

Attention! This investment falls outside AFM supervision. No prospectus required for this activity.



*This is an informal translation of the Dutch Information Document that Accsys Technologies PLC is required to publish as an exempted issuer under the Prospectus Regulation in the Netherlands. In case of discrepancies between this translation and the Dutch version of the Information Document, the Dutch version prevails. No rights can be derived from this translation and it has no legal effect. The Company has published a shareholder circular containing further information on the Open Offer (see [www.accsysplc.com](http://www.accsysplc.com)). You should read the entire Shareholder Circular. Neither the Dutch Information Document nor this informal translation thereof is a prospectus within the meaning of the EU Prospectus Regulation 2017/1129 and has not been approved or reviewed by the Dutch Authority for the Financial Markets (Stichting Autoriteit Financiële Markten ("AFM")).*

## IMPORTANT INFORMATION ON INVESTMENT

### OPEN OFFER of Accsys Technologies PLC

**This document is dated 6 May 2021**

This document assists you in identifying certain risks, costs and returns of your investment.

*Attention! This document and offer is not subject to review by AFM*

#### What is offered and by whom?

2,418,918 ordinary shares with a nominal value of €0.05 each (the "Offer Shares") are being offered by Accsys Technologies PLC (the "Company" or "Issuer") at an offer price of EUR 1.65 (£ 1.40) (the "Offer Price") per Offer Share (the "Open Offer").

The offeror is also the issuer of the Offer Shares. The ordinary shares of the Company (the "Shares") are admitted to listing and trading on the regulated market of Euronext Amsterdam and to trading on the Alternative Investment Market ("AIM") of the London Stock Exchange under the symbol "AXS".

The Offer Price of EUR 1.65 (£1.40) per New Ordinary Share represents a discount of 3.7% to the Euronext Amsterdam closing price for an Ordinary Share of EUR 1.714 and a discount of 3.8% to the AIM closing price for an Ordinary Share of £1.455, in each case on 5 May 2021.

The Open Offer is conditional on, amongst other things, the approval of the resolutions to be proposed at the general meeting of shareholders of the Company to be held on 25 May 2021.

The Company is a fast-growing and environmentally friendly company that combines chemistry and technology to manufacture high-quality, sustainable wood products.

The Company's website is [www.accsysplc.com](http://www.accsysplc.com)

**IMPORTANT:** The Company has published today a shareholder circular containing further information regarding the Open Offer (the "Shareholder Circular"). The Shareholder Circular can be found on the Company's website ([www.accsysplc.com](http://www.accsysplc.com)). You should read the entire Shareholder Circular; in particular, we draw your attention to Part 1 (Letter from the Chairman), Part 2 (Risk Factors) and Part 3 (Terms and Conditions of the Open Offer) of the Shareholder Circular.

### **What are the main risks for you as an investor?**

In general, the higher the offered or expected return, the higher the risk. The offered or expected return on the Offer Shares depends on the profit the Company makes. There is a chance that the profit will be lower than expected or that the Company will not make any profit, as a result of which you may receive less return or even lose all or part of your capital invested. The main reasons why the Company may not be able to pay out the offered or expected returns or you may lose all or part of your investment are:

- that at this stage of its growth, the Company does not currently generate sufficient profit to make any distributions to shareholders; and
- that the value of the Shares may fall.

**EXPLANATORY STATEMENT:** The above paragraph should be read in the light of the following. The Offer Shares will be admitted to listing and trading on Euronext Amsterdam and to trading on AIM under the symbol "AXS". Shareholders who accept the offer to purchase Offer Shares will hold shares in a listed company. This means that every shareholder is entitled to trade his Shares (including the Offer Shares) on the Euronext Amsterdam or AIM stock exchanges at any time he chooses. Any (interim) return on the shares can be paid in the form of a dividend, which may be paid by the Company subject to the absolute discretion of its Board. The Board of Directors of the Company will take into account various factors in any decision to pay a dividend, including but not limited to, business prospects, cash needs, level of distributable reserves, financial performance and new product development and plans for international expansion. The Company does not currently have distributable reserves required in order to pay dividends. In addition, the Board considers it sensible for the Company to maintain the strongest possible financial position in the current phase of its growth strategy and therefore does not expect to pay a dividend in the short term.

