

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to what 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, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000, or an appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

If you have sold or transferred all of your ordinary shares in the issued share capital of Sivota plc (“Sivota” or the “Company”) (“Ordinary Shares”), please send this document and any other documents that accompany it as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding, you should retain this document and its enclosures.

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## **SIVOTA PLC**

*(incorporated in England and Wales under company number 12897590)*

### **NOTICE OF GENERAL MEETING**

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Notice of a General Meeting of Sivota, to be held at the offices of Charles Russell Speechlys LLP, 5 Fleet Place, London EC4M 7RD on 21 February 2022 at 10:00 a.m., is set out on page 3 of this document. Your attention is drawn to the letter from the Chairman on page 1 of this document.

Whether or not you propose to attend the meeting, please complete and submit a proxy appointment in accordance with the Notes to the Notice of General Meeting set out on pages 4 and 5 of this document. To be valid, the proxy appointment must be received at the address for delivery specified in the Notes by no later than by 10:00 a.m. on 17 February 2022.

## LETTER FROM THE CHAIRMAN

To the holders of Ordinary Shares in Sivota plc (the Company)

27 January 2022

Dear Shareholder

### Notice of General Meeting

I am writing to inform you that a general meeting of the Company's shareholders will be held at the offices of Charles Russell Speechlys LLP, 5 Fleet Place, London EC4M 7RD on 21 February 2022 (the "**General Meeting**"). The formal Notice of General Meeting is set out on page 4 of this document.

As announced on 7 December 2021, the Company entered into a non-binding term sheet (with Apester Limited ("**Apester**"), an Israeli incorporated business which operates an innovative digital experience software platform that enables brands, publishers and e-commerce to create and distribute interactive digital experiences.

Pursuant to the Term Sheet, Sivota conditionally agreed to be issued new preferred shares in the capital of Apester for an aggregate consideration of \$12,000,000 (the "**Transaction**"). The Company will own c.57.5 per cent. of Apester's issued share capital on completion of the Transaction. As announced on 25 January 2022, the Company has entered into a conditional Share Purchase Agreement with Apester and has submitted its draft prospectus to the Financial Conduct Authority for review.

In order to fund the Transaction, the Company intends to raise c.£11,500,000 through the issue of new ordinary shares (the "**Placing**").

Additionally, the Company is planning to implement a share option plan over a maximum of 25 per cent. of its enlarged ordinary share capital, further details of which will be contained within the prospectus.

To expedite the timetable for the Transaction, the Directors have decided to call the General Meeting now in order to provide the Company with sufficient share authorities to undertake the Placing and to provide further authorities following readmission of the Company to the Main Market, including in relation to the option plan. This should enable completion of the Transaction to take place sooner than would otherwise be the case.

The passing of the resolutions set out in the Notice does not guarantee that the Transaction will complete. If the resolutions pass but the Transaction does not complete for any reason, the Directors will not utilise the authorities.

As the General Meeting is taking place prior to the Company undertaking marketing to investors in the Placing, the price at which shares will be issued in the Placing is unknown. Therefore, the resolutions relating to the Placing are drafted on the basis of an anticipated price with an appropriate headroom built in. The authorities requested for the Company following completion of the Transaction will enable the Company to issue shares up to 33 per cent. of its enlarged ordinary share capital of which 10 per cent. can be issued free of pre-emption rights and will allow the Company to put in place its proposed share option plan.

We consider the General Meeting to be an important part of our shareholder engagement and we have arranged for the opportunity for you to view the General Meeting online, using your smartphone, tablet

or computer. If you choose to view online, you will be able to view a video link of the meeting. Should you wish to view the General Meeting online, please email Irit Itshayek at [irit.itshayek@sivotacapital.com](mailto:irit.itshayek@sivotacapital.com) who will send you the instructions for viewing the General Meeting.

### **Action to be taken**

The Directors recommend that Shareholders vote in favour of the resolutions, as they intend to do in respect of their own beneficial holdings of shares in the Company representing approximately 42.71 per cent. of the ordinary issued share capital.

Whether or not you propose to attend the General Meeting, please complete and return the enclosed form of proxy so as to be received by the Company's Registrar, Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, by no later than 10:00 a.m. on 17 February 2022. Alternatively, if you are a member of CREST, you may submit a proxy appointment electronically through the CREST voting service. Further details are set out in the notes to the Notice of General Meeting. The appointment of a proxy will not stop you from attending the General Meeting in person should you so wish.

Shareholders should note that in light of recent developments with the Omicron strain of Covid-19, the Company may be required by legislation enacted following the date of printing of this circular to restrict attendance at, or make alternative arrangements for the holding of, the General Meeting. The Company will make appropriate announcements in such circumstances.

I look forward to seeing as many of you as possible at the General Meeting.

Yours faithfully

**Tim Weller, Chairman**

## NOTICE OF GENERAL MEETING

### Sivota plc

*(Registered in England and Wales with company number 12897590)*

## NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting (the **Meeting**) of Sivota plc (the **Company**) will be held at Charles Russell Speechlys LLP, 5 Fleet Place, London EC4M 7RD on 21 February 2022 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following Resolutions. Resolution 1 will be proposed as an ordinary resolution, and Resolution 2 will be proposed as a special resolution.

