

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this Document or the action you should take, you should immediately seek your own financial advice from your stockbroker, bank manager, solicitor, accountant or other independent adviser who is authorised under FSMA if you are in the United Kingdom, or, if outside the United Kingdom, from another appropriately authorised independent adviser.

This Document, which comprises an AIM admission document drawn up in accordance with the AIM Rules for Companies, has been issued in connection with an application for admission to trading on AIM of the entire issued and to be issued share capital of Catena Group plc. This Document does not constitute an offer or any part of any offer of transferable securities to the public within the meaning of section 102B of FSMA or otherwise. Accordingly, this Document does not constitute a prospectus for the purposes of section 85 of FSMA or otherwise, and has not been drawn up in accordance with the Prospectus Rules or filed with or approved by the FCA or any other competent authority.

The Existing Ordinary Shares are admitted to trading on AIM. Application will be made to the London Stock Exchange for the Enlarged Share Capital to be admitted to trading on AIM following the Resolutions being approved by Shareholders. It is expected that Admission will become effective and that trading in the Enlarged Share Capital will commence on AIM at 8.00 a.m. on 10 May 2021.

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 FCA. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. Each AIM company is required pursuant to the AIM Rules for Companies to have a nominated adviser. The nominated adviser is required to make a declaration to the London Stock Exchange on Admission in the form set out in Schedule Two to the AIM Rules for Nominated Advisers. The London Stock Exchange has not itself examined or approved the contents of this Document.

The Company (whose registered office appears on page 10 of this Document), the Directors and Proposed Directors, whose names appear on page 10 of this Document, accept responsibility, both collectively and individually, for the information contained in this Document and compliance with the AIM Rules for Companies. To the best of the knowledge and belief of the Company, the Directors and Proposed Directors (each of whom has taken all reasonable care to ensure that such is the case), the information contained in this Document is in accordance with the facts and contains no omission likely to affect the import of such information. In connection with this Document, no person is authorised to give any information or make any representation other than as contained in this Document.

The whole of this Document should be read. Investment in the Company is speculative and involves a high degree of risk. Your attention is drawn in particular to Part II of this Document entitled "Risk Factors", which describes certain risks associated with an investment in Catena Group plc.

CATENA GROUP PLC

(incorporated and registered in England and Wales under the Companies Act 1985 with registered number 03882621)

Proposed acquisition of Insight Capital Partners Limited

**Proposed Placing of 9,172,375 new Ordinary Shares at 67 pence per share
to raise £6.1 million**

Approval of waiver obligations under Rule 9 of the Takeover Code

Admission of the Enlarged Share Capital to trading on AIM

Change of name to Insig AI plc

and

Notice of General Meeting

Zeus Capital

Nominated Adviser and Broker

The Placing is conditional, *inter alia*, on Admission taking place by 8.00 a.m. on 10 May 2021 (or such later date as the Company and Zeus Capital Limited ("Zeus Capital") may agree, being not later than 8.00 a.m. on 31 May 2021). The New Ordinary Shares will, on Admission, rank *pari passu* in all respects with the Existing Ordinary Shares then in issue and will rank in full for all dividends and other distributions declared, paid or made in respect of the Ordinary Shares after Admission. A Notice convening the General Meeting to be held at 23 King Street London SW1Y 6QY at 9.00 a.m. on 7 May 2021 is set out at the end of this Document. The accompanying Form of Proxy for use in connection with the General Meeting should be completed and returned to the Company's registrars, Share Registrars Limited as soon as possible and to be valid must arrive not less than 48 hours before the time appointed for the General Meeting.

Zeus Capital, which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for the Company as nominated adviser and broker in connection with the Acquisition, the Placing, Admission and the matters set out in this Document. Zeus Capital will not be responsible to any other person for providing the protections afforded to customers of Zeus Capital or advising any other person in connection with the Acquisition, Placing, and Admission. Zeus Capital will not regard any other person as its client or be responsible to any other person for providing the protections afforded to clients of Zeus Capital nor for providing advice in relation to the transactions and arrangements set out in this Document for which the Company, the Existing Directors and the Proposed Directors are solely responsible and, without limiting the statutory rights of any recipient of this Document, no liability is accepted by Zeus Capital for the accuracy of any information or opinions contained in this Document or for omissions of any material information for which it is not responsible. Zeus Capital's responsibilities as the Company's nominated adviser under the AIM Rules for Companies and the AIM Rules for Nominated Advisers will be owed solely to London Stock Exchange and not to the Company, the Existing Directors or Proposed Directors or to any other person in respect of such person's decision to acquire Placing Shares or Ordinary Shares in reliance on any part of this Document. Apart from the responsibilities and liabilities, if any, which may be imposed on Zeus Capital by the FSMA or the regulatory regime established under it, Zeus Capital does not accept any responsibility whatsoever for the contents of this Document, and no representation or warranty, express or implied, is made by Zeus Capital with respect to the accuracy or completeness of this Document or any part of it. However, nothing in this Document shall be effective to limit or exclude any liability for fraud or which otherwise, by law or regulation, cannot be so limited or excluded.

This Document does not constitute an offer to sell, or the solicitation of an offer to buy or subscribe for, securities in any jurisdiction in which such offer or solicitation is unlawful and, in particular, is not for publication or distribution in or into the United States of America, Canada, Australia, New Zealand, the Republic of South Africa or Japan. The Shares have not been and will not be registered under the United States Securities Act 1933 (as amended) nor under the applicable securities laws of any states of the United States of America or any province or territory of Canada, Australia, New Zealand, the Republic of South Africa or Japan, nor in any country or territory where to do so may contravene local securities laws or regulations. Accordingly, the Shares may not be offered or sold directly or indirectly in or into the United States of America, Canada, Australia, New Zealand, the Republic of South Africa, Japan or to any national, resident or citizen of the United States of America, Canada, Australia, New Zealand, the Republic of South Africa or Japan. The distribution of this Document in other jurisdictions may be restricted by law and therefore persons into whose possession this Document comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities law of any such jurisdictions. The Shares have not been approved or disapproved by the United States Securities and Exchange Commission, any state securities commission in the United States or any other United States of America regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the accuracy or adequacy of this Document. Any representation to the contrary is a criminal offence in the United States of America.

This Document is available on the Company's website, www.catenagroup.co.uk from the date of publication.

IMPORTANT INFORMATION

This Document should be read in its entirety before making any decision to subscribe for or purchase Ordinary Shares. Prospective investors should rely only on the information contained in this Document. No person has been authorised to give any information or make any representations other than as contained in this Document and, if given or made, such information or representations must not be relied on as having been authorised by the Company, Zeus Capital or any of their respective affiliates, officers, directors, employees or agents. Without prejudice to the Company's obligations under the AIM Rules for Companies, neither the delivery of this Document nor any acquisition of Ordinary Shares made under this Document shall, under any circumstances, create any implication that there has been no change in the affairs of the Company, the Group or the Enlarged Group since the date of this Document or that the information contained herein is correct as at any time subsequent to its date.

Prospective investors in the Company must not treat the contents of this Document or any subsequent communications from the Company, Zeus Capital or any of their respective affiliates, officers, directors, employees or agents as advice relating to legal, taxation, accounting, regulatory, investment or any other matters.

Notice to prospective investors in the United Kingdom

This Document is being distributed to, and is directed only at, persons in the United Kingdom who (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "FPO"); and/or (ii) are high net worth entities, unincorporated associations and other bodies falling within Article 49 of the FPO; and (iii) are other persons to whom it may otherwise be lawfully be distributed without an obligation to issue a prospectus or other offering Document approved a regulatory (each a "relevant person"). Any investment or investment activity to which this Document relates is available only to relevant persons and will be engaged in only with such persons. Persons who are not relevant persons should not rely on or act upon this Document.

Overseas Shareholders

This Document does not constitute an offer to sell, or a solicitation to buy, Ordinary Shares in any jurisdiction in which such offer or solicitation is unlawful. In particular, this Document is not, subject to certain exemptions, for distribution in or into the United States of America, Canada, Australia, New Zealand, the Republic of South Africa or Japan. The Ordinary Shares have not been nor will be registered under the United States Securities Act of 1933, as amended, nor under the securities legislation of any state of the United States or any province or territory of Canada, Australia, New Zealand, the Republic of South Africa or Japan, or in any country, territory or possession where to do so may contravene local securities laws or regulations. Accordingly, the Ordinary Shares may not, subject to certain exemptions, be offered or sold directly or indirectly in or into the Restricted Jurisdictions, or to any other national, citizen, or resident of the Restricted Jurisdictions. The distribution of this Document in certain jurisdictions may be restricted by law. No action has been taken by the Company or Zeus Capital that would permit a public offer of Ordinary Shares or possession or distribution of this Document where action for that purpose may be required. Persons into whose possession this Document comes should inform themselves about, and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Holding Ordinary Shares may have implications for overseas Shareholders under the laws of the relevant overseas jurisdictions. Overseas Shareholders should inform themselves about and observe any applicable legal requirements. It is the responsibility of each overseas Shareholder to satisfy themselves as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, or the compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes due in such jurisdiction.

Forward-looking statements

Certain statements in this Document are or may constitute "forward-looking statements", including statements about current beliefs and expectations. In particular, the words "expect", "anticipate", "estimate",

“may”, “should”, “could”, “plans”, “intends”, “will”, “believe” and similar expressions (or in each case their negative and other variations or comparable terminology) can be used to identify forward-looking statements. They appear in a number of places throughout this Document and include, but are not limited to, statements regarding intentions, beliefs or current expectations concerning, among other things, the Company’s, the Existing Directors’ and the Proposed Directors’ intentions, beliefs or current expectations concerning, amongst other things, the Enlarged Group’s prospects, growth and strategy.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Forward-looking statements are not guarantees of future performance and the development of the markets and the industry in which the Enlarged Group operates, may differ materially from those described in, or suggested by, the forward-looking statements contained in this Document. In addition, even if the development of the markets and the industry in which the Enlarged Group operates are consistent with the forward-looking statements contained in this Document, those developments may not be indicative of developments in subsequent periods. A number of factors could cause developments to differ materially from those expressed or implied by the forward-looking statements including, without limitation, general economic and business conditions, industry trends, competition, changes in regulation, currency fluctuations, changes in the Enlarged Group’s business strategy, political and economic uncertainty and other factors discussed in Part I and Part II of this Document.

Any forward-looking statements in this document reflect current views with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Enlarged Group’s operations and growth strategy. Investors should specifically consider the factors identified in this Document which could cause results to differ before making an investment decision. Subject to the requirements of applicable law or regulation, the Enlarged Group undertakes no obligation publicly to release the result of any revisions to any forward-looking statements in this Document that may occur due to any change in the expectations of the Existing Directors and Proposed Directors or to reflect events or circumstances after the date of this Document.

Any forward-looking statement in this Document based on past or current trends and/or activities of the Enlarged Group should not be taken as a representation or assurance that such trends or activities will continue in the future. No statement in this Document is intended to be a profit forecast or to imply that the earnings of the Enlarged Group for the current year or future years will match or exceed the historical or published earnings of the Enlarged Group.

Presentation of financial information

Unless otherwise stated, the financial information set out in this Document has been prepared in accordance with IFRS.

In accordance with Rule 28 of the AIM Rules for Companies, the historical financial information of Catena has been omitted from this Document as the Company has previously provided this information in accordance with Rules 18 and 19 of the AIM Rules for Companies. The following documents are however incorporated by reference in this Document in compliance with Rule 24.15 of the Takeover Code, and are available from the Company’s website at www.catenagroup.co.uk/investors/corporate-documents:

<i>Reference document</i>	<i>Information incorporated by reference</i>	<i>Page number in the reference documents</i>
Catena Group plc interim results for the 12 month period ended 31 December 2020	Consolidated Statement of Comprehensive Income	Page 4
	Consolidated Balance Sheet	Page 5
	Consolidated Statement of Changes in Equity	Page 6
	Consolidated Cash Flow Statement	Page 7
	Notes to the Consolidated Financial Statements	Pages 8 to 9
Catena Group plc interim results for the 6 month period ended 30 June 2020	Consolidated Statement of Comprehensive Income	Page 4
	Consolidated Balance Sheet	Page 5
	Consolidated Statement of Changes in Equity	Page 6
	Consolidated Cash Flow Statement	Page 7
	Notes to the Consolidated Financial Statements	Pages 8 to 10

<i>Reference document</i>	<i>Information incorporated by reference</i>	<i>Page number in the reference documents</i>
Catena Group plc Annual Report and Accounts for the year ended 31 December 2019	Audited Remuneration Information	Pages 32 to 33
	Independent Auditors' Report	Pages 14 to 17
	Consolidated Statement of Comprehensive Income	Page 18
	Consolidated Balance Sheet	Page 19
	Consolidated Statement of Changes in Equity	Page 20
	Consolidated Cash Flow Statement	Page 23
	Notes to the Consolidated Financial Statements	Pages 25 to 47
Catena Group plc Annual Report and Accounts for the year ended 31 December 2018	Audited Remuneration Information	Pages 30 to 31
	Independent Auditors' Report	Pages 14 to 16
	Consolidated Income Statement	Page 17
	Consolidated Statement of Comprehensive Income	Page 17
	Consolidated Balance Sheet	Page 18
	Consolidated Statement of Changes in Equity	Page 19
	Consolidated Cash Flow Statement	Page 22
	Notes to the Consolidated Financial Statements	Pages 24 to 42

The consolidated historical financial information of Insight for the three years and six months ended 30 September 2020, is set out in Part III of this Document.

Rounding

Certain figures contained in this Document, including financial, statistical and operating information, have been subject to rounding adjustments. Accordingly, in certain circumstances, the sum of the numbers in a column or row in a table contained in this Document may not conform exactly to the total figure given for that column or row.

Market and industry information

Unless the source is otherwise identified, the market, economic and industry data and statistics in this Document constitute managements' estimates, using underlying data from third parties. The Company obtained market and economic data and certain industry statistics from internal reports, as well as from third-party sources as described in the footnotes to such information. All third-party information set out in this Document has been accurately reproduced and, so far as the Company is aware and has been able to ascertain from information published by the relevant third-party, no facts have been omitted which would render the reproduced information inaccurate or misleading. Such third-party information has not been audited or independently verified and the Company and the Existing Directors and Proposed Directors accept no responsibility for its accuracy or completeness.

Market and industry data is inherently predictive and speculative, and is not necessarily reflective of actual market conditions. Statistics in such data are based on market research, which itself is based on sampling and subjective judgments by both the researchers and the respondents, including judgments about what types of products and transactions should be included in the relevant market. The value of comparisons of statistics for different markets is limited by many factors, including that: (i) the markets are defined differently; (ii) the underlying information was gathered by different methods; and (iii) different assumptions were applied in compiling the data. Consequently, the industry publications and other reports referred to above generally state that the information contained therein has been obtained from sources believed to be reliable, but that the accuracy and completeness of such information is not guaranteed and, in some instances, these reports and publications state expressly that they do not assume liability for such information. Specifically, Zeus Capital has not authorised the contents of, or any part of, this document and accordingly no liability whatsoever is accepted by Zeus Capital for the accuracy or completeness of any market data attributed to them which is included in this Document.

