**Original BPA**"). Under the Original BPA, TLAW agreed to pay the Vendors certain earn-out payments ("**Earn-out Payments**") and if TLA-ESP so requested in writing, and the Company agreed, the Company would be required to discharge the relevant Earn-out Payment, in part, through the allotment and issue of shares in the Company. Under the terms of the Deed of Settlement and Release, however, the parties agreed to fully release each other from any claims arising out of in connection with the Earn-out Payments such that no further amounts were payable in connection with the Earn-out Payment (except as set out in the Deed of Settlement and Release). In consideration for these releases, TLAW agreed to pay the following amounts in full and final settlement of TLAW's obligation to pay the Earn-out Amounts under the Original BPA: (i) AUD\$3,900,000; and (ii) either: (A) the allotment of certain deferred shares to the Vendors (if QMS's IPO proceeds before the Deferred Shares Issue Date); or (B) AUD\$2,100,000 if the QMS did not proceed by the Deferred Shares Issue Date, as defined therein).

20.9 ***Deed of Settlement and Release – TLAM Earn-out Payments***

On 21 August 2019, the Company entered into an additional deed of settlement and release ("**TLAM Deed of Settlement and Release**") with, amongst others, Paccabel Investments Pty Ltd ("**Paccabel**"), Twelfth Talfeb Pty Ltd (together with Paccabel, the "**Former Shareholders**"), TLAW and QMS in relation to certain obligations of the parties (other than QMS) under an earn-out agreement dated on or around 19 March 2015 (as amended from time to time) (the "**TLAM Earn-out Agreement**"). In consideration for the payment by TLAW of AUD\$750,000 to the Former Shareholders, the parties agreed to fully release each other from any claims, actions, proceedings or demands in respect of the obligation to pay the outstanding earn-out payments under the TLAM Earn-out Agreement.

20.10 ***Disposal of the Australian Business – Licence and Transfer Deed***

In connection with the Australian Disposal, the Company entered into a licence and transfer deed with TLAW and TLA-ESP on 26 August 2019 (the "**Licence and Transfer Deed**"), pursuant to which the Company agreed, amongst other things, to permit TLAW and TLA-ESP to use certain TLA trade marks in connection with the Australian Business until 5 September 2022. The licence is royalty free and applies on an exclusive basis in respect of Australia and a non-exclusive basis in respect of the United Kingdom. The Company also agreed to transfer the domain name "tlaworldwide.com" to the licensees. No additional consideration (to the consideration paid under the Australian SPA) was payable under the terms of the Licence and Transfer Deed.

20.11 ***Second Payoff Letter***

On 27 August 2019, SunTrust and TLAA entered into a second payoff letter (the "**Second Payoff Letter**") pursuant to which the date by which the payoff conditions needed be satisfied was extended to 6 September 2019. The terms of the Second Payoff Letter were otherwise the same as those in the First Payoff Letter including the fact that it is also governed by the laws of the state of New York.

20.12 ***Settlement agreement***

On 18 February 2020 the Company entered into a settlement agreement with Greg Genske ("**Genske**") a former director of the Company and others relating to an action that Genske had commenced against the Company and others in California and an arbitration he commenced in New York before the Major League Baseball Players Association. The Company and Genske released each other from all claims known or unknown including the matters which were the subject of the actions and arbitration demands, save for any obligation of the Company to defend and/or indemnify Genske. The Company also agreed not to take any action which might affect any right of Genske under any insurance policy

held by the Company relating to his defence or indemnification from a third party claim against him related to his service as a director of the Company unless Genske is in breach of his fiduciary duties and the claim arises from or relates to such breach.

20.13 **Services Agreement**

On 14 May 2020, the Company entered into an agreement with Rodger Sargent ("**Mr Sargent**") in relation to the services to be provided by him in respect of Admission and the Placing. The fee payable by the Company to Mr Sargent on the successful completion of Admission and the Placing is £20,000 (plus VAT if applicable). Mr Sargent will invoice the Company for the fee and the cash in respect of the fee will be applied by Mr Sargent to subscribe for New Ordinary Shares at the Placing Price.