### ORDINARY RESOLUTION

- 1 THAT, the Directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (**Act**) to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to:
  - 1.1 a maximum aggregate nominal amount of £150,000 in relation to the issue of the new ordinary shares of £0.01 each in the capital of the Company to placees in connection with the Transaction (as such term is defined in the circular to shareholders of which this Notice forms part) (**Placing Shares**); and
  - 1.2 a maximum aggregate nominal amount as is equal to 33 per cent. of the enlarged ordinary share capital of the Company on its readmission on the Official List, by way of a Standard Listing, and to trading on the Main Market (**Readmission**),
  - 1.3 a maximum aggregate nominal amount as is equal to 25 per cent. of the enlarged ordinary share capital of the Company on Readmission in relation to the Sivota Share Option Plan to be adopted with effect from Readmission (**Share Options**) and the Directors be and are hereby authorised to do all acts and things as are or may be necessary or expedient to carry the same into effect,

in each case to such persons and at such times and on such terms as the Directors think proper provided that this authority shall unless previously renewed, varied or revoked by the Company in general meeting, in respect of resolutions 1.1 and 1.2, expire on the date of the next annual general meeting of the Company and in respect of resolution 1.3, expire on 21 February 2025, save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted, or Rights to be granted, after such expiry, and the Directors may allot shares or grant Rights in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

### SPECIAL RESOLUTION

- 2 THAT, subject to the passing of Resolution 1 above, the Directors be and they are hereby empowered pursuant to section 571 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred upon them by Resolution 1, or by way of a sale of treasury shares, as if section 561 of the Act did not apply to such allotment provided that this power shall be limited to:
  - 2.1 the allotment of the Placing Shares as authorised by resolution 1.1;
  - 2.2 the allotment of equity securities in connection with an issue by way of rights (including, without limitation, under a rights issue, open offer or similar arrangement) in favour of:

- 2.2.1 holders of ordinary shares on the register on a date fixed by the Directors, in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on that date; and
- 2.2.2 if applicable, holders of any other class of equity security, in accordance with the rights attached to such security or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors deem necessary or expedient to deal with fractional entitlements, treasury shares or uncertificated shares, or any legal or practical difficulties in any territory, or the requirements of any regulatory body or stock exchange;
- 2.3 (otherwise than pursuant to paragraphs 2.1 and 2.2 above) up to an aggregate nominal amount as is equal to 10 per cent. of the enlarged share capital of the Company on Readmission; and
- 2.4 the grant of the Share Options as authorised by resolution 1.3,

provided that this power shall, unless previously renewed, varied or revoked by the Company in general meeting, in respect of resolutions 2.1, 2.2, and 2.3 expire on the date of the next annual general meeting of the Company and in respect of resolution 2.4, expire on 21 February 2025, save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

DATED the 27 day of January 2022

**BY ORDER OF THE BOARD**

*Company Secretary*

Registered Office: New London House, 172 Drury Lane, London WC2B 5QR

**NOTES:**

- 1 A member who is entitled to attend and vote at the meeting is entitled to appoint another person, or two or more persons in respect of different shares held by him, as his proxy to exercise all or any of his rights to attend and to speak and vote at the meeting.
- 2 The right of a member of the Company to vote at the meeting will be determined by reference to the register of members. A member must be registered on that register as the holder of ordinary shares by 6:00 p.m. on 17 February 2022 in order to be entitled to attend and vote at the meeting as a member in respect of those shares.
- 3 A member wishing to attend and vote at the meeting in person should arrive prior to the time fixed for its commencement. A member that is a corporation can only attend and vote at the meeting in person through one or more representatives appointed in accordance with section 323 of the Companies Act 2006. Any such representative should bring to the meeting written evidence of his appointment, such as a certified copy of a board resolution of, or a letter from, the corporation concerned confirming the appointment. Any member wishing to speak and, if appropriate, vote at the meeting without attending in person or (in the case of a corporation) through its duly appointed representative must appoint a proxy to do so. Forms for the appointment of a proxy that can be used for this purpose have been provided to members with this notice of meeting. To be valid, a proxy appointment form must be completed in accordance with the instructions that accompany it and then delivered (together with any power of attorney or other authority under which it is signed, or a certified copy of such item) to Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY so as to be received by 10:00 a.m. on 17 February 2022. Members who hold their shares in uncertificated form may use "the CREST voting service" to appoint a proxy electronically, as explained below. Appointing a proxy will not prevent a member from attending and voting in person

at the meeting should he so wish.

- 4 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). 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.

For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear UK & Ireland Ltd’s (“**EUI**”) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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 Computershare Investor Relations plc (ID 3RA50) no later than 10:00 a.m. on 17 February 2022, or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting. 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 Applications Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular message. 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 or her 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 providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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 (*SI 2001/3755*).

- 5 Any person to whom this notice is sent who is currently nominated by a member of the Company to enjoy information rights under section 146 of the Companies Act 2006 (**nominated person**) may have a right under an agreement between him and that member to be appointed, or to have someone else appointed, as a proxy for the meeting. If a nominated person has no such right or does not wish to exercise it, he may have a right under such an agreement to give instructions to the member concerned as to the exercise of voting rights. The statement in note 1 above of the rights of a member in relation to the appointment of proxies does not apply to a nominated person. Such rights can only be exercised by the member concerned.
- 6 As at 28 January 2022 (the latest practicable date prior to the printing of this document) (i) the Company’s issued ordinary share capital consisted of 1,085,000 ordinary shares of £0.01 each, carrying one vote each, and (ii) the total voting rights in the Company were 1,085,000.
- 7 Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at [www.sivotacapital.com](http://www.sivotacapital.com).
- 8 Each member attending the meeting has the right to ask questions relating to the business being dealt with at the meeting which, in accordance with section 319A of the Companies Act 2006 and subject to some exceptions, the Company must cause to be answered. Information relating to the meeting which the Company is required by the Companies Act 2006 to publish on a website in advance of the meeting may be viewed at [www.sivotacapital.com](http://www.sivotacapital.com). A member may not use any electronic address provided by the Company in this document or with any proxy appointment form or in any website for communicating with the Company for any purpose in relation to the meeting other than as expressly stated in it.