No incorporation of website information

The contents of the Company's website, any website mentioned in this Document or any website directly or indirectly linked to these websites have not been verified and do not form part of this Document, and prospective investors should not rely on such information.

Information to the distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures; and/or (where applicable to UK investors or UK firms) the relevant provisions of the UK MiFID Laws (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Placing Shares have been subject to a product approval process, which has determined that the Placing Shares are: (i) compatible with an end target market of (a) retail investors, (b) investors who meet the criteria of professional clients and (c) eligible counterparties, each as defined in MiFID II or the UK MiFID Laws (as applicable); and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II or the UK MiFID Laws (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Placing Shares may decline and investors could lose all or part of their investment; the Placing Shares offer no guaranteed income and no capital protection; and an investment in the Placing Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Placing. Furthermore, it is noted that, notwithstanding the Target Market Assessment, Zeus Capital will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II or the UK MiFID Laws; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Placing Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Placing Shares and determining appropriate distribution channels.

CONTENTS

	<i>Page</i>
PLACING STATISTICS	8
EXPECTED TIMETABLE OF PRINCIPAL EVENTS	9
COMPANY OFFICERS, REGISTERED OFFICE AND ADVISERS	10
DEFINITIONS	12
GLOSSARY	18
PART I LETTER FROM THE CHAIRMAN	19
PART II RISK FACTORS	45
PART III HISTORICAL FINANCIAL INFORMATION ON INSIGHT GROUP	52
SECTION A: ACCOUNTANTS' REPORT ON INSIGHT GROUP	52
SECTION B: FINANCIAL INFORMATION ON INSIGHT GROUP	54
PART IV UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE ENLARGED GROUP	78
PART V ADDITIONAL TAKEOVER CODE DISCLOSURES FOR THE PURPOSES OF THE RULE 9 WHITEWASH	82
PART VI ADDITIONAL INFORMATION	86
NOTICE OF GENERAL MEETING	114

PLACING STATISTICS

Placing Statistics

Issue Price	67 pence
Number of Existing Ordinary Shares in issue at the date of this Document	42,661,638
Number of Placing Shares	9,172,375
Number of Consideration Shares ¹	45,311,386
Number of Convertible Loan Notes Shares	2,000,000
Enlarged Share Capital ¹	99,145,399
Percentage of the Enlarged Share Capital represented by the New Ordinary Shares ^{1 and 2}	57.0 per cent.
Market capitalisation of the Company at the Issue Price following Admission ^{1 and 2}	£66.4 million
Gross proceeds of the Placing	£6.1 million
Net proceeds of the Placing	£4.9 million
TIDM	CTNA
ISIN of the Ordinary Shares	GB00BYV31355
SEDOL number	BYV3135
LEI number	21380098CKBAG1NWCD98
Website address	www.catenagroup.co.uk

Notes:

1. Assumes that the Insight Option Holders exercise their rights to receive the maximum entitlement to Consideration Shares
2. The market capitalisation of the Company at any given time will depend on the market price of the Ordinary Shares at that time. There can be no assurance that the market price of an Ordinary Share from time to time will equal or exceed the Placing Price

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Announcement of the Acquisition and Placing	7.00 a.m. on 21 April 2021
Publication and posting of this Document (including Notice of General Meeting and the Form of Proxy)	21 April 2021
Existing Ordinary Shares recommence trading on AIM	21 April 2021
Latest time and date for receipt of completed Forms of Proxy and receipt of electronic proxy appointments via the CREST system	9.00 a.m. on 5 May 2021
General Meeting	9.00 a.m. on 7 May 2021
Announcement of the results of the General Meeting	7 May 2021
Admission of the New Ordinary Shares	8.00 a.m. on 10 May 2021
CREST accounts credited (where applicable)	8.00 a.m. on 10 May 2021
Despatch of definitive share certificates (where applicable)	by 24 May 2021

Notes:

1. All of the above times and dates, as well as throughout this Document, refer to those observed in London unless otherwise stated
2. Some of the times and dates above are indicative and subject to change at the absolute discretion of the Company and Zeus Capital
3. Events listed in the above timetable following the General Meeting are conditional, amongst other things, on the passing at the General Meeting of the Resolutions

COMPANY OFFICERS, REGISTERED OFFICE AND ADVISERS

Existing Directors	<u>Matthew</u> Todd Farnum-Schneider (<i>Chief Executive Officer and Interim Chairman</i>) <u>David</u> Hillel (<i>Finance Director</i>) <u>John</u> Christopher Murray (<i>Independent Non-Executive Director</i>) <u>David</u> John Coldbeck (<i>Non-Executive Director</i>) <u>John</u> Zucker (<i>Non-Executive Director</i>)
Proposed Directors	Steven (<u>Steve</u>) Wallace Cracknell (<i>Chief Executive Officer</i>) <u>Warren</u> Paul Pearson (<i>Chief Technical Officer</i>) <u>Peter</u> Lee Rutter (<i>Independent Non-Executive Director</i>)
Proposed New Board (to take effect on Admission)	<u>Matthew</u> Todd Farnum-Schneider (<i>Executive Chairman</i>) Steven (<u>Steve</u>) Wallace Cracknell (<i>Chief Executive Officer</i>) <u>Warren</u> Paul Pearson (<i>Chief Technical Officer</i>) <u>John</u> Christopher Murray (<i>Independent Non-Executive Director</i>) <u>Peter</u> Lee Rutter (<i>Independent Non-Executive Director</i>)
Company secretary	ABG Group Limited 30 City Road London EC1Y 2AB
Registered office	30 City Road, London EC1Y 2AB
Website	www.catenagroup.co.uk (www.insg.ai following re-registration of the Company's new name)
Nominated Adviser and Broker	Zeus Capital Limited 82 King Street and 10 Old Burlington Street Manchester London M2 4WQ W1S 3AG
Legal advisers to the Company	Howard Kennedy LLP No.1 London Bridge London SE1 9BG
Legal advisers to Insight	illum Legal Limited The London Office The Strand 7 Bell Yard London WC2A 2JR
Legal advisers to the Nominated Adviser and Broker	DAC Beachcroft LLP 25 Walbrook London EC4N 8AF
Reporting Accountants to the Company	Crowe U.K. LLP 55 Ludgate Hill London EC4M 7JW

Auditors to the Company

Hazelwoods LLP

Staverton Court
Staverton
Cheltenham
GL51 0UK

Receiving Agent and Registrars

Share Registrars Limited

The Courtyard
17 West Street
Farnham
GU9 7DR

PR advisers to the Company

SEC Newgate UK Limited

Sky Light City Tower
50 Basinghall Street
London
EC2V 5DE

DEFINITIONS

Acquisition	the conditional acquisition by the Company of the balance of the Insight Shares not already owned by the Company pursuant to the terms of the Minority Acquisition Agreements, the Acquisition Agreement and the Option Exercise Documents
Acquisition Agreement	the conditional agreement dated 20 April 2021 made between (i) the Company and (ii) the Principal Insight Sellers relating to the Acquisition, details of which are set out in paragraph 12 of Part VI of this Document
Act or Companies Act	Companies Act 2006, as amended
Admission	the admission of the New Ordinary Shares to trading on AIM
Admission Document or Document	this document dated 21 April 2021
Adviser Warrants	warrants to be issued to Zeus Capital on Admission to subscribe for up to 396,582 new Ordinary Shares at 83.75 pence per share under the terms of the warrant instrument to be entered into in accordance with the Placing Agreement
AIM	the AIM market of the London Stock Exchange
AIM Rules for Companies	the AIM Rules for Companies published by the London Stock Exchange as amended from time to time
AIM Rules for Nominated Advisers	the AIM Rules for Nominated Advisers published by the London Stock Exchange as amended from time to time
Articles	the articles of association of the Company as at the date of this Document, a summary of which is set out in paragraph 6 of Part VI of this Document
Audit Committee	the audit committee of the Board, as constituted from time to time
Business Day	any day (other than a Saturday or Sunday) on which commercial banks are open for general business in London, UK
Board	the board of directors of the Company as at the date of this Document
CAGR	compound annual growth rate
Cash Consideration	the cash consideration totalling up to £1.5 million to be paid by the Company to the Minority Interest Sellers, the Insight Option Holders and the Principal Insight Sellers
Certificated or in certificated form	the description of a share or other security that is not in uncertificated form (that is, not in CREST)
Company	Catena Group plc, a public limited company incorporated in England and Wales with registered number 03882621 and with its registered office at 30 City Road, London, EC1Y 2AB
Completion	completion of the Acquisition
Concert Party	means as defined in paragraph 1 of Part V of this Document

Consideration	the Consideration Shares and Cash Consideration
Consideration Shares	up to 45,311,386 new Ordinary Shares to be issued by the Company on Completion at 59 pence per share to the Minority Insight Sellers, the Insight Option Holders and the Principal Insight Sellers pursuant to the Minority Acquisition Agreements, the Option Exercise Documents and the Acquisition Agreement respectively
Convertible Loan Notes	the £500,000 of convertible loan notes issued by the Company on 3 March 2020, the terms of which are summarised in paragraph 12 of Part VI of this Document
Convertible Loan Note Shares	the 2,000,000 Ordinary Shares issuable pursuant to the conversion of the Convertible Loan Notes
CREST	the computer based system and procedures which enable title to securities to be evidenced and transferred without a written instrument, administered by Euroclear in accordance with the CREST Regulations
CREST Regulations	the Uncertificated Securities Regulations 2001 (SI 2001/3755) including (i) any enactment or subordinate legislation which amends those regulations; and (ii) any applicable rules made under those regulations or such enactment or subordinate legislation for the time being in force
Dealing Day	a day on which the London Stock Exchange is open for the transaction of business
Deferred Shares	the deferred shares of £0.09 each in the capital of the Company
Disclosure Guidance and Transparency Rules or DTR	the Disclosure Guidance and Transparency Rules made by the FCA pursuant to FSMA
Directors or New Board	Matthew Farnum-Schneider, John Murray and the Proposed Directors of the Company, whose names appear on page 10 of this Document
EBITDA	earnings before interest, tax, depreciation and amortisation for the relevant period
EMI Scheme	the enterprise management incentive option scheme to be adopted following Admission and as summarised in paragraph 15 of Part VI of this Document
Enlarged Group	the Group and, subject to Completion, Insight Group
Enlarged Share Capital (post-Completion)	the issued share capital of the Company immediately following Admission, comprising the Existing Ordinary Shares and the New Ordinary Shares, in aggregate being up to 99,145,399 Ordinary Shares
EU	European Union
Euroclear UK & Ireland	Euroclear UK & Ireland Limited, a company incorporated under the laws of England and Wales with registered number 2878738 and the operator of CREST

Executive Directors	the executive directors of the Company from time to time, being as at the date of this Document, Matthew Farnum-Schneider and David Hillel
Existing Directors	the directors of the Company as at the date of this Document and as set out on page 10 of this Document
Existing Ordinary Shares or Existing Share Capital	the 42,661,638 Ordinary Shares in issue as at the date of this Document
FCA	the Financial Conduct Authority of the United Kingdom
FSMA	the Financial Services and Markets Act 2000, as amended
Form of Proxy	the form of proxy accompanying this Document for use by Shareholders in respect of the General Meeting
FY	financial year ended 31 March
General Meeting	the general meeting of the Company to be held at 23 King Street London SW1Y 6QY at 9.00 a.m. on 7 May 2021, notice of which is set out at the end of this Document
Group	the Company and its subsidiaries and subsidiary undertakings (in each case as defined in the Companies Act)
HMRC	HM Revenue and Customs
HY	six months ended 30 September
IFRS	International Financial Reporting Standards as adopted by the EU
Independent Shareholders	those Shareholders who are not (1) members of the Concert Party, (2) Placees, or (3) Richard Bernstein
Insight	Insight Capital Partners Limited
Insight Employees	those employees of Insight who are expected to enter into Lock-In Deeds (employees) at Completion, being Jacobus Venter, David Montaner, Sebastien Pires and Danius Dulinkas
Insight Group	Insight Capital Partners Limited and its subsidiary Insight Capital Consulting Limited
Insight Option Holders	the holders of options over Insight Shares under the Insight Capital Partners Limited Enterprise Management Incentive Scheme
Insight Shares	the ordinary shares of £0.01 each in the capital of Insight
Insight Shareholder	a holder of Insight Shares (other than the Company)
ISIN	International Securities Identification Number, the existing ISIN of the Company being GB00BYV31355
Issue Price	67 pence per Placing Share
Lock-in Deeds (shareholders)	each of the lock-in deeds entered into between the Company, Zeus Capital and each of the Principal Insight Sellers, Mark Woodhouse and Matthew Farnum-Schneider, the terms of which are summarised in paragraph 12 of Part VI of this Document

Lock-in Deeds (employees)	each of the lock-in deeds expected to be entered into between the Company, Zeus Capital and each of the Insight Employees on Completion
London Stock Exchange	London Stock Exchange plc
MAR	the UK version of the EU Market Abuse Regulation (2014/596/EU) which forms part of UK law by virtue of the European Union (Withdrawal) Act 2018 and/or EU Market Abuse Regulation (2014/596/EU) (as relevant)
Minority Acquisition Agreements	the conditional agreements dated 20 April 2021 between the Company and each of the Minority Insight Sellers relating to the Acquisition, details of which are set out in paragraph 12 of Part VI of this Document
Minority Insight Sellers	each Insight Shareholder who is not a Principal Insight Seller and who is selling its Insight Shares to the Company pursuant to a Minority Acquisition Agreement
New Ordinary Shares	together, the Placing Shares, the Consideration Shares and the Convertible Loan Note Shares
Notice of General Meeting	the notice convening the General Meeting as set out on pages 114 to 117 of this Document
Non-Executive Directors	the non-executive directors of the Company as at the date of this Document, being John Murray, David Coldbeck and John Zucker
Official List	the official list of the FCA
Option Exercise Documents	the exercise documents to be delivered by each Insight Option Holder to Insight and the Company in order to exercise their options over Insight Shares and to transfer their Insight Shares to the Company
Ordinary Shares	ordinary shares of £0.01 each in the capital of the Company
Panel	the UK Panel on Takeovers and Mergers
Placee	any person who agrees to subscribe for or purchase the Placing Shares
Placing	the conditional placing of the Placing Shares at the Issue Price pursuant to the Placing Agreement
Placing Agreement	the conditional agreement entered into on 20 April 2021 between the Company, Zeus Capital, the Existing Directors and the Proposed Directors in relation to the Placing and Admission, summary details of which are set out in paragraph 12 of Part VI of this Document
Placing Shares	the 9,172,375 new Ordinary Shares to be issued pursuant to the Placing at the Issue Price
Principal Insight Sellers	Steven Cracknell, Warren Pearson, Anna Mann and Nikhil Srinivasan
Proposals	the Acquisition, Admission and the Rule 9 Whitewash
Proposed Directors	Steven Cracknell, Warren Pearson and Peter Rutter

