

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF REGULATION 2014/596/EU, WHICH IS PART OF DOMESTIC LAW OF THE UNITED KINGDOM OF GREAT BRITAIN AND NORTHERN IRELAND ("UK") PURSUANT TO THE MARKET ABUSE (AMENDMENT) (EU EXIT) REGULATIONS (SI 2019/310) ("UK MAR"). UPON THE PUBLICATION OF THIS ANNOUNCEMENT, THIS INSIDE INFORMATION (AS DEFINED IN UK MAR) IS NOW CONSIDERED TO BE IN THE PUBLIC DOMAIN.

29 September 2023

RegTech

OPEN PROJECT

Unaudited interim results for the six months ending 30 June 2023 and entry into Side Letter Agreement

RegTech Open Project plc ("**RTOP**" or the "**Company**"), the technology business specialised in the automation, management, and optimisation of regulatory compliance operations, is pleased to announce its unaudited interim results for the six months ending 30 June 2023 ("**H1 2023**") and entry by the Company into a side letter agreement, cast as a deed, with RegTech Open Project S.p.A. (an entity ultimately beneficially owned by Alessandro Zamboni, Founder and Non-Executive Director of RTOP) ("**RegTech Italy**") on 28 September 2023 (the "**Side Letter Agreement**").

H1 2023 highlights:

- Firmly established software-as-a-service (SaaS) platform, with a unique offering and significant market opportunity in operational resilience.
- Historical performance of the newly contributed business shows a 50% year-on-year growth on an invoiced basis to £588,000 in H1 2023 (versus £391,000 in the six months ending 30 June 2022), indicating the strength of the business model supported by strong partnerships and expanding customer base.

Subsequent events:

- Successful admission of the Company's ordinary shares to listing on the standard segment of the Official List of the Financial Conduct Authority and to trading on the main market for listed securities of London Stock Exchange plc on 25 August 2023 (the "**Direct Listing**").
- As previously announced, RTOP has, post-Direct Listing, strengthened its senior management team, with the appointment of Paul McFadden as Chief Financial Officer, with an effective start date of 5 December 2023.
- Since completion of the Direct Listing a total of £2.5 million funds have been drawn under the English law governed fixed term unsecured working capital loan agreement, cast as a deed, between the Company and RegTech Italy (the "**Shareholder Loan Agreement**") and £437,000 of funds have been received by the Company, the difference is accruing 15% compounding interest ("**Late Drawdown Fee**").
- The board of directors (the "**Board**") have reviewed the cashflow on a prudent basis and acknowledge that funding from the Shareholder Loan Agreement is required to meet its liabilities over the next 12 months. The Board is therefore working on mitigation of the risks relating to delays in receipt of the outstanding principal under the Shareholder Loan Agreement and is confident this will not affect the ultimate growth of the business.
- Accordingly, the Company and RegTech Italy entered into the Side Letter Agreement, pursuant to which the parties agreed the following payment schedule for the outstanding funds and any accrued Late Drawdown Fee:

£515,750	By 5 p.m. (London time) on 4 October 2023
£515,750	By 5 p.m. (London time) on 11 October 2023
£515,750	By 5 p.m. (London time) on 18 October 2023
£515,750	By 5 p.m. (London time) on 25 October 2023
Accrued Late Drawdown Fee	By 5 p.m. (London time) on 1 December 2023

- The Side Letter Agreement further provides an option for the Company, on three business days' notice, to transfer the 2,250,000 warrants (each exercisable into one new ordinary share of nominal value £0.20 each in the capital of the Company at an exercise price of £0.20, or a cashless exercise basis) held by RegTech Italy to the Company or a third party designated by the Board (independent of Alessandro Zamboni), and any net proceeds realised shall reduce the outstanding principal under the Shareholder Loan Agreement.
- The entry by the Company and RegTech into the Side Letter Agreement constituted a material related party transaction for the purposes of DTR 7.3 and was, accordingly, voted upon by the independent Directors (excluding Alessandro Zamboni, who, in each case, constituted a "related party" (as such term is defined in International Financial Reporting Standard as adopted in the UK)), and such independent Directors consider each such material related party transaction in respect of the Side Letter Agreement to be fair and reasonable from the perspective of the Company and its Shareholders who are not a related party.

