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**AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the Financial Conduct Authority. The London Stock Exchange has not itself examined or approved the contents of this document.**

If you have sold or otherwise transferred all of your Ordinary Shares, please send this document and the accompanying Form of Proxy as soon as possible to the purchaser or transferee, or to the stockbroker 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 some (but not all) of your Ordinary Shares, please retain these documents and consult the stockbroker or other agent through whom the sale or transfer was effected.

This document does not constitute a prospectus for the purposes of the Prospectus Regulation Rules of the Financial Conduct Authority, nor does it comprise an admission document prepared in accordance with the AIM Rules. Accordingly, this document has not been approved by or filed with the Financial Conduct Authority, London Stock Exchange plc or any other regulatory authority. This document does not constitute or form part of any offer or invitation to sell or issue, or a solicitation of any offer to acquire, purchase or subscribe for, Ordinary Shares.

Application will be made to London Stock Exchange plc for the Fundraising Shares to be admitted to trading on AIM. It is expected that First Admission will occur and dealings will commence in the Firm Fundraising Shares on 1 December 2023. On the assumption that, *inter alia*, the Fundraising Resolution is passed, it is expected that Second Admission will occur and dealings will commence in the Conditional Fundraising Shares on 19 December 2023. The Fundraising Shares will, when issued, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends or other distributions declared, made or paid on or after they are issued.

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## **Saietta Group plc**

*(Registered in England and Wales with company number 06744840)*

**Placing of 32,737,839 new Ordinary Shares to raise £5.6 million**

**Subscription of 6,911,765 new Ordinary Shares to raise £1.2 million**

**Broker Option of up to 5,882,353 new Ordinary Shares to raise up to  
£1.0 million**

**and**

**Notice of General Meeting**

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This document should be read in its entirety. Your attention is also drawn to the letter from the Chairman set out in Part I of this document recommending you vote in favour of the Resolutions to be proposed at the General Meeting which is referred to below. You should read the whole of this document carefully. Capitalised words and phrases used in this document shall have the meanings given to them in definitions section of this document.

Canaccord Genuity Limited (“**Canaccord Genuity**”), which is authorised and regulated in the United Kingdom by the FCA, is acting as Nominated Adviser and Broker exclusively for the Company in connection with the Placing and is not acting for any other person and will not be responsible to any other person for providing the protections afforded to customers of Canaccord Genuity, or for advising any other person in connection with Admission. The responsibilities of Canaccord Genuity, as Nominated Adviser, are owed solely to the London Stock Exchange and are not owed to the Company or the Directors or any other person. No representation or warranty, express or implied, is made by Canaccord Genuity or any of its directors, officers, partners, employees, agents or advisers as to the contents of this document including its accuracy, completeness or verification, or for any other statement made or purported to be made by it or on its behalf, in connection with the

Placing (without limiting the statutory rights of any person to whom this document is issued). Canaccord Genuity has not approved the contents of, or any part of, this document for any purpose and no liability whatsoever is accepted by Canaccord Genuity or any of its directors, officers, partners, employees, agents or advisers for the accuracy of any information or opinions contained in this document or for the omission of any material information for which it is not responsible.

The distribution of this document and the offer of the Fundraising Shares in certain jurisdictions may be restricted by law. Accordingly, this document must not be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons outside of the UK into whose possession this document comes should inform themselves about and observe any such restrictions. In particular, the Fundraising Shares will not be registered under the United States Securities Act of 1933 (as amended) or under the securities laws of any state of the United States.

The Ordinary Shares have not been, nor will they be, registered under the United States Securities Act of 1933, as amended ("**US Securities Act**"), or with any securities regulatory authority of any state or other jurisdiction of the United States or under the applicable securities laws of Australia, Canada, Japan or the Republic of South Africa. Subject to certain exceptions, the Ordinary Shares may not be offered or sold, directly or indirectly, in or into the United States, Australia, Canada, Japan or the Republic of South Africa or to or for the account or benefit of any national, resident or citizen of Australia, Canada, Japan or the Republic of South Africa or any person located in the United States. This document does not constitute an offer to issue or sell, or the solicitation of an offer to subscribe for or buy, any Ordinary Shares to any person in any jurisdiction to whom it is unlawful to make such offer or solicitation in such jurisdiction. Without limiting the generality of the foregoing, subject to certain exemptions in accordance with United States federal and applicable state securities laws, this document does not constitute an offer of Ordinary Shares to any person with a registered address, or who is resident in, the United States, or who is otherwise a "U.S. Person" as defined in Regulation S under the US Securities Act. There will be no public offer of Ordinary Shares in the United States. Outside of the United States, the Ordinary Shares are being offered in reliance on Regulation S promulgated under the US Securities Act.

## **THE GENERAL MEETING**

Notice convening a General Meeting of the Company to be held at the offices of Fieldfisher LLP, Riverbank House, 2 Swan Lane, EC4R 3TT on 15 December 2023 at 10.00 a.m. is set out at the end of this document. Shareholders will also find enclosed with this document a Form of Proxy. To be valid, the Form of Proxy must be signed and returned in accordance with the instructions printed on it so as to be received by the Company's registrars, Share Registrars Limited, of 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX as soon as possible but in any event no later than 10.00 a.m. on 13 December 2023.

Shareholders may also lodge a proxy vote online with Share Registrars Limited. You can register your vote for the General Meeting by visiting [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions as soon as possible but in any event no later than 10.00 a.m. on 13 December 2023.

Shareholders who hold their shares in uncertificated form may use the CREST electronic proxy appointment service. In order for a proxy appointment made using the CREST service to be valid, the appropriate CREST message must be properly authenticated and contain the information required for such instructions as described in the CREST Manual. The message must be transmitted so as to be received by the Company's registrars, Share Registrars Limited (ID 7RA36), by no later than 10.00 a.m. on 13 December 2023.

The completion and posting of a Form of Proxy or the appointment of a proxy online or through CREST will not preclude shareholders from attending and voting in person at the General Meeting should they wish to do so.

## **Forward Looking Statements and Forecasts**

Certain statements contained in this document constitute forward-looking statements. When used in this document, the words may, would, could, will, intend, plan, anticipate, believe, seek, propose,

estimate, expect, and similar expressions, as they relate to the Company, are intended to identify forward-looking statements. These statements are primarily contained in Part I of this document. Such statements reflect the Company's current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Company's actual results, performance or achievements to vary from those described in this document. Should one or more of these risks or uncertainties materialise, or should assumptions underlying forward-looking statements prove incorrect, actual results may vary materially from those described in this document as intended, planned, anticipated, believed, proposed, estimated or expected.

The forward looking statements in this document are based on current expectations and intentions and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by these statements.

In addition, paragraphs 2 to 5 of Part I of this document contain forecast revenues, EBITD, Share of Associate profit, licence fees and cash flows for the Group for the five financial years ended 31 March 2028 (the "**Group Forecasts**"). The Appendix to Part I of this document sets out the basis of preparation of the Group Forecasts and the key assumptions made by the Directors in preparing such forecasts. **Recipients of this document should carefully read the Appendix to Part I of this document and should note that the Group Forecasts are based on expected but largely uncontracted sales volumes and, accordingly, actual results will differ.**

Copies of this document will be available free of charge from the Company's website at <https://www.saietta.com/>. However, the contents of the Company's website or any hyperlinks accessible from the Company's website do not form part of this document and Shareholders should not rely on them.

