

**THIS DOCUMENT, THE APPLICATION FORM AND THE ENCLOSED FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.** It contains the resolutions to be voted on at a General Meeting of the Company to be held on 19 July 2021. If you are in any doubt about the contents of this document, or the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who is authorised under the Financial Services and Markets Act 2000 (as amended) ("FSMA") if you are resident in the United Kingdom (or, if you are a person outside the UK, from another appropriately qualified independent financial adviser in your jurisdiction).

Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in New Ordinary Shares will commence at 8:00 a.m. on 20 July 2021.

---

## **Bidstack Group plc**

*(Incorporated and registered in England and Wales with registered no. 09835625)*

### **Placing and Subscription for 543,157,516 New Ordinary Shares to raise £10.863 million Notice of General Meeting**

---

**Notice of a General Meeting to be held at Plexal, 14 East Bay Lane, The Press Centre, Here East, Queen Elizabeth Olympic Park, Stratford, London, E20 3BS at 11.00 a.m. on 19 July 2021, is set out at the end of this document.**

**Due to the impact of COVID-19 related UK governmental guidance as it affects attendance at the General Meeting in person, you are strongly advised to complete, sign and return the enclosed Form of Proxy to the Company's Registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD as soon as possible and, in any event, so as to be received by 11.00 a.m. on 15 July 2021. If you hold Existing Ordinary Shares in CREST, you may appoint a proxy by completing and transmitting a CREST proxy instruction so that it is received by not later than 11:00 a.m. on 15 July 2021. Completion and return of a form of proxy is likely to be the only way your vote will be counted at the General Meeting as, based on current UK government guidance, you will be precluded from attending the General Meeting in person.** The vote on the Resolutions to be put to the general meeting will be conducted on a poll. In the event that the situation changes, the Board will inform shareholders of any change in these arrangements by way of a Regulatory Information Service announcement.

#### **FORWARD-LOOKING STATEMENTS**

This document includes "forward-looking statements" which include all statements other than statements of historical fact, including, without limitation, those regarding the Company's financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "would", "could" or similar expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company's control that could cause the actual results, performance or achievements of the Group to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future. These forward-looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules.

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Announcement of results of the Fundraise	2 July 2021
Posting of Circular and Form of Proxy	2 July 2021
Latest time and date for receipt of Forms of Proxy	11:00 a.m. on 15 July 2021
Latest time and date for receipt of CREST proxy instructions and CREST voting instructions	11:00 a.m. on 15 July 2021
General Meeting	11:00 a.m. on 19 July 2021
Announcement of Results of General Meeting	19 July 2021
Admission and commencement of dealings in the New Ordinary Shares	By 8:00 a.m. on 20 July 2021
CREST accounts credited in respect of the New Ordinary Shares	By 8:00 a.m. on 20 July 2021
Dispatch of definitive share certificates for applicable New Ordinary Shares	Within 5 business days of 20 July 2021

**If any of the details contained in the timetable above should change, the revised times and dates will be notified to Shareholders by means of an announcement through a Regulatory Information Service.**

**Certain of the events in the above timetable are conditional upon, *inter alia*, the approval of the Resolutions to be proposed at the General Meeting.**

**All references to time and dates in this document are to time and dates in London.**

## KEY STATISTICS

Number of Existing Ordinary Shares	388,374,057
Number of Placing Shares	488,157,516
Number of Subscription Shares	55,000,000
Issue Price	2.0 pence
Percentage of the Enlarged Share Capital represented by the New Ordinary Shares	58.31 per cent.
Gross proceeds of the Fundraise	£10.863 million
Estimated net proceeds of the Fundraise	£10.2 million
Enlarged Share Capital immediately following the Fundraise	931,531,573

## PART I

### Bidstack Group Plc

(Incorporated and registered in England and Wales with registered number 09835625)

#### LETTER FROM THE CHAIRMAN

*Directors:*

Donald Stewart (Non-Executive Chairman)  
James Draper (Chief Executive Officer)  
Lisa Hau (Chief Operating Officer)  
Francesco Petruzzelli (Chief Technology Officer)  
John McIntosh (Financial Director)  
Glen Calvert (Non-Executive Director)

*Registered Office:*  
201 Temple Chambers  
3-7 Temple Avenue  
London  
EC4Y 0DT

2 July 2021

*To all Shareholders and, for information only, holders of options over Ordinary Shares*

Dear Shareholder

#### **Placing and Subscription for 543,157,516 New Ordinary Shares to raise £10.863 million**

#### **Notice of General Meeting**

#### **1. INTRODUCTION**

The Company has today announced that it has conditionally raised approximately £10.863 million (before expenses), pursuant to the Fundraise.