Ian Halliday-Pegg, Chief Executive Officer of RTOP, said:

"The Direct Listing of RTOP represented a significant moment for the business as it looks to rapidly scale its customer base and presence geographically. We are confident that the strong momentum achieved to date will translate into further new long-term partnerships and adoption of our unique operational resilience focused SaaS platform."

"With regulatory change driving the requirement for a more rigorous approach to business management across financial services industry and international markets, we are well positioned to continue to deliver the growth strategy outlined at the time of the Direct Listing."

– Ends –

For the purposes of UK MAR, the person responsible for arranging release of this announcement on behalf of RTOP is Ian Halliday-Pegg, Chief Executive Officer of RTOP.

For further enquiries:

RegTech Open Project plc

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CHIEF EXECUTIVE OFFICER'S REPORT AND INTERIM FINANCIAL STATEMENTS

CHIEF EXECUTIVE OFFICER'S REPORT

It has been a momentous year for RegTech Open Project plc ("**RTOP**"), highlighted by the admission of the Company's ordinary shares to listing on the standard segment of the Official List of the United Kingdom Financial Conduct Authority ("**FCA**") and to trading on the main market for listed securities of London Stock Exchange plc (the "**London Stock Exchange**") on 25 August 2023. The direct listing marked a turning point for the organisation as we reached 'the end of the beginning' for the business. We were delighted that market opening event was attended by members of our Board, and representatives from Unicredit HVB - one of our most established customers, our global partners, the broker community and Summer Atlantic Capital, our joint venture partner in respect of RegTech China, demonstrating the strength of support we have for the business.

With the increased global visibility and access to the capital markets now available, and highly experienced Board and management team in place, we are very well positioned for our next phase of growth. In the background, we have continued to increase trading performance in our traditional market, and in the foreground, the Board and I have built the strategic plan and the investment plan. I have my feet firmly under the desk and started work with my established and talented senior leadership team on developing and executing the operational plan to make all that happen. As I have done so, I am excited to learn more about our customer and partner projects and the forces and movements in the marketplace, and to report on what I have experienced this last period.

Strong and Increasing Demand for Operational Resilience

We continue to see increasing demand for our products and services in the markets we serve. The European Digital Operational Resilience Act (DORA), FCA's PS6/21, applicable to Banking, financial services, Insurance, and their information, communications and technology (ICT) service providers are now firmly in their 'implementation periods' and affected organisations are beginning to understand the associated challenges and seeking solutions and expertise. This process is driving an increasing number of specific enquiries from financial services firms and 'big-4' consultants serving this market.

Supplier of Choice in Core Market

In pursuit of our mission to be the 'Must-Have' Operational Resilience solution, our unique focus, and comprehensive SaaS platform has firmly established us as the leading provider in our core market, Italy.

With 60% of domestic banks in our primary geography now dependent on the Orbit Open Platform to demonstrate compliance, the major global consultants serving this market now develop and maintain knowledge and expertise in the platform and align methods with the supporting software capabilities to provide comprehensive solutions for their clients.

Healthy Customer Base

Following our first Corporate Value: "Solve for the Customer", we continue to deliver significant value to our customers, with not only very high retention rates, but continued expansion of products within our customers, generating over half our revenues from our installed base in this and previous periods. Our partnership-style approach with our customers continues to strengthen our expertise and products within our core market, where customers, third parties, and RTOP collaborate and combine knowledge to extend the power and value of the Orbit Open Platform, benefitting all our customers.

Strong Partnerships and Alliances

In combination with major consultants and partners, such as Pricewaterhouse Coopers Business Services S.r.l.: RTOP is able to offer its clients significant value-add in the form of the methodology and change management that is required to support the implementation and successful roll-out of Operational Resilience across both local and multinational institutions.

