

## Noventiq Announces the Results of the Exchange Offer

**17 May 2024, London, United Kingdom** - Noventiq Holdings Plc (the "**Company**"), a global leading digital transformation and cybersecurity solutions and services provider, announces the results of an offer to exchange certain global depository receipts representing ordinary shares in the Company in consideration for newly issued ordinary shares in the Company (the "**Exchange Offer**").

Reference is made to the Exchange Offer announced on 18 April 2024 and the Exchange Offer Document dated 18 April 2024 prepared and published by the Company in connection with the Exchange Offer on the following website: <https://noventiq.com/investor-relations/exchange-offer>) (the "**Exchange Document**").

### Results of the Exchange Offer

The Company hereby announces that a total of 14,665,595 Eligible GDRs were validly tendered for exchange by Eligible Holders, which represent approximately 6.1% of the issued share capital of the Company. Subject to the terms and conditions of the Exchange Offer, the Company expects to accept for exchange all validly tendered Eligible GDRs (a proration factor will not apply).

The number of Eligible GDRs expected to be exchanged in the Exchange Offer is preliminary and is subject to settlement. The final number of Eligible GDRs exchanged in the Exchange Offer will be announced upon completion of the settlement of the Exchange Offer.

The Company also hereby gives notice of the updated timetable of the remaining events relating to the Exchange Offer as outlined below:

	<b>2024</b>
Announcement of the Results	on or about 17 May
Countersigned Offer Documents are sent to Eligible Holders whose validly tendered Eligible GDRs have been accepted for exchange	17 May
Announcement of the Acceptance	on or about 20 May
Latest time and date for transferring successfully tendered Eligible GDRs to the account of the Company	by 6 p.m. on 22 May
Issuance and allotment of the New Shares by making the relevant entries in the Register	up to 24 May
Announcement of results of the Exchange Offer	As soon as reasonably practicable after completion of the Settlement Period

The above times and/or dates may be subject to change by the Company and in the event of any such change, the revised times and/or dates will be notified to holders by an announcement through the Company's website.



*References to times in the above timetable are to British Summer Time.*

Unless otherwise defined herein, defined terms have the same meaning as defined in the Exchange Document.

**THIS ANNOUNCEMENT IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION OR THE RULES OF ANY EXCHANGE OR OTHER ORGANIZED TRADING VENUE.**

### **About Noventiq**

Noventiq (Noventiq Holdings PLC) is a leading global solutions and services provider in digital transformation and cybersecurity, headquartered in London. The company enables, facilitates, and accelerates digital transformation for its customers' businesses, connecting organizations across a comprehensive range of industries with best-in-class IT vendors, alongside its own services and proprietary solutions.

The company's rapid growth is underpinned by its three-dimensional strategy to expand its market penetration, product portfolio, and sales channels. This is supported by an active approach to M&A, positioning Noventiq to capitalize on the industry's ongoing consolidation. With around 6,400 employees globally, Noventiq operates in approximately 60 countries with significant growth potential in multiple regions including Latin America, EMEA, and APAC – with a notable presence in India.

### **Noventiq Contacts**

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### ***Forward-looking Statements***

This announcement may contain certain forward-looking statements with respect to the financial condition, results of operations and business of the Company and its subsidiaries and certain plans and objectives of the board of directors of the Company. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward looking statements often use words such as "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "will", "may", "should", "would", "could" or other words of similar meaning. These statements are based on assumptions and assessments made by the board of directors of the Company in light of its experience and perception of historical trends, current conditions, expected future developments and other factors it believes appropriate. By their nature, forward-looking statements involve risk and uncertainty, and the factors described in the context of such forward-looking statements in this announcement could cause actual results or developments to differ materially from those expressed in or implied by such forward-looking statements.

Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in this announcement. The Company assumes no obligation to update or correct the information contained in this announcement, whether as a result of new information, future events or otherwise, except to the extent legally required.

The statements contained in this announcement are made as at the date of this announcement, unless some other time is specified in relation to them, and publication of this announcement shall not give rise to any implication that there has been no change in the facts set out in this announcement since such date. Nothing contained in this announcement shall be deemed to be a forecast, projection or estimate of the future financial performance of the Company and its subsidiaries except where expressly stated.

**THIS ANNOUNCEMENT IS NOT AN EXTENSION INTO THE UNITED STATES OF THE EXCHANGE OFFER AND IS NOT AN OFFER TO SELL SECURITIES OR THE SOLICITATION OF AN OFFER TO BUY SECURITIES IN THE UNITED STATES.**

*Notice to US Holders:*

**Notice to US Holders:** The Exchange Offer is not being made, and will not be made, directly or indirectly in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of or of any facilities of a national securities exchange of, the United States. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. The Eligible GDRs may not be tendered in the Exchange Offer by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States. Accordingly, copies of the Offer Documents are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to any US persons or any persons located or resident in the United States. Any purported tender of Eligible GDRs under the Exchange Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Eligible GDRs under the Exchange Offer made by a person located in the United States or any agent, fiduciary or other intermediary acting on a nondiscretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted. Each Eligible Holder participating in the Exchange Offer will represent that it is not a US person, it is not located in the United States and it is not participating in the Exchange Offer from the United States or it is acting on a nondiscretionary basis for a principal that is not a US person, that is located outside the United States and that is not giving an order to participate in the Exchange Offer from the United States.

**THE EXCHANGE DOCUMENT SHOULD NOT BE MAILED, DISTRIBUTED, SENT, FORWARDED TO OR TRANSMITTED IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA, SOUTH AFRICA, JAPAN OR ANY JURISDICTION WHICH WOULD BREACH ANY APPLICABLE LAW OR REGULATION (THE "RESTRICTED TERRITORIES"). THE EXCHANGE OFFER IS NOT BEING MADE, DIRECTLY OR INDIRECTLY, IN ANY RESTRICTED TERRITORY AND THE EXCHANGE DOCUMENT MAY NOT BE DISTRIBUTED OR SENT IN OR INTO OR FROM ANY RESTRICTED TERRITORY AND DOING SO MAY RENDER INVALID ANY PURPORTED EXCHANGE. THIS EXCHANGE DOCUMENT HAS NOT BEEN, AND WILL NOT BE, REVIEWED OR APPROVED BY ANY SECURITIES COMMISSION OR ANY OTHER AUTHORITY OR REGULATORY BODY. THIS EXCHANGE DOCUMENT IS NOT A PROSPECTUS AND CANNOT BE RELIED ON FOR ANY INVESTMENT CONTRACT OR DECISION.**

**THE EXCHANGE OFFER IS NOT BEING MADE, DIRECTLY OR INDIRECTLY, TO PERSONS INCORPORATED OR ESTABLISHED IN, OR CITIZENS OF, RUSSIA INCLUDING, WITH RESPECT TO INDIVIDUALS, THOSE CITIZENS OF RUSSIA WITH A SECOND CITIZENSHIP ELSEWHERE.**