## CONTENTS

	<b>Page</b>
<b>DIRECTORS AND ADVISERS</b>	5
<b>EXPECTED TIMETABLE OF PRINCIPAL EVENTS</b>	6
<b>FUNDRAISING STATISTICS</b>	7
<b>DEFINITIONS</b>	8
<b>PART I – LETTER FROM THE CHAIRMAN</b>	11
<b>PART II – NOTICE OF GENERAL MEETING</b>	23

## DIRECTORS, SECRETARY AND ADVISERS

<b>Directors:</b>	Anthony (“ <b>Tony</b> ”) Gott <i>Executive Chairman</i> David Woolley <i>Chief Executive Officer</i> David Wilkinson <i>Interim Chief Financial Officer</i> Steven Harrison <i>Finance Director</i> Emmanuel Clair <i>Non-Executive Director</i> Dr. Seshu Bhagavathula <i>Independent Non-Executive Director</i> Devyani Vaishampayan <i>Independent Non-Executive Director</i>
<b>Company Secretary:</b>	Fieldfisher Secretaries Limited
<b>Registered Office:</b>	Riverbank House 2 Swan Lane London United Kingdom EC4R 3TT
<b>Website address:</b>	<a href="https://www.saietta.com/">https://www.saietta.com/</a>
<b>Nominated Adviser and Broker:</b>	Canaccord Genuity Limited 88 Wood Street London EC2V 7QR
<b>Legal adviser to the Company:</b>	Fieldfisher LLP Riverbank House 2 Swan Lane London EC4R 3TT
<b>Legal adviser to the Nominated Adviser:</b>	Pinsent Masons LLP 30 Crown Place London EC2A 4ES
<b>Registrars:</b>	Share Registrars Limited 3 The Millennium Centre Crosby Way Farnham Surrey GU9 7XX

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2023

Announcement of the Fundraising	27 November
Publication of this document	28 November
First Admission and commencement of dealings in the Firm Fundraising Shares on AIM	8.00 a.m. on 1 December
CREST accounts to be credited for Firm Fundraising Shares to be held in uncertificated form	1 December
Dispatch of definitive share certificates for Firm Fundraising Shares to be held in certificated form	within 10 working days of First Admission
Latest time and date for Broker Option Exercise	4.45 p.m. on 12 December
Latest time and date for receipt of Forms of Proxy and CREST proxy instructions	10.00 a.m. on 13 December
General Meeting	10.00 a.m. on 15 December
Result of General Meeting announced	15 December
Second Admission and commencement of dealings in the Conditional Fundraising Shares on AIM	8.00 a.m. on 19 December
CREST accounts to be credited for Conditional Fundraising Shares to be held in uncertificated form	19 December
Dispatch of definitive share certificates for Conditional Fundraising Shares to be held in certificated form	within 10 working days of Second Admission

The Company reserves the right to alter the dates and times referred to above. If any of the dates and times referred to above are altered by the Company, the revised dates and times will be announced through a Regulatory Information Service without delay.

All references to time in this document are to London time, unless otherwise stated.

## FUNDRAISING STATISTICS

Issue Price	17 pence
Number of Ordinary Shares in issue at the date of this document	103,014,862
Number of Firm Placing Shares	8,135,752
Number of Conditional Placing Shares	24,602,087
Aggregate number of Placing Shares	32,737,839
Number of Firm Subscription Shares	2,058,824
Number of Conditional Subscription Shares <sup>(iv)</sup>	4,852,941
Aggregate number of Subscription Shares <sup>(iv)</sup>	6,911,765
Number of Broker Option Shares	Up to 5,882,353
Aggregate number of Firm Fundraising Shares	10,194,576
Aggregate number of Conditional Fundraising Shares	29,455,028
Aggregate number of Fundraising Shares <sup>(iii)(iv)</sup>	45,531,957
Number of Ordinary Shares in issue immediately following First Admission <sup>(i)</sup>	113,209,438
Number of Ordinary Shares in issue immediately following Second Admission <sup>(i)(ii)(iii)(iv)</sup>	148,546,819
Percentage of the Enlarged Share Capital represented by the Fundraising Shares <sup>(i)(ii)(iii)(iv)</sup>	30.7 per cent.
Gross proceeds of the Firm Fundraising	£1.7 million
Gross proceeds of the Conditional Fundraising	£5.0 million
Estimated proceeds of the Fundraising receivable by the Company (net of expenses)	£6.3 million

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- (i) Assumes that all of the Firm Fundraising Shares are issued and that (save for the Firm Fundraising Shares) no other Ordinary Shares are issued following the date of this document prior to Firm Admission.
- (ii) Assumes that all of the Fundraising Shares are issued and that (save for the Fundraising Shares) no other Ordinary Shares are issued following the date of this document prior to Second Admission.
- (iii) Assumes that the Broker Option is exercised in full.
- (iv) Assumes no additional Subscription Shares issued to Padmini pursuant to the terms of its Subscription Letter.

## DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

<b>“Admission”</b>	First Admission and/or Second Admission (as the context requires)
<b>“AIM”</b>	the market of that name operated by London Stock Exchange
<b>“AIM Rules”</b>	the AIM Rules for Companies published by London Stock Exchange from time to time
<b>“Board”</b>	the board of directors of the Company
<b>“Broker Option”</b>	the conditional placing of the Broker Option Shares to be arranged by Canaccord Genuity at its absolute discretion as agent for the Company pursuant to the provisions of the Placing Agreement and the terms and conditions appended to Placing Announcement
<b>“Broker Option Period”</b>	the period commencing on the date of the Placing Announcement and concluding at 4.45 p.m. on 12 December 2023
<b>“Broker Option Shares”</b>	the up to 5,882,353 new Ordinary Shares to be issued by the Company (at the absolute discretion of Canaccord Genuity) pursuant to the Broker Option
<b>“Canaccord Genuity”</b>	Canaccord Genuity Limited (registered in England and Wales with registered number 01774003) whose registered office is at 88 Wood Street, London, EC2V 7QR, the Company’s nominated adviser and broker
<b>“certificated” or “in certificated form”</b>	refers to an Ordinary Share which is not in uncertificated form (that is, not in CREST)
<b>“Companies Act”</b>	the Companies Act 2006, as amended
<b>“Company” or “Saietta”</b>	Saietta Group plc (incorporated and registered in England and Wales with registered number 06744840) whose registered office is Riverbank House, 2 Swan Lane, London, United Kingdom EC4R 3TT
<b>“Conditional Fundraising”</b>	the Conditional Placing, the Conditional Subscription and, to the extent exercised, the Broker Option
<b>“Conditional Fundraising Shares”</b>	the Conditional Placing Shares and the Conditional Subscription Shares and, to the extent the Broker Option is exercised, the Broker Option Shares
<b>“Conditional Placing”</b>	the placing by Canaccord Genuity on behalf of the Company of the Conditional Placing Shares at the Issue Price pursuant to the terms of the Placing Agreement
<b>“Conditional Placing Shares”</b>	the new Ordinary Shares to be issued pursuant to the Conditional Placing
<b>“Conditional Subscription”</b>	the proposed subscriptions for the Conditional Subscription Shares to Subscribers at the Issue Price pursuant to the Subscription Letters
<b>“Conditional Subscription Shares”</b>	the 4,852,941 new Ordinary Shares to be issued pursuant to the Conditional Subscription
<b>“CREST”</b>	the computerised settlement system operated by Euroclear which facilitates the transferring of title to shares in uncertificated form
<b>“Directors”</b>	the directors of the Company whose names are set out on page 12 of this document
<b>“EBITDA”</b>	earnings before interest, tax, depreciation and amortisation