With mature relationships and successful projects delivered with each partner, this year we have seen an increasing number of requests to 'joint-bid' requests for proposal, with Orbit Open Platform as the

recommended software at the outset. We have started work on expanding this model more widely across Europe and in the UK as a key strategy for growth.

Reinforced Strategy

Over the last period, we formulated a reinforced strategy for growth, including listing on the London Stock Exchange, and defining our investments strategy to drive performance in four key areas, our 'Four Pillars' strategy:

1. Consolidate our current business

- a. Customer Success – to protect revenues, especially the portfolio of Annual Contract Value (PACV) and grow our business within our portfolio of clients, targeting >110% net retention and a Customer Lifetime Value (LTV) >£500k.
- b. Marketing & Sales – to expand our outbound sales and inbound generation in our core markets to drive consistent, increased new business with a low customer acquisition cost and high win-rates, and ultimately exceed our targets for Customer Acquisition Cost to Lifetime Value ratio.
- c. Partnerships – proactive management of partnerships to provide compelling joint solutions to the market and produce sustainable and consistent revenues, with the opportunity to expand the model to new verticals and geographies.
- d. New verticals – to leverage the success of Banking and Financial services and target a wider audience of 'essential services' such as utilities, public administration and healthcare, within our mature geographies.

2. Market Expansion

Since the direct listing in August 2023, in order to capitalise on the significant global market opportunity for our solutions, we have begun to establish go-to-market capabilities in the UK and China (via our joint venture, RegTech China, with Summer Atlantic Capital). In the US we continue to seek our first customers and partners.

- a. UK – Focusing on our initial Banking and Financial Services target market, and both DORA and FCA regulation, leveraging our historical strength, reference customers and global partners, we have begun to recruit a direct sales team for target accounts and to 'sell with' our global partners, as well as an experienced partner manager to help to foster local relationships with global partners and maximise our opportunities together.
- b. APAC – we have begun working on a program of knowledge transfer and software localization to support RegTech China in their go-to-market, focusing on the enormous (>10x Europe) opportunity within manufacturing.
- c. US – We have begun to explore potential partnerships, joint product development and mutual initial customers. Our initiatives will be aimed at addressing the need for Operational Resilience as a competitive advantage, and upcoming regulation which is likely to follow the Federal Reserve SR20-24 Interagency Paper on Sound Practices to Strengthen Operational Resilience (2020).

3. Product differentiation

To maintain and extend our competitive advantage in the marketplace, we have begun to undertake a program of investment in the product to further differentiate our solutions and create compelling solutions. This program focuses on four areas:

- a. Leverage strength of customer base to solve the client's biggest challenges and continuously add increased value in the customer solution.
- b. Further develop the user experience to provide not only the best workflow, but also innovate with the user interface to present engaging, insightful and indispensable insights across all stakeholders.
- c. Advantageously exploit technologies to increase customer value, especially in the areas of automation analytics and AI, enhance the distribution of the software, and enable scale through access via digital marketplaces.
- d. Expand the product portfolio to incorporate via development, integration or acquisition (or any combination) Cyber security assessment and management and third-party risk assessment and management.

4. *Build for Scale*

We are investing in developing a scalable world-class in-house sales and marketing team that can generate demand and close business consistently, predictably and at an increasing scale and reduced customer acquisition costs. In particular, business transformation in the following areas:

- a. The introduction and embedding of value-based sales methodology and solution selling processes and supporting technologies for automation, forecasting, reporting and analysis.
- b. The clear segmentation of the target markets and messaging to enable content and social media marketing to drive demand and generate consistent leads that share our vision and are seeking the value that we provide.
- c. Proactively managed and supported partnerships for market entry in new geos, and the ability to scale: supporting local implementation, professional services, and first-line support.
- d. Enhancing the platform for distribution through digital marketplaces: technically, non-functionally (self-service and support) and commercially (billing).