The Issue Price of 2.0 pence per New Ordinary Share represents an approximate 33.3 per cent. discount to the closing middle market price of 3.0 pence per Existing Ordinary Share on 30 June 2021, being the last practicable dealing date prior to the pricing of the transaction, and a 33.3 per cent. discount to the 10 day volume weighted average price (“VWAP”) of 3.0 pence per Ordinary Share up to and including 30 June 2021.

A total of 488,157,516 New Ordinary Shares were placed by Cenkos as agents of the Company with institutional and other investors at the Issue Price, raising gross proceeds of £9.763 million.

Certain directors of the Company and others have also subscribed for a total of 55,000,000 New Ordinary Shares at the Issue Price raising further gross proceeds of £1.1 million.

At least £3.2 million of the Placing has been raised under the Enterprise Investment Scheme and/or from Venture Capital Trusts. The net proceeds of the VCT/EIS Placing is proposed to be used to fund the development of a platform to allow commercial rights owners, such as sports league bodies and global sport teams, to have control over the content that appears in their licensed IP.

The balance of the net proceeds of the Fundraise will be used to fund working capital requirements in connection with product strategy, technology and research and development, commercial growth in core markets, particularly the UK and the US and further marketing to educate and enable sales.

The Fundraise is conditional, *inter alia*, on the passing of the Resolutions by Shareholders at the General Meeting, which has been convened for 11:00 a.m. on 19 July 2021. If the Resolutions are passed, the New Ordinary Shares are expected to be allotted after the General Meeting.

Admission of the New Ordinary Shares is expected to become effective and dealings in the New Ordinary Shares are expected to commence at 8:00 a.m. on 20 July 2021.

Should Shareholder approval not be obtained at the General Meeting, the Fundraise will not proceed. None of the Placing, the Primary Bid Offer nor the Subscription have been underwritten.

**The purpose of this document is to explain the background to the Fundraise, to set out the reasons why the Board believes that the Proposals are in the best interests of the Company and its Shareholders and to seek Shareholder approval of the Resolutions at the General Meeting.**

**Definitions used in this document are set out in Part II below.**

## **2. BACKGROUND TO AND REASONS FOR THE FUNDRAISING**

### *Background*

Bidstack's technology has made targeted in game advertising available to buy programmatically, for the first time, unlocking the worlds' digital advertising budgets for gaming studios while enhancing the realism of gaming environments by injecting brand messaging seamlessly into appropriate spaces within the virtual worlds.

Bidstack is now working with over 20 games including five games across three AAA game studios such as Sega, Codemasters and Ubisoft. A further six AAA games are available to the Company through partnership agreements. It also has six new esports team collaborations and has signed VR game studio, Rezzil, a leading platform for training elite footballers. It is operating in genres covering racing, stadium and open world environments.

The Company has established a sales network in core markets and is working with the world's leading brands across verticals such as consumer packaged goods, financial services, telecommunications, technology, retail and luxury. The UK and US are core markets for its direct sales team made up of eight sales people split between agency and brands. It has signed five agreements with the largest agency holding groups. Campaign sizes and briefs are growing due to the rising adoption of in-game advertising supported by Bidstack's brand uplift studies.

Bidstack is playing an active and vocal role within the IAB, the industry body, and with third parties to define a new ad category. Bidstack was the first multi-platform in-game advertising company to gain IAB Gold Standard 1.1. Bidstack has signed with Moat by Oracle to verify its ads are free from invalid or fraudulent activity and is also working with Nielsen and Comscore.

Bidstack has rolled out an accreditation programme to educate and certify partners in non-core markets and has now signed up over 25 new partners to its approved partner network, enabling local brands to reach gamers, and extending the reach of its direct sales network to monetise non-core markets.

The Company's objectives to accelerate recurring revenue growth include building an open exchange industry standard and infrastructure in order to standardise the way in-game ads are transacted and measured allowing always on advertising to transition into high scale growth. Bidstack intends to continue building its proprietary programmatic technology features focusing on control and transparency, self sign-up and on-boarding, planning and forecasting tools and strengthening safety features with Pubguard to prevent fraudulent or malicious ads.

The Board believes that Bidstack is well positioned to capitalise from market tailwinds in gaming and shifts in media spend to chase eyeballs and that its business model is at an inflection point with significant commercial progress made across publishers and advertisers. The Company's product roadmap is focused on enabling frictionless scale and creating lucrative commercial rights opportunities with publishers and license holders. The ambitious leadership team is supported by an exceptional and experienced global network of advisors.

### *Reasons for the Fundraise*

The Board believes that the new funds will give Bidstack a clear runway to develop our products and business, including a new "white label" offering for sports rights holders and others, to help consolidate our position as the industry leader in the field of native in-game advertising.