There are also other important risks relating to the Company which may affect the value of any investment in the Company. More information about these risks can be found in this document under the heading "Further information about the risks" on pages 5 and 6 and in Part 2 (Risk Factors) of the Shareholder Circular.

**What is the target group of this investment?**

The Offer Shares are being offered to existing shareholders of the Company (subject to certain exceptions and conditions). Each eligible shareholder will be offered 1 Offer Shares for every 70 existing Shares he or she owns. Any fractional rights to Offer Shares will be rounded down and disregarded in the calculation of eligible shareholders' rights to apply for Offer Shares. These fractional rights will be aggregated and made available to participating shareholders under the excess application facility offered by the Company in connection with the Open Offer. Please refer to the Shareholder Circular for further information regarding the Open Offer, including the procedure for application.

The Offer Shares are suitable for investors wishing to acquire newly issued Shares in the Company at the Offer Price of EUR 1.65 per Offer Share.

The Offer Shares are not suitable for investors who do not want to take any risks. The value of the Shares (and therefore the Offer Shares) may fluctuate.

**What kind of investment is this?**

You invest in one or more Shares in the Company.

The nominal value of the Shares is EUR 0.05 per Share.

The net asset value of the Shares is approximately EUR 0.77 per Share, calculated on the basis of the net assets of the Group (as defined below) as at 30 September 2020 (being the date on which the most recently published consolidated balance sheet in respect of the Group was prepared) divided by the number of Shares in issue as at the date of this document.

The Offer Price of the Offer Shares is EUR 1.65 per Offer Share.

There is no minimum number of Offer Shares that participating shareholders may apply for.

Each eligible shareholder will be offered 1 Offer Share for every 70 existing Shares held.

The expected date of issue of the Offer Shares is 26 May 2021.

The term of the Offer Shares is not relevant; an investor holds the Offer Shares until such time as he wishes to trade them on the Euronext Amsterdam or AIM stock exchanges.

**EXPLANATORY STATEMENT:** As indicated above in this information document, the expected return per year depends on the Company's ability and willingness to pay dividends on the Shares in the future. Payment of dividends is a matter to be determined by the Company's Board in its absolute discretion. In deciding whether to pay a dividend, the Board will take several factors into account, including business prospects, cash needs, level of distributable reserves, financial performance and new product development and plans for international expansion. The Company does not currently have

distributable reserves required in order to pay dividends. In addition, the Board considers it sensible for the Company to maintain as strong a financial position as possible in the current phase of its growth strategy, and therefore does not expect to pay a dividend in the short term.

More information about the return can be found in this document under the heading “Further information about the return” on page 7.

**What are the costs for you as an investor?**

You do not pay any issue costs to the Company on your investment other than the Offer Price.

**EXPLANATORY STATEMENT:** a shareholder wishing to purchase the Offer Shares does not pay any issue costs to the Company other than the Offer Price. However, a shareholder may pay certain costs to his intermediary (bank or broker) in connection with the purchase of Offer Shares.

When selling your Offer Shares you will not pay any compensation to the Company but you may pay other costs due to third party(ies).

**What is your investment amount used for?**

Of every euro of your investment, approximately 2.5% is used to cover costs. The net proceeds are invested in the Company and its group companies. Please refer to Part 1 (Chairman’s Letter) of the Shareholder Circular for further information on the uses to which the net proceeds of the Open Offer are intended to be put.

Your investment belongs to the assets of the Company.

More information about the uses to which the investment are intended to be put can be found under the heading “Further information about the use of the proceeds” on page 7 and in Part 1 (Chairman’s Letter) of the Shareholder Circular.