Summary and outlook

On the back of a successful listing on the London Stock Exchange and strong growth of the historical business in the first half of the year, we find ourselves in an exciting position with a proven business model, a talented team, a strong offering, established partnerships, and a healthy customer base.

Looking forward to future growth, we have a mature revenue-generating base from which to start, and a progressive 'four-pillars' strategy for expansion and transformation. The delayed receipt of post-listing funds that were drawn has meant a delay in the execution of the full strategy, and an adaptation of the capital plan as mitigation. The board continues to work on resolving and returning to plan in the coming months and we continue to develop the business in line with the remainder of the strategy.

As we move into this next period, the existing ingredients for success give us the platform and the right conditions for future growth. Our customer base, current trading, strong partnerships and talented team give us an excellent foundation on which to execute our 'four pillars' growth strategy.

While we target growth and accelerate performance operationally, it is vital that we build the right conditions to scale rapidly during 2024 whilst managing costs as we strive towards profitability to ensure sustained, and value-creation growth trajectory.

Directors' responsibility statement

The Directors are responsible for preparing the unaudited condensed consolidated interim financial statements in accordance with applicable law and regulations. A list of current Directors is maintained on RTOP's website: <https://regtechopenproject.co.uk/>

The Directors confirm that, to the best of their knowledge, the unaudited condensed consolidated interim financial statements have been prepared in accordance with IAS 34 ("Interim Financial Reporting"), as issued by the International Accounting Standards Board as contained in UK-adopted International Financial Reporting Standards, and give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company, or the undertakings included in the consolidation as a whole as required by DTR 4.2.4 R of the FCA's Disclosure Guidance and Transparency Rules ("**DTRs**").

The Directors further confirm that the unaudited condensed consolidated interim financial statements include a fair review of the information required by DTR 4.2.7 R and DTR 4.2.8 R.

In accordance with the DTR 4.2.9(2) R, the Directors confirm that these unaudited interim condensed consolidated financial statements have not been audited or reviewed by auditors pursuant to the Financial Reporting Council guidance on Review of Interim Financial Information.

The Directors have shared all the relevant working papers with their advisers.

By order of the Board

Ian Halliday-Pegg
Chief Executive Officer

Financial Review

REGTECH OPEN PROJECT PLC UNAUDITED STATEMENT OF COMPREHENSIVE INCOME

FOR THE PERIOD ENDED 30 JUNE 2023

	10 March 2023 to 30 June 2023 Unaudited £ '000
	Notes
Revenue	-
Cost of sales	-
Gross loss	-
Administrative expenses	-
Other operating income / (costs)	-
Operating profit	-
Finance costs	-
Profit before tax	-
Taxation	-
Profit for the period	-
Other comprehensive income	-
Total comprehensive loss for the period	-
Loss per share	
Basic and diluted loss per share – continuing operations	(0.00)
Basic and diluted loss per share – discontinued operations	(0.00)
Basic and diluted loss per share – total	(0.00)

The above unaudited condensed statement of comprehensive income should be read in conjunction with the accompanying notes.

REGTECH OPEN PROJECT PLC
UNAUDITED CONDENSED STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2023

	Notes	30 June 2023 Unaudited £ '000
Current assets		
Other receivables		50
Total current assets		<u>50</u>
Total assets		<u>50</u>
Current liabilities		
Other payables		-
Total current liabilities		<u>-</u>
Net current liabilities		-
Net assets		<u><u>50</u></u>
Equity		
Share capital	4	50
Share premium		-
Retained losses		-
Total equity		<u><u>50</u></u>

The above unaudited condensed statement of financial position should be read in conjunction with the accompanying notes.

REGTECH OPEN PROJECT PLC
UNAUDITED CONDENSED STATEMENT OF CHANGES IN EQUITY

FOR THE PERIOD ENDED 30 JUNE 2023

	Share capital £ '000	Retained earnings £ '000	Total £ '000
As at 10 March 2023	-	-	-
Result for the period	-	-	-
Loss for the period and total comprehensive income	-	-	-
Issuance of new shares	50	-	50
As 30 June 2023	50	-	50

The above unaudited statement of changes in equity should be read in conjunction with the accompany notes.

