**Harrogate Group Plc**

("Harrogate" or the "Company")

**Acquisition of MyntFund ehf**

**Publication of Circular to Shareholders**

Harrogate Group Plc is pleased to announce that it has conditionally agreed to acquire the entire issued share capital of Myntfund ehf ("Mynt"), an Icelandic company which owns a blockchain based exchange and ecosystem which offers an opportunity for companies to access capital through tokenised shares ("Acquisition").

The aggregate consideration payable by the Company is approximately £9.3 million, to be entirely satisfied by the issue of 1,863,000,000 New Ordinary Shares (as defined below) in the Company ("Consideration Shares") to the existing holders of shares in Mynt ("Vendors") at the price of 0.5 pence per share ("Issue Price").

## 1. INTRODUCTION

The Company has conditionally agreed to acquire the entire issued share capital of Mynt, an Icelandic Company which owns a blockchain based exchange and ecosystem which offers an opportunity for companies to access capital through tokenised shares. The aggregate consideration payable by the Company is approximately £9.3 million, to be entirely satisfied by the issue of the Consideration Shares to the Vendors at the Issue Price. Each Mynt shareholder will receive 3,726 New Ordinary Shares for each of their existing shares in Mynt. The holders of the Consideration Shares will, following completion of the Acquisition ("Completion"), hold 92.0% of the total New Ordinary Shares in issue.

The Acquisition is conditional upon the approval of Independent Shareholders at a general meeting of the Company ("General Meeting") to be convened for 10:30 am on 15 May 2026. Further details of the General Meeting are set out in the circular ("Circular") which will shortly be posted to shareholders of the Company. A copy of the circular can be found on the Company's website at www.harrogategroupplc.co.uk.

Unless otherwise defined, capitalised terms used in this announcement shall have the same meaning as set out in the Circular.

The Company and the Panel have agreed that certain of the Vendors should be treated as a concert party for the purposes of the UK Takeover Code as set out in paragraph 3 of Part II of the Circular ("Concert Party"). Immediately following Completion, the Concert Party will hold 1,719,996,120 New Ordinary Shares representing approximately 84.9 per cent. of the Enlarged Share Capital.

Under Rule 9 of the Takeover Code, on Admission, the Concert Party would normally be obliged to make a general offer to all Shareholders to acquire all the Ordinary Shares in the capital of the Company. However, the Panel has agreed to waive the obligation to make an offer that would otherwise arise under Rule 9 of the Code as a result of the Transaction, subject to approval of Independent Shareholders. Accordingly, the Rule 9 Waiver Resolution is being proposed at a general meeting of the Company and will be taken on a poll.

In addition, the Company proposes to undertake a reorganisation of the share capital of the Company (the "Capital Reorganisation") which will involve subdivision of each of the existing ordinary shares of 5p each in the share capital of the Company into one New Ordinary Share of 0.01p and one New Deferred Share of 4.99p, details of which are set out in the Circular.

## 2. DETAILS OF THE TRANSACTION

The Company has conditionally agreed to acquire the entire issued, share capital of Mynt. The aggregate consideration payable by the Company is approximately £9.3 million to be entirely satisfied by the issue of the Consideration Shares to the Vendors at the Issue Price. Each Mynt shareholder will receive 3,726 New Ordinary Shares for each of their existing shares in Mynt.

The Acquisition is conditional, inter alia, upon the approval of Independent Shareholders pursuant to the Rule 9 Waiver Resolution at the General meeting. Further details of the General Meeting are set out in paragraph 7 of the Circular.

Following the issue of the Consideration Shares, the Company will have in issue 2,024,955,541 New Ordinary Shares of which the Vendors will hold 1,863,000,000 New Ordinary Shares representing 92.0 per cent. of the Enlarged Share Capital and the Concert Party will hold 1,719,996,120 New Ordinary Shares representing 84.9 per cent of the Enlarged Share Capital. Following Completion Mynt will become a wholly owned subsidiary of the Company.