Having established solid relationships with major advertising agency groups, Bidstack now has considerable evidence that our customers trust us to provide them with a safe and authentic environment to monetise their brands and intellectual property. In addition our games-publisher partners hold our technology in high regard due to its stability, strong creative controls for ad approvals and our quality revenue generation capability.

However our strategy remains to take no shortcuts from a technical or commercial perspective, even if this is at the expense of some short term opportunities, and the Fundraise will allow us to stick to this strategy.

With the commercial, operational and proprietary data and technology we have created, following the Fundraise the Board believes Bidstack will be well positioned to fulfil its ambition to become the global leading advertising and monetisation platform for interactive entertainment.

## **3. USE OF PROCEEDS**

At least £3.2 million of the Placing is proposed to be raised under the EIS and/or from VCTs. The net proceeds of the Placing raised under the Enterprise Investment Scheme and/or from Venture Capital Trusts is proposed to be used to fund the development of a platform to allow commercial rights owners, such as sports league bodies and global sport teams, to have control over the content that appears in their licensed IP.

The balance of the net proceeds of the Fundraise will be used to fund working capital requirements in connection with product strategy, technology and research and development, commercial growth in core markets,

particularly the UK and the US and further marketing to educate and enable sales. In particular Bidstack intends to:

- continuing working with publishers, advertisers, DSPs and industry bodies to build the technology to standardise the way in-game advertising is transacted and measured and continue working with the IAB in establishing a taxonomy for native and display in-game advertising, including formats, ad sizes, copy and best practices;
- continue developing our proprietary technology stack to retain in-house control and visibility on costs through building further tools including open exchange toolsets, eSports monetisation features, self-sign-up and on-boarding, programmatic campaign set-up, optimisation, planning and forecasting features; and
- continue to develop Pubguard's technology to help prevent malicious ads across mediation platforms, websites and ad exchanges.

#### **4. CURRENT TRADING AND PROSPECTS**

The Board is extremely pleased with the level of support the Company has received from new and existing shareholders. Bidstack's market opportunity is developing in line with the Board's expectations and the Company is now well funded and ready to capitalise on that opportunity. This is an exciting time for Bidstack. With a strong balance sheet, the Company can invest with confidence to further mature its technology and leadership teams, including the Board, and acquire the skills and experience Bidstack will need to make the most of the opportunities ahead of it.

In 2020, Bidstack made strong and tangible progress towards its ambition to become the global leading advertising and monetisation platform for interactive entertainment. Bidstack has proven its initial concept through bringing premium advertisers into the world of gaming, securing exclusive contracts with household name game developers and building the technology infrastructure to enable both sides to seamlessly transact.

Bidstack's strategy has been to take no shortcuts from either a technological or commercial perspective. This is now paying off, with significant advertising agencies and brands planning around the Company's premium inventory and with its technology providing transparent reporting on campaign performance.

The Board believes that Bidstack is now well established, both in terms of technology and revenue generation. It is vital for Bidstack to consolidate its leading position through execution and scaling its value proposition into new markets.

The Company has started the year steadily and expects to have generated revenues in excess of £800,000 by the end of the half year. The pipeline looks robust with strong contributions expected from the US and growth in agency, approved partners and brands direct relationships. The Company continues to expect to deliver revenues for the year in line with market expectations, albeit second half weighted. In addition, the Board has been focussed on controlling total operational costs of the Group going forward as it starts to rebalance capital deployed to reflect the shift from product development to commercialisation.

The Company also notes that Cenkos initiated coverage on the Company on 2 July 2021 with revenues in line with existing market expectations and reduced losses.

#### **5. DETAILS OF THE FUNDRAISING**

The Company has conditionally raised a total of up to approximately £10.863 million (before expenses), comprising: (i) a Placing to raise £9.763 million (before expenses) through a placing of 488,157,516 New Ordinary Shares at the Issue Price with institutional and other investors; and (ii) a Subscription to raise £1.1 million (before expenses) through a subscription for 55,000,000 New Ordinary Shares at the issue price with directors and other investors.

The Fundraise has not been underwritten and is conditional, *inter alia*, upon:

- a) the passing of the Resolutions;
- b) the Placing Agreement becoming unconditional in all respects (other than Admission) and not having been terminated in accordance with its terms; and
- c) Admission occurring by not later than 8:00 a.m. on 20 July 2021 (or such later time and/or date as the Company and Cenkos may agree, not being later than 8:00 a.m. on 31 July 2021).

Accordingly, if any of the conditions are not satisfied or waived (where capable of waiver), the Fundraise will not proceed, the New Ordinary Shares will not be issued and all monies received by Cenkos or the Company (as the case may be) will be returned to the applicants (at the applicants' risk and without interest) as soon as possible

thereafter.