<b>“Enlarged Share Capital”</b>	the 148,546,819 Ordinary Shares in issue immediately following Second Admission, including the Fundraising Shares (and assuming full exercise of the Broker Option and no additional Ordinary Shares issued to Padmini pursuant to the terms of its Subscription Letter)
<b>“ERP”</b>	Enterprise Resource Planning
<b>“Euroclear”</b>	Euroclear UK & International Limited
<b>“Existing Ordinary Shares”</b>	the 103,014,862 issued Ordinary Shares of the Company as at the date of this document
<b>“FCA”</b>	Financial Conduct Authority
<b>“Firm Fundraising”</b>	the Firm Placing and the Firm Subscription
<b>“Firm Fundraising Shares”</b>	the Firm Placing Shares and the Firm Subscription Shares
<b>“Firm Placing”</b>	the placing by Canaccord Genuity on behalf of the Company of the Firm Placing Shares at the Issue Price pursuant to the terms of the Placing Agreement
<b>“Firm Placing Shares”</b>	the 8,135,752 new Ordinary Shares to be issued pursuant to Firm Placing
<b>“Firm Subscription”</b>	the proposed subscriptions for the Firm Subscription Shares to Subscribers at the Issue Price pursuant to the Subscription Letters
<b>“Firm Subscription Shares”</b>	the 2,058,824 new Ordinary Shares to be issued pursuant to the Firm Subscription
<b>“First Admission”</b>	admission of the Firm Fundraising Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules which is expected to take place at 8.00 a.m. on 1 December 2023
<b>“Form of Proxy”</b>	the form of proxy for use at the General Meeting and enclosed with this document
<b>“FSMA”</b>	the Financial Services and Markets Act 2000, as amended
<b>“Fundraising”</b>	the Placing, the Subscription and, to the extent exercised, the Broker Option
<b>“Fundraising Resolution”</b>	the Resolution numbered 1 set out in the Notice of General Meeting
<b>“Fundraising Shares”</b>	the Placing Shares, the Subscription Shares and, to the extent exercised, the Broker Option Shares
<b>“General Meeting”</b>	the general meeting of the Company to be held at the offices of Fieldfisher LLP, Riverbank House, 2 Swan Lane, EC4R 3TT on 15 December 2023 at 10.00 a.m., notice of which is set out at the end of this document
<b>“Group”</b>	the Company and its subsidiary undertakings (as defined in the Act) as at the date of this document
<b>“Issue Price”</b>	17 pence per Fundraising Share
<b>“London Stock Exchange”</b>	London Stock Exchange plc
<b>“MAR”</b>	the Market Abuse Regulation (EU/596/2014) as it forms part of the domestic law of England and Wales by virtue of the European Union (Withdrawal) Act 2018 (as amended from time to time)
<b>“Notice of General Meeting”</b>	the notice convening the General Meeting set out at the end of this document
<b>“OEM”</b>	original equipment manufacturer
<b>“Official List”</b>	the official list of the FCA

<b>“Ordinary Shares”</b>	the ordinary shares of £0.0011 each in the capital of the Company
<b>“Padmini”</b>	Padmini VNA Mechatronics Limited
<b>“PDMR”</b>	person discharging managerial responsibility for the purposes of MAR
<b>“Placing”</b>	together, the Firm Placing and the Conditional Placing and, if the Broker Option is exercised in accordance with the Placing Agreement, the Broker Option
<b>“Placing Agreement”</b>	the conditional agreement dated 27 November 2023 between the Company and Canaccord Genuity relating to the Placing
<b>“Placing Announcement”</b>	the press announcement (including, for the avoidance of doubt, the appendix to the Placing Announcement setting out for Placees the terms and conditions of the Placing) dated 27 November 2023, giving details of, <i>inter alia</i> , the Fundraising
<b>“Placing Shares”</b>	the Firm Placing Shares and Conditional Placing Shares which have been conditionally placed by Canaccord Genuity with institutional and other investors pursuant to the Placing;
<b>“Registrars” or “Share Registrars”</b>	Share Registrars Limited of 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX
<b>“Regulatory Information Service”</b>	has the meaning given to it in the AIM Rules
<b>“Relevant Persons”</b>	has the meaning given to that term in Appendix II to the Placing Announcement
<b>“Resolutions”</b>	the resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting
<b>“Saietta VNA”</b>	Saietta VNA Private Limited, the Company’s 49% owned joint venture company with Padmini
<b>“Second Admission”</b>	admission of the Conditional Fundraising Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules which is expected to take place at 8.00 a.m. on 19 December 2023
<b>“Shareholders”</b>	registered holders of Ordinary Shares
<b>“Subscribers”</b>	the Subscribing Directors, Padmini and certain other individuals
<b>“Subscribing Directors”</b>	Emmanuel Clair, David Wilkinson, David Woolley and Devyani Vaishampayan
<b>“Subscription”</b>	the Firm Subscription and the Conditional Subscription
<b>“Subscription Letters”</b>	the letter agreements dated on or about 27 November 2023 between the Company and each of the Subscribers relating to the Subscription Shares
<b>“Subscription Shares”</b>	the Firm Subscription Shares and the Conditional Subscription Shares
<b>“uncertificated” or “in uncertificated form”</b>	recorded on a register of securities maintained by Euroclear in accordance with the CREST Regulations as being in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
<b>“United Kingdom” or “UK”</b>	the United Kingdom of Great Britain and Northern Ireland
<b>“United States” or “US”</b>	the United States of America, its territories, or possessions, and any state of the United States of America, the District of Columbia and all areas subject to its jurisdiction, or any political subdivision thereof

## PART I – LETTER FROM THE CHAIRMAN

# Saietta Group plc

(Registered in England and Wales with company number 06744840)

### Directors:

Anthony (“Tony”) Gott	<i>Executive Chairman</i>
David Woolley	<i>Chief Executive Officer</i>
David Wilkinson	<i>Interim Chief Financial Officer</i>
Steven Harrison	<i>Finance Director</i>
Emmanuel Clair	<i>Non-Executive Director</i>
Dr. Seshu Bhagavathula	<i>Independent Non-Executive Director</i>
Devyani Vaishampayan	<i>Independent Non-Executive Director</i>

### Registered office:

Riverbank House  
2 Swan Lane  
London  
United Kingdom  
EC4R 3TT

28 November 2023

To holders of ordinary shares in the Company and, for information only, to holders of share options

Dear Shareholder,

**Firm Placing and Conditional Placing of 32,737,839 new Ordinary Shares to raise £5.6 million**

**Firm Subscription and Conditional Subscription of 6,911,765 new Ordinary Shares to raise £1.2 million**

**Broker Option of up to 5,882,353 new Ordinary Shares to raise up to £1.0 million**

and

### Notice of General Meeting

#### 1. Introduction

As announced on 28 November 2023, the Company has conditionally raised approximately £6.7 million (before expenses) via the issue of the Placing Shares and the Subscription Shares at 17 pence per share, being the Issue Price. The Placing is comprised of a raise of £1.38 million via the Firm Placing and £4.18 million via the Conditional Placing. The Subscription is comprised of a raise of £0.35 million via the Firm Subscription and £0.83 million via the Conditional Subscription. The Placing Shares and the Subscription Shares will represent approximately 38.5 per cent of the Existing Ordinary Shares and 27.8 per cent of the Company’s issued share capital as enlarged by the Fundraising (but assuming that the Broker Option has not been exercised).

The Company has also issued to Canaccord Genuity a Broker Option, pursuant to which up to an additional £1.0 million can be raised between 27 November 2023 and 12 December 2023. Assuming the Broker Option is exercised in full, 5,882,353 Broker Option Shares will be issued. To the extent that: (i) all Placing Shares and Subscription Shares are issued; and (ii) the Broker Option is exercised in full, the Fundraising Shares will represent 30.7 per cent. of the Enlarged Share Capital.