In addition, the Company proposes to undertake the Capital Reorganisation which will involve subdivision of each of the Ordinary Shares of 5p each in the share capital of the Company into one New Ordinary Share of 0.01p and one New Deferred Share of 4.99p, details of which are set out in Resolution 2 of the Notice. The rights of the New Deferred Shares will differ from the rights attached to the Deferred Shares of the Company, the rights of the New Deferred Shares being set out in the New Articles. The existing Deferred Shares of the Company will remain subject to their current rights as set out in the Existing Articles and will not be amended as part of the Capital Reorganisation. The New Deferred Shares are intended to be of no economic value and will carry no voting rights, no dividend rights and only minimal rights on a return of capital, as set out in the New Articles.

The New Articles also modernise certain legacy provisions in the existing Articles, including references to historic authorised share capital and provisions derived from earlier Companies Act regimes. These changes are mechanical in nature, are intended solely to ensure that the Articles reflect current legislation and best practice, and do not affect any structural or economic change to the rights of Shareholders. A copy of the New Articles (marked to show changes against the existing Articles) is available for inspection on the Company's website at www.harrogategroupplc.co.uk.

It is emphasised that the Resolutions are interconditional and each Resolution is proposed on the basis that it is part of the same Transaction and is intended to be effective only if all of the other Resolutions are passed.

## 3. COMPANY OVERVIEW

Harrogate Group Public Limited Company ("Harrogate") is a UK-registered public limited company, incorporated on 14 April 2000. The Company was previously listed on AIM between 2000 and 2007, as well as Aquis between 2020 and 2021. The Company is currently unquoted and its shares were admitted to Asset Match on 28 August 2024.

Harrogate was initially incorporated and listed on AIM to acquire companies, in whole or in part, which were believed to have the prospect of high returns and substantial capital growth but needed an injection of further capital and strategic guidance before they realised this potential. It acquired Axiom Internet Group Limited on 19 September 2000 and held it until April 2006. On 26 October 2007, Harrogate's shares were cancelled from trading on AIM.

On 30 September 2010, Harrogate acquired the entire issued share capital of Recursos Metalicos SL from Cambridge Mineral Resources Plc and changed its name to Iberian Gold Plc on 26 October 2010 although it changed its name back to Harrogate Group Public Limited Company on 11 January 2016.

Between 2016 and 2020, Harrogate remained dormant until it acquired Ngage Training in 2020 for £5.0m in preparation for its admission to Aquis which took place in on 9 November 2020. Unfortunately, due to COVID, the Ngage strategic training plan could not be implemented and Harrogate has remained inactive as a shell company while seeking new investment opportunities since then. On 3 May 2022, its listing on Aquis was cancelled and on 28 August 2024 its Ordinary Shares were admitted to trading on Asset Match.

The Company is currently dormant with no material income or assets.

## 4. INFORMATION ON MYNT

Mynt is an early-stage technology business formed with the aim of launching a blockchain based exchange and ecosystem which plans to offer an opportunity for companies to access capital through tokenised shares. It has not yet traded and currently earns no revenues and, save for its software, has otherwise no material assets.

Mynt is currently building the software and financial infrastructure designed to support fast-growing private companies. At the heart of its model is the planned creation of a dual-purpose platform that brings together tokenisation and secondary markets. Mynt plans to help companies raise capital and build liquidity.

Mynt's core offering will be delivered through three proprietary components: MyntExchange, MyntCoin, and MyntPay — together forming the Mynt ecosystem which it is in the process of developing:

- MyntExchange - a tokenisation exchange purpose-built for companies to raise capital by offering digital shares to investors;
- MyntCoin - Mynt's in-house index fund; and
- MyntPay - a digital currency which functions as the transaction layer across the Mynt ecosystem and plans to invest in companies listed on MyntExchange.

**Intentions**

The members of the Concert Party have confirmed to the Company that they have no intention to seek any change in the general nature of the business of the Company. The members of the Concert Party have further confirmed that they have no intention to change the Company's plans in respect of:

(a) the future business for the Company;

(b) the continued employment of any employees and management (including Directors) of the Company (and any companies in its group), including any material change in the conditions of employment or in the balance of skills and functions of the employees and management;

(c) the strategic plans for the Company and repercussions on employment and the location of the Company's places of business, including location of the Company's headquarters and headquarter functions;

(d) redeployment of any of the fixed assets of the Company or its Group; and

(e) the continuation of the Ordinary Shares being admitted to trading on Asset Match.