The Company proposes to issue the New Ordinary Shares at the Issue Price, which represents a discount of 33.3 per cent. to the closing mid-price of 3.0 pence on 30 June 2021, being the last practicable dealing date prior to the pricing of the transaction, and a 33.3 per cent. discount to the 10 day volume weighted average price (VWAP) of 3.0 pence per Ordinary Share up to and including 30 June 2021. Having considered the price at which the Ordinary Shares were traded at that time, and other market factors, the Directors resolved that the Issue Price was appropriate.

#### ***Details of the Placing***

Pursuant to the terms of the Placing Agreement, Cenkos, as agent for the Company, conditionally agreed to use its reasonable endeavours to procure subscribers for the Placing Shares at the Issue Price. The Placing Agreement is conditional, amongst other things, on none of the warranties given to Cenkos and SPARK being or becoming untrue, inaccurate or misleading in any respects on or before Admission.

Under the Placing Agreement, the Company has agreed to pay to Cenkos and SPARK a fixed sum and/or commissions based on the aggregate value of the Placing, and the costs and expenses incurred in relation to the Placing.

The Placing Agreement contains customary warranties given by the Company in favour of Cenkos and SPARK in relation to, amongst other things, the accuracy of the information in this announcement and other matters relating to the Group and its business. In addition, the Company has agreed to indemnify Cenkos and SPARK (and their respective affiliates) in relation to certain liabilities which they may incur in respect of the Placing.

Cenkos and SPARK have the right to terminate the Placing Agreement in certain circumstances prior to Admission. In particular, in the event of breach of the warranties, the occurrence of a material adverse change or if the Placing Agreement does not become unconditional.

Although the Company currently expects to satisfy the relevant conditions for those Placing Shares subscribed under EIS/VCT, and the Directors are not aware of any subsequent change in the qualifying conditions or the Company's circumstances that would prevent the Placing Shares subscribed under EIS/VCT from being eligible for EIS and VCT investments on this occasion, neither the Directors nor the Company, nor Cenkos nor any of their respective directors or officers, employees, affiliates or advisers give any warranty or undertaking or other assurance to investors that relief will be available in respect of any investment in the Placing Shares subscribed under EIS/VCT, nor do they warrant or undertake or otherwise give any assurance that the Company will conduct its activities in a way that qualifies for or preserves its status. As the rules governing EIS and VCT reliefs are complex and interrelated with other legislation, if Shareholders, or other potential investors, are in any doubt as to their tax position, require more detailed information, or are subject to tax in a jurisdiction other than the United Kingdom, they should consult their professional adviser.

#### ***Rights of the New Ordinary Shares and application for Admission***

The New Ordinary Shares will, when issued, be credited as fully paid and will be issued subject to the Company's articles of association and 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 on or in respect of the Ordinary Shares after the date of issue of the New Ordinary Shares and will, on issue, be free of all claims, liens, charges and encumbrances.

Application will be made for Admission of the New Ordinary Shares and it is expected that Admission will become effective and that dealings in the New Ordinary Shares will commence at 8.00 a.m. on or around 20 July 2021 (or such later time and/or date as Cenkos may agree with the Company, being not later than 8:00 a.m. on 31 July 2021).

#### **6. DIRECTOR'S PARTICIPATION IN THE FUNDRAISING**

As part of the Subscription Donald Stewart, Chairman of Bidstack, has subscribed for 1,500,000 New Ordinary Shares, John McIntosh, Director, has subscribed for 1,000,000 New Ordinary, Lisa Hau, Director, has subscribed for 1,000,000 New Ordinary Shares and Bryan Neider, proposed non-Executive Director, has subscribed for 750,000 New Ordinary Shares.

Following Admission, the Directors' interests in Shares will be as follows:

<b>Director</b>	<b>Existing number of Ordinary Shares</b>	<b>Number of New Ordinary Shares</b>	<b>Total number of Ordinary Shares following the Fundraise</b>	<b>Proportion of the Enlarged Share Capital (%)</b>
Donald Stewart	2,024,876	1,500,000	3,524,876	0.38%
James Draper	39,760,562	-	39,760,562	4.27%
Francesco Petruzzelli	5,750,000	-	5,750,000	0.62%
John McIntosh	950,000	1,000,000	1,950,000	0.21%
Lisa Hau	125,000	1,000,000	1,125,000	0.12%
Glen Calvert	-	-	-	-%
Bryan Neider	-	750,000	750,000	0.08%
<b>Total:</b>	<b>48,610,438</b>	<b>4,250,000</b>	<b>52,860,438</b>	<b>5.68%</b>

## **7. GENERAL MEETING**

A notice convening a General Meeting of the Company, to be held at Plexal, 14 East Bay Lane, The Press Centre, Here East, Queen Elizabeth Olympic Park, Stratford, London, E20 3BS at 11:00 a.m. on 19 July 2021, is set out at the end of this document. Further details regarding the General Meeting and arrangements made in light of the COVID-19 pandemic are set out in paragraph 9 of this Part I. At the General Meeting, Resolutions will be proposed to:

- authorise the directors to allot equity securities up to an aggregate nominal amount of £2,715,788 in respect of the Fundraise; and
- dispense statutory pre-emption rights in respect of allotments of equity securities up to an aggregate nominal amount of £2,715,788 in respect of the Fundraise.