The Issue Price represents a 17 per cent. discount to the closing mid-market price of 20.5 pence per Ordinary Share on 24 November 2023, being the latest practicable business day prior to the announcement of the Fundraising.

The Company will require further share authorities to allot the Conditional Fundraising Shares for cash and to disapply pre-emption rights under section 551 and section 570 of the Act. Accordingly, the Conditional Fundraising is conditional, *inter alia*, upon Shareholders approving the Fundraising Resolution at the General Meeting, notice of which is set out at the end of this document.

Admission of the Firm Fundraising Shares is expected to occur at 8.00 a.m. on 1 December 2023. Subject to the passing of the Fundraising Resolution, Admission of the Conditional Fundraising Shares is expected to occur at 8.00 a.m. on 19 December 2023 or such later time and/or date as

Canaccord Genuity and the Company may agree, not being later than 8.00 a.m. on 29 December 2023.

The purpose of this document is to explain the background to and reasons for the Fundraising and to convene the General Meeting.

**Shareholders should note that if the Fundraising Resolution is not passed by Shareholders, the Conditional Fundraising cannot complete and the Company will not receive the net proceeds of the Conditional Fundraising. The Directors believe that successful completion of the Conditional Fundraising is required to fund the Company's short-term working capital requirements. If the Fundraising fails to complete by mid-December 2023, it is expected to lead to severe liquidity issues and potentially the administration of the Company.**

## **2. Background to and reasons for the Fundraising**

The Company is undertaking a Placing and Subscription of a minimum of 39,649,604 new Ordinary Shares to raise funds to provide further working capital and to generate the financial resources required to fully capitalise on the sales contracts in its pipeline.

The Fundraising is being conducted in two tranches. The Firm Fundraising (comprising the Firm Placing and the Firm Subscription) will utilise the Company's existing authorities to allot shares and disapply the pre-emption rights granted at its recent Annual General Meeting, whilst the Conditional Fundraising (comprising the Conditional Placing, the Conditional Subscription and the Broker Option) will be subject to the approval of Shareholders to allot the Conditional Fundraising Shares at a General Meeting.

### *History*

Saietta set out with the objective of using the Axial Flux Technology motor to deliver class-leading efficiency for electric vehicle drivetrains. The Company was seeking to solve the EV motor efficiency paradox, in which high efficiency motors are expensive, and lower efficiency motors require more batteries which increases vehicle weight and increases cost. The Directors have long believed that the Company's innovative technology has the potential to solve the efficiency paradox, providing a high efficiency, low maintenance, modular motor, that can be sold at a price that is competitive with low efficiency solutions.

On initial admission to trading on AIM in July 2021, Saietta was largely a product development company, with a considerable Research and Development spend, and annual revenues of less than £1 million. Since then the Company has been working to realise the potential of its technology, developing prototypes into real commercially attractive products.

During the period since initial admission to trading on AIM, the Company has evolved from a supplier solely of electric motors to a supplier of full eDrive systems, having developed power electronics, transmissions, inverters and Vehicle Control Units ("VCUs") that can be sold incorporating their motors. The Company has developed a complementary Radial Flux Technology motor for use in certain lighter-weight vehicles, completed prototyping and testing on both product lines, established a manufacturing facility in Sunderland, entered into a joint venture for supply of products to the Indian market which in turn has built a high-volume production facility in Delhi.

The Company has also, through partnership with leading vehicle OEMs, engineered bespoke solutions for prospective customers and commenced testing in situ to demonstrate the performance benefits of its products.

As a result of this work, the Company is now demonstrably at the point of commercialisation. The Directors believe that the investment in design, engineering and product development, coupled with the intellectual property that protects the Company's market-leading technology, has created a business that is very well placed to capture the opportunity in the high-growth global EV market.

### *Commercialisation*

As announced on 19 October 2023, the Company has now narrowed its focus onto high-volume opportunities with established OEMs in India and the wider Asian region. Since 26 September 2023, the Company has announced that it has been confirmed as the eDrive supplier for two product lines with the same global OEM customer. The Directors believe that these two product lines have the potential to generate over £150 million of revenue for Saietta VNA, the Company's 49 per cent.

owned joint venture, over the period to 31 March 2028. The Company is also in advanced discussions on eDrive supply agreements for other product lines with the same OEM, and on the supply of eDrives to another major OEM customer. Further information on the Company's near-term commercial pipeline is set out in paragraph 3 below.

The Board believes that the increased scale of commercial opportunities from the current sales pipeline presents a unique opportunity for the Company. Whilst the Company has invested heavily in manufacturing capacity in recent years, additional funding will be required to deliver the scale of orders expected by Saietta VNA and Saietta Group in the coming months and years.

#### *Working Capital*

On 19 October 2023, the Company announced that it had sufficient working capital into December 2023. Funding is therefore required in the immediate term to provide general working capital for the Company beyond this period.

Given the Company's constrained working capital position, and the Company's narrowed focus on commercialisation and margin, the Directors have taken and are taking various actions to optimise the cost base and improve cash management. Those actions include, but are not limited to, (i) all supplier purchase orders now requiring CEO authority, (ii) a planned re-structuring of the teams at the Saietta sites in Sunderland and Silverstone, (iii) the introduction of a dedicated "continuous product cost down" team, and (iv) the full implementation of the Business Central ERP system.

In recent months the Company has also built up a balance of overdue creditors, to help protect its cash position. As described further in paragraph 4 below, the proceeds of the Fundraising will be used, in part, to pay-down the balance of creditors.

### **3. Near-term commercial opportunities and corporate objectives**

The Directors believe there are a number of material near-term commercial opportunities for the Company and for Saietta VNA, the Company's joint venture in India. The Directors' confidence in each of these opportunities is derived from advanced conversations that are ongoing with the respective counterparty.

Set out below is the pipeline of material near-term contract opportunities, the status of each, and the Company's milestone targets for March 2024.

#### *Saietta VNA Joint Venture*

– **Supply of AFT eDrive for initial OEM customer (3-wheel vehicle)**

Indicative revenue for Saietta VNA to 31 March 2028: £85 million

Forecast contract commencement date: November 2023 (pilot production commenced)

Status: Purchase order received for pilot production as announced 27 September 2023

– **Supply of RFT eDrive for initial OEM customer (3-wheel vehicle)**

Indicative revenue for Saietta VNA to 31 March 2028: £71 million

Forecast contract commencement date: March 2024 (pilot production commences)

Status: Purchase order received for pilot production as announced 13 November 2023

– **Supply of RFT eDrive for separate OEM customer (2-wheel vehicle)**

Indicative revenue for Saietta VNA to 31 March 2028: £92 million

Forecast contract commencement date: January 2025

Target milestone by March 2024: Proof of concept letter from customer

– **Supply of AFT eDrive for initial OEM customer (4-wheel vehicle)**

Indicative revenue for Saietta VNA to 31 March 2028: £60 million

Forecast contract commencement date: March 2024

Target milestone by March 2024: Initial purchase order from customer

*Saietta Group plc*

– **Contract manufacturing of Electrical Steering Pump**

Indicative Group revenue to 31 March 2028: £58 million

Forecast contract commencement date: August 2024

Target milestone by March 2024: Letter of Intent from customer

The Company has also established the following additional objectives, for completion by 31 March 2024:

- Complete the cost rationalisation and Company re-structure exercise;
- Recruit a new full-time Group Chief Financial Officer; and
- Materially progress the monetisation of intellectual property held over the Group's marine products.

Further to the announcement on 1 August 2023, the Directors also believe that material royalty payments in respect of the intellectual property that the Company licensed to Consolidated Metco Inc (“**ConMet**”) will commence during the financial year ending 31 March 2026. The assumptions in respect of these royalty payments are set out in the Appendix to this Letter from the Chairman.