Prospectus Regulation	the UK version of Prospectus Regulation (EU) 2017/1129 which forms part of UK law by virtue of the European Union (Withdrawal) Act 2018 as amended from time to time, and including any relevant implementing measure in any member state of the European Union
Prospectus Rules	the prospectus regulation rules made by the FCA under FSMA, as amended from time to time
QCA	the Quoted Companies Alliance
QCA Code	the QCA Corporate Governance Code as published by the QCA, as amended from time to time
Registrars	Share Registrars Limited
Remuneration Committee	the remuneration committee of the Board, as constituted from time to time
Resolutions	the resolutions to be proposed at the General Meeting, details of which are set out in the Notice of General Meeting but excluding, for these purposes, resolution number 9 which relates to payments to certain of the Existing Directors
Restricted Jurisdiction	any jurisdiction except the United Kingdom. Jurisdictions outside the United Kingdom include, but are not limited to, the United States, Canada, Australia, New Zealand the Republic of South Africa and Japan
RIS	Regulatory Information Service
Rule 9 Waiver	the waiver granted by the Panel in respect of the obligation to make a general offer to the Shareholders pursuant to Rule 9 of the Takeover Code which would otherwise apply to the Concert Party in relation to the issue of the Consideration Shares in connection with the Acquisition
Rule 9 Whitewash	approval of the Rule 9 Waiver by the Independent Shareholder pursuant to Rule 9 of the Takeover Code
Shareholder	a holder of an Ordinary Share
Takeover Code	the City Code on Takeovers and Mergers published by the Panel, as amended from time to time
UK or United Kingdom	the United Kingdom of Great Britain and Northern Ireland
UK MiFID Laws	the Financial Services and Markets Act 2000 (Markets in Financial Instruments) Regulations 2017 (SI 2017/701), The Data Reporting Services Regulations 2017 (SI 2017/699) and the Financial Services and Markets Act 2000 (Regulated Activities) (Amendment) Order 2017 (SI 2017/488), and any other implementing measure which operated to transpose MiFID II in to UK law before 31 January 2020 (as amended and supplemented from time to time including by: (1) Markets in Financial Instruments (Amendment) (EU Exit) Regulations 2018; (2) The Financial Regulators' Powers (Technical Standards etc.) and Markets in Financial Instruments (Amendment) (EU Exit) Regulations 2019 (SI 2019/576); (3) The Financial Services (Miscellaneous) (Amendment) (EU Exit) Regulations 2019; and (4) The Financial Services (Electronic Money, Payment Services and Miscellaneous Amendments) (EU Exit) Regulations 2019); and

the UK version of Regulation (EU) No 600/2014 of the European Parliament, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended and supplemented from time to time including by: (a) Markets in Financial Instruments (Amendment) (EU Exit) Regulations 2018; (b) The Financial Regulators' Powers (Technical Standards etc.) and Markets in Financial Instruments (Amendment) (EU Exit) Regulations 2019 (SI 2019/576); (c) The Financial Services (Miscellaneous) (Amendment) (EU Exit) Regulations 2019; and (d) The Financial Services (Electronic Money, Payment Services and Miscellaneous Amendments) (EU Exit) Regulations 2019

uncertificated or uncertificated form

recorded on the relevant register of the share or security as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST

VAT

value added tax

Whitewash Resolution

the resolution numbered 1 in the Notice of General Meeting, being an ordinary resolution to be voted on by Independent Shareholders (on a poll) at the General Meeting to approve the Rule 9 Waiver

Zeus Capital

Zeus Capital Limited

£ or GBP

British pounds sterling

\$ or USD

United States dollar

Note: any reference to any provision of any legislation includes any amendment, modification, re-enactment or extension of it. Words importing the plural and vice versa and words importing the masculine shall include the feminine or neuter gender.

GLOSSARY

alpha generator	a process or strategy that generates excess beyond a benchmark
API	application programming interface
artificial intelligence or AI	artificial intelligence, the capability of a machine to imitate intelligent human behaviour
AUM	assets under management
AWS	Amazon web services
B2B	business-to-business
B2C	business-to-consumer
cloud	internet-based storage, managing and processing data as opposed to local servers or devices
CRM	customer relationship management
elastic search database	a highly scalable open-source full-text search and analytics engine, which allow the user to store, search and analyse big volumes of data quickly and in near real time
ESG	environmental, social and governance
Fundamental data	the fundamental data of equity includes information that pertains to the qualities and quantities of equity performance on financial markets. This information is used to assess a company's value and for fundamental analysis of the asset
internet of things	the interconnection via the Internet of computing devices embedded in everyday objects, enabling them to send and receive data
machine learning or ML	the use and development of computer systems that are able to learn and adapt without following explicit instructions, by using algorithms and statistical models to analyse and draw inferences from patterns in data
microservice application	an independent module that fulfils a discrete function within a larger application
NLP	natural language processing
OCR	optical character recognition
RMBS	residential mortgage backed securities
RPA	robotic process-driven automation
R&D	research and development
SaaS model	(Software as a Service) software licensing and delivery model in which software is licenced on a subscription basis and is centrally hosted

PART I

LETTER FROM THE CHAIRMAN

CATENA GROUP PLC

Directors:

Matthew Todd Farnum-Schneider (*Chief Executive Officer and Interim Chairman*)

David Hillel (*Finance Director*)

John Christopher Murray (*Non-Executive Director*)

David John Coldbeck (*Non-Executive Director*)

John Zucker (*Non-Executive Director*)

30 City Road,
London
EC1Y 2AB

21 April 2021

Dear Shareholders

Proposed acquisition of Insight

Proposed Placing of 9,172,375 new Ordinary Shares at 67 pence per share to raise £6.1 million

Approval of waiver obligations under Rule 9 of the Takeover Code

Admission of the New Ordinary Shares to trading on AM

Change of name to Insig AI plc

and

Notice of General Meeting

1. INTRODUCTION

Catena is an existing AIM listed holding company focused on acquiring growing businesses operating within high growth and high performing industries.

In line with this strategy, on 2 March 2020, the Company entered into a conditional investment agreement to acquire an initial 9.1 per cent. interest, on a fully diluted basis, in the ordinary share capital of Insight for £1.5 million. Insight is a data science and machine learning solutions company focused on the asset management sector.

On 3 September 2020, the Company announced that discussions had commenced with respect to Catena potentially acquiring the balance of the issued share capital of Insight not already owned by it. The proposed Acquisition was deemed to constitute a reverse takeover under the AIM Rules for Companies, resulting in the Ordinary Shares being suspended from trading on AIM pending the publication of this Document. It is expected that the Existing Ordinary Shares will recommence trading on AIM at 7.30 a.m. on 21 April 2021.

On 21 April 2021, Catena announced the proposed Placing to raise £6.1 million (before expenses) by the conditional placing of 9,172,375 Placing Shares at the Issue Price to certain institutional and other investors. The proceeds of the Placing will be used to pay the Cash Consideration and for general working capital purposes, namely investing in Insight's team of developers, engineers and sales and marketing employees to accelerate its product and business development activities. The Placing is conditional (amongst other things) upon the passing of the Resolutions.

The Issue Price of 67 pence per Placing Share represents a premium of approximately 14 per cent. to the closing middle market price of 59.0 pence per Ordinary Share on 2 September 2020 (being the last business day before the Ordinary Shares were suspended). Further details of the Placing are set out in paragraph 15 of this Part I.

On 20 April 2021, Catena and the Principal Insight Sellers entered into the Acquisition Agreement and Catena and each of the Minority Insight Sellers entered into the Minority Acquisition Agreements. The

consideration for the Acquisition will be satisfied by the issue of the Consideration Shares and payment of the Cash Consideration.

The Acquisition is conditional upon, *inter alia*, the Resolutions being passed at the General Meeting and on Admission. Further details on the Acquisition is set out in paragraph 14 and paragraph 12.1.2 of Part VI of this Admission Document.

Since the launch of the Company's new strategy in 2020, the Board has been focused on identifying suitable acquisition opportunities. The Board considers the proposed Acquisition to be a compelling proposition given Insight's suite of products and services which they believe offer significant opportunities for growth that can be unlocked with active management and capital investment as well as further acquisition opportunities to supplement the existing Insight business.

The Acquisition constitutes a reverse takeover pursuant to Rule 14 of the AIM Rules for Companies and as such will require the approval of Shareholders which will be sought at the General Meeting convened for 9.00 a.m. on 7 May 2021. The notice of the General Meeting is set out at the end of this Document. The Resolutions are summarised at paragraph 26 of this Part I and include several proposed changes to the Board, namely the appointment of Steve Cracknell and Warren Pearson as executive directors and Peter Rutter as an independent NED.

A Form of Proxy for use by Shareholders in order to vote at the General Meeting accompanies this Document. Shareholders will also be asked to approve certain other matters at the General Meeting in order to allow the Board to implement, *inter alia*, the Acquisition and the Placing.

Application will be made to the London Stock Exchange for the Enlarged Share Capital to be admitted to trading on AIM and trading is expected to commence in the New Ordinary Shares, and recommence in the Existing Ordinary Shares at 8.00 a.m. on 10 May 2021.

The purpose of this Document is to set out the principal terms of the Acquisition and the Placing and to explain why the Existing Directors believe that the Acquisition and the Placing are in the best interests of the Company and Shareholders as a whole and its employees and to recommend that Shareholders vote in favour of all of the Resolutions at the General Meeting. The Existing Directors intend to vote in favour of the Resolutions in respect of their beneficial holding of Ordinary Shares, comprising an aggregate number of 818,980 Ordinary Shares (being 1.92 per cent. of the Existing Share Capital).

The Resolutions are inter-conditional and consequently if any of the Resolutions are not passed, none of the Acquisition, the Placing, nor Admission will occur. Further, the Board would not proceed to change the Company's name and the Existing Ordinary Shares would continue to be admitted to trading on AIM.

The Acquisition constitutes a reverse takeover pursuant to Rule 14 of the AIM Rules for Companies and is therefore conditional, *inter alia*, upon the approval of Shareholders at the General Meeting. A reverse takeover also involves the cancellation of the Existing Ordinary Shares from trading on AIM and a new application for the Enlarged Share Capital to be admitted to trading on AIM.

Shareholders should read the whole of this Document and not just rely on the information contained in this letter. In particular, you should consider carefully the "Risk Factors" set out in Part II of this Document.

2. BACKGROUND ON INSIGHT

Insight is a data science and machine learning solutions company that provides bespoke web-based applications, advanced analytical tools and modern technology infrastructure to make machine learning accessible to investment professionals.

Insight was co-founded by Steve Cracknell and Warren Pearson who had previously worked together at Goldman Sachs in the early 2000s and then again in 2013 when they took over the running of a machine learning start-up based in Silicon Valley. On returning to London in 2017, they established Insight to develop solutions for the asset management industry.

Insight began its journey as an artificial intelligence consultancy that combined quantitative research, data engineering and machine learning to deliver bespoke analytical tools to the asset management industry. Much of the focus in the early years was on assisting clients to transition to data-driven investing strategies, supported by modern machine learning, data storage and cloud-computing capabilities. Early customers of Insight included CarVal Investors, HPS, Lodbrok Capital and a large European Family Fund.

During this period, Insight developed various product solutions for its clients enabling them to apply machine learning to optimise their investment performance, including:

- **Equity portfolio and feature optimisation:** Using a scalable cloud infrastructure and non-linear machine learning techniques, Insight enabled a large European asset manager to construct over a million sample portfolios to test their existing fundamental investment hypotheses – optimising their factor selection and fast tracking the launch of a new global equity fund.
- **Credit rating downgrade modelling:** Analysed hundreds of fundamental factors over 80 quarters and across approximately 3,000 public companies using multiple machine learning models to rank investment features most likely to predict a credit rating downgrade; the modelling resulted in a sixfold increase in predicting rating downgrades of the top versus bottom deciles.
- **RMBS portfolio arbitrage and optimisation:** Using a hyper-parameter machine learning algorithm to accelerate portfolio exploration and target tranche identification, resulted in a ten-times increase in trade flow, a 25 per cent. reduction in operating costs and improved portfolio performance.
- **Visualisation & strategy bias identification:** Intuitive data visualisations highlighted to a global equity investor, financial feature biases inherent in the fund manager's investment process: Demonstrating a regional bias toward high growth emerging markets, sectoral bias toward low debt service industries and a factor bias via unrecognised correlation between proprietary features.
- **Feature importance:** Applied machine learning to cut noise and irrelevant features from an asset manager's global equity portfolio data set, thereby reducing operational risk and focusing their research on core features in line with their stated investment aim.
- **Centralised data gateway:** Consolidated disparate and siloed data sources into an AWS cloud infrastructure, API data gateway and multi-source web application; this resulted in a 30 per cent. increase in operational efficiency and modern tech stack infrastructure.

Through this experience it became increasingly evident to Insight that the underlying challenges faced by asset managers when seeking to evolve to more data-driven business and investing strategies, could be solved through a core set of modular applications, that can be adapted to serve client specific requirements. Consequently, in late 2019, Insight made the strategic decision to focus on developing proprietary software solutions for asset managers and migrate away from pure AI consulting.

As at the date of this Document, Insight has developed five products specifically aimed at accelerating an asset manager's data science and machine learning strategy. Insig Portfolio and Insig Data are in production and currently being used by clients. Insig Docs and Exceleton are being beta tested with client data and Insig ESG will be launched and ready for use in the second quarter of 2021. As part of the development roadmap, Insight has a series of product enhancements and new features underway.

The development of these products has been guided by Insight's experience in providing data-science solutions to its clients, many of whom have already or are expected to become early users of the newly developed products.

3. INSIGHT'S PRODUCTS AND SERVICES

Asset managers have traditionally had only one viable route available to leverage AI and ML capabilities in their investment strategy and portfolio analysis: Building an experienced team of data scientists, DevOps engineers, software engineers and business strategists. This approach is not without risk and requires significant financial investment; experience in establishing and managing such a team, and time to generate commercial results.

