

Company Accsys Technologies PLC
TIDM AXS
Headline Circular and Notice of General Meeting
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ACCSYS TECHNOLOGIES PLC
(“Accsys” or the “Company”)

**Posting of Circular and Notice of General Meeting
and
Publication of Dutch Information Document**

Accsys, the fast-growing and eco-friendly company that combines chemistry and technology to create high performance, sustainable wood building products, announces that, further to its announcement yesterday afternoon regarding the proposed Issue (the “**Launch Announcement**”), a Circular (including notice of a General Meeting), a Form of Proxy and (where applicable) an Application Form are today being posted to Shareholders. The General Meeting will be at 10:00 a.m. on 25 May 2021 at Brettenham House, 19 Lancaster Place, London, WC2E 7EN.

Given the continued social distancing and other safety measures imposed by the Government as a result of COVID-19, Shareholders are strongly advised not to attend the General Meeting in person, but instead appoint the Chairman of the meeting as proxy to vote on your behalf. Shareholders are, however, encouraged to submit any questions that they may otherwise have wished to raise in person at the General Meeting to the Company in advance of the General Meeting by email, addressed to: egm2021@accsysplc.com. The Company’s priority remains the safety and security of Shareholders and colleagues, and Shareholders will be updated should the plans for the General Meeting change in light of future developments.

A copy of the Circular will also be made available on the Company’s website at www.accsysplc.com. In addition, for the sole purpose of making the Open Offer in the Netherlands, the Company will also publish on its website the Dutch Information Document (*informatiedocument*), which has been prepared in the Dutch language in accordance with the Dutch Exemption Regulation Wft (*Vrijstellingsregeling Wft*). An informal English translation (for information purposes only) will also be made available.

No prospectus within the meaning of the EU Prospectus Regulation is required, or will be made available, in relation to the Open Offer and the Open Offer falls outside the supervision of the Dutch Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*) (the “**AFM**”).

Capitalised terms used, and note defined elsewhere, in this announcement shall have the meaning given to them in the Launch Announcement.



For further information, please contact:

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The New Ordinary Shares have not been and will not be registered under the US Securities Act or under the securities law or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered, sold, pledged, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, in or into the United States absent registration under the US Securities Act, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. The New Ordinary Shares are being offered and sold outside of the United States in offshore transactions in accordance with Regulation S under the US Securities Act. The New Ordinary Shares have not been approved, disapproved or recommended by the U.S. Securities and Exchange Commission, any state securities commission in the United States or any other U.S. regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the New Ordinary Shares. Subject to certain exceptions, the securities referred to herein may not be offered or sold in the United States, Australia, Canada, Japan, Switzerland or the Republic of South Africa or to, or for the account or benefit of, any national, resident or citizen of the United States, Australia, Canada, Japan, Switzerland or the Republic of South Africa.

No public offering of securities is being made in the United States the United Kingdom or elsewhere.

All offers of the New Ordinary Shares will be made pursuant to an exemption under the EU Prospectus Regulation and the UK Prospectus Regulation (as applicable) from the requirement to produce a prospectus. This Announcement is being distributed to persons in the United Kingdom only in circumstances in which section 21(1) of FSMA does not apply.

No prospectus will be made available in connection with either the Placing or the Open Offer and no such prospectus is required (in accordance with the EU Prospectus Regulation or the UK Prospectus Regulation) to be published. This Announcement and the terms and conditions set out herein are for information purposes only. The Placing is directed only at persons who are: (a) if in a member state of the European Economic Area, persons who are qualified investors within the meaning of article 2(e) of the EU Prospectus Regulation; (b) if in the United Kingdom, persons who (i) are “investment professionals” specified in article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”) and/or (ii) fall within article 49(2)(a) to (d) of the Order (and only where the conditions contained in those articles have been, or will at the relevant time be, satisfied); and, in each case, also (iii) are qualified investors within the meaning of article 2 of the UK Prospectus Regulation; or (c) persons to whom it may otherwise be lawfully communicated (all such persons together being referred to as “**Relevant Persons**”).