REGTECH OPEN PROJECT PLC
NOTES TO THE UNAUDITED INTERIM FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 30 JUNE 2023

1. Company information

Regtech Open Project plc (the "**Company**") and, together with its subsidiaries and subsidiary undertakings, the "**Group**") is a public limited company incorporated in England and Wales. The address of its registered office 9th Floor 107 Cheapside, London EC2V 6DN, United Kingdom. The Company's ordinary shares are admitted to listing on the standard segment of the Official List of the Financial Conduct Authority and to trading on the main market for listed securities of London Stock Exchange plc.

These unaudited interim financial statements of the Company were approved for issue by the Company's board of directors (the "**Board**" or "**Directors**") on 28 September 2023.

2. Basis of preparation

Accounting convention

These unaudited interim financial statements for the half-year reporting period ended 30 June 2023 has been prepared in accordance with Accounting Standard IAS 34 ("**Interim Financial Reporting**"), and relate only the Company, which was incorporated on 10 March 2023.

It should be noted that, given the events which occurred after the reporting date during the interim reporting period, specifically the contribution of the entire business and assets of RegTech Open Project S.p.A. ("**RegTech Italy**"), principally comprising a proprietary software platform focussed on operational resilience (the "**Orbit Open Platform**"), and transferred all its liabilities to the Company, which completed on 14 August 2023, this interim report does not include all the notes of the type normally included for a newly listed company.

Rather, this interim report is to be read in conjunction the Group's historical information which was reported under International Financial Reporting Standard as adopted in the UK ("**IFRS**") and included in the *Part XII – Historical Financial Information* of the Company's prospectus, approved by the FCA, and issued on 22 August 2023 (the "**Prospectus**") which is available on <https://regtechopenproject.co.uk/>.

The accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period.

New and amended standards adopted by the Company

No new or amended standards became applicable for the current reporting period that impacted the Company. The Company did not have to change its accounting policies or make retrospective adjustments as a result of adopting any new or amended standards in the current interim reporting period.

3. Going Concern

At the 30 June 2023, the Company had cash balances of £Nil and net current liabilities of £Nil. This is the first period of trading for the Company.

Since completion of the Direct Listing a total of £2.5 million funds have been drawn under the English law governed fixed term unsecured working capital loan agreement, cast as a deed, between the Company and RegTech Italy (the "**Shareholder Loan Agreement**") and £437,000 of funds have been received by the Company, the difference is accruing 15% compounding interest ("**Late Drawdown Fee**").

The Board have reviewed the cashflow on a prudent basis and acknowledge that funding from the Shareholder Loan Agreement is required to meet its liabilities over the next 12 months. The Board is therefore working on mitigation of the risks relating to delays in receipt of the outstanding principal under the Shareholder Loan Agreement and is confident this will not affect the ultimate growth of the business.

Accordingly, the Company and RegTech Italy entered into the Side Letter Agreement, pursuant to which the parties agreed the following payment schedule for the outstanding funds and any accrued Late Drawdown Fee:

£515,750	By 5 p.m. (London time) on 4 October 2023
£515,750	By 5 p.m. (London time) on 11 October 2023
£515,750	By 5 p.m. (London time) on 18 October 2023
£515,750	By 5 p.m. (London time) on 25 October 2023
Accrued Late Drawdown Fee	By 5 p.m. (London time) on 1 December 2023

The Side Letter Agreement further provides an option for the Company, on three business days' notice, to transfer the 2,250,000 warrants (each exercisable into one new ordinary share of nominal value £0.20 each in the capital of the Company at an exercise price of £0.20, or a cashless exercise basis) held by RegTech Italy to the Company or a third party designated by the Board (independent of Alessandro Zamboni), and any net proceeds realised shall reduce the outstanding principal under the Shareholder Loan Agreement.