**Further information on the investment**

In this section of the document you will find further information on the offer by the Issuer, including information on certain risks, costs and returns of the investment

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**Further information about the Issuer**

The Issuer is a public limited company incorporated on August 11, 2005, whose registered office is located in London, England, and is registered in England and Wales under registration number

5534340. The Issuer's address is Brettenham House 19, Lancaster Place (WC2E 7EN) London, England. The issuer's website is [www.accsysplc.com](http://www.accsysplc.com).

The Company is managed by its directors, who are the following individuals: Stephen Odell, Robert Harris, William Rudge, Michael Sean Christie, Susan Farr, Montague John Meyer, Geertrui Elizabeth Schoolenberg and Alexander Wessels.

The Company has the following trade names: Accsys, Accsys Technologies.

The Company manufactures and sells the acetylated solid wood and acetylated wood chip products using its proprietary valuable intellectual property, under the brand names of Accoya® and Tricoya® respectively.

The Company has no (financial) relationships with affiliated entities and/or persons, other than with its subsidiaries and its joint ventures. For further information regarding the Issuer's debt finance and joint venture arrangements, please refer to the Issuer's annual report and accounts in respect of its financial year 2020 and its half-year results in respect of its financial year 2021 (each of which are available on the Issuer's website at [www.accsysplc.com/investors/reports-results/](http://www.accsysplc.com/investors/reports-results/)), as well as the Shareholder Circular.

The Company is the holding company of six wholly owned subsidiaries and three other subsidiaries in which the Company holds a majority interest.

The main activities of the Company are manufacturing and selling high-quality, sustainable acetylated wood products.

#### **Further information about the risks**

Risks for the Company and the Investor: There is a risk that the Company and its subsidiaries (collectively "the Group") will be exposed to risks and uncertainties that could harm the Group's business because the Group's performance may be affected by changes in the market and/or economic conditions and in legal, regulatory or tax regulations. This means that if one or a combination of these risks actually occurs, the Group's business, financial situation and results of operations could be adversely affected. In such event, the market price of the Shares (and therefore the Offer Shares) could fall and you could lose all or part of your investment.

#### ***Risks related to the activities and operations of the Group.***

(a) The Group is exposed to health, safety and environmental and product liability risks in the course of its business.

(b) It is uncertain whether the Accoya® USA joint venture investment (as described in the Shareholder Circular) will proceed, or whether the proposed Accoya® USA plant (as described in the Shareholder Circular) will be constructed.

- (c) The anticipated benefits of the Accoya® USA joint venture investment may not be realized.
- (d) The Group may not be able to deliver on its current strategy for further expanding its production capacity and significant delays, cost overruns and / or other disruptions may affect the profitability of the Group's key projects and the Group overall.
- (e) The COVID-19 pandemic may further impact the Group.
- (f) The Group may incur losses if a licensee, contractor or other contracting party fails in the performance and / or financing of investments as contracted, or as expected, and may be adversely affected if it is unable to source raw materials from certain suppliers.
- (g) The Group's indebtedness means that the Group is exposed to risks associated with borrowing money.
- (h) The Group's inability to adequately protect its proprietary technology and brand names could have a material adverse effect on its business.
- (i) The success of the Group depends largely on its ability to sell its products, wider adoption of Accoya®, and further market acceptance of Tricoya®, and if the Group is unable to achieve this, it may not be able to maintain a sustainable or profitable business.
- (j) Failures in, or cyber-attacks against, the Group's computer systems, networks or data, and / or the loss of key personnel, may disrupt its operations, lead to the loss or disclosure of confidential information or data, its reputation damage and cause losses.
- (k) The Company cannot guarantee that the Group's disaster relief and business continuity planning or insurance coverage will be adequate in the future.
- (l) Failure of the Group to achieve its environmental, social and governance and sustainability objectives may adversely affect the Group's ability to raise finance and deliver on its growth prospects.

***Risks related to changes in macroeconomic conditions.***

- (a) The Group may be adversely affected by macroeconomic conditions, including an increase in the cost of major raw materials.
- (b) The Group is exposed to risks related to movements in exchange rates.