The Insight product suite is designed to transform an asset manager's data infrastructure and ML capabilities to deliver actionable and measurable results. Specifically, the products are:

<i>Insig Portfolio</i>	A multi-asset machine learning platform designed to enhance investment strategies and portfolio interrogation
<i>Insig Data</i>	A data transformation framework that takes data from third party providers or proprietary client sources and (a) transforms it into a machine-readable format; and (b) structures and categorises the data into a client-specific data infrastructure for access via Insight or client applications
<i>Insig Docs</i>	A microservice application enabling clients to bring structure to their unstructured and siloed data through smart data extraction, tagging and storage
<i>Insig Exceleton</i>	A tool that converts complex Excel spreadsheets into Python code, enabling machine learning and other data analytics
<i>Insig ESG</i>	A tool that uses advanced NLP technology and elastic search database capabilities to compile and categorise company ESG performance metrics and material gaps. It can also apply bespoke ESG scoring frameworks to individual companies or portfolios

Insight's products and services provide the key components needed for a modern, data-driven investing strategy:

- **Data strategy development:** Assess current data availability, data-driven strategy and commercial opportunities and implementation framework;
- **Technology & cloud infrastructure:** Explore existing technology and cloud capabilities, suitability and optimisation;
- **Data ingestion:** Transform, index and structure data into a client-specific data warehouse available for Insight and other machine learning applications;
- **Machine learning and analytics:** Enable data interrogation, analysis and insights by leveraging machine learning algorithms supported by an efficient and scalable cloud computing infrastructure; and
- **Data visualisation:** Present findings in an accessible and transparent way to enable clients to achieve alpha and other commercial results.

Accordingly, Insight's products enable asset managers to:

1. accelerate their transition to a data-centric business model;
2. gain value and strategic leverage from their proprietary as well as external data through the application of cutting-edge machine learning techniques, and elastic search database and cloud computing capabilities; and
3. advance and scale their analytical potential, leading to more valuable and faster insights, and thus the potential for greater opportunities of alpha generation.

The diagram below illustrates how the Insight product suite supports an asset manager’s data-led investment strategy.



Insight’s products are customisable to multi or single asset class applications and can incorporate fundamental, market and/or alternative data sources. Importantly, Insight’s products are designed to augment an asset manager’s investing process with valuable, machine learning enabled insights, rather than seeking to supplant the investment manager.

Insig Portfolio (originally known as “Portfolio Insights”)

Insig Portfolio is a ‘data science team in a box’, enabling a client to gain the benefits of a data science and machine learning strategy from a single platform structured around a client’s investment strategy, trading data and data architecture.

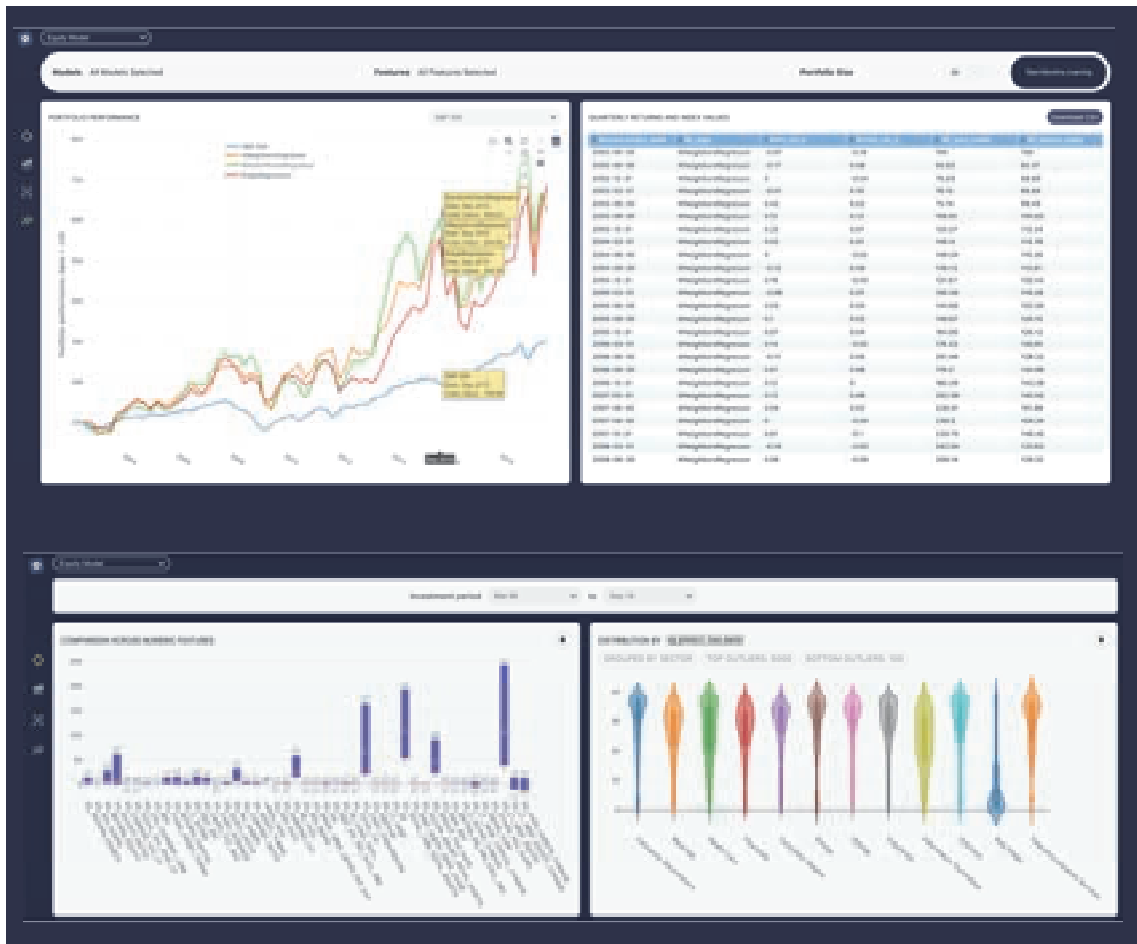
Fundamentally, Insig Portfolio is a machine learning platform specifically designed to enhance portfolio managers’ investment strategies. It uses machine learning algorithms to model complex relationships between performance targets and financial features, using both client and third-party data. This non-linear and dynamic modelling enables asset managers to make predictions and manage risk, to identify possible unintended biases in their strategies and expose portfolios to those features relevant to their specific investment strategies. Furthermore, the platform will continue to provide updated analysis against new data.

Importantly, Insig Portfolio adapts around the client, rather than requiring a client to adapt to it. Client indicators, data sets and calculations can all be integrated into the Insig Portfolio platform. Moreover, Insig Portfolio is not a machine learning “black box”. The platform has been developed to explain decisions and the resultant outcomes against relevant indices. It also incorporates manual filters enabling the fund manager, having assessed the model outputs, to make further changes to try and generate different or further portfolio out-performance and returns. Control over the composition of the portfolio therefore remains with the fund manager.

Fund managers require, *inter alia*, clear, concise and accurate information when making investment decisions. Insig Portfolio provides both summary reports as well as detailed data visualisation and exploration capabilities to facilitate the fund managers understanding and interrogation of the data.

Insig Portfolio’s insights include the following:

- **Visualisations:** Summarise key data characteristics, identify data outliers and explore data to generate new investment hypotheses through intuitive visualisations.



(Image: Insig Portfolio)

- **Machine-learning enabled multi-factor exploration:** Identify and rank features by relevance to specific investment strategies and targets; the user can then pass the most important features to a group of statistical and machine learning models to target consistent outperformance.
- **Fundamental factor interrogation:** Construct thousands of portfolios to measure the performance of selected features at various threshold levels and to test existing hypotheses;
- **Risk management:** Quantify cross-sectional and time-series feature and stock-specific exposures to manage volatility, illiquidity and concentration risks.
- **Performance attribution:** Measure the impact of top-down regional, sectoral and share specific allocation decisions on out- or under-performance against a portfolio benchmark.

Insig Portfolio is provided alongside advisory services from Insight to assist clients in data exploration and report generation via the platform and to ensure the tool adapts alongside changing client needs.

Clients are charged an annual licence fee based on the number of users and the level of functionality required.

Insight secured its first subscription for Insig Portfolio from Royal London Asset Management in March 2021 and is in active discussions with 15 other asset managers to subscribe for the platform. Further detail on Insight's current clients and pipeline of prospective clients is set out below at section 6 of this Part I.

Insig Data

Insig Data is a data transformation framework that takes data from third-party providers, proprietary client sources and Insig's own data repository and

- transforms it into a machine-readable format; and

- (b) structures and categorises the data into a client-specific data infrastructure for access via Insig or client applications.

This data framework enables the application of machine learning models and algorithms. Insig Data has been designed to be data-source agnostic and can be supplied independently from Insig Portfolio.

The core data architecture serves both historical and live data feeds. The majority of third-party market and fundamental data feeds, are not machine learning enabled. Before a client can begin any form of machine learning or algorithm development, the data needs to be cleaned, transformed and indexed. Asset managers looking to achieve similar data functionality would typically need to hire a team of data scientists to ‘clean’ and tag the data for these purposes. Insig Data enables clients to leverage their data immediately upon being granted access to the system and utilise the potential of machine learning and other data analytics.

Insig Data can capture and transform both common and diverse data sets. Therefore, in addition to core financial performance data, Insig Data can process data sources such as residential property pricing data, social media trends and the dark web.

Insig Data Service will be offered to clients on an annual licence fee structure. Licence fees will be based upon the size and complexity of the data as well as the transformation requirements. The transformed client and third-party data will remain available to the client throughout the licence period. Upon cessation of the licence, the transformed data will cease to be available to the client.

Insig Docs

Insig Docs is an application that allows clients to bring structure to their unstructured and siloed data through smart extraction, tagging and storage. It uses cutting edge OCR and text extraction technology combined with search engine and relational database infrastructure.

Insig Docs expands upon Insight’s data ingestion offering, enabling clients to access and unlock large amounts of data that are currently in document form. In combination with Insight’s other data transformation tools, a client can rapidly unlock the value of their data in any number of previously inaccessible formats. While other products exist that provide effective OCR and document extraction, Insig Docs’ solution pairs market leading smart extraction capabilities with sophisticated tagging and storage techniques to make this data immediately available to Insight and client applications for further exploration or visualisation.

Insig Docs will be available on an annual subscription basis, with individual licences provided to specific client divisions or teams based upon data extraction and categorisation requirements.

Insig Exceleton

Insig Exceleton is a tool that converts complex Excel spreadsheet formulae and references into Python code, enabling machine learning techniques and advanced analytics through the near-infinite processing capabilities of a cloud infrastructure. Insig Exceleton extracts values, formulas and dependencies to replicate complex models in a machine-learning environment. Similar to Insig Docs, Insig Exceleton accelerates clients’ transition to a modern and machine-learning enabled data-driven strategy.

Insig Exceleton will be available on an annual user fee basis.

Insig ESG

Insig ESG is a tool for developing and executing a data-led ESG investing strategy that will dynamically adapts to client or emerging ESG standards.

While a number of ESG advisory companies provide aggregated ESG scores, the scoring methodologies and data that underpin them are often opaque or the scoring methodologies not readily comparable.

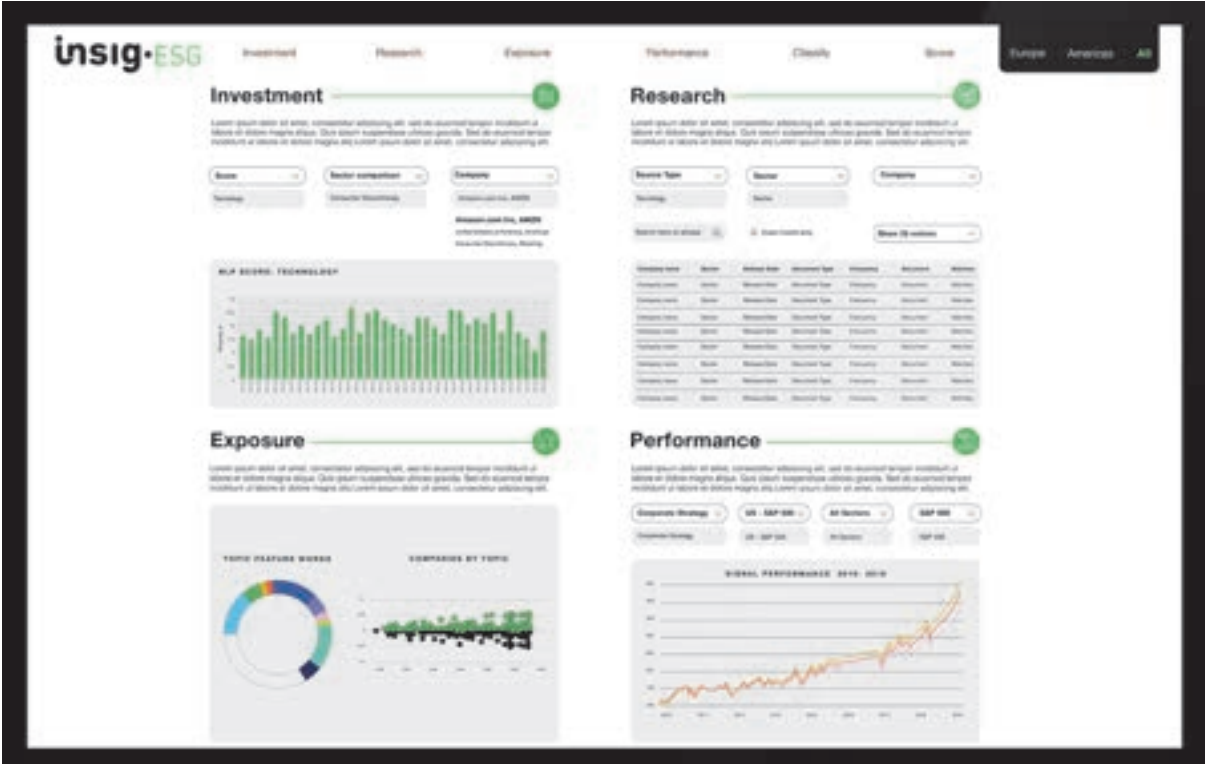
In practice, clients and individual investors place different importance on ESG constituents or emerging themes. However, even with a uniform view of ESG, the constituent data of an ESG score on an individual company requires extensive and time-consuming research and access to comparable historical data. Gaps in what is reported can further limit this research and the resultant ESG scoring; leading to an over-emphasis

on the beneficial steps companies are taking and a lack of attention to omissions. In addition to omissions, scoring can be constrained by the subjectivity of the scoring organisation.

Insig ESG is intended to solve both the scoring and research challenges by applying a data-driven strategy that utilises advances in NLP technology and elastic search database capabilities. It aims to develop client-specific ESG valuation methodologies to score individual companies against a bespoke framework. This is accomplished through access to an extensive machine-learning enabled database of company metrics, reports, transcripts and other data, which are then categorised.