#### **4. Use of proceeds and working capital requirements**

The Directors intend that the net proceeds from the Fundraising will be used for the following purposes:

- £3.8 million – General working capital
- £1.0 million – Saietta VNA, to be used for:
  - Working capital; and
  - Capital expenditure
- £1.5 million – Repayment of overdue creditors

The Directors believe that the net proceeds of the Fundraising of a minimum of £6.3 million are sufficient to satisfy the Company's working capital requirements through to the end of March 2024. Proceeds from the Broker Option (if exercised) would provide working capital beyond this period.

The Directors had forecast that the Company would require net proceeds from the Fundraising of at least £11 million in order that the Company would not require further funds in the foreseeable future. The Directors believe that the Company's cash low point will be in November 2024, beyond which time the Company is expected to be cash generative.

The Company expects to have an additional capital requirement in H1 2024. However, as described in paragraph 3 above, the Directors believe that by this time the Company will have secured further contracts with major customers and will be in a strong position to raise further funds, with clear visibility over its near-term, de-risked commercial pipeline. The Company will explore all available options at this time in order to secure funding on the most favourable terms. The Company is already in initial discussions with new commercial/strategic customers that could provide an element of financing and other options that will be explored may include investment or other financial support from one of its existing OEM relationships, debt financing, or a further equity fundraise.

#### **5. Forecast financial information**

The Company is forecasting the below key financial information. The conditions and assumptions that support these forecasts are set out on page 22.

*Group Revenue and EBITDA forecasts*

<b>Financial year to 31 March</b>	<b>FY23/24</b> <b>£m</b>	<b>FY24/25</b> <b>£m</b>	<b>FY25/26</b> <b>£m</b>	<b>FY26/27</b> <b>£m</b>	<b>FY27/28</b> <b>£m</b>
Revenue – upside	2.7	27.2	29.7	36.1	45.5
Revenue – base case	2.7	17.4	26.8	30.6	35.4
Revenue – downside	2.7	15.2	23.5	25.7	27.8
EBITDA* – upside	(13.6)	2.2	11.1	25.4	34.4
EBITDA* – base case	(13.7)	(7.6)	4.4	17.1	21.1
EBITDA* – downside	(14.0)	(10.2)	0.7	3.7	4.9

\*Including Share of Associate profits related to earnings generated in Saietta VNA

*Forecast Group EBITDA breakdown*

<b>Financial year to 31 March</b>	<b>FY23/24</b> <b>£m</b>	<b>FY24/25</b> <b>£m</b>	<b>FY25/26</b> <b>£m</b>	<b>FY26/27</b> <b>£m</b>	<b>FY27/28</b> <b>£m</b>
Share of Associate earnings	-1.2	-0.5	4.5	16.0	18.3
Licence fees	0.0	0.9	4.4	7.6	9.4
EBITDA attributable to Group operations	-12.5	-8.1	-4.5	-6.6	-6.5
EBITDA*	(13.7)	(7.6)	4.4	17.1	21.1

\*Including Share of Associate profits related to earnings generated in Saietta VNA

**The above forecasts are the Board's estimates only, using internal assumptions; not independently verified or reported on. The majority of forecast revenues remain uncontracted and actual results will differ. The Appendix to this letter provides the basis for compilation of forecasts and the principal assumptions used.**

*Saietta VNA Revenue & EBITDA forecast*

<b>Financial year to 31 March</b>	<b>FY23/24</b> <b>£m</b>	<b>FY24/25</b> <b>£m</b>	<b>FY25/26</b> <b>£m</b>	<b>FY26/27</b> <b>£m</b>
Revenue	0.6	24.8	70.5	180.0
EBITDA	-1.4	1.4	13.3	42.1

**The above forecast relates to the Company's 49 per cent. owned joint venture, Saietta VNA. This forecast has been prepared by Saietta VNA and reviewed by Saietta Group PLC management. Revenue and EBITDA forecasts are based on expected but largely uncontracted sales volumes. Accordingly, actual results will differ.**

## **6. Current Trading**

On 19 October 2023, the Company announced its audited financial results for the year ended 31 March 2023, showing revenue and other income from continuing operations of £5.1 million (2022: £4.3 million), an adjusted EBITDA loss of £14.0 million (2022: £4.4 million loss) and a loss before tax of £28.3 million (2022: £11.1 million). Net assets of the Group as at 31 March 2023 were £29.2 million (31 March 2022: £32.8 million) and the Company's cash position was £7.2 million (31 March 2022: £18.4 million).

For full details please see the Company's results announcement for the year ended 31 March 2023 released on 19 October 2023.

The Company intends to announce its unaudited financial results for the six months to 30 September 2023 in late December 2023.

Since 30 September 2023, whilst carefully managing its cash and creditor balances, the Company has continued to selectively invest in its product and manufacturing capabilities to ensure that Company can address its commercial opportunities and growing sales pipeline as further described in paragraph 3 above.

The Company had a cash balance of approximately £700,000 as at the end of October 2023. Notably, the Company has been producing eDrives for AYRO Inc, its initial US customer, since August 2022, and a payment of approximately £386,000 for scheduled product deliveries has been received.

As at the date of this document, the Directors are accordingly confident of the Company meeting its revenue and EBITDA expectations for the financial year ending 31 March 2024, as described in paragraph 5 above.

## **7. Terms of the Placing**

The Company has conditionally raised approximately £5.6 million (before expenses) by way of a Placing of 32,737,839 new Ordinary Shares at a price of 17 pence per share pursuant to the Placing Agreement. The Placing Shares have been conditionally placed with institutional investors and certain existing shareholders of the Company. The Placing is not being underwritten. Application will be made to London Stock Exchange for the Placing Shares to be admitted to trading on AIM.

The Issue Price was determined having regard to market conditions at the time the Placing Agreement was entered into. The Issue Price of 17 pence per share represents a 17 per cent. discount to the closing mid-market price of 20.5 pence per Ordinary Share on 24 November 2023, being the latest practicable business day prior to entry into the Placing Agreement and the announcement of the Fundraising. The Directors believe that the Issue Price is fair and reasonable as far as Shareholders are concerned.

The Placing is being conducted in two tranches. The Firm Placing will utilise the Company's existing authorities to allot shares and for the disapplication of pre-emption rights granted at the Annual General Meeting held on 27 September 2023, whilst the Conditional Placing will be subject to the approval of Shareholders to allot the Conditional Placing Shares and to disapply pre-emption rights in respect of such allotment at the General Meeting.

The Firm Placing will raise a total of approximately £1.4 million (before expenses) by the issue of 8,135,752 new Ordinary Shares (being the Firm Placing Shares) at the Issue Price. The Firm Placing is conditional upon, *inter alia*, First Admission becoming effective at 8.00 a.m. on 1 December 2023 (or such later date as the Company and Canaccord Genuity may agree, being not later than 8.00 a.m. on 29 December 2023). The Firm Placing is not conditional on completion of the Conditional Fundraising occurring so there is a possibility that the Firm Placing may complete and the Firm Placing Shares are issued but that the Conditional Fundraising does not complete.

The Conditional Placing will raise a total of approximately £4.2 million (before expenses) by the issue of 24,602,087 new Ordinary Shares (being the Conditional Placing Shares) at the Issue Price. In addition to the passing of the Fundraising Resolution at the General Meeting, the Conditional Placing is conditional upon, *inter alia*, First Admission becoming effective. In addition, the Conditional Placing is conditional, *inter alia*, on Second Admission becoming effective at 8.00 a.m. on 19 December 2023 (or such later date as the Company and Canaccord Genuity may agree, being not later than 8.00 a.m. on 29 December 2023).