***Risks related to the Open Offer and the Shares***

- (a) The market value of the Shares may fluctuate and may not reflect the underlying value or the outlook of the Group.
- (b) Shareholders may be exposed to exchange rate risk.

(c) Shareholders are likely to experience dilution in their ownership of the Company as a result of the placing of Shares by the Company being undertaken simultaneously with the Open Offer.

(d) There may not be sufficient market liquidity in relation to the Shares and the value of the Shares may be subject to volatility.

(e) A limited number of shareholders may jointly hold a substantial percentage of the Shares after completion of the Open Offer and could exercise significant influence on matters requiring shareholder approval.

**EXPLANATORY STATEMENT:** For more information on the risk factors set out above, please refer to Part 2 (Risk Factors) of the Shareholder Circular

#### **Further information about how the proceeds are spent**

The total proceeds of the Open Offer will not exceed EUR 4,000,000.

This amount may also be less if not all of the Offer Shares are subscribed for.

The proceeds of the Open Offer will be used to provide additional capital to support the Group's continued growth and ongoing development. This is expected to include working capital as the Group targets continued sales growth and continues to grow as an organisation. Of the proceeds of the Open Offer, approximately 2.5% will be used to pay the costs of the Open Offer.

The proceeds of the Open Offer are expected to be sufficient for the purposes described above.

**EXPLANATORY STATEMENT:** As described in the Shareholder Circular, alongside the Open Offer, the Company has conditionally raised additional gross proceeds of approximately EUR 33 million from specifically selected professional investors (the "Placing") subject to certain conditions. The Company intends to use the proceeds of the Placing in connection with its proposed investment into its joint venture with Eastman Chemical Company, Accoya USA LLC, to fund the construction and initial operation of a new Accoya® plant in the USA. Please refer to the announcement regarding the launch of the Placing made by the Company on 5 May 2021 and the Shareholder Circular for further information regarding the Placing.

#### **Further information about the return**

The yield (if any) will be paid in the form of dividend, if it is paid or declared in respect of the Shares (and therefore the Offer Shares) after their issue.

Any dividends will be paid by the Company subject to the absolute discretion of the Company's Board, taking into account various factors including business prospects, cash needs, level of distributable reserves, financial performance, new product development and plans for international expansion. The Company does not currently have distributable reserves required in order to pay dividends. In addition,

the Board considers it sensible for the Company to maintain as strong a financial position as possible in the current phase of its growth strategy, and therefore does not expect to pay a dividend in the short term.

The investment does not generate enough income before the first payout date to cover the returns of all investors from that income.

**EXPLANATORY STATEMENT:** the above sentence should be read in the light of the following. The Shares are ordinary equity instruments, not debt instruments. As is typical for ordinary equity instruments, there is no applicable payout schedule applicable to the Shares and no first payment date has been set in respect of the Shares (and therefore also not for the Offer Shares). For information on distributions to investors, see the section on dividends above.

#### **Further information on the financial situation of the Issuer**

The Company has been active since its date of incorporation. The Company's half-year results in respect of its financial year 2021 (relating to the six months ending 30 September 2020), as disclosed on the Issuer's website ([www.accsysplc.com/investors/reports-results/](http://www.accsysplc.com/investors/reports-results/)), contain the most recent financial information available in relation to the Company.

#### Balance sheet

The following information relates to the position of the Company as at 30 September 2020 and is the most recent financial information published by the Company.

Shareholders' equity amounts to EUR 129,883,000 and consists of:

- Share capital: EUR 8,213,000
- Share premium: EUR 186,383,000
- Other reserves: EUR 112,928,000
- Accumulated loss: EUR (212,969,000)
- Own shares: EUR (36,000)
- Foreign currency translation reserve: EUR (121,000)
- Non-controlling interest in subsidiary: EUR 35,485,000

Third party debt amounts to EUR 54,499,000 and consists of:

- Short term borrowings: EUR 6,201,000
- Long term borrowings: EUR 48,298,000

The equity/debt ratio is 69/31 (displayed as 50/50, total 100). After the issue of the Shares, this ratio will be 74/26 (displayed as 50/50, total 100).