Company scoring is achieved by a transparent and adaptable methodology providing clients with the ability to interrogate the conclusions and back up the results. Insig ESG’s framework metrics provide coverage against the leading ESG reporting standards while remaining agile to their anticipated evolution and client specific applications and/or component weightings.

Insig ESG is slated to be launched in the second quarter of 2021 and will be offered on an annual user fee basis with separate fees for each of the research and scoring components.



(Image: Concept design of Insig ESG)

Insig does not currently have any patents or pending patent applications in respect of any of its products.

Consultancy

Between being established in 2017 and 30 September 2020, Insig has been awarded consultancy contracts to five different clients and generated consultancy revenue of £4.5 million.

The reduction in consultancy revenue in HY-21 is a consequence of the strategic decision by Insig to move away from consultancy projects to the development of proprietary software solutions for asset managers.

4. BACKGROUND TO CATENA

Catena is an AIM listed UK based holding company, which, following the appointment of Matthew Farnum-Schneider as CEO in August 2019, refocused its strategy to acquire growing businesses operating in high growth industries.

In line with this strategy, on 2 March 2020, Catena acquired an initial 9.1 per cent. interest in the ordinary share capital of Insight.

On 3 September 2020, the Company announced that discussions had commenced with respect to Catena potentially acquiring the balance of the issued share capital of Insight not already owned by it. The proposed Acquisition was deemed to constitute a reverse takeover under the AIM Rules for Companies, resulting in the Ordinary Shares being suspended from trading on AIM pending the publication of this Document.

Sport in Schools Limited, an indirect subsidiary of Catena, operates a primary school sport coaching franchise under the trading name The Elms Sports in Schools. The Elms Sports in Schools business was significantly impacted by Covid-19 with the various UK lock downs resulting in the closure of schools. Catena took action to reduce costs and utilised various Government Covid-19 schemes including a business interruption bank loan, the job retention scheme and VAT payment deferrals. These actions enabled The Elms Sport in Schools business to continue, although this legacy business is no longer core to the new strategic direction of the Enlarged Group.

5. INDUSTRY AND MARKET OVERVIEW

Global AI spending is forecast to reach \$78 billion in 2022, representing a CAGR (2017-22) of 37 per cent. Software is expected to be both the largest and fastest growing technology category throughout this period, representing approximately 40 per cent. of all AI spending with a five-year CAGR of 43 per cent.¹ This spending growth has been driven by expectations of significant productivity gains – expected to surpass \$6.6 trillion in 2030 and contributing \$15.7 trillion to the global economy. While the benefits of the technologies are being realised across numerous sectors, many in the asset management industry have hardly begun to implement AI solutions and to capitalise on the potential analytical and profitability benefits. Data rich financial services companies in particular, stand to benefit significantly from AI and ML solutions to enhance investing strategies with data insights, gain speed and cost advantage and navigate the continuously evolving macro-economic and regulatory environments.

¹ Source: International Data Corporation (IDC) AI Systems Spending Guide (September 2018)

The operating environment for investment management firms worldwide continues to undergo sustained transformation as industry challenges intensify. Limited organic growth, volatile capital market returns, and fee and margin compression have created a more challenging context. In this shifting paradigm, technology continues to play a critical role in enabling rapid business transformation, as well as driving opportunities for efficiencies, innovation and value creation.

To date, much of the core focus of industry applications, particularly in financial services, has centred on RPA applications. This focus was motivated by the ability to rapidly implement RPA solutions and achieve efficiency gains across front, middle and back office processes. Machine learning and other data-intensive AI implementations have trailed RPA due to the need for more specialised sectoral knowledge and engineering skills as well as client integration and data integration challenges.

With traditional sources of differentiation in investment management becoming increasingly commoditised, AI is providing new opportunities which extend far beyond cost reduction and efficient operations. Many asset management firms have recognised this and are applying cognitive technologies and AI to various business functions. For example, BlackRock, the world's largest asset manager, announced in 2019 that it had set up a new centre dedicated to research in AI – the “BlackRock Lab for Artificial Intelligence” – underscoring the heightened interest among firms around how AI can transform many facets of the investment management industry.

Global AI software revenue is expected to reach \$23bn in 2020 and grow at a 41.0 per cent. CAGR to \$126.0bn by 2025, according to Statista. The market for AI in asset management is expected to reach \$8.3bn by 2026, representing a CAGR (2020-2026) of 41.1 per cent.

Asset management and AI: A perfect match

The asset management sector is well suited for the widespread adoption of AI, given the large amount of data available and the complexity of analysis. Investing is centred around predicting the future, which is highly complex. Predictions require analyses of combinations of relationships and a wide range of dynamic

data sources. Real world situations typically involve contextual and non-linear relationships, which are better captured using ML techniques that are able to handle multicollinearity (where explanatory variables are correlated). Consequently, AI and ML should provide a more accurate interpretation of the real world than linear regressions that are more commonly used by asset managers. AI can process more variables across more securities than would be possible manually, thereby providing an edge to asset managers that successfully adopt AI. Applying AI should lead to better predictions.

Deloitte identified in its report “Artificial intelligence: The next frontier for investment management firms” published in 2019 that there are four pillars for transformation:

1. **Generating alpha.** For firms seeking organic growth through outperformance, big data and alternative data offers up a world of possibilities for generating additional alpha.
2. **Enhancing operational efficiency.** Firms will continue to deploy AI and advance automation to continuously improve the efficiency of their operations. However, beyond this, firms have the opportunity to transform these traditional cost centres into AI-enabled “as a service” offerings.
3. **Improved product and content distribution.** AI can enable advisers to holistically understand investor preferences in real time, more effectively manage and tailor content, and deliver it with greater agility and speed to clients.
4. **Managing risk.** AI can bolster compliance and risk management functions, enabling firms to automate data analysis, reduce administrative activities and refocus employees’ time to higher value-add activities.

When these four pillars are augmented with AI, investment management firms can rapidly transform business models, operations and internal capabilities. Deloitte concluded that investment management firms that move early will likely stand in good stead to capitalise on these four pillars.

For example, in terms of generating alpha, asset managers have traditionally relied on linear statistical methods in Excel spreadsheets to model relationships in financial markets. However, the increase in computing power, the explosion in alternative data, advances in data storage technologies and the emergence of open-source languages such as Python have redefined the data analysis capabilities of the asset management industry.

Companies who have not adapted to new technologies and incorporated machine learning and other data analytics into their investing strategy development and portfolio analysis are becoming increasingly disadvantaged compared to their more technologically adept competitors. According to Forrester, between 60 and 73 per cent. of all data within an enterprise goes unused for analytics – representing a significant wasting asset in the asset management industry. The speed at which market strategies are evolving also increasingly support a much more dynamic and complex machine-learning supported investment strategy rather than the traditional quarterly or less frequent strategy adaptations.

Machine learning and other advanced data analytics provide a number of benefits to asset managers, including:

- Identification of asset outperformance potential by recognising trends in data;
- Data distillation – helping fund managers to make sense of large amounts of data;
- Textual sentiment analysis through sector trained NLP tools;
- Innovative solutions to respond to thematic shifts such as toward ESG investing, which is, at its core, a data validation and analysis challenge; and
- Investment bias interrogation.

Market data indicates that the AI/ML market is underpenetrated in the asset management sector. A 2019 survey of CFA charter members revealed an untapped AI market with:

- Only 10 per cent. of portfolio managers responding said they used AI or ML techniques in investment strategy and process
- 69 per cent. of portfolio managers responding said they did not use any AI or ML techniques for trading algorithms

- 75 per cent. of analysts did not use any AI or ML techniques for industry and company analysis
- 44 per cent. of analysts did not use any unstructured or alternative data for industry and company analysis

Asset managers are however increasingly recognising the transformative potential of machine learning and advanced data analytics. In a recent survey by Accenture, 65 per cent. of respondents stated they expect data science and technology development capabilities will be the most in demand qualification for asset managers in 2025, with more than 70 per cent. believing that AI will deliver the next wave of cost reductions across the industry.

The regulatory, governance and accountability environment for investment management firms worldwide also continues to evolve and intensify. Accordingly, investment management firms are needing to be able to explain how their AI systems reach certain outcomes and how the rationale for these outcomes can be explained. This places significant questions over the longer-term relevance of “black box” models where the processes that occur between the initial inputs and end outputs, cannot always be easily understood and/or summarised. In the 22nd PwC Global CEO Survey, 84 per cent. of CEO’s agreed that AI-based decisions needed to be explainable in order to be trusted.

6. SALES PIPELINE AND STRATEGY

Product Sales Pipeline

Insight’s product sales pipeline comprises two different categories:

- (1) Insight’s existing consulting clients and upsell opportunities; and
- (2) Potential clients where active discussions are taking place regarding Insight products

Beyond this, Insight maintains a larger “Business Development” list of target asset manager and other clients for whom contact is intended to be made in the coming months. As at the date of this Document, there are more than 35 additional firms shortlisted, all of with whom Insight’s management team have warm contacts.

(1) Existing clients and upsell opportunities

Clients that Insight has performed consulting projects for are a natural starting point for product targeting due to a confirmed knowledge and understanding of those firms’ data and machine learning strategies, as well as a more informed understanding of the products and solutions that they would immediately benefit from.

In addition, licensing of Insight’s products is generally “tested” by a smaller group of users within an organisation in the first instance, before being expanded across other divisions. Accordingly, it is crucial that the implementation, user and business development teams at Insight continue to be very actively engaged with these clients.

Accordingly, Insight assigns a greater than 75 per cent. probability to clients listed in this section of the sales pipeline of generating revenue in the next 12 months. As at the date of this document, Insight has five clients on this part of its sales pipeline as summarised below (albeit for commercial and confidentiality reasons their names have been anonymised):

<i>Client Name</i>	<i>Client Type</i>	<i>Notes</i>	<i>Committed Revenue (FY22)</i>	<i>Additional Targeted Revenue (FY22)</i>
Asset Manager 1	£120bn Asset Manager	Insig Portfolio and Data have been initially licenced to their global equity team. Agreed to demo more products and also to demo the Portfolio and Data products to a number of other divisions.	£55,000 p.a.	£50,000-75,000 p.a.

<i>Client Name</i>	<i>Client Type</i>	<i>Notes</i>	<i>Committed Revenue (FY22)</i>	<i>Additional Targeted Revenue (FY22)</i>
Asset Manager 2	€170bn Asset Manager	Consulting client. Expected licencee for Insig Portfolio and Data products.		£50,000-75,000 p.a.
Asset Manager 3	USD65bn Credit Asset Manager	Consulting client. Expected licencee for Insig Portfolio and Data products.		£50,000-75,000 p.a.
Asset Manager 4	USD20bn Distressed Credit Asset Manager	Consulting client. Opportunity to sell upgrades and products.		£50,000-75,000 p.a.
Asset Manager 5	USD2bn Credit Hedge Fund	Consulting client, opportunity to sell Data product.		£15,000 p.a.

(2) *Active potential clients*

This section of the sales pipeline lists potential Insight clients who have existing relationships with Insight's management team, and with whom conversations and demos of earlier versions of Insight's products have taken place, or that they have expressed a keen interest in seeing them.

These discussions are at varying stages of progress but a summary of the asset manager in question (albeit again anonymised for commercial reasons) is provided below:

<i>Prospect Name</i>	<i>Client Type</i>	<i>Sales Stage</i>	<i>Notes</i>
Prospect 1	£350bn Asset Manager	Warm Lead	Introductory meeting in Summer 2020. Prospect has requested further product overview
Prospect 2	Asset Manager and Research House	Warm Lead	Introductory meeting in December 2020. Prospect has requested product overview.
Prospect 3	CAD450bn Pension Fund Manager	Warm Lead	Extensive meetings throughout Summer 2020. Demonstration of Insig Portfolio to be arranged.
Prospect 4	USD30bn Asset Manager	Warm Lead	Several meetings in Spring/Summer 2020 specific to a data transformation challenge. Prospect interested in product overview and demonstrations.
Prospect 5	£350bn Asset Manager	Warm Lead	Several meetings with their head of AI and Chief Investment Officer (CIO). While they have established a data science team, the CIO has requested a product demo for him and other fund managers.
Prospect 6	USD100bn Asset Manager	Warm Lead	Initial meeting with AI team and expected follow up to demo products.
Prospect 7	USD3Ttr Asset Manager	Warm Lead	Prospect is open to meeting for product overview
Prospect 8	USD120bn Asset Manager	Warm Lead	Prospect is open to meeting for product overview
Prospect 9	€3bn Asset Manager	Warm Lead	Prospect would like to see a demonstration of the new features once available.
Prospect 10	USD10bn Asset Manager	Warm Lead	Prospect would like to see a demonstration once new features are available
Prospect 11	CHF3bn Asset Manager	Warm Lead	Prospect is open to meeting for product overview.

The process for conversion of a warm lead to an Insight client typically includes an initial meeting and signing of an NDA, agreement of proof of concept, onboarding of client data and subsequently a user testing period. After completion of the user testing period a statement of work is agreed, and vendor onboarding and

security commences as the final stage. This final stage is expected to be expedited once Insig has acquired ISO270001 certification.

Sales and Marketing strategy

To support the development of these sales pipelines as well as further prospects, Insight appointed Sachin Kachhla as Director of Sales in February 2021. Sachin will be responsible for building out a sales team whilst also establishing a formal sales infrastructure (including a sales CRM) at Insight. Insight expect to build out their internal sales team during 2021 and 2022.

As set out below, client attributes for Insight products, such as Insig Docs and Insig Exceleton are very broad, giving Insight further potential clients beyond the core asset management focus of Insight's other products.