In accordance with section 571(6) of the Companies Act 2006, the Board refers to its recommendation to Shareholders set out below to cast their votes in favour of the Resolution, to the quantum of the Fundraise (which the Board considers to be a prudent balance between the Company's current and planned financial requirements and not wishing unduly to dilute the interests of Shareholders) and the proposed application of the net proceeds of the Fundraise.

## **8. IMPORTANCE OF YOUR VOTE**

The Resolutions must be passed by Shareholders at the General Meeting in order for the Fundraise to proceed. If Shareholders do not approve the Resolutions, the Proposals cannot be implemented, and the Company would not receive the proceeds from the Fundraise.

In such circumstances, the Company would be obliged to seek other forms of funding, either in debt or equity in the very near future. There can be no certainty that the Group would be able to do so on commercially acceptable terms or at all. In the event that the Group is unable to obtain additional working capital, the Company would in due course be unable to meet its liabilities as they fall due, which would likely result in the Company becoming insolvent and having to cease trading, in which case, the prospects for recovery of value, if any, by Ordinary Shareholders would be uncertain.

## **9. ACTION TO BE TAKEN BY SHAREHOLDERS**

### ***General meeting***

Qualifying Non-CREST Shareholders should check that they have received a Form of Proxy for use in relation to the General Meeting with this document.

**You are strongly encouraged to complete, sign and return your Form of Proxy in accordance with the instructions printed thereon so as to be received, by post or, during normal business hours only, by hand to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD, as soon as possible but in any event so as to arrive by not later than 11:00 a.m. on 15 July 2021 (or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a Business Day)).**

If you hold Existing Ordinary Shares in CREST, you may appoint a proxy by completing and transmitting a CREST proxy instruction to the Company's registrars, Neville Registrars Limited (under Participant ID 7RA11) so that it is received by not later than 11:00 a.m. on 15 July 2021.

**You are strongly advised to complete, sign and return your Form of Proxy or CREST proxy instructions to the Company's Registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD as soon as possible and, in any event, so as to be received by 11.00 a.m. on 15 July 2021. Completion and return of a Form of Proxy or transmitting CREST proxy instructions is likely to be the only way your vote will be counted at the General Meeting as, based on current UK government guidance, you may be precluded from attending the General Meeting in person.** The vote on each of the Resolutions will be conducted on a poll. In the event that the situation changes, the Board will inform shareholders of any change in these arrangements by way of a Regulatory Information Service announcement.

Appointing a proxy in accordance with the instructions set out above will enable your vote to be counted at the General Meeting.

**Please note that, due to restrictions on personal movement and social distancing measures implemented by the UK Government in response to the COVID-19 pandemic, special measures will be adopted for the General Meeting to protect the health and safety of the Company's shareholders ("Shareholders"). The Board requests that no Shareholder attends the General Meeting in person. Any Shareholders that do attend may be refused entry. Only those who are required to form the quorum will be guaranteed to be able to attend in person and those Shareholders will constitute the minimum quorum for the meeting to take place. Shareholders are encouraged to vote in respect of their shares by appointing the Chairman of the Company as proxy.**

## **10. PROPOSED NEW DIRECTOR**

Bidstack is also pleased that Bryan Neider has accepted an appointment to the Board as a Non-Executive director and Chair of the Audit Committee subject to Admission. Bryan brings more than 25 years of leadership experience from his time with Electronic Arts (EA) where he played a key role in its IPO, oversaw global business development efforts, served as CFO and COO for EA's development studios and headed up its Global Operations team. Further information about Bryan and his appointment is contained in a separate RNS published by the Company on 1 July 2021.

## **11. SHARE OPTIONS AND NEW LONG TERM INCENTIVE PLAN**

To provide appropriate incentivisation to its directors, management and staff the Company proposes to create options over up to 15 per cent of the enlarged issued share capital of the Company.

It is envisaged that approximately five per cent of the enlarged issued share capital of the Company will comprise options granted under the Company's existing Enterprise Management and Unapproved Share Option Schemes which will be available to directors, managers and staff and are likely to be options exercisable at the market price on the date of grant, exercisable three years after the date of grant.