20.14 **Beaumont Cornish Agreement**

On 15 May 2020, the Company entered into a letter of engagement with Beaumont Cornish pursuant to which Beaumont Cornish has agreed to act as financial adviser to the Company in connection with Admission. The corporate finance fee payable to Beaumont Cornish is £5,000 payable on publication of this document and £3,000 immediately on Admission (both amounts exclusive of applicable VAT). The £3,000 cash will be applied to subscribe for New Ordinary Shares at the Placing Price. The fees for ongoing services as financial adviser are £10,000 (plus applicable VAT) per annum payable quarterly in advance together with reasonable out-of-pocket expenses. The arrangement shall continue subject to three months' notice by either party.

20.15 **Services Agreement**

On 21 May 2020, the Company entered into an agreement with Modwenna Sports Advisers Limited ("**Modwenna**") in relation to the services to be provided by Dwight Mighty in respect of Admission and the Placing. The fee payable by the Company to Modwenna on the successful completion of Admission with a placing of at least £1 million is £20,000 (plus VAT if applicable). Modwenna will invoice the Company for the fee and the cash in respect of the fee will be applied by Modwenna to subscribe for New Ordinary Shares at the Placing Price. The VAT (if applicable) will be paid in cash.

20.16 **Dowgate Broker Agreement**

The Company is party to an agreement dated 22 May 2020 made between (1) the Company and (2) Dowgate, pursuant to which the Company has appointed Dowgate to act as its broker. The appointment commences on the date of the agreement for an initial term of one year and shall continue thereafter until terminated by either party giving the other not less than three months' notice in writing. An annual retainer of £40,000 per annum will only be applied upon completion of the first acquisition. The Company will also pay Dowgate's reasonable out-of-pocket expenses. The agreement contains certain customary undertakings and indemnities given by the Company in favour of Dowgate.

21. **CAPITALISATION AND INDEBTEDNESS**

21.1 At the date of this document, the Company:

21.1.1 does not have any secured, unsecured or unguaranteed indebtedness, including direct and contingent indebtedness;

21.1.2 has not granted any mortgage or charge over any of its assets; and

21.1.3 does not have any contingent liabilities or guarantees.

21.2 If Admission and the Placing had taken place prior to the date of the balance sheet of the Company as at 31 December 2019 then the balance sheet of the Company would change as follows (on the basis that the Company had not yet invested the proceeds of the Placing):

- 21.2.1 the cash held by the Company would increase by the amount subscribed for pursuant to the Placing (less any fees and expenses paid by the Company on Admission) being the Net Proceeds;
 - 21.2.2 the total assets of the Company would increase by the amount of the Net Proceeds on Admission; and
 - 21.2.3 the called-up share capital would increase by the aggregate nominal amount of Ordinary Shares issued both prior to and following Admission.
- 21.3 If Admission had taken place prior to the date of the financial information relating to the Company set out in Part IV ("*Historical Financial Information*") of this document then any impact on the Company's earnings would have been to enhance earnings with the precise level being dependent on any return made on the Net Proceeds received by the Company.

