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22 December 2023

**BELLUSCURA PLC**  
("Belluscura" or the "Company")

**Date for Posting of Offer Document**

On 31 October 2023, the directors of Belluscura and the directors of TMT Acquisition plc ("**TMT Acquisition**") announced that they had reached agreement on the terms of a recommended all share offer by Belluscura for TMT Acquisition to be effected by means of a takeover offer within the meaning of Part 28 of the Companies Act 2006 (the "**Offer**").

On 28 November 2023, Belluscura announced that there would be a short delay (with the consent of the Panel on Takeovers and Mergers (the "**Panel**")) in the posting out to TMT Acquisition Shareholders of the Offer Document. With the agreement of the Panel, Belluscura now intends to post the Offer Document out to TMT Acquisition Shareholders by mid-January 2024.

*Capitalised terms used in this announcement shall, unless defined in this announcement or unless the context provides otherwise, bear the same meaning ascribed to such terms in the announcement on 31 October 2023 of the Offer (the "Announcement").*

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The release, distribution or publication of this announcement in jurisdictions other than the United Kingdom may be restricted by the laws of the relevant jurisdictions and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe, any applicable requirements. The information disclosed in this announcement may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside the United Kingdom. Any failure to comply with the restrictions may constitute a violation of the securities law of any such jurisdiction.

**Disclaimers:**

Dowgate Capital Limited ("**Dowgate**"), which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting as financial adviser and broker to Belluscura and no one else in connection with the matters referred to in this announcement and will not be responsible to anyone other than Belluscura for providing the protections afforded to its clients or for providing advice in connection with the matters referred to in this announcement.

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Guild Financial Advisory Limited ("**Guild Financial Advisory**"), which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting as Rule 3 adviser to TMT Acquisition and no one else in connection with the matters referred to in this announcement and will not be responsible to anyone other than TMT Acquisition for providing the protections afforded to its clients or for providing advice in connection with the matters referred to in this announcement.

**Right to switch to a Scheme**

Belluscura reserves the right to elect to implement the Acquisition by way of a Court sanctioned scheme of arrangement in accordance with Part 26 of the Companies Act 2006 (a "**Scheme**") as an alternative to the Offer. In such an event, the Scheme will be implemented on the same terms (subject to appropriate amendments), so far as applicable, as those which would apply to the Offer and subject to the amendments referred to in paragraph 1 of Part C of Appendix 1 to the Announcement.

**Disclosure requirements of the Code:**

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 p.m. (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m. (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3. Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

#### **Rule 26.1 disclosure:**

In accordance with Rule 26.1 of the Code, a copy of this announcement will be available on the investor section of Belluscura's and TMT Acquisition's websites at [www.belluscura.com/belluscura-possible-offer-for-tmt-acquisition-plc](http://www.belluscura.com/belluscura-possible-offer-for-tmt-acquisition-plc) and [www.tmtacquisition.com](http://www.tmtacquisition.com) respectively by no later than 12.00 noon (London time) on the business day immediately following the date of this announcement. The content of the websites referred to in this announcement is not incorporated into and does not form part of this announcement.