Following completion of the Fundraise, the Company proposes to adopt a new Long Term Incentive Plan ("LTIP") to incentivise certain of the Company's founders, executive directors and other senior managers. It is envisaged that LTIP awards will comprise approximately five per cent of the enlarged issued share capital of the Company and will be subject to performance criteria linked to clear financial objectives. LTIP awards are likely to be exercisable at nominal value from the third anniversary of the relevant award.

The remaining five per cent of the enlarged issued share capital of the Company is envisaged to be made available to option holders subject to performance criteria requiring exceptional returns for the Company and its shareholders.

## **12. DIRECTORS' RECOMMENDATION**

The Directors consider the Proposals to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend unanimously that Shareholders vote in favour of each of the Resolutions to be proposed at the General Meeting, as they intend to do in respect of their own shareholdings, which total 48,610,438 Existing Ordinary Shares (representing approximately 12.52 per cent. of the Existing Ordinary Share capital).

Yours sincerely

**Donald Stewart**  
*Non-Executive Chairman*

## PART II

### DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

<b>“Act”</b>	the Companies Act 2006 (as amended);
<b>“Admission”</b>	admission of the New Ordinary Shares to trading on AIM becoming effective in accordance with the AIM Rules for Companies;
<b>“AIM”</b>	the market of that name operated by the London Stock Exchange;
<b>“AIM Rules”</b>	the AIM Rules for Companies, as published and amended from time to time by the London Stock Exchange;
<b>“Board” or “Directors”</b>	the directors of the Company as at the date of this document, whose names are set out on page 3 of this document;
<b>“Business Day”</b>	any day (excluding Saturdays and Sundays) on which banks are open in London for normal banking business and the London Stock Exchange is open for trading;
<b>“Cenkos”</b>	Cenkos Securities plc, a public limited company incorporated in England and Wales under registered number 05210733 and having its registered office at 6.7.8 Tokenhouse Yard, London, EC2R 7AS, the Company’s bookrunner and joint broker for the purposes of the Fundraise;
<b>“certificated” or “in certificated form”</b>	where an Ordinary Share is not in uncertificated form (i.e. not in CREST);
<b>“Company” or “Bidstack”</b>	Bidstack Group plc, a company registered in England and Wales with registered number 09835625 and having its registered office at 201 Temple Chambers 3-7 Temple Avenue, London, England, EC4Y 0DT;
<b>“CREST”</b>	the relevant system for the paperless settlement of trades and the holding of uncertificated securities operated by Euroclear UK & Ireland Limited in accordance with the CREST Regulations;
<b>“CREST Manual”</b>	the CREST Manual referred to in agreements entered into by Euroclear and available at <a href="http://www.euroclear.com">www.euroclear.com</a> ;
<b>“CREST member”</b>	a person who has been admitted to CREST as a system-member (as defined in the CREST Regulations);
<b>“CREST member account ID”</b>	the identification code or number attached to a member account in CREST;
<b>“CREST participant”</b>	a person who is, in relation to CREST, a system-participant (as defined in the CREST Regulations);
<b>“CREST participant ID”</b>	shall have the meaning given in the CREST Manual;
<b>“CREST payment”</b>	shall have the meaning given in the CREST Manual;
<b>“CREST Regulations”</b>	the Uncertificated Securities Regulations 2001 (SI 2001/3755) including any enactment or subordinate legislation which amends or supersedes those regulations and any applicable rules made under those regulations or any such enactment or subordinate legislation for the time being in force;
<b>“CREST sponsor”</b>	a CREST participant admitted to CREST as a CREST sponsor;
<b>“CREST sponsored member”</b>	a CREST member admitted to CREST as a CREST sponsored member;
<b>“Enterprise Investment Scheme” or EIS”</b>	the Enterprise Investment Scheme whose rules are contained in Part 5 of the Income Tax Act 2007 (income tax) and sections 150A to 150C of, and Schedule 5B to, the Taxation of Chargeable Gains Act 1992 (capital gains tax);