The Placing Agreement contains customary indemnities and warranties from the Company in favour of Canaccord Genuity together with provisions which enable Canaccord Genuity to terminate the Placing Agreement in certain circumstances, including circumstances where any of the warranties are found to be untrue or inaccurate in any material respect.

The Placing Shares will be allotted and credited as fully paid and upon issue will rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid on or after the date on which they are issued.

It is expected that CREST accounts will be credited on the relevant day of Admission and that share certificates (where applicable) will be dispatched within 10 working days of each Admission.

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is anticipated that First Admission will become effective and that dealings in the



Firm Placing Shares will commence at 8.00 a.m. on 1 December 2023 and that Second Admission will become effective and dealings in the Conditional Placing Shares will commence at 8.00 a.m. on 19 December 2023.

## 8. Subscription

Under the Subscription, the Company has conditionally raised approximately £1.2 million (before expenses) by way of the subscription of 6,911,765 new Ordinary Shares at the Issue Price pursuant to the Subscription Letters.

The Subscription is being conducted in two tranches. The Firm Subscription will utilise the Company's existing authorities to allot shares and for the disapplication of pre-emption rights granted at the Annual General Meeting held on 27 September 2023, whilst the Conditional Subscription will be subject to the approval of Shareholders to allot the Conditional Subscription Shares and to disapply pre-emption rights in respect of such allotment at the General Meeting.

The Firm Subscription will raise a total of £0.35 million (before expenses) by the issue of 2,058,824 new Ordinary Shares (being the Firm Subscription Shares) at the Issue Price. The Firm Subscription is conditional upon, *inter alia*, First Admission becoming effective at 8.00 a.m. on 1 December 2023 (or such later date as the Company and Canaccord Genuity may agree, being not later than 8.00 a.m. on 29 December 2023). The Firm Subscription is not conditional on completion of the Conditional Fundraising occurring so there is a possibility that the Firm Subscription may complete and the Firm Subscription Shares are issued but that the Conditional Fundraising does not complete.

The Conditional Subscription will raise a total of approximately £0.83 million (before expenses) by the issue of 4,852,941 new Ordinary Shares (being the Conditional Subscription Shares) at the Issue Price. In addition to the passing of the Fundraising Resolution at the General Meeting, the Conditional Subscription is conditional upon, *inter alia*, First Admission becoming effective. In addition, the Conditional Subscription is conditional, *inter alia*, on Second Admission becoming effective at 8.00 a.m. on 19 December 2023 (or such later date as the Company and Canaccord Genuity may agree, being not later than 8.00 a.m. on 29 December 2023).

The Company's joint venture partner, Padmini, which owns 51 per cent. of Saietta VNA has entered into a Subscription Letter with the Company to subscribe for a minimum of 2,941,176 Conditional Subscription Shares. The Company has the right to elect to increase Padmini's participation in the Subscription by an additional £500,000. As set out in the paragraph headed Use of Proceeds above, approximately £1 million of the net proceeds of the Fundraising will be allocated as shareholder funding into Saietta VNA. Should the net proceeds of the Fundraising allow it, and the Company elects to take the maximum commitment by Padmini in the Subscription, the Board intends to allocate a further £1 million of proceeds to Saietta VNA by the end of March 2024. These funding commitments are consistent with the Company's working capital forecasts and the Company will still have sufficient working capital following the Fundraising until at least the end of March 2024.

Each of the following Directors, namely David Woolley, David Wilkinson, Emmanuel Clair and Devyani Vaishampayan have entered into Subscription Letters with the Company to participate in the Firm Subscription and subscribe for in aggregate 2,058,824 Firm Subscription Shares at the Issue Price. Further details of the Directors' participation are set out below.

## 9. Broker Option

The Company has additionally granted a Broker Option to Canaccord Genuity pursuant to the Placing Agreement in order to enable Canaccord Genuity to deal with any additional demand in the event that requests to participate in the Fundraising are received during the period from the date of the Placing Announcement until 4.45 p.m. on 12 December 2023 from institutional and certain other investors who are "**Relevant Persons**" as defined in Appendix II to the Placing Announcement. The primary purpose of the Broker Option is to facilitate demand from those investors who were unable to participate in the Placing. The Broker Option is exercisable by Canaccord Genuity any number of times during the Broker Option Period.

The ability of Canaccord Genuity to exercise of the Broker Option in full will be subject to the passing of the Fundraising Resolution.

Any Broker Option Shares issued pursuant to the exercise of the Broker Option will be issued on the same terms and conditions as the Placing Shares, which are set out in Appendix II to the Placing Announcement.

The Broker Option may be exercised by Canaccord Genuity in its absolute discretion, but there is no obligation on Canaccord Genuity to exercise the Broker Option or to seek to procure subscribers for any Broker Option Shares from investors pursuant to the Broker Option. The maximum number of Broker Option Shares which may be issued pursuant to the exercise of the Broker Option is 5,882,353 Ordinary Shares.

#### 10. Directors' participation in the Fundraising

The following Directors have agreed to subscribe for an aggregate of 2,058,824 Firm Subscription Shares as set out below.

Name	Number of existing Ordinary Shares	Number of Firm Subscription Shares	Total number of Ordinary Shares	Percentage of Enlarged Share Capital
Emmanuel Clair	12,722,622	1,294,118	14,016,740	9.5%
David Wilkinson	11,956	58,824	70,780	0.0%
David Woolley	0	588,235	588,235	0.4%
Devyani Vaishampayan	0	117,647	117,647	0.1%

#### 11. General Meeting

The Board is seeking the approval of Shareholders at the General Meeting to, *inter alia*, approve the issue and allotment of the Conditional Fundraising Shares and to disapply pre-emption rights. In addition, as the Fundraising will utilise the existing disapplication of pre-emption rights in full, the Directors are seeking to renew the Company's share authorities and disapplication of pre-emption rights. You will find at the end of this document a notice convening the General Meeting to be held at the offices of Fieldfisher LLP at Riverbank House, 2 Swan Lane, London EC4R 3TT on 15 December 2023 at 10.00 a.m.

Resolution 1 is a special resolution to permit the directors of the Company to allot Ordinary Shares up to an aggregate nominal amount of £53,320.46 for cash on a non-pre-emptive basis in connection with the Fundraising. The authorities granted by Resolution 1 shall expire on the conclusion of the annual general meeting of the Company to be held in 2024 ("**2024 AGM**").

Resolution 2 is an ordinary resolution to authorise the Directors to allot shares or grant rights to subscribe for or convert any securities into shares up to an aggregate nominal amount of £54,467.17, representing approximately one third of the Enlarged Share Capital. This is consistent with the authority granted at the Company's previous annual general meeting.

Resolution 3 is a special resolution which disapplies the pre-emption rights under the Act which would otherwise apply on an allotment of Ordinary Shares or the grant of rights to subscribe for or convert any securities into Ordinary Shares for cash. It is limited to allotments and grants of rights:

- made in connection with rights issues or other pre-emptive offers where the Ordinary Shares or rights are offered first to existing shareholders in proportion (as nearly as may be practicable) to their existing holdings of Ordinary Shares; and
- otherwise, up to an aggregate nominal amount of £32,680.30 representing approximately 20 per cent. of the Enlarged Share Capital.

The authorisations and powers sought under Resolutions 2 and 3 will expire at the earlier of 15 months from the date of General Meeting or, if earlier, the conclusion of the 2024 AGM.

Resolution 2 will be proposed as an ordinary resolution. For an ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 1 and 3 will be proposed as special resolutions. For a special resolution to be passed, at least three quarters of the votes cast must be in favour of the resolution.