22. GENERAL

- 22.1 The total costs (including fees and commissions) (exclusive of VAT) payable by the Company in connection with the Placing and Admission are estimated to amount to approximately £88,500. The estimated net proceeds accruing to the Company from the Placing are approximately £1,205,000. No expenses will be charged by the Company to any investor in respect of the Placing and Admission.
- 22.2 As at the date of this document, the Company has no existing or planned tangible fixed assets and there are no environmental issues that may affect its utilisation of any such tangible fixed assets.
- 22.3 There are no trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Company's prospects in the current financial year.
- 22.4 There are no arrangements in place under which future dividends are to be waived or agreed to be waived.
- 22.5 The Placing Price under the Placing is payable in full in cash on Admission.
- 22.6 As at the date of this document, neither the business nor the profitability of the Company is dependent on any patents or other intellectual property rights, licences, industrial, commercial or financial contracts or new manufacturing processes.
- 22.7 Where information contained in this document has been sourced from a third party, the Company and the Directors confirm that such information has been accurately reproduced and that as far as the Company is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. Where third party information has been used in this document, the source of such information has been identified.
- 22.8 The accounting reference date of the Company is currently 31 December.
- 22.9 This document has been prepared in accordance with current UK tax legislation, practice and concession and interpretation thereof. Such legislation and practice may change, and the current interpretation may therefore no longer apply.
- 22.10 As at the date of this document the Company has no principal investments in progress and there are no future principal investments on which the Company has made a firm commitment.
- 22.11 As far as the Company is aware, there are no arrangements relating to the Company, the operation of which may at a subsequent date result in a change of control of the Company.

23. AVAILABILITY OF THIS DOCUMENT

- 23.1 Following publication a copy of this document will be available for viewing free of charge at the FCA's National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.
- 23.2 Copies of this document may be collected, free of charge during normal business hours, from the registered office of the Company.
- 23.3 In addition, this document will be published in electronic form and be available on the Company's website www.hawkwing.co subject to certain access restrictions applicable to persons located or resident outside the United Kingdom.
- 23.4 Copies of the following documents will be published in electronic form and be available on the Company's website at www.hawkwing.co subject to certain access restrictions applicable to persons located or resident outside the United Kingdom and made available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered offices of the Company, for the period of 14 days following the date of this document:
- 23.4.1 the Articles; and
- 23.4.2 the historical financial information of the Company set out in Part IV ("*Historical Financial Information*") of this document.

PART IX

DEFINITIONS

The following words and expressions shall have the following meanings in this document, unless the context otherwise requires:

"Acquisition"	the acquisition(s) by the Company or by any subsidiary thereof (which may be in the form of a merger, capital stock exchange, asset acquisition, stock purchase, scheme of arrangement, reorganisation or similar business combination) of an interest in a company, business or asset as described in Part I (" <i>The Company, Investment and Strategy</i> ") of this document.
"Admission"	admission of the Enlarged Share Capital to the Standard Listing segment of the Official List and to trading on the Main Market.
"AIM"	AIM, a market of the London Stock Exchange.
"AIM Rules"	the AIM Rules for Companies as published by the London Stock Exchange from time to time.
"Articles"	the articles of association of the Company from time to time.
"AUD"	the law currency of Australia.
"Australian Business"	the sports marketing services, athlete representation services, media representation services business, merchandise services and events services business conducted by the Australian Target Group in Australia and the United Kingdom before the Australian Disposal completed.
"Australian Disposal"	the sale by TLAA of the Australian Sale Companies to QMS pursuant to and in accordance with the Australian SPA.
"Australian Sale Companies"	TLAW and TLA-ESP.
"Australian SPA"	a conditional share sale agreement dated 8 August 2019 between TLAA and QMS, further details of which are set out in paragraph 20.5 of Part VII (" <i>Additional Information</i> ").
"Australian Target Group"	the Australian Sale Companies and TLAM (being a subsidiary of TLAW).
"Beaumont Cornish"	Beaumont Cornish Limited (company number 3311393), financial adviser to the Company.
"Board"	the board of directors of the Company.
"Business Day"	a day (other than a Saturday or Sunday) on which banks are open for general business in London.
"certificated" or "in certificated form"	a share or other security which is not in uncertificated form (that is, not in CREST).
"City Code" or "Takeover Code"	the UK City Code on Takeovers and Mergers issued by the Panel on Takeovers and Mergers, as amended from time to time.
"Change of Control"	following an Acquisition, the acquisition of Control of the Company by any person or party (or any group of persons or parties who are acting in concert).