<i>Products</i>	<i>Target Client Attributes</i>	<i>Market Size Indicators</i>
Portfolio Insights	Any asset manager using or wanting to use factor-based analysis for investment decisions, portfolio construction and/or risk management.	54 per cent. of asset managers would like to improve investment decisions with data, but only 13 per cent. feel they capture the value in their data 'entirely well'. ¹
Insig Data	Any firm wanting to utilise large amounts of machine-learning enabled proprietary or third party financial or alternative data. Target firms include asset managers, research houses and investment banks.	Across industries, data scientists spend over 80 per cent. of their time preparing and scrubbing data to make it fit for analytical purposes. ²
Insig Docs	Any firm needing to process, transform, index and store large amounts of unstructured data from PDF and other document formats (e.g. call transcripts, investor reports, legal documents and trade confirmations). Target firms expand beyond asset managers and include much of the financial services sector, and law firms.	50 per cent. of institutional investors plan to increase their usage of alternative data. ³
Insig Exceleton	Any firm using complex spreadsheets for portfolio modelling and financial analysis. Target firms include asset managers but also private equity, accountants and auditors.	Research has shown that 88 per cent. of complex Excel spreadsheet have errors. ⁴
Insig ESG	Any asset manager wanting to apply an ESG investment strategy.	33 per cent. of all professionally managed assets in the US (USD 17 trillion of USD 51 trillion) are with managers using ESG factors in decision making ⁵ . Global ESG assets total USD 40 trillion ⁶ . Nearly 90 per cent. of all asset managers intend to increase or include ESG characteristics in their portfolio. ⁷

1 Source: Northern Trust: <https://www.northerntrust.com/documents/articles/asset-servicing/helping-asset-managers-navigate-the-data-sea.pdf>

2 Source: Accenture - https://www.accenture.com/_acnmedia/PDF-129/Accenture-The-Power-of-Data-Driven-Asset-Management.pdf

3 Source: Greenwich Associates – <https://www.greenwich.com/blog/alternative-data-action-web-scraping>

4 Source: MarketWatch: <https://www.marketwatch.com/story/88-of-spreadsheets-have-errors-2013-04-17>

5 Source: CNBC <https://www.cnbc.com/2020/12/21/sustainable-investing-accounts-for-33percent-of-total-us-assets-under-management.html>

6 Source: Pension & Investments: <https://www.pionline.com/esg/global-esg-data-driven-assets-hit-405-trillion>

7 Source: Deloitte 2019 Asset Management Survey – <https://www2.deloitte.com/content/dam/Deloitte/lu/Documents/financial-services/IM/lu-asset-management-survey.pdf>

The senior management team of Insight has created a list of approximately 100 asset managers based in the UK and EU that fit the target criteria for the Insight products and services based on AUM and prioritised a list of approximately 35 to be contacted within the next four months from the date of this Document.

As Insight's products start to gain commercial traction with target EU and UK based asset managers, alongside an increased Sales team, Engineering and Implementation team resources, Insight intends to then more actively target the US market.

7. GROWTH STRATEGY

The Enlarged Group's growth strategy comprises a combination of seeking organic growth of Insight Group as well as acquisitions that complement the Insight Group business.

Organic growth strategy

Insight Group's organic growth strategy is centred on four key areas, namely:

Develop ESG product and additional functionality of existing products	Whilst Insight's current suite of products provide a comprehensive set of tools for asset managers to quickly adapt and apply machine learning to their business, Insight will continue to develop these as well as new products to increase their market appeal
Conversion of sales pipeline opportunities	Insight's experience with its consultancy clients has shown that engagements rapidly grow from single to multiple applications. Client experience and trust in Insight, together with the sales expertise of recently appointed Sachin Kachhla will provide confidence to the Board that the existing and proposed ESG product will gain commercial traction
Increase the number of clients	Whilst Insight's immediate focus is on converting the current sales pipeline into product sales, this will soon evolve to growing Insight's client base which is expected to be aided by the launch of additional products such as Insig ESG. In addition to Sachin Kachhla's recent appointment, Insight intends to invest significantly, for the first time, in its sales and marketing function to expand its client reach and help educate potential clients on the product and solution offering
Geographic expansion	At the appropriate time, Insight expects to expand its focus in the US asset management industry. Sachin Kachhla has worked in New York for many years and resides in the US

Acquisition strategy

Catena will continue to investigate potential acquisitions that enable Insight to broaden its product offering or accelerate its product development.

8. COMPETITIVE LANDSCAPE

Insight is not aware of it having any direct competitors. It does however have some indirect competitors who can deliver solutions that comprise elements of Insight's product. So far as Insight is aware none however, can provide a suite of tools focussed on the asset management sector as comprehensive as those developed by Insight.

These indirect competitors include market data providers, data structuring/preparation consultancies, non-industry ML data exploration and visualisation platforms, and thematic or fundamental analytics consultancies or providers.

Financial market data providers are dominated by Bloomberg, Standard & Poor's, Factset, Reuters and Refinitiv. The number of boutique alternative data providers has multiplied over the past decade, from ESG data to market sentiment data providers. The data provided by these companies, while valuable, is rarely in a machine learning enabled format and requires extensive transformation and categorisation to enable more advanced financial or NLP analytics as provided by Insig Portfolio and other products. This limits the data science functionality of the data feeds to asset managers with existing capabilities for extracting, cleansing and categorising data for machine learning.

While asset managers are consumers of data, many lack the infrastructure to store large amounts of financial data from third-party providers. Others own rich proprietary databases, but from our experience these are often under-utilised for any number of reasons, such as the intricacies associated with efficiently extracting data from complex databases. A number of companies offer enterprise-level advanced and bespoke data applications or generalised data infrastructure consulting solutions. In our opinion, while the advanced enterprise solutions may benefit the top-tier asset managers with existing, complex technology and data infrastructures, they will be cost prohibitive for most or may only deliver one element of a data science

strategy that would still require an experienced and multi-disciplinary team to achieve commercial advantage. AI and technology consultancies and solution providers do offer alternatives, however, in our experience, these are rarely optimised for the domain-specific challenges associated with financial market data and enabled for advanced analytics.

Similar to data structuring solutions, a number of companies provide machine learning enabled data exploration and visualisation platforms. While these can offer valuable tools to analyse vast and diverse datasets and in some instances sector-specific products, in our opinion most are too generalised for the specific requirements of machine-learning enabled portfolio and investment analysis.

Finally, many new analytics solutions focus on alternative data and NLP. While NLP has been a valuable addition to financial market analytics, it is most valuable when combined with fundamental data and highly trained, sector-specific NLP sentiment analysis. Tools that simplify investment research via thematic or sentiment analysis can increase efficiency but can lead to a false economy if not optimised to provide actionable intelligence that fits into a client's established investing process.

Asset managers could combine a number of different provider solutions that could replicate elements of the Insight data science offering. However, the Directors believe that it would be difficult for asset managers to achieve such an all-in-one set of modular solutions to directly address the steps required to develop a data-driven investment strategy that adapts to specific client business and investment strategies as provided by Insight.

9. KEY STRENGTHS

The Directors believe that the Enlarged Group will have the following key strengths:

High quality proprietary product offering with a defined development road map

Insight has utilised industry leading technology methods to create differentiated but accessible AI and ML tools.

Insight's suite of products has been developed to address known requirements for and demand by asset managers but importantly, can be integrated with clients' existing systems. These products transform client data infrastructure and ML capabilities delivering actionable and measurable results. Importantly, the products allow the portfolio manager to retain control and assist them in delivering their fund objectives. Insight's development road map is to continue to develop, deploy and innovate new and existing client tools.

Fully cloud enabled and scalable technology infrastructure, allowing for rapid growth

Insight's high-quality proprietary products, are all underpinned by agile and efficient deployment via cloud-based systems. Deploying infrastructure as code allows for scaling on demand and rapid growth, without the need for substantial capital expenditure.

Highly experienced and successful management team leading a multi-disciplinary team of employee owners

Insight's management team has a proven track record of building scalable production software for use by thousands of clients. Combing the rigour of best practice methods with modern technologies has enabled the repeated delivery of major production systems where results include: increased revenue, increased processing capacity, significant reduction in cost and elimination of manual human interaction (which can lead to human error).

The senior operational team of Insight are motivated to continue to achieve success and aligned with other Shareholders through their aggregate ownership of up to 22.9 per cent. of the Enlarged Share Capital following the vesting upon completion of the Acquisition of previously granted options in Insight.

Successful track record of providing quality solutions for clients

Insight has developed a level of client service that is well valued by clients, demonstrated by the fact that every single first time consultancy client has subsequently engaged Insight on further projects.

As a result of the strong relationships with existing clients they have all expressed an interest to be kept up to date with the new product launches and how they might be beneficial to them.

Insight products become a core component of client's data strategy and are not easily replaced, resulting in very high client retention and quality recurring revenue

By integrating client data and core investment features into Insight's ML platform, the resultant system and data become completely unique to that client.

Once set up, clients are immediately able to analyse and explore their own data and receive the benefit of using sophisticated machine learning algorithms, without the need to hire an expensive data science team. Importantly, the transformed client and third-party data will remain available to the client throughout the licence period. Upon cessation of the licence, the transformed data will cease to be available to the client.

Significant growth opportunities

The Directors believe that Insight has strong growth prospects both organically and through the acquisition of other businesses, including:

- Expansive target markets as asset managers are requiring, and increasingly embracing, technological change;
- Additional products, for example, ESG products, which have significant market appeal beyond asset management;
- Geographic opportunities, specifically in the US with the establishment of an office in New York; and
- Acquisition opportunities, particularly where they enable Insight to broaden its product offering or can accelerate product development.

Large, 'blue chip' clients and prospective clients

As set out in Section 6 of this Part I, Insight is currently engaged with or in active discussions with a number of large, 'blue chip' asset managers albeit initially with smaller team or divisional trials. The Directors expect the initial contracts will then be replicated and expanded across multiple teams across each client.

The Directors also believe that commercial traction amongst smaller asset managements will accelerate following adoption of Insight's products by larger 'blue chip' clients.

10. SUMMARY HISTORICAL FINANCIAL INFORMATION

The table below sets out Insight's summary audited financial information for the periods indicated, in accordance with IFRS and has been extracted from the historical financial information on Insight as set out at Part III of this Document. **In order to make a proper assessment of the financial performance of Insight's business as well as that of the Enlarged Group, Shareholders and prospective investors should read this Document as a whole and not rely on the key or summarised information in this section:**

<i>£'m</i>	<i>FY18</i>	<i>FY19</i>	<i>FY20</i>	<i>HY21</i>
Revenue	0.0	0.9	2.7	1.0
EBITDA	(0.1)	0.3	0.7	0.2
Development of internally generated intangible assets capitalised in the period	0.3	1.2	0.9	1.0
Average number of employees (including the executive directors of Insight)	6	6	9	12

Revenue generated throughout FY18 to HY21 related to consulting income. As noted in section 2 of this Part I, Insight made the strategic decision in FY20 to focus on developing proprietary software solutions for asset managers and migrate away from pure AI consulting. This, together with the impact of Covid-19, resulted in the fall in pro-rata revenue in HY21.

11. REASONS FOR THE ACQUISITION AND USE OF PROCEEDS OF THE PLACING

The Directors believe that the Acquisition represents an important step in the Group's development.

The net proceeds of the Placing will principally be used by the Company to pay the Cash Consideration and for general working capital purposes, namely investing in Insight's teams of developers, engineers and sales and marketing employees to accelerate its product and business development activities.

12. EXISTING DIRECTORS AND PROPOSED DIRECTORS

Brief biographical details of the Board are set out below:

Matthew Todd Farnum-Schneider, *Chief Executive Officer and Interim Chairman*, aged 47

Matthew is an experienced senior executive, having most recently been a Managing Director and Senior Adviser to the CEO at Credit Suisse between 2015-2019, prior to which he was Managing Director and head of corporate strategy at Prudential plc. He was a founder and inaugural Chairman of the Global Infrastructure Investor Association, which under his leadership grew to become the leading advocacy association for the infrastructure investor community representing more than 70 investors representing more than \$650 billion in assets. Between 2009-2013, Matthew served in President Obama's administration both as Director of International Economics for the White House National Security Council and as COO of the International Development Finance Corporation. Earlier in his career he structured derivative hedging solutions at Barclays Capital and the Royal Bank of Scotland and served in President Clinton's White House as a senior adviser.

Matthew has been Chief Executive Officer of Catena since 1 August 2019 and Interim Chairman since 30 March 2020.

David Hillel, *Finance Director*, aged 85 (Resigning at General Meeting)

David Hillel qualified as a chartered accountant in 1966. He was a senior partner at Auerbach Hope, chartered accountants a firm which was established for more than 45 years. From 1990-1997 he was finance director of Middlesex Holdings plc and is currently in private practice as a chartered accountant.

David has been the Finance Director of Catena since 31 December 2006.

John Christopher Murray, *Independent Non-Executive Director*, aged 56

John Murray was most recently a Managing Director at Credit Suisse acting as Senior Adviser to the CEO. He joined Credit Suisse in 2015 from Prudential plc where he served as Group Director of Communications and member of the Group Executive Committee. John was previously Director of Communications at the Financial Services Authority, a founding partner of London-based financial PR consultancy, Powerscourt Limited, and Director of Strategy and Communications at Telewest plc (now part of Virgin Media). Prior to this, John had a successful career in journalism, culminating in the position of Executive Editor of The Daily Express. John is currently a senior advisor to AIM listed activist fund, Crystal Amber Fund, alongside holding the position of Trustee for the Barbican Centre.

John was appointed as a Non-Executive Director of Catena on 27 May 2020.

David John Coldbeck, *Non-Executive Director*, aged 74 (Resigning at General Meeting)

David Coldbeck worked for HSBC Bank plc for 32 years during which time he undertook various managerial roles in Retail and Corporate Banking. His final appointment was as an Area Director in London which he held for nine years prior to his retirement in 1999. David holds other directorships in private companies.

David was appointed as a Non-Executive Director of Catena on 26 November 1999.

John Zucker, *Non-Executive Director*, aged 71 (Resigning at General Meeting)

John Zucker is a solicitor and was a founder and the managing partner of Roiter Zucker for over 30 years. He continues to practice as a consultant solicitor. John is also a trustee of a charitable trust.

John was appointed as a Non-Executive Director of Catena on 26 November 1999.

Assuming the Resolutions are passed, the following Proposed Directors will be appointed to the Board:

Steven (Steve) Wallace Cracknell, *Proposed Chief Executive Officer*, aged 46

Steve began his career with Thomson Reuters before being headhunted to work at Goldman Sachs. Steve worked at Goldman Sachs for nearly 10 years developing strategic analytical tools for use across the global investment bank, from Sales and Trading applications to front end website optimisation for clients. Steve latterly led a global team for Goldman Sachs in relation to Sales Technology before leaving in 2012 to become an entrepreneur. In 2013, Steve became CPO of Zenti, Inc., a Silicon Valley based tech-start-up focussing on big data analytics solutions, utilising human pattern recognition and machine intelligence. He subsequently relocated to California and took on the role of CEO. These products were successfully used by The United States Senate (Permanent Subcommittee for Investigation) as part of a major financial fraud investigation and the National Veterans Foundation for a Veteran Suicide Prevention campaign. Steve left Zenti in 2016 to focus on artificial intelligence and machine learning within the financial markets space, before co-founding Insight with Warren Pearson in 2017.

Warren Paul Pearson, *Proposed Chief Technical Officer*, aged 52

Warren began his career working as a programmer for the British Civil Service in 1992, before writing code in the telecoms industry and then for a series of investment banks. Moving to Goldman Sachs in 1999, he worked initially in Global Economic Research in London and subsequently for the Firmwide Internet Group in New York. His principal responsibilities were to develop and support the firm's institutional client-facing website, and to oversee the digital distribution of all client research globally. Warren left Goldman Sachs in 2011 after 12 years to pursue free-lance projects for clients including Barclays and the London Stock Exchange. In 2012, Warren joined Steve Cracknell at Zenti Inc, a Silicon Valley based tech-start-up as DevOps Engineer, strengthening the company's artificial intelligence and machine learning capabilities. In 2017, Warren co-founded Insight with Steve Cracknell and assumed the role of Chief Technical Officer, overseeing the company's software engineering proposition.