## **12. Action to be taken in respect of the General Meeting**

A Form of Proxy for use in connection with the General Meeting is enclosed with this document. Completion of a Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person if they so choose. Proxies may be appointed by either:

- completing and returning the enclosed Form of Proxy; or
- registering an online proxy vote at [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the “Proxy Vote” button and then following the on-screen instructions; or
- using the CREST electronic proxy appointment service (for CREST members only).

If you hold your Existing Ordinary Shares in uncertificated form in CREST, you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual. Further details are also set out in the notes accompanying the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by Share Registrars Limited (CREST ID 7RA36) by no later than 10.00 a.m. on 13 December 2023 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

If you hold your Existing Ordinary Shares in certificated form, the notice of appointment of a proxy should reach the Company’s registrars, Share Registrars Limited of 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX by no later than 10.00 a.m. on 13 December 2023. Please refer to the Notes to the Notice of General Meeting on page 25 and the enclosed Form of Proxy for detailed instructions.

Shareholders may also lodge a proxy vote online with Share Registrars Limited. You can register your vote for the General Meeting by visiting [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the “Proxy Vote” button and then following the on-screen instructions as soon as possible but in any event no later than 10.00 a.m. on 13 December 2023.

The attention of shareholders is drawn to the voting intentions of the Directors set out below.

## **13. Recommendation**

**The Directors believe that the Fundraising will promote the success of the Company for the benefit of its Shareholders as a whole.**

**Accordingly they unanimously recommend you vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do in respect of their own beneficial holdings, amounting to (in aggregate) 12,811,317 Ordinary Shares, representing 12.44 per cent. of the issued share capital of the Company as at the date of this document.**

Shareholders are reminded that the Conditional Fundraising is conditional, amongst other things, on the passing of the Fundraising Resolution to be proposed at the General Meeting.

### **Importance of your vote**

**Shareholders are asked to vote in favour of the Fundraising Resolution at the General Meeting in order for the Conditional Fundraising to proceed. If the Fundraising Resolution is not passed by Shareholders, the Conditional Fundraising cannot complete and the Company will not receive the net proceeds of the Conditional Fundraising. The Directors believe that successful completion of the Conditional Fundraising is required to fund the Company’s short-term working capital requirements.**

**As announced in the Placing Announcement, at the end of October 2023 the Company had cash of approximately £0.7 million and the Directors expected the Company to have sufficient working capital until December 2023. Whilst the Directors have been managing cash reserves carefully for a number of months, the Company needs to raise funds prior to mid-December 2023 to continue trading.**

**The Company’s auditor included a paragraph in the independent auditor’s reports in respect of each of the financial statements for the years ended 31 March 2022 and 31 March 2023 stating that there is material uncertainty in respect of the Company’s ability to continue as a going concern.**

**If the Fundraising fails to complete by mid-December 2023, it is expected to lead to severe liquidity issues and potentially the administration of the Company.**

The Directors have a small number of potential mitigating actions available to them in the event that the Fundraising does not successfully complete by mid-December 2023. These primarily comprise forms of special situations equity or debt financing arrangements.

There is, however, a material risk that these mitigating actions will not be achievable in the required timeframe to avoid administration, in the event that the Fundraising does not successfully complete by mid-December 2023.

**Accordingly, the Directors believe that it is critical that Shareholders vote in favour of the Fundraising Resolution, as the Directors consider the Fundraising to represent the best possible option for Shareholders as a whole in the current circumstances.**

Yours sincerely

Tony Gott  
**Executive Chairman**

## APPENDIX

### FORECAST ASSUMPTIONS AND BASIS OF PREPARATION

In paragraphs 2, 3, 4 and 5 of the Letter from the Chairman contained in this document, the Directors forecast revenues, EBITDA, Share of Associate profit, licence fees and cash-flow for the Group for the financial years ending 31 March 2024, 2025, 2026, 2027 and 2028 (the “Group Forecasts”).

The Directors have considered the Group Forecasts, which have been made after due and careful enquiry, and confirm that they remain valid as at the date of this document and that they have been properly compiled on the basis of the assumptions and accounting policies set out below.

#### Basis of preparation

The Group Forecasts have been prepared on a basis consistent with the accounting policies of the Company, which is in accordance with IFRS and are the accounting policies that the Company will apply in preparing its financial statements during the forecast period.

#### Key Assumptions

##### Contract and expected production start date

Contract and expected production start date	Downside Case	Base Case	Upside Case
AFT 3W – OEM 1. May-24	80-day delay	OEM minimum 5-year volume*: 40,000	As Base Case
	Y1 base volume reduced by 40%	Management target volume**: 93,000	
RFT 3W – OEM 1. Apr-24	6-month delay	OEM minimum 5-year volume*: 60,000	Y1 base volume increased by 40%
	Y1 base volume reduced by 50%	Management target volume**: 130,000	
AFT 4W – OEM 1. Nov-24	6-month delay	OEM minimum 5-year volume*: 40,000	Production Start Aug-24
	Y1 base volume reduced by 50%	Management target volume**: 49,000	Y1 base volume increased by 33%
RFT 2W – OEM 2. Apr-25	6-month delay	OEM minimum 5-year volume*: 800,000	Y1 base volume increased by 40%
	Y1 base volume reduced by 60%	Management target volume***: 516,000	
Sunderland Contract Manufacturing. Jun-24	3-month delay	Volume Targets from Customer	3-months ahead of schedule,
	Y1 base volume reduced by 10%		Y1 base volume increased by 10%

#### ConMet – Revenue and Volumes

FY 25/26	£1.11m / 7,000 units	£2.19m / 12,000 units	£3.26m / 16,000 units
FY26/27	£2.24m / 16,000 units	£2.90m / 30,000 units	£5.01m / 34,000 units
FY27/28	£3.32m / 21,000 units	£4.22m / 32,500 units	£6.96m / 47,500 units

ConMet amounts are based on 2.5% royalty fee applied to Saietta management’s estimate of likely ConMet volumes, pricing, and timing for sales of the In-Wheel Generator and In-Wheel Motor

## Other Assumptions

<b>Contract and expected production start date</b>	<b>Downside Case</b>	<b>Base Case</b>	<b>Upside Case</b>
UK Production Organic Growth	5% p.a.	12.5% p.a.	20% p.a.
Opex Reduction	Zero	-10%	-15%
Sunderland Plant	None	Footprint halved Mar-25	Footprint halved Mar-25
India Organic Growth	None	None	Selective growth rates applied to product volumes of Indian lightweight vehicles to reflect growth in market

\* Volume minimums provided by potential customers are subject to change and are not contractually binding

\*\* Management target volumes to FY27/28 are subject to change

\*\*\* 3-year volume target to FY27/28

The Directors have also made the following principal assumptions in relation to the operations of the Company:

- the Company maintains sufficient working capital to remain operational during the forecast period. More detail on the Company's working capital requirements is set out in paragraph 4 of the Letter from the Chairman;
- sale prices remain at current levels, but could be subject to inflation; and
- no proceeds are received from the monetisation of the Group's Propel unit.

The Directors have also made the following principal assumptions which are outside the Company's influence or control:

- there would be no material changes to prevailing macroeconomic or political conditions in the markets and regions in which the Company operates;
- there would be no material change to the competitive environment in the Company's target markets and regions that would materially affect expected demand for the Company's products;
- the interest, inflation and foreign exchange rates in the markets and regions in which the Group operates would remain materially unchanged from the prevailing rates; and
- there would be no material adverse events that would have a significant impact on Company's financial performance.