"Companies Act"	the Companies Act 2006 of the United Kingdom, as amended.
"Company"	Hawkwing plc, a company incorporate in England and Wales under the Companies Act on 16 August 2011, with company number 07741649.
"Contract Note"	a contract note issued to a prospective Placee for New Ordinary Shares by Dowgate and a form of acceptance from such prospective Placee confirming the prospective Placee's irrevocable commitment to subscribe for New Ordinary Shares, conditional only upon Admission.
"Control"	an interest, or interests, in shares carrying in aggregate 30 per cent. or more of the Voting Rights of a company, irrespective of whether such interest or interests give <i>de facto</i> control.
"Corporate Governance Code"	the UK Corporate Governance Code issued by the Financial Reporting Council, as amended from time to time.
"Credit Agreement"	the second amended and restated revolving credit and term loan facility agreement entered into between The Legacy Agency, Inc. and TLA Worldwide Americas Inc. (as co-borrowers), TLAA and SunTrust on 3 November 2017 (as amended from time to time).
"CREST" or "CREST system"	the relevant system (as defined in the CREST Regulations) for the paperless settlement of trades in listed securities in the United Kingdom, of which Euroclear is the operator (as defined in the CREST Regulations).
"CREST Regulations"	the Uncertificated Securities Regulations 2001 (SI 2001/3755).
"Deferred Shares"	deferred shares of £0.019 each in the share capital of the Company.
"Directors"	the board of directors of the Company, being Keith Sadler, Ian Robinson, Ken Wotton and Dwight Mighty as at the date of this document.
"Disclosure Guidance and Transparency Rules" or "DTR"	the Disclosure Guidance and Transparency Rules produced by the FCA and forming part of the FCA Handbook.
"Dowgate"	Dowgate Capital Limited (company number 02474423), the broker of the Company.
"EEA"	the European Economic Area.
"EEA State"	the member states of the European Union and the European Economic Area, each an " EEA State ".
"Enlarged Share Capital"	the issued ordinary share capital of the Company immediately following Admission, comprising the Existing Ordinary Shares and the New Ordinary Shares.
"European Union" or "EU"	the European Union.
"Euroclear"	Euroclear UK & Ireland Limited.
"Existing Ordinary Shares"	the existing Ordinary Shares in issue at the date of this document.
"FCA"	Financial Conduct Authority.
"FCA Handbook"	the book of rules and guidance maintained by the FCA.
"FSMA"	the Financial Services and Markets Act 2000, as amended.

"GCM"	GCM Sports Holdings, Inc., a corporation incorporated under the laws of Delaware, USA.
"General Meeting"	the general meeting of the Company held on 29 June 2020.
"Group"	the Company and its subsidiaries from time to time.
"HMRC"	HM Revenue & Customs.
"ISIN"	the International Securities Identification Number.
"Latest Practicable Date"	22 September 2020, being the latest practicable date prior to publication of this document.
"Legacy"	The Legacy Agency, Inc., a corporation incorporated under the laws of Delaware, USA.
"Legacy New York"	The Legacy Agency (NY), Inc., a corporation incorporated under the laws of Delaware, USA.
"Listing Rules"	the listing rules issued by the FCA pursuant to section 73A of FSMA.
"Loan Parties"	the loan parties in the Credit Agreement, being Legacy New York, the Company and TLAA2.
"London Stock Exchange" or "LSE"	London Stock Exchange Group plc.
"Main Market"	the regulated market of the London Stock Exchange for officially listed securities.
"Market Abuse Regulation"	the Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014.
"Member States"	member states of the EU.
"MiFID II"	the EU Markets in Financial Instruments Directive (2014/65/EU), as amended.
"Minimum Amount"	£250,000, being the minimum amount which in the opinion of the Company is necessary to make the Working Capital Statement.
"Net Proceeds"	the funds received on closing of the Placing less any expenses paid or payable in connection with the Placing and Admission.
"New Ordinary Shares"	the new Ordinary Shares to be allotted and issued pursuant to the Placing.
"Official List"	the Official List maintained by the FCA.
"Ordinary Shares"	ordinary shares of £0.02 each in the share capital of the Company.
"Panel"	the UK Panel on Takeovers and Mergers.
"Placee(s)"	a person who confirms his agreement to Dowgate to subscribe for New Ordinary Shares under the Placing.
"Placing"	the conditional placing of the New Ordinary Shares on behalf of the Company at the Placing Price and on the terms and subject to the conditions set out in this document.