There is no additional financing, however further financing in the form of investment into the Accoya joint venture in the form of equity from Eastman and project finance debt from a lender, is anticipated and required to complete the funding of the Accoya USA joint venture, but has not yet been committed.

The working capital is EUR 1,435,000 and consists of:

- Inventories: EUR 15,678,000
- Trade and other receivables: EUR 10,560,000
- Trade and other payables: EUR (24,803,000)

The amount of outstanding loans is EUR 54,499,000. This concerns eight loans that the Company must have repaid by the date stated in the relevant loan documentation. For more information on the Company's outstanding loans, reference is made to the Company's annual report in respect of its financial year 2020 and the half-year results for its financial year 2021 available on the Company's website ([www.accsysplc.com/investors/reports-results/](http://www.accsysplc.com/investors/reports-results/)).

#### Security rights/collateral

The issuer has provided security interests and guarantees to certain lenders over various of the Group's assets. For more information about the collateral provided by the Company, reference is made to the Company's annual report in respect of its financial year 2020 and the half-year results for its financial year 2021 available on the Company's website ([www.accsysplc.com/investors/reports-results/](http://www.accsysplc.com/investors/reports-results/)).

#### Income statement

The following information pertains to the six-month period from 1 April 2020 to 30 September 30 2020 and is the most recent information published by the Company.

The turnover for this period is EUR 42,933,000.

The operational costs for this period amount to EUR 40,801,000.

The other costs for this period amount to EUR 1,758,000.

The net profit for this period amounts to EUR 374,000.

The following information pertains to the situation after the issue of the Offer Shares.

The net proceeds of the Open Offer are expected to be approximately EUR 4 million.

The amount of shareholders' equity as a result of the Placing and the Open Offer amounts to approximately EUR 35 million and consists of payments made by investors who acquire new Shares in the Placing and/or the Open Offer, less applicable expenses.

No additional equity financing is being raised by the Company alongside the Open Offer and the Placing.

After the issue of the Offer Shares, the equity/debt ratio will be 74/26 (shown as 50/50, total 100).

After the issue of the Offer Shares, the working capital amounts to EUR 1,435,000 (on a pro forma basis showing the approximate effect of the issue of the Offer Shares on the working capital as at 30 September 2020) and consists of:

- Inventories: EUR 15,678,000
- Trade and other receivables: EUR 10,560,000
- Trade and other payables: EUR (24,803,000)

**EXPLANATORY STATEMENT:** The working capital after the issue of the Offer Shares has been calculated on a pro forma basis as at 30 September 2020 to show the impact of the issue of the Offer Shares, and does not reflect any other changes in the relevant working capital balances since 30 September 2020. As the issue of the Offer Shares will have no impact on the working capital items listed above, the pro forma working capital amounts shown above and the working capital amounts as at 30 September 2020 are the same.

#### **Further information about the offer and registration**

The offer period starts on 7 May 2021 and ends on 21 May 2021.

Shareholders eligible to acquire Offer Shares will be informed by the intermediary through which they hold their existing Shares of the number of Offer Shares they may apply for under the Open Offer. If an eligible shareholder wishes to acquire shares under the Open Offer, he must then instruct his intermediary (bank or broker) accordingly. Processing of that application and payment for the Offer Shares will be in accordance with the applicable procedures of the relevant intermediary. In the Netherlands, the intermediary will be responsible for instructing the Company's subscription agent, ABN AMRO Bank N.V., accordingly. Please refer to the Shareholder Circular for more information regarding the application procedure for Offer Shares.

The expected issue date of the Offer Shares is 26 May 2021.

Investors should register as follows: Please see the previous paragraph and the further information contained in the Shareholder Circular regarding the application procedure.