## PART II – NOTICE OF GENERAL MEETING

# Saietta Group plc

*(Registered in England and Wales with company number 06744840)*

**NOTICE IS HEREBY GIVEN** that a General Meeting of Saietta Group plc (the “**Company**”) will be held on 15 December 2023 at 10.00 a.m. at the offices of Fieldfisher LLP, Riverbank House, 2 Swan Lane, EC4R 3TT. The business of the meeting will be to consider and, if thought appropriate, to pass the following resolutions. Resolutions 1 and 3 shall be proposed as special resolutions and resolution 2 shall be proposed as an ordinary resolution.

### SPECIAL RESOLUTION

#### 1. THAT:

(a) in addition to all previous authorisations for the allotment of shares by the directors of the Company (the “**Directors**”), the Directors are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the “**Act**”), to exercise all the powers of the Company to:

- (i) allot shares in the Company up to an aggregate nominal amount of £36,011.63 in connection with the placing (the “**Placing**”) of the Company’s ordinary shares of £0.0011 each (“**Ordinary Shares**”) by Canaccord Genuity Limited (“**Canaccord Genuity**”), as agent of the Company, to certain institutional and other investors at a price of 17 pence per Ordinary Share (the “**Issue Price**”);
- (ii) allot shares in the Company up to an aggregate nominal amount of £6,470.59 in connection with an option in favour of Canaccord Genuity to issue further Ordinary Shares at the Issue Price in connection with the Placing (the “**Broker Option**”); and
- (iii) allot shares in the Company up to an aggregate nominal amount of £10,838.24 in connection with a subscription of Ordinary Shares at the Issue Price direct with the Company (the “**Subscription**”),

provided that this authorisation shall, unless previously revoked by resolution of the Company, expire on the conclusion of the annual general meeting of the Company to be held in 2024 (“**2024 AGM**”), save that under this authority the Company may, at any time before such expiry, make an offer or agreement which would or might require Ordinary Shares to be allotted after such expiry and the Directors may allot Ordinary Shares in pursuance of any such offer or agreement as if this authorisation had not expired or been varied or revoked; and

(b) the Directors are empowered pursuant to section 571 of the Act (in addition to and without prejudice to any subsisting like power) to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorisation conferred by paragraph (a) of this resolution as if section 561 of the Act did not apply to the allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £36,011.63 pursuant to the Placing, £6,470.59 pursuant to the Broker Option and £10,838.24 pursuant to the Subscription, subject to the continuance of the authority conferred by paragraph (a) of this resolution, shall expire at the conclusion of the 2024 AGM but so that the Company may before such expiry make an 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 such power had not expired.

### ORDINARY RESOLUTION

2. THAT the Directors are generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company (“**Rights**”) up to an aggregate nominal amount of £54,467.17 and this authorisation shall, unless previously revoked by resolution of the Company, expire 15 months from the date of this meeting or, if earlier, at the conclusion of the 2024 AGM. The Company may, at any time before such expiry, make offers or enter into agreements 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 any such offer or agreement as if this authorisation had not expired.

### **SPECIAL RESOLUTION**

3. THAT the Directors are empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorisation conferred by Resolution 2 above as if section 561 of the Act did not apply to the allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of, or invitation to apply for, equity securities made (i) to holders of Ordinary Shares in proportion (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them on the record date for such offer and (ii) to holders of other equity securities as may be required by the rights attached to those securities or, if the directors consider it desirable, as may be permitted by such rights, but subject in each case to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- (b) the allotment (otherwise than pursuant to paragraph 3(a) above) of further equity securities up to an aggregate nominal amount of £32,680.30,

and this power shall, unless previously revoked by resolution of the Company, expire 15 months from the date of this meeting or, if earlier, at the conclusion of the 2024 AGM. The Company may, at any time before the expiry of this power, make offers or enter into agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement as if this power had not expired.

*By order of the Board*  
*Fieldfisher Secretaries Limited*  
*Company Secretary*

*Registered Office:*  
Riverbank House  
2 Swan Lane  
London  
United Kingdom  
EC4R 3TT



## Notes to the Notice of General Meeting:

### *Entitlement to attend and vote*

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that only shareholders entered on the register of members of the Company at 10.00 a.m. on 13 December 2023 (or in the event that this meeting is adjourned, on the register of members at 10.00 a.m. on the day preceding the date fixed for the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares of the Company registered in their name at that time. Changes to the register after the relevant time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

### *Appointment of proxies*

2. A Shareholder is entitled to appoint one or more proxies to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a Shareholder of the Company. A Shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder. Completion and return of the Form of Proxy will not preclude ordinary shareholders from attending and voting in person at the meeting.

### *Appointment of proxy using the accompanying Form of Proxy*

3. A Form of Proxy is enclosed. To appoint more than one proxy, please photocopy the form. Please state each proxy's name and the number of shares in relation to which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) in the boxes indicated on the form. Please also indicate if the Form of Proxy is one of multiple forms being returned. All Forms of Proxy must be signed and should be returned together in the same envelope. In the case of joint shareholders, the signature of any one of them will suffice, but the names of all joint holders should be stated.
4. To be valid, a duly completed Form of Proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be delivered by hand or sent by post to the offices of the Company's registrars, Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, so as to be received not less than 48 hours before the time fixed for the holding of the meeting or any adjournment of the meeting (as the case may be).

### *Appointment of online proxy*

5. Shareholders may also lodge a proxy vote online with Share Registrars Limited. You can register your vote for the General Meeting by visiting [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions as soon as possible but in any event no later than 10.00 a.m. on 13 December 2023.

### *Appointment of proxy through CREST*

6. CREST members who wish to appoint a proxy or proxies for the meeting, including any adjournments of the meeting, through the CREST electronic proxy appointment service may do so 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.
7. In order for a proxy appointment made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear's 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 Share Registrars Limited (ID 7RA36) no later than 48 hours before the time fixed for the holding of the meeting or any adjournment of the meeting (as the case may be). 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 Share Registrars Limited 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.

8. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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.
9. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

#### *Changing proxy instructions*

10. To change your proxy instructions, simply submit a new proxy appointment using one of the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If the Company receives more than one appointment of a proxy in respect of any one share, the appointment received last revokes each earlier appointment and the Company's decision as to which appointment was received last is final.

#### *Termination of proxy appointments*

11. In order to revoke a proxy appointment you must notify the Company of the termination at least three hours before the commencement of the meeting.

#### *Joint shareholders*

12. In the case of joint shareholders, the vote of the senior who tenders a vote, whether in person (including by corporate representative) or by proxy, shall be accepted to the exclusion of the votes of the other joint shareholders. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members.

#### *Corporate representatives*

13. A corporation which is a shareholder may, by resolution of its directors or other governing body, authorise one or more persons to act as its representative at the meeting. Corporate representatives should bring with them to the meeting: (i) an original or certified copy of the resolution authorising them; or (ii) an original letter on the shareholder's letterhead, signed by an authorised signatory, confirming that they are so authorised.

#### *Issued shares and total voting rights*

14. As at the date of this notice of general meeting, the Company's issued share capital comprised 103,014,862 ordinary shares of 0.11 pence each fully paid. Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at the date of this notice of general meeting is 103,014,862.

#### *Communication*

15. Shareholders who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):
  - (a) calling Share Registrars shareholder helpline on 01252 821390 or from overseas on +44 1252 821390 (charged at the applicable international rates). Lines are open from 8.30 a.m. to 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales); or

(b) in writing by email to [enquiries@shareregistrars.uk.com](mailto:enquiries@shareregistrars.uk.com).

16. You may not use any electronic address provided in this notice of general meeting or in any related documents (including the accompanying Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