"Placing Price"	£0.03.
"Premium Listing"	a Premium Listing under Chapter 6 of the Listing Rules.
"Prospectus Regulation"	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, and includes any relevant implementing measures in each member state of the EEA that has implemented Regulation (EU) 2017/1129.
"Prospectus Regulation Rules"	the prospectus regulation rules of the FCA made pursuant to section 73A of FSMA, as amended from time to time.
"QCA Code"	the Corporate Governance Code for Small and Mid-sized quoted companies 2018 published by the Quoted Companies Alliance (as amended from time to time).
"QMS"	QMS Sport Holdings Limited, a company incorporated under the laws of Victoria, Australia (Australian Company Number 628 374 210).
"Qualified Investor"	means qualified investors within the meaning of Article 2(1)(e) of the Prospectus Regulation.
"Registrar"	Neville Registrars Limited.
"Regulatory Information Service"	one of the regulatory information services authorised by the FCA to receive, process and disseminate regulatory information in respect of listed companies.
"SDRT"	stamp duty reserve tax.
"SEC"	the United States Securities and Exchange Commission.
"SEDOL"	the Stock Exchange Daily Official List.
"Shareholders"	the holders of Ordinary Shares from time to time, and " Shareholder " means any one of them.
"Standard Listing"	a Standard Listing under Chapter 14 of the Listing Rules.
"sterling" or "£" or "p."	the lawful currency of the United Kingdom.
"SunTrust"	SunTrust Bank, a Georgia (US) banking corporation.
"Takeover Code" or "City Code"	the UK City Code on Takeovers and Mergers issued by the Panel on Takeovers and Mergers, as amended from time to time.
"TLAA"	TLA Acquisitions Limited, a company incorporated and registered in England and Wales with company number 07754514 and a wholly owned subsidiary of the Company.
"TLAA2"	TLA Acquisitions (Number Two) Limited, a company incorporated in England and Wales with company number 08230022 (which was dissolved on 14 January 2020).
"TLA Americas"	TLA Worldwide Americas, Inc., a corporation incorporated under the laws of Delaware, USA.

"TLA-ESP"	TLA-ESP Limited (now called TLA Worldwide Limited), a company incorporated and registered in England and Wales with company number 09358242.
"TLAM"	TLA Merchandise Pty Ltd., a company incorporated under the laws of Victoria, Australia with ACN 119 725 469.
"TLAW"	TLA Worldwide (Aust) Pty Ltd., a company incorporated under the laws of Victoria, Australia with ACN 603 385 575.
"United Kingdom" or "UK"	the United Kingdom of Great Britain and Northern Ireland.
"uncertificated" or "in uncertificated form"	recorded on the register of members as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST.
"US Businesses"	the businesses of each of TLA Worldwide Americas, Inc., The Legacy Agency, Inc. and The Legacy Agency (NY), Inc., being the Group's baseball and the US sports marketing businesses prior to the sale of them on 28 December 2018.
"USD" or "US\$"	the law currency of the United States of America.
"United States" or "US"	the United States of America, its territories and possessions, any state of the United States and the District of Columbia.
"US Investment Company Act"	the United States Investment Company Act of 1940, as amended.
"US Securities Act"	the United States Securities Act of 1933, as amended.
"VAT"	the value added tax chargeable under or pursuant to the Value Added Tax Act 1994 or the EU Directive 2006/112/EC on the common system of value added tax and any other sales, purchase or turnover tax of a similar notice, whether imposed in the UK or elsewhere.
"Working Capital Statement"	the statement set out in paragraph 14 of Part VII (<i>Additional Information</i>) of this document.