<b>“Enlarged Share Capital”</b>	the entire issued share capital of the Company on Admission following completion of the Fundraise;
<b>“Euroclear”</b>	Euroclear UK & Ireland Limited;
<b>“Existing Ordinary Shares”</b>	the 388,374,057 Ordinary Shares in issue at the date of this document;
<b>“FCA”</b>	the Financial Conduct Authority of the United Kingdom;
<b>“Form of Proxy”</b>	the form of proxy for use by Shareholders in relation to the General Meeting, enclosed with this document;
<b>“FSMA”</b>	the Financial Services and Markets Act 2000 (as amended);
<b>“Fundraise”</b>	the Placing and the Subscription;
<b>“General Meeting” or “GM”</b>	the General Meeting of the Company convened for 11:00 a.m. on 19 July 2021 or any adjournment thereof, notice of which is set out at the end of this document;
<b>“Group”</b>	the Company and its subsidiaries (as defined in the Act);
<b>“Issue Price”</b>	2.0 pence per New Ordinary Share;
<b>“ITA”</b>	UK Income Tax Act 2007;
<b>“London Stock Exchange”</b>	London Stock Exchange plc;
<b>“New Ordinary Shares”</b>	the Placing Shares and the Subscription Shares;
<b>“Notice of General Meeting”</b>	the notice convening the General Meeting as set out at the end of this document;
<b>“Official List”</b>	the Official List of the FCA;
<b>“Ordinary Shares”</b>	the ordinary shares of 0.5 pence each in the capital of the Company in issue from time to time;
<b>“Placees”</b>	subscribers for the Placing Shares;
<b>“Placing Agreement”</b>	the conditional placing agreement entered into between the Company and Cenkos in respect of the Placing, dated 1 July, as described in this document;
<b>“Placing”</b>	the conditional placing by Cenkos (as agent for the Company) of the Placing Shares with certain institutional investors and existing Shareholders, otherwise than on a pre-emptive basis, at the Issue Price on the terms of the Placing Agreement;
<b>“Placing Shares”</b>	the 488,157,516 new Ordinary Shares the subject of the Placing;
<b>“Proposals”</b>	the Fundraise and other matters contained in this document;
<b>“Prospectus Regulation”</b>	EU Prospectus Regulation 2107/1129;
<b>“Prospectus Rules”</b>	the rules made by the FCA under Part VI of FSMA in relation to offers of transferable securities to the public and admission of transferable securities to trading on a regulated market;
<b>“Qualifying Holding”</b>	means a qualifying holding for the purposes of Chapter 4 of Part 6 of ITA;
<b>“Registrar”</b>	Neville Registrars Limited, the Company's registrar;
<b>“Regulatory Information Service”</b>	has the meaning given to it in the AIM Rules;
<b>“Resolutions”</b>	the resolutions to be proposed at the General Meeting, the full text of which are set out in the Notice of General Meeting;
<b>“Securities Act”</b>	US Securities Act of 1933 (as amended);
<b>“Shareholders”</b>	the holders of Existing Ordinary Shares, and the term “ <b>Shareholder</b> ” shall be construed accordingly;

<b>“SPARK”</b>	SPARK Advisory Partners, a private limited company incorporated in England and Wales under registered number 03191370 and having its registered office at 5 St. John's Lane, London, EC1M 4BH, the Company’s Nominated Adviser in accordance with the AIM Rules;
<b>“Stifel”</b>	Stifel Nicolaus Europe Limited, a private limited company incorporated in England & Wales under registered number 03719559 and having its registered office at 4th Floor, 150 Cheapside, London, United Kingdom EC2V 6ET, the Company’s joint broker for the purposes of the Placing and Admission;
<b>“stock account”</b>	an account within a member account in CREST to which a holding of a particular share or other security in CREST is credited;
<b>“Subscription”</b>	the conditional subscription by certain directors and other investors of the Subscription Shares at the Issue Price on the terms and subject to the conditions set out in the Subscription Agreement;
<b>“Subscription Agreements”</b>	the subscription agreements dated on or around 1 July 2021 between the Company and by certain directors and other investors in connection with the Subscription;
<b>“Subscription Shares”</b>	the 55,000,000 New Ordinary Shares proposed to be issued pursuant to the Subscription;
<b>“uncertificated” or “uncertificated form”</b>	means recorded on the relevant register or other record of the share or other security concerned 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;
<b>“United Kingdom” or “UK”</b>	the United Kingdom of Great Britain and Northern Ireland;
<b>“VCT”</b>	a company which is, or which is seeking to become, approved as a venture capital trust under the provisions of Part 6 of the ITA
<b>“VCT/EIS Placing”</b>	the placing of new Ordinary Shares to be issued under the Placing and either (i) in respect of which EIS relief is to be claimed; or (ii) constituting a qualifying holding for VCT purposes; or (iii) which otherwise are treated as state aid pursuant to a measure approved by the European Commission as compatible with Article 107 of the Treaty on the Functioning of the European Union
<b>“VWAP”</b>	volume weighted average price;
<b>“£” or “Pounds”</b>	UK pounds sterling, being the lawful currency of the United Kingdom.

## PART III

### Bidstack Group Plc

(Incorporated in England and Wales with registered number 04466195)

### NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of Bidstack Group Plc (“the Company”) will be held at Plexal, 14 East Bay Lane, The Press Centre, Here East, Queen Elizabeth Olympic Park, Stratford, London, E20 3BS on 19 July 2021 at 11:00 a.m.