The entry by the Company and RegTech into the Side Letter Agreement constituted a material related party transaction for the purposes of DTR 7.3 and was, accordingly, voted upon by the independent Directors (excluding Alessandro Zamboni, who, in each case, constituted a "related party" (as such term is defined in IFRS)), and such independent Directors consider each such material related party transaction in respect of the Side Letter Agreement to be fair and reasonable from the perspective of the Company and its Shareholders who are not a related party.

Acknowledging the facts outlined above, the source of the funding for the Shareholder Loan Agreement has taken longer than anticipated and the Directors therefore have prudently identified uncertainty in the cash flow model. This uncertainty arises with respect to both the future timing and quantum of funding from the Shareholder Loan Agreement. In this regard, if these future funds are not secured as the Directors envisage, it is possible that the Company would have a shortfall in cash and require alternative funding during the forecast period. On the basis of the above, the Directors believe there are material uncertainties which may cast significant doubt upon the entities' ability to continue as a going concern.

The Directors do however remain confident in the business model, which includes the original funding, and believe the Company could be managed in a way to allow it to meet its ongoing commitments and obligations through mitigating actions including cost saving measures and securing alternative sources of funding the board continues to investigate should it be required.

As such the Directors consider it appropriate to prepare these interim financial statements on a going concern basis, taking into account the material uncertainties noted above, and have not included the adjustments that would result if the Company were to be unable to continue as a going concern.

4. Share capital

Allotted, called up and fully paid shares

	30 June 2023	
	Unaudited	
	No. 000	£ '000
Ordinary shares of £1 each	50	50
Total	50	50

50,000 shares were issued on incorporation dated 10 March 2023.

5. Subsequent events

On 22 August 2023, the Company issued the Prospectus in connection with the admission of its ordinary shares to listing on the standard segment of the Official List of the Financial Conduct Authority and to trading on the main market for listed securities of London Stock Exchange plc. Admission became effective, and that unconditional dealings in the ordinary shares commenced, at 8.00 a.m. (London time) on 25 August 2023 ("**Admission**").

Pursuant to an English law governed contribution agreement between the Company and RegTech Italy (a wholly-owned subsidiary of The AvantGarde Group S.p.A. ("**TAG**")), dated 14 August 2023, RegTech Italy contributed its entire business and assets, principally comprising a proprietary software platform focussed on operational resilience (the "**Orbit Open Platform**"), and transferred all its liabilities to the Company, in consideration for which, the Company allotted and issued 11,950,000 new ordinary shares of nominal value £1.00 each to RegTech Italy. Following the Contribution, the Company subdivided its entire issued share capital of 12,000,000 ordinary shares of nominal value £1.00 each into 60,000,000 ordinary shares of nominal value £0.20 each ("**Ordinary Shares**"). Prior to Admission, TAG (directly and via RegTech Italy) was the ultimate beneficial owner of 60,000,000 existing Ordinary Shares.

Pursuant to certain English and Italian law governed sale and purchase agreements between RegTech Italy and 12 independent third-parties ("**Purchasers**"), entered into prior to the date of the Prospectus (the "**SPAs**"), conditional on Admission, RegTech Italy irrevocably agreed to sell, and the Purchasers irrevocably agreed to buy, in aggregate 17,483,000 existing Ordinary Shares at a price of £1.00 each (the "**Purchase Price**"; the reference price per Ordinary Share on Admission, the "**Reference Price**").

Pursuant to certain Italian law governed acquisition agreements between TAG and two selling independent third-parties, entered into prior to the date of the Prospectus, conditional on Admission, TAG irrevocably agreed to purchase shares in an unlisted private company and will procure that RegTech Italy transfers 650,000 existing Ordinary Shares in aggregate as consideration to the selling independent third parties, using the Purchase Price as a denominator.

Pursuant to certain English law governed settlement agreements between TAG and four settlor independent third-parties, entered into prior to the date of this Prospectus, conditional on Admission, TAG irrevocably agreed to procure that RegTech Italy transfers 2,864,000 existing Ordinary Shares to settle outstanding debts between TAG and such independent third-parties, using the Purchase Price as a denominator.