Peter Lee Rutter, *Proposed Independent Non-Executive Director*, aged 41

Peter is head of equities at Royal London Asset Management (RLAM) as well as head of the global equities team, and a senior portfolio manager with over 14 years of experience. Before joining RLAM, Peter was head of global equities at Waverton Investment Management. Prior to this, he was a partner at IronBridge Capital Management for six years, where he co-managed the £3 billion IronBridge Global Select equity strategy. Previously, he worked closely with Kenney in the global equities team at Deutsche Asset Management. Peter graduated from Christ's College, Cambridge University, with a starred double first class degree in Geography. He is a CFA charter holder and a chartered management accountant (CGMA).

13. Senior management

Key members of the Enlarged Group's senior management team are:

Ashley Michelle Humphrey, *Chief Financial Officer*, aged 34

Ashley joined Catena as Chief Financial Officer in March 2021 having previously spent the majority of her career with Aon Corporation latterly as the Head of Finance EMEA in London. She began her career with Aon in Chicago, USA, where she held the position of Financial Specialist for Global Corporate Real Estate. Ashley subsequently moved to Hong Kong to align local countries and global corporate teams across the Aon network and implement new financial structures. Following her period in Hong Kong, Ashley moved to Singapore and oversaw Aon's accounts reporting for total operating revenue of \$1bn annually. Whilst at Aon Ashley gained qualifications as a certified public accountant, certified management accountant and a chartered global management accountant.

It is expected that Ashley will be appointed to the Board within six months from Admission.

Sachin Kachhla, *Director of Sales*, aged 42

Sachin joined Insight as Director of Sales in February 2021, based in New York. Sachin's primary responsibility is to implement and accelerate Insight's sales strategy. Sachin is an experienced sales executive, most recently holding the position of Managing Director, Head of Sales for Indus Valley Partner, New York, USA. Sachin specialises in sales of financial technology for the alternative and traditional asset management space. Prior to Indus Valley Partners, he held the position of Director of Business Development Eze Software Group and brings over 20 years of experiences in sales roles.

14. THE ACQUISITION AGREEMENT, THE MINORITY ACQUISITION AGREEMENTS AND INSIGHT OPTION HOLDERS

The Company has entered into a conditional share purchase agreement dated 20 April 2021 with the Principal Insight Sellers, which provides that, upon the satisfaction of certain conditions, including Admission and the passing of the Resolutions, the Company will acquire the Insight Shares owned by the Principal Insight Sellers. The Acquisition Agreement contains warranties on the part of Steve Cracknell and Warren Pearson in favour of the Company in relation to the business, assets and taxation of Insight. In addition, the Company is giving Steven Cracknell and Warren Pearson the benefit of warranties about the business and assets of the Group.

The Company has also entered into a conditional share purchase agreement with each of the Minority Insight Sellers dated 20 April 2021. Each of these agreements is identical (other than in respect of the number of Insight Shares to be sold and the amount and form of consideration to be received) and provides that upon the satisfaction of certain conditions, including Admission and the passing of the Resolutions, the Company will acquire those Insight Shares held by that selling Minority Insight Seller. The Minority Sellers are only giving the Company warranties in respect of their title to the relevant Insight Shares and their capacity to enter into the relevant Minority Acquisition Agreement.

In addition, employees of Insight holding options over 1,375 Insight Shares under the Insight Capital Partners Limited Enterprise Management Incentive Scheme have been notified by Insight of the Acquisition and invited to exercise their options and transfer their resulting Insight Shares to the Company, conditional on Admission and the passing of the Resolutions. In return the Insight Option Holders will be entitled to receive, in aggregate, up to 7,121,976 Consideration Shares and, depending on the number of Consideration Shares that the Insight Option Holders acquire, up to £0.3 million of the Cash Consideration pursuant to the Option Exercise Documents. If the Insight Option Holders fail to exercise their options over Insight Shares then these will lapse on Admission.

15. THE PLACING

The Company is proposing to raise a total of approximately £6.1 million by way of a conditional placing by the Company of the Placing Shares, at the Issue Price with Placees.

The Placing Shares will represent approximately up to 10.0¹ per cent. of the Enlarged Share Capital at Admission.

The Placing Agreement

Pursuant to the Placing Agreement, Zeus Capital has agreed to use its reasonable endeavours to procure subscribers for the Placing Shares. The Company, the Existing Directors and the Proposed Directors have given certain warranties (and the Company has given an indemnity) to Zeus Capital, all of which are customary for this type of agreement.

The Placing, which is not underwritten, is conditional, *inter alia*, on:

- the Placing Agreement becoming unconditional and not having been terminated in accordance with its terms prior to Admission; and
- Admission occurring no later than 10 May 2021 (or such later date as Zeus Capital and the Company may agree, being no later than 31 May 2021).

The Placing Shares being subscribed for pursuant to the Placing will, on Admission, rank *pari passu* in all respects with the Existing Ordinary Shares and will participate in full for all dividends and other distributions thereafter declared, made or paid on the ordinary share capital of the Company. The Placing Shares will, immediately on and from Admission, be freely transferable.

Zeus Capital has the right under the Placing Agreement to terminate the Placing Agreement and not proceed with the Placing if, prior to Admission, certain events occur including certain force majeure events. If such

¹ Based upon the Enlarged Share Capital if the Insight Option Holders allow their options to lapse and therefore receive no Consideration Shares.

right is exercised by Zeus Capital, the Placing will lapse and any monies received in respect of the Placing will be returned to investors without interest and at investors' own risk.

Further details of the Placing Agreement (including the Adviser Warrants) are set out in paragraph 12.1.4 of Part VI of this Document.

16. LOCK-IN DEEDS

Matthew Farnum-Schneider, the Principal Insight Sellers and Mark Woodhouse have each entered into separate agreements with the Company and Zeus Capital whereby they agree not to sell any Ordinary Shares within the first 12 months of Admission, save in certain limited circumstances which include, amongst others, the acceptance of a general, partial or tender offer for the whole or part of the issued share capital of the Company in accordance with the Takeover Code and the ability to provide an irrevocable undertaking to accept such offer. In addition, Matthew Farnum-Schneider, the Principal Insight Sellers and Mark Woodhouse have agreed that any sales of Ordinary Shares between 12 and 24 months after Admission, will only be conducted through the Company's broker so as to maintain an orderly market.

On Completion, the Insight Employees are expected to enter into separate agreements with the Company and Zeus Capital whereby they agree not to sell any Ordinary Shares within the first 12 months of Admission, save in certain limited circumstances which include, amongst others, the acceptance of a general, partial or tender offer for the whole or part of the issued share capital of the Company in accordance with the Takeover Code and the ability to provide an irrevocable undertaking to accept such offer. In addition, each Insight Employee is expected to agree that any sales of Ordinary Shares between 12 and 24 months after Admission, will only be conducted through the Company's broker so as to maintain an orderly market.

Further details of the lock-in deeds are set out in paragraph 12.1.5 of Part VI of this Document.

17. ADMISSION, SETTLEMENT AND DEALING

Pursuant to Rule 14 of the AIM Rules for Companies, application will be made to the London Stock Exchange for the Existing Ordinary Shares and the New Ordinary Shares to be admitted to trading on AIM. It is expected that Admission will become effective and dealings in the Existing Ordinary Shares and the New Ordinary Shares on AIM will commence at 8.00 a.m. on 10 May 2021.

The Company's existing Ordinary Shares are already admitted to CREST. Accordingly, no further application for admission to CREST is required for the New Ordinary Shares, all of which, when issued and fully paid, may be held and transferred by means of CREST.

The New Ordinary Shares will be in registered form and will be capable of being held in either certificated or uncertificated form (i.e. in CREST). Accordingly, following Admission, settlement of transactions in the New Ordinary Shares may take place within the CREST system if a Shareholder so wishes. In respect of Shareholders who will receive New Ordinary Shares in uncertificated form, Ordinary Shares will be credited to their CREST stock accounts on 10 May 2021. Shareholders who wish to receive and retain share certificates are able to do so and share certificates representing the Ordinary Shares to be issued pursuant to the Placing are expected to be dispatched by post to such Shareholders by no later than 24 May 2021.

CREST is a paperless settlement enabling securities to be evidenced otherwise than by certificate and transferred otherwise than by written instrument in accordance with the CREST Regulations. The Articles permit the holding of Ordinary Shares in CREST.

The Ordinary Shares have the ISIN number GB00BYV31355. The Ordinary Shares are not dealt on any other recognised investment exchange and no application has been or is being made for the Ordinary Shares to be admitted to any other such exchange.

The change of name will become effective once the Registrar of Companies has issued a new certificate of incorporation on the change of name. The tradeable instrument display mnemonic ("TIDM") of the Company is expected to change to AIM:INSG shortly after the change of name has become effective.

18. THE TAKEOVER CODE AND TAKEOVER PROVISIONS

The Company is incorporated in England and its Ordinary Shares will be admitted to trading on AIM, Accordingly, the Takeover Code applies to the Company.

Under Rule 9 of the Takeover Code, any person who acquires, whether by a series of transactions over a period of time or not, an “interest” (as defined in the Takeover Code) in shares which, taken together with shares in which he is already interested or in which persons acting in concert with him are interested, carry 30 per cent. or more of the voting rights of a company which is subject to the Takeover Code, that person is normally required to make a general offer to all of the remaining shareholders to acquire their shares.

On the basis that the Concert Party will be interested in Ordinary Shares carrying not less than 30 per cent. of the voting rights in the Company but not hold Ordinary Shares carrying more than 50 per cent. of such voting rights, the acquisition by any member of the Concert Party of any interest in the Ordinary Shares which increases the percentage of Ordinary Shares carrying voting rights would give rise to an obligation upon the Concert Party to make an offer for the entire issued share capital of the Company.

An offer under Rule 9 must be in cash or be accompanied by a cash alternative and must be at the highest price paid by the person required to make the offer, or any person acting in concert with him for any interest in shares of the company in question during the 12 months prior to the announcement of the offer.

The Takeover Code defines persons “acting in concert” as comprising persons who, pursuant to an agreement or understanding (whether formal or informal), co-operate to obtain or consolidate control of a company or to frustrate the successful outcome of an offer for a company. “Control” means an interest, or interests, in shares carrying in aggregate 30 per cent. or more of the voting rights of a company, irrespective of whether such interest or interests give de facto control. A person and each of its affiliated persons will be deemed to be acting in concert with each other. There is a non-exhaustive list of persons who will be presumed to be acting in concert with other persons in the same category unless the contrary is established. This list includes:

- (a) the close relatives of a founder of a company to which the Takeover Code applies and the related trusts of any of them, all with each other; and
- (b) shareholders in a private company who sell their shares in that company in consideration for the issue of new shares in a company to which the Takeover Code applies or who, following the re-registration of that company as a public company in connection with an initial public offering or otherwise, become shareholders in a company to which the Takeover Code applies.

Accordingly, all Insight Shareholders who become shareholders in the Company will be presumed to be acting in concert due to the circumstances set out in (b) above. However, the Company’s advisers have liaised with the Panel and, based on the information available, the Company has agreed with the Panel that only the Principal Insight Sellers, Clive Mann and Mark Woodhouse (**Concert Party**) should be presumed to be acting in concert. The members of the Concert Party together will hold up to 36.6² per cent. of the Enlarged Share Capital immediately following Admission.

The Company has applied to the Panel for a waiver of Rule 9 in order to permit the Acquisition without triggering an obligation on the part of the Concert Party to make a general offer to Shareholders. The Panel has agreed to waive the obligation of the Concert Party to make a general offer for the entire issued share capital of the Company that would otherwise arise on the issue and allotment of the Consideration Shares subject to the passing by the Independent Shareholders of the Whitewash Resolution at the General Meeting. No members of the Concert Party hold Existing Ordinary Shares and, therefore, none of them are entitled to vote at the General Meeting in respect of the Whitewash Resolution.

The Rule 9 Waiver will be invalidated if any purchase of Ordinary Shares is made by any member of the Concert Party or by any person acting in concert with any of them in the period between the date of this Document and the General Meeting. No member of the Concert Party currently has any interest in or any right to subscribe for any Ordinary Shares (other than as a result of having entered into the Acquisition

² Based upon the Enlarged Share Capital if the Insight Option Holders allow their options to lapse and therefore receive no Consideration Shares.

Agreement or a Minority Acquisition Agreement (as the case may be) and no member of the Concert Party has dealt in any Ordinary Shares during the 12 month period prior to the date of this Document.

Should the Concert Party acquire any further interest in the Ordinary Shares or should any individual member of the Concert Party acquire any interest in the Ordinary Shares such that they are interested in 30 per cent. or more of the voting rights of the Company, the Panel may regard this as giving rise to an obligation upon the Concert Party or such individual member of the Concert Party (as the case may be) to make an offer for the entire issued share capital of the Company at a price no less than the highest price paid by the Concert Party or such individual member of the Concert Party in the previous 12 months. If the Resolutions are passed and the Acquisition completes, the Concert Party will not be restricted from making an offer for the entire issued share capital of the Company in the future.

Further details of the Concert Party, the relationship of each member of the Concert Party with each other and their respective holdings before and after the completion of the Proposals is set out in Part V (*Additional Takeover Code Disclosures for the Purpose of the Rule 9 Whitewash*) of this Document.

19. DIVIDEND POLICY

As Insight is in the early stages of executing its growth plan, the Directors intend to retain any future earnings for the foreseeable future to finance the growth of the Enlarged Group and to provide capital growth for Shareholders. The Directors will however consider the payment of dividends when it becomes commercially prudent to do so in accordance with applicable laws and subject always to the Enlarged Group having sufficient cash and distributable reserves for this purpose, although no assurance can be given that any such dividend can or will be paid or as to the amount thereof.

20. SHARE INCENTIVE SCHEME

The Directors recognise the importance of ensuring that employees of the Enlarged Group are effectively and appropriately incentivised and their interests aligned with the Company. Similarly, the Directors believe that the ongoing success of the Enlarged Group depends to a high degree on retaining and incentivising the performance of key members of the senior management and Directors. Accordingly, the EMI Scheme will be adopted following Admission which allows for the grant of share options and aligns the interests of senior management and the broader employee workforce with those of the Shareholders. As at the date of this Document the Company also has an unapproved share option plan in the form of the Unapproved Plan.

Further details of these incentive schemes are included at paragraph 15 of Part VI of the Document.