**Due to the impact of COVID-19 related UK governmental guidance as it affects travel to and attendance at the General Meeting in person, you are strongly advised to complete, sign and return the enclosed form of proxy to the Company’s Registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD as soon as possible and, in any event, so as to be received by 11.00 a.m. on 15 July 2021. Completion and return of a form of proxy is likely to be the only way your vote will be counted at the General Meeting as, based on current UK government guidance, you will be precluded from attending the General Meeting in person.** The vote on each of the resolutions to be put to the General Meeting will be conducted on a poll. In the event that the situation changes, the Board will inform shareholders of any change in these arrangements by way of a Regulatory News Service announcement.

The general meeting will consider and, if thought fit, pass the following Resolutions of which resolution 1 will be proposed as an Ordinary Resolution and resolution 2 will be proposed as a Special Resolution:

### RESOLUTIONS

1. **THAT**, notwithstanding and without prejudice to the authorities granted to the Directors pursuant to resolutions 4 and 5 passed at the Annual General Meeting of the Company held on 22 April 2021 in accordance with section 551 of the Companies Act 2006 (the “Act”), the Directors be authorised to exercise all of the powers of the Company to allot shares in the Company (“Shares”) up to an aggregate nominal amount of £2,715,788 in connection with the Fundraise (as defined in the Circular to shareholders published by the Company on 2 July 2021) provided that the authority granted by this resolution shall, unless renewed, varied or revoked by the Company, expire on 31 August 2021, except that the Company may, before it expires, make an offer or agreement pursuant to the Fundraise which would or might require the New Ordinary Shares to be allotted after such expiry and the Directors may allot the New Ordinary Shares in pursuance of that offer or agreement.
  
2. **THAT**, subject to and conditional upon the passing of Resolution 1 above and notwithstanding and without prejudice to the authorities granted to the Directors pursuant to resolutions 4 and 5 passed at the Annual General Meeting of the Company held on 22 April 2021 in accordance with section 571 of the Act, the Directors be empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1 above, as if section 561(1) of the Act did not apply to such allotment provided that this power shall be limited to the allotment of equity securities for cash up to a maximum nominal amount of £2,715,788 in connection with the Fundraise provided that the authority granted by this resolution shall, unless renewed, varied or revoked by the Company, expire on 31 August 2021, except that the Company may, before it expires, make an offer or agreement pursuant to the Fundraise which would or might require the New Ordinary Shares to be allotted after such expiry and the Directors may allot the New Ordinary Shares in pursuance of that offer or agreement.

By order of the Board  
Donald Stewart  
Chairman

Dated: 2 July 2021

*Registered office:*  
201 Temple Chambers,  
3-7 Temple Avenue,  
London  
EC4Y 0DT

Notes

1. A member entitled to vote at the above meeting is entitled to appoint a proxy or proxies to attend, speak and vote instead of him. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company.
2. A Form of Proxy is enclosed for your use if desired. To be valid, your proxy form and any power of attorney or other authority under which it is signed or a notarially certified copy of that power of attorney or authority must reach the Company's Registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD not less than 48 hours, excluding non-working days, before the time of holding of the meeting.
3. **Shareholders are strongly advised to appoint the chair of the meeting as their proxy as, under current COVID-19 related UK governmental guidance, indoor meetings of more than six people or two households are not currently permitted and any proxy (other than the chair of the meeting) will not be allowed to attend the meeting unless it is for the purpose of forming the quorum.**
4. **Shareholders should note that, due to the impact of current COVID-19 related UK governmental guidance as it affects attendance at the General Meeting in person, completion and return of a Form of Proxy is likely to be the only way shareholders will be able to exercise their right to vote at the meeting as they will be precluded from attending the meeting in person.**
5. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders of the Company on the register of members of the Company at 11.00 a.m. on 15 July 2021 shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at the time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
6. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
7. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you should contact Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD.
8. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. CREST members who wish to appoint a proxy or proxies through the CREST Electronic Proxy Appointment Service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with the specifications of Euroclear UK & Ireland Limited ("EUI") and must contain the information required for such instructions, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Company's agent (ID 7RA11) by 11.00 a.m. on 15 July 2021. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
10. CREST members and, where applicable, their CREST sponsors or voting services provider(s) should note that EUI does not make available special procedures in EUI for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
11. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
12. Except as provided above, members who have general queries about the meeting should contact Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD. You may not use any electronic address provided either in this notice of general meeting or any related documents (including the chairman's letter, the form of proxy and the Directors' letter and explanatory note in respect of electronic communications) to communicate with the Company for any purposes other than those expressly stated.