Pursuant to an English law governed loan agreement, cast as a deed, between the Company and RegTech Italy, dated 21 August 2023 (the "**Shareholder Loan Agreement**"), conditional on Admission, RegTech Italy agreed to provide a facility of up to £8,000,000 to the Company, drawable at the Company's request, to cover the Company's working capital requirements, comprising: (i) up to £2,000,000 in cash, to be drawn by 1 September 2023, which shall attract a non-compounding interest rate of 10% per annum (calculated on a 360-day basis); (ii) up to £500,000 in cash, to be drawn by 30 September 2023, which shall attract a non-compounding interest rate of 10% per annum (calculated on a 360-day basis); (iii) during the period commencing on 25 August 2023 and ending on 31 March 2024, up to £2,000,000, which may, at the election of the Company, be set-off on a £-for-£ basis against certain payables of the Company (where such payables shall be transferred to RegTech Italy to be settled), and which shall attract a non-compounding interest rate of 5% per annum (calculated on a 360-day basis); and (iv) save to the extent that the Company receives unrestricted cash amounts from the exercise of any outstanding Warrants and/or alternative equity, debt or hybrid financing and such unrestricted cash amounts are in the opinion of the Board sufficient to enable the Company to meet the Company's working capital obligations under the Prospectus Regulation Rules, during the period commencing on 1 October 2023 and ending on 31 December 2024, up to £3,500,000 in cash, which may be drawn by the Company by giving RegTech Italy no less than 20 business days' written notice and subject to maximum monthly drawings of £500,000 (until fully drawn), and which shall attract a non-compounding interest rate of 10% per annum (calculated on a 360-day basis) (the "**Shareholder Facility**"). Funds available under the Shareholder Facility are fully committed as at the date of this Prospectus, and any outstanding conditions to drawdown post-Admission are within the Company's control and/or are customary. The due date for repayment by the Company of amounts drawn and outstanding under the Shareholder Facility is 31 December 2026. Any principal amount (excluding accrued interest) drawn and outstanding on 31 December 2026 shall attract a compounding interest rate of 15% per annum thereafter.

Pursuant to an English law governed warrant instrument, cast as a deed, by the Company, dated 21 August 2023, 7,500,000 warrants ("**Warrants**") were constituted, each exercisable into one new Ordinary Share ("**Warrant Shares**") at the option of the holder by a final exercise date of 25 August 2026 at an exercise price equal to the nominal value of £0.20 (subject to any adjustment for any variation of capital of the Company) per Warrant Share, or on a cashless basis. The Company issued, conditional on Admission, 2,250,000 Warrants to RegTech Italy as a commitment fee in connection with the Shareholder Facility, 3,750,000 Warrants to TAG relating to conversion of historic TAG shareholder loans to the Company and 1,500,000 Warrants to Westcott Hill Capital Limited in relation to pre-Direct Listing business advisory services.

Cautionary statement

These unaudited interim results for the six months ending 30 June 2023 ("**Interim Results**") have been prepared in accordance with the requirements of the Companies Act 2006 (as amended) and the liabilities of the Directors in connection with these Interim Results shall be subject to the limitations and restrictions provided by such law.

These Interim Results are prepared for and addressed only to the Shareholders as a whole and to no other person. The Company, its Directors, employees, agents, or advisers do not accept or assume responsibility to any other person to whom these Interim Results are shown or into whose hands it may come, and any such responsibility or liability is expressly disclaimed.

These Interim Results contain forward looking statements, which are unavoidably subject to risk and uncertainty because they relate to events and depend upon circumstances that will occur in the future. It is believed that the expectations set out in these forward-looking statements are reasonable, but they may be affected by a wide range of variables which could cause future outcomes to differ from those foreseen. All statements in these Interim Results are based upon information known to the Company at the date of this report. Except as required by law, the Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.