With effect from Admission, Depuk Singh and Björgvin Þór Þorsteinsson will join the Board.

The Company has no research and development functions. The Company does not operate a pension scheme. Save for the Directors, the Company does not have any employees or staff or fixed assets.

***How the Acquisition is being financed and sourced***

The Acquisition is a share for share exchange to be financed entirely from the issue of New Ordinary Shares to the Vendors. Each Mynt shareholder will receive 3,726 New Ordinary Shares for each of their existing shares in Mynt. There is no cash financing of the Acquisition.

## 5. THE TAKEOVER CODE

***Introduction***

As a company incorporated in England and Wales and admitted to Aquis until May 2022 under the Transitional Appendix to the Takeover Code, the Takeover Code applies to the Company.

The proposed issue of the Rule 9 Waiver Shares to the Concert Party gives rise to certain considerations under the Takeover Code. Brief details of the Panel, Takeover Code and the protections they afford are described below.

Under Rule 9 of the Code, any person who acquires an interest in shares which, taken together with shares in which that person or any person acting in concert with that person is interested, carry 30% or more of the voting rights of a company which is subject to the Code is normally required to make an offer to all the remaining shareholders to acquire their shares.

Similarly, when any person, together with persons acting in concert with that person, is interested in shares which in the aggregate carry not less than 30% of the voting rights of such a company but does not hold shares carrying more than 50% of the voting rights of the company, an offer will normally be required if such person or any person acting in concert with that person acquires a further interest in shares which increases the percentage of shares carrying voting rights in which that person is interested.

An offer under Rule 9 must be made in cash at the highest price paid by the person required to make the offer, or any person acting in concert with such person, for any interest in shares of the company during the 12 months prior to the announcement of the offer.

Rule 9 of the Code further provides, among other things, that where any person who, together with persons acting in concert with that person holding shares carrying more than 50% of the voting rights of a company, acquires any further shares carrying voting rights, then such person will not generally be required to make a general offer to the other shareholders to acquire the balance of their shares.

The Company has agreed with the Panel that the persons set out in paragraph 3 of Part II of the Circular are acting in concert in relation to the Company and shall comprise the Concert Party for the purposes of the Circular. Details of the nature of the relationship between them are also set out in paragraph 3 of Part II of the Circular.

Following Admission, the members of the Concert Party will hold 1,719,996,120 New Ordinary Shares representing approximately 84.9% of the voting rights of the Company in the Enlarged Share Capital and therefore more than 50% of the voting rights of the Company. For so long as the Concert Party together hold more than 50% of the voting share capital of the Company and continue to be acting in concert they may accordingly increase their aggregate interests in shares without incurring any obligation to make an offer under Rule 9 of the Code although individual members of the Concert Party will not be able to increase their percentage interests in shares through or between a Rule 9 threshold without Panel consent. Furthermore, the Concert Party is not restricted from making an offer for the Company under the Code. A table showing the respective individual interests in New Ordinary Shares of the Company of the members of the Concert Party on Admission is set out in paragraph 3 of Part II of the Circular.

The Concert Party is made up of certain of the Vendors of Mynt by virtue of presumption 10 of the definition of acting in concert under the Takeover Code, whereby shareholders in a private company who sell their shares in that company in consideration for the issue of new shares in a company to which the Takeover Code applies, are presumed under the Takeover Code to be acting in concert.

Following allotment and issue of the Consideration Shares to the Vendors, the Concert Party will hold 1,719,996,120 New Ordinary Shares representing approximately 84.9 per cent. of the Enlarged Share Capital following Admission.

Further information about the Concert Party including biographical details of the members of the Concert Party and their holdings in the Enlarged Share Capital following Admission, are, set out in Part II of the Circular.

***The Waiver Proposal***

The members of the Concert Party do not hold any Ordinary Shares in the Company at the date of

this Circular. The issue of the Rule 9 Waiver Shares would therefore trigger an obligation on the Concert Party to make an offer for the Company in accordance with Rule 9 of the Takeover Code.