This Announcement and the terms and conditions set out herein must not be acted on or relied on by persons who are not Relevant Persons. Persons distributing this Announcement must satisfy themselves that it is lawful to do so. Any investment or investment activity to which this Announcement and the terms and conditions set out herein relates is available only to Relevant Persons and will be engaged in only with Relevant Persons. This Announcement does not itself constitute an offer for sale or subscription of any securities in Accsys.

The Open Offer will be made in the Netherlands in reliance on the prospectus exemption as set out in section 53 of Exemption Regulation pursuant to the Dutch Financial Supervision Act (*Vrijstellingsregeling Wft*) (“**Dutch Exemption Regulation Wft**”). For the sole purpose of making the Open Offer in the Netherlands, an information document (*informatiedocument*) (the “**Dutch Information Document**”) has been prepared in the Dutch language in accordance with the Dutch Exemption Regulation Wft and will be published, together with an informal English translation (for information purposes only), on the Company’s website shortly. The Dutch Information Document is not a prospectus within the meaning of the EU Prospectus Regulation and has not been approved or reviewed by the AFM.

The contents of this Announcement are not to be construed as legal, business, financial or tax advice. Each investor or prospective investor should consult his, her or its own legal adviser, business adviser, financial adviser or tax adviser for legal, financial, business or tax advice. The contents of this Announcement have not been reviewed by any regulatory authority in the United Kingdom or elsewhere. Each Investor or prospective investor is advised to exercise caution in relation to the Issue.

This Announcement has been issued by, and is the sole responsibility of, the Company. No representation or warranty, express or implied, is or will be made as to, or in relation to, and no responsibility or liability is or will be accepted by the Joint Bookrunners, or by any of its or their respective partners, directors, officers, employees, advisers, consultants, affiliates or agents as to or in relation to, the accuracy, fairness or completeness of this Announcement or any other written or oral information made available to or publicly available to any interested party or its advisers, and any liability therefore is expressly disclaimed.

Neither the content of the Company’s website nor any website accessible by hyperlinks on the Company’s website is incorporated in, or forms part of, this Announcement.

Notice to all investors

Numis is authorised and regulated in the United Kingdom by the FCA. Investec is authorised by the Prudential Regulation Authority (the “**PRA**”) and regulated in the United Kingdom by the PRA and the FCA. Investec Europe Limited (trading as Investec Europe), acting on behalf of Investec Bank plc in certain jurisdictions in the EEA, is regulated in Ireland by the Central Bank of Ireland. Numis, Investec and ABN AMRO are acting for Accsys and are acting for no one else in connection with the Issue and will not regard any other person (whether or not a recipient of this Announcement) as a client in relation to the Issue and will not be responsible to anyone other than Accsys for providing the protections afforded to their respective clients, nor for providing advice in connection with the Issue or any other matter, transaction or arrangement referred to herein.

Numis’ responsibilities as the Company’s nominated adviser under the AIM Rules for Nominated Advisers are owed solely to the London Stock Exchange and are not owed to the Company or to any Director or to any other person.

None of the information in this Announcement has been independently verified by any of the Joint Bookrunners or any of their respective partners, directors, officers, employees, advisers, consultants or affiliates. Apart from the responsibilities and liabilities, if any, which may be imposed upon the Joint

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In connection with the Issue, the Joint Bookrunners and any of their affiliates, acting as investors for their own accounts, may subscribe for or purchase New Ordinary Shares as a principal position and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such New Ordinary Shares and other securities of the Company or related investments in connection with the Issue or otherwise. Accordingly, references to the New Ordinary Shares being offered, subscribed, acquired, placed or otherwise dealt in should be read as including any offer to, or subscription, acquisition, placing or dealing by the Joint Bookrunners and any of their affiliates acting as investors for their own accounts. In addition, the Joint Bookrunners or their affiliates may enter into financing arrangements and swaps in connection with which they or their affiliates may from time to time acquire, hold or dispose of New Ordinary Shares. The Joint Bookrunners have no intention to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.