The Panel has agreed to waive the obligation to make an offer that would otherwise arise under Rule 9 of the Code as a result of the Transaction, subject to approval of Independent Shareholders. Accordingly, the Rule 9 Waiver Resolution is being proposed at a general meeting of the Company and will be taken on a poll. Application of the Takeover Code following the Rule 9 Waiver.

If the Rule 9 Waiver is approved at the General Meeting, the Company will remain subject to the Takeover Code. On issue of the Rule 9 Waiver Shares and following Admission, the Concert Party's aggregate shareholding in the Company will be approximately 84.9 per cent. of the Enlarged Share Capital at Admission.

## 6. RULE 9 WAIVER PROPOSAL AND RISKS OF THE TRANSACTION

***Benefits of the Rule 9 Waiver Proposal***

The issue of the Rule 9 Waiver Shares is conditional, inter alia, on the passing of the Rule 9 Waiver Resolution. The Board considers that the Acquisition is essential to the Company being able to give best value to the current dormant status of the Company and its current prospects.

The Acquisition will therefore not proceed unless the Rule 9 Waiver Resolution is approved by the Independent Shareholders. Given this, the Board believes that it is in the best interests of the Company, and the Shareholders as a whole, that the Rule 9 Waiver Resolution be approved by the Independent Shareholders at the General Meeting.

It is further emphasised that the Resolutions are interconditional and each Resolution is proposed (including the Rule 9 Waiver Resolution) on the basis that it is part of the same Transaction and is intended to be effective only if all of the other Resolutions are passed.

***Risks associated with the Waiver Proposal***

Shareholders are referred to certain key but non-exhaustive risks set out below:

- The Independent Shareholders should note that, if the Rule 9 Waiver Resolution is approved, as a result of the issue of the Rule 9 Waiver Shares, the Concert Party's aggregate shareholding in the Company will enable it to exercise significant influence and control over the conduct of the Company through its holding of 84.9 per cent. of the Enlarged Share Capital.
- The Independent Shareholders should note that, if the Rule 9 Waiver Resolution is approved, this does not provide any guarantee that in any future situation where Rule 9 of the Takeover Code becomes relevant to the Company, the Panel would be similarly willing to grant a waiver.
- In the event that the Rule 9 Waiver Resolution is not passed by the Independent Shareholders, then the Acquisition will not proceed and the Company will continue to be a dormant company with very limited prospects of finding a target acquisition which provides value for its shareholders with the risk that the Company will cease trading and put itself into liquidation.

***Risk Associated with the Acquisition***

Other key but non-exhaustive risks in relation to the Transaction as a whole set out below:

- Mynt is an early-stage technology business with plans to launch a blockchain based exchange and ecosystem. It has not yet traded and currently earns no revenues and, save for its software, has otherwise no material assets. For this reason, the Board has not engaged external advisers to carry out commercial or financial due diligence on Mynt, its business or assets including in particular on the software or platform. Accordingly, there is no certainty that the proposed Mynt business (or indeed the software which is so far untried with uncertain

potential) will operate as planned or at all. Furthermore, since neither Mynt nor the Company currently is generating any revenues or cash, the Enlarged Company will be reliant on cash injections from shareholders, including in particular the major shareholder in Mynt, Björgvin Þór Þorsteinsson.

***Implementing the Rule 9 Waiver***

The Rule 9 Waiver is subject to the approval of Independent Shareholders at the General Meeting. To comply with the Takeover Code, the Rule 9 Waiver will be taken on a poll and requires the approval of more than 50% of votes cast by Independent Shareholders at the General Meeting present in person or by proxy and voting at the General Meeting.

## 7. GENERAL MEETING

A Notice convening the General Meeting for 10:30 a.m. on 15 May 2026 at Institute of Directors, 116 Pall Mall, St James's, London SW1Y 5ED is set out at the end of the Circular and will shortly be posted to Shareholders.

**Ends**

**For further information please contact:**

**Harrogate Group Plc**

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