In recognition of the role that Matthew Farnum-Schneider has and will play in the success of implementing the strategy of the Enlarged Group, it is the intention of the Board to enter into an agreement post Admission to amend his existing options (described in paragraph 9.2 of Part VI) including a potential grant of new options to better reflect his contribution to the business and align his interests with that of the other executive directors of the Enlarged Group. Such an amendment or further award will require the approval of the Remuneration Committee and the Board.

21. TAXATION

Information regarding taxation is set out in paragraph 21 of Part VI of this Document. These details are intended only as a general guide to the current tax position in the UK.

If an investor is in any doubt as to his or her tax position or is subject to tax in a jurisdiction other than the UK, he or she should consult his or her own independent financial adviser immediately.

22. CORPORATE GOVERNANCE

Overview

The Directors acknowledge the importance of high standards of corporate governance and the Company has adopted the Corporate Governance Code for small and mid-sized companies published by the QCA in April 2018. The QCA Code sets out a standard of minimum best practice for small and mid-size quoted companies, particularly AIM companies.

Immediately following Admission, and assuming that all of the Resolutions are passed, the Board will comprise five directors, three of whom shall be executive directors and two of whom shall be non-executive directors, reflecting a blend of different experience and backgrounds. It is expected that Ashley Humphrey will be appointed to the Board within six months from Admission.

The Board consider that each of the Non-Executive Directors are independent having taken into account their shareholdings, length of service and their separation from the day-to-day running of the business.

The Board intends to meet regularly to consider strategy, performance and the framework of internal controls. To enable the Board to discharge its duties, all directors will receive appropriate and timely information. Briefing papers will be distributed to all directors in advance of Board meetings. All directors will have access to the advice and services of the Chief Financial Officer, who will be responsible for ensuring that the Board procedures are followed and that applicable rules and regulations are complied with. In addition, procedures will be in place to enable the directors to obtain independent professional advice in the furtherance of their duties, if necessary, at the Company's expense.

The Company has detailed on its website how it complies with the QCA Code as well as explanations for any departures from the QCA Code. The Board will review this information annually in accordance with the requirements of Rule 26 of the AIM Rules for Companies.

Committees

The Company will, upon Admission, have established Audit and Risk and Remuneration Committees.

Audit and Risk Committee

The Audit and Risk Committee will have primary responsibility for monitoring the quality of internal controls and ensuring that the financial performance of the Enlarged Group is properly measured and reported on. It will receive and review reports from the Company's management and auditors relating to the interim and annual accounts and the accounting and internal control systems in use throughout the Enlarged Group.

In accordance with the requirements of the QCA Code, the Audit and Risk Committee is made up of two members, both of whom are independent Non-Executive Directors. The Audit and Risk Committee will be chaired by Peter Rutter and the other member will be John Murray. The Audit and Risk Committee will normally meet at least three times a year at appropriate times in the reporting and audit cycle.

Remuneration Committee

The Remuneration Committee will review the performance of the Executive Directors and senior management and make recommendations to the Board on matters relating to their remuneration and terms of service. The Remuneration Committee is made up of two members, each of whom are independent Non-Executive Directors. The Remuneration Committee is chaired by John Murray and its other member will be Peter Rutter. The Remuneration Committee will normally meet at least two times a year.

Nomination Committee

The Company considers that, at this stage of its development and given the current size of its Board, it is not necessary to establish a formal nominations committee. This position will be reviewed on a regular basis by the Directors.

23. ESG

The Board recognise the importance of doing business responsibly and reducing any adverse impacts of its operations on the environment. Post completion of the proposed Acquisition, the Board intend that ESG will be a permanent agenda item for meetings of the Board.

When approaching the conduct of its business and operations, the Enlarged Group will continue to seek to emphasise its commitment to sustainable resources, eliminating waste, enhancement of employee wellbeing, commitment to people, equal opportunities and operating ethically across the various jurisdictions in which it operates.

24. SHARE DEALING CODE

The Company has adopted a share dealing code for the Directors and certain other employees of the Enlarged Group which is appropriate for a company whose shares are admitted to trading on AIM in compliance with Rule 21 of the AIM Rules for Companies and with MAR. The Company will take all reasonable steps to ensure compliance by the Directors and any relevant employees.

25. ANTI-BRIBERY AND CORRUPTION POLICY

The Company has adopted an anti-bribery and corruption policy and also implemented appropriate procedures to ensure that the Directors, employees and consultants of the Enlarged Group comply with the UK Bribery Act 2010. It generally sets out their responsibilities in observing and upholding a zero-tolerance position on bribery and corruption as well as providing guidance to those working for the Enlarged Group on how to recognise and deal with bribery and corruption issues and the potential consequences. The Company expects all of the Enlarged Group's employees, contractors and consultants to conduct their day-to-day business activities in a fair, honest and ethical manner, be aware of and refer to this policy in all of their business activities worldwide and to conduct business on the Company's behalf in compliance with it, in terms of both the letter and the spirit of the policy and applicable laws.

26. GENERAL MEETING

The Notice of General Meeting convening a general meeting of the Company, to be held at 9.00 a.m. on 7 May 2021 at 23 King Street, London SW1Y 6QY is set out at the end of this Document. At the General Meeting, the following resolutions will be proposed:

- Resolution 1:** under Rule 9 of the Takeover Code, the Concert Party would normally be obliged to make an offer to all Shareholders (other than the Concert Party) to acquire their Ordinary Shares for cash. The Panel has agreed to waive this obligation, subject to the approval of the Independent Shareholders on a poll vote of the Whitewash Resolution at the General Meeting. Accordingly, Resolution 1 is an ordinary resolution to approve the waiver granted by the Panel;
- Resolution 2:** to approve the Acquisition, as required by Rule 14 of the AIM Rules;
- Resolution 3:** to appoint Steven Cracknell as a director of the Company with effect from Admission;
- Resolution 4:** to appoint Warren Pearson as a director of the Company with effect from Admission;
- Resolution 5:** to appoint Peter Rutter as a director of the Company with effect from Admission;
- Resolution 6:** to authorise the Directors to: (i) allot the Consideration Shares; (ii) allot new Ordinary Shares in connection with the Placing; and (iii) allot new Ordinary Shares in connection with the Adviser Warrants up to a maximum aggregate nominal value of £548,803.43 (representing approximately 55.4³ per cent. of the Enlarged Share Capital) in each case in accordance with section 551 of the Act;
- Resolution 7:** to empower the Directors, pursuant to sections 570 and 571 of the Act, to allot new Ordinary Shares for cash up to a maximum aggregate nominal value of £548,803.43 (representing approximately 55.4³ per cent. of the Enlarged Share Capital) on a non pre-emptive basis provided that this power shall be limited to: (i) the allotment of the Consideration Shares; (ii) the allotment of new Ordinary Shares in connection with the Placing; and (iii) the allotment of new Ordinary Shares in connection with the Adviser Warrants; and
- Resolution 8:** to change the name of the Company to 'Insig AI plc.'

Resolutions 1 to 6 above will be proposed as ordinary resolutions whilst Resolutions 7 and 8 above will be proposed as special resolutions. The authority granted by Resolutions 6 and 7 above will expire on 7 May 2022 or, if earlier, at the conclusion of the Company's next annual general meeting. The Resolutions are inter-conditional and so, if one of them is not passed at the General Meeting, none of them will be deemed to have been passed.

³ Based upon the Enlarged Share Capital if the Insight Option Holders exercised their maximum entitlement to Consideration Shares.

For the purposes of section 571(6)(c) of the Act, the amount to be paid to the Company on the allotment of the Consideration Shares, the Placing Shares and any new Ordinary Shares allotted pursuant to the exercise of the Adviser Warrants has been agreed by the Company with the relevant parties in each case following commercial negotiations and on an arm's length basis.

In addition, the Notice of General Meeting includes the following resolution numbered 9 which is conditional upon the passing of Resolutions 1 to 8, which is an ordinary resolution as follows:

Resolution 9: to authorise the Company to make the following payments for loss of office to the following Existing Directors:

- (a) £15,000 to David Hillel;
- (b) £10,000 to John Zucker; and
- (c) £10,000 to David Coldbeck.

The above payments require approval from Shareholders under section 217 of the Act and further details about these payments are set out in paragraph 10 of Part VI of this Document.

27. ACTION TO BE TAKEN BY SHAREHOLDERS

In light of the current and anticipated public health guidelines and in order to protect the health and safety of the Company's stakeholders and the wider community, the General Meeting will be held as a closed meeting and Shareholders will not be allowed to attend in person. The Company will arrange for the minimum necessary quorum to be in attendance so that the meeting is able to conduct its business. Anyone seeking to attend the General Meeting in person (beyond the two persons designated by the Board as being necessary to form a quorum) will be refused entry.

The Company strongly encourages all Shareholders to submit Forms of Proxy appointing the Chairman of the General Meeting as proxy.

Accordingly, a Form of Proxy is enclosed for use by Shareholders and all Shareholders are requested to complete, sign and return the Form of Proxy to the Company's registrar, Share Registrars Limited, Proxy Department, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR as soon as possible but in any event so as to arrive not less than 48 hours before the time appointed for the General Meeting. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting (and any adjournment thereof) by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.

Further details for Shareholders on how to vote can be found in the Notice of General Meeting and the Form of Proxy.

28. RECOMMENDATIONS AND VOTING INTENTIONS

The Existing Directors, who have been so advised by Zeus Capital, consider the Proposals to be fair and reasonable and in the best interests of the Company and the Independent Shareholders as a whole. In providing advice to the Existing Directors, Zeus Capital has taken into account the Existing Directors' commercial assessments. The Existing Directors unanimously recommend that Independent Shareholders vote in favour of the Whitewash Resolution as the Existing Directors intend to do, or procure, in respect of the 818,980 Ordinary Shares beneficially owned by them in aggregate representing approximately 1.92 per cent. of the Existing Share Capital.

The Existing Directors consider that the Resolutions numbered 2 to 8 to be proposed at the General Meeting are in the best interests of the Company and its Shareholders as a whole. The Existing Directors unanimously recommend that Shareholders vote in favour of the Resolutions numbered 2 to 8 as they intend to do, or procure, in respect of the 818,980 Ordinary Shares beneficially owned by them in aggregate representing approximately 1.92 per cent. of the Existing Share Capital.

The Existing Directors, other than David Hillel, John Zucker and David Coldbeck, unanimously recommend that Shareholders vote in favour of resolution number 9 as they intend to do, or procure, in respect of the 140,000 Ordinary Shares beneficially owned by them in aggregate representing approximately 0.33 per cent. of the Existing Share Capital.

In addition, Richard Bernstein who is beneficially interested in 11,721,000 Ordinary Shares, has indicated his intention to vote in favour of the Resolutions numbered 2 to 8 and to also vote in favour of resolution number 9. Richard Bernstein is not entitled to vote for the Whitewash Resolution because he is not considered to be an Independent Shareholder.

Yours faithfully

Matthew Farnum-Schneider

Chairman, for and on behalf of the Board

Catena Group plc

PART II

RISK FACTORS

An investment in the Company is subject to a number of risks. Accordingly, prospective investors should carefully consider the risk factors associated with any investment in the Ordinary Shares, the Enlarged Group's business and the industry in which it operates, together with all other information contained in this Document including, in particular, the risk factors described below.

The Directors consider the following risks to be the most significant in relation to a potential investment in the Company and should be carefully considered, together with all the information contained in this Document, prior to making any investment decision in respect of the Ordinary Shares. The list below is not exhaustive, nor is it an explanation of all the risk factors involved in investing in the Company. If any of the events described in the following risks actually occur, the Enlarged Group's business, financial condition and financial performance could be materially adversely affected. In such circumstances, the price of the Ordinary Shares may decline and investors could lose all or part of their investment.

It should be noted that the risks described below are not the only risks faced by the Enlarged Group and there may be additional risks that the Directors currently consider not to be material or of which they are currently not aware. These additional risks and uncertainties may individually or cumulatively also have a material adverse effect on the Enlarged Group's business, operating results and/or financial condition and, if any such risk should occur, the price of the Ordinary Shares may decline and investors could lose all or part of their investment.

An investment in the Ordinary Shares involves complex financial risks and is suitable only for investors (either alone or in conjunction with an appropriate financial or other adviser) who are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. Prospective investors should carefully consider whether an investment in the Ordinary Shares is suitable for them in the light of the information in this Document and their personal circumstances.

RISKS RELATING TO INSIGHT

Customer concentration

Insight's business is dependent on certain key customers who may seek lower prices or may reduce their demand for the software or services of Insight. The relationship of Insight with its key customers could be materially adversely affected by a number of factors, including a decision by a key customer to diversify or change how, or from whom, they source the software or services currently provided by Insight, an inability to agree on mutually acceptable pricing terms with any one of its key customers or a significant dispute with or between Insight and one of its key customers. If Insight's commercial relationship with any of its key customers terminates for any reason, or if one of its key customers significantly reduces its business with Insight and Insight is unable to enter into similar relationships with other customers on a timely basis, or at all, Insight's business, its results of operations and/or its financial condition could be materially adversely affected.

IP rights and know-how of employees

The commercial success of the Enlarged Group depends in part on its ability to protect its intellectual property rights, its brand, and to preserve the confidentiality of its own know-how and business information (IPRs). Currently, the principal IPRs of Insight are know-how in the processes, techniques and technology that it has developed and copyright in the software it has created. Although employees and sub-contractors of Insight, who work with and create Insight's know-how and products, are asked to enter into contracts with Insight to protect Insight's confidential information, due to the unregistrable nature of confidential information (including know-how) there are only limited measures that Insight can put in place to protect this type of IPR. In addition, where software is based on open source software, it is possible that third parties may independently develop the same software. Whilst copyright can protect source code insofar as it is original, it will not protect against a third party who independently creates software that has the same functions.

Despite precautions taken by Insight to protect its IPRs, unauthorised parties may attempt to copy, obtain or use Insight's know-how, software and the technology that it has developed. This could cause Insight to incur significant unbudgeted costs in defending its rights and could be time-consuming for Insight and its management. Following Completion, the Enlarged Group intends to undertake a full review of its IPRs and to further consider steps it might be entitled to take to protect the IPRs from unauthorised use by third parties, including to register rights that may be registrable. There is no guarantee that this review will result in any additional measures being put in place to protect Insight's IPRs. In any event Insight's IPRs may not provide sufficiently meaningful commercial protection for its products or IPRs. No assurance is given that the Enlarged Group will be able to protect and preserve Insight's IPRs or to exclude competitors who develop and sell similar products.

Any IPRs, whether or not registered, owned and/or used by Insight in the course of its business or in respect of which Insight believes it has rights, may be prejudiced and/or open to challenge by third parties (including where such third parties have or claim to have pre-existing rights). While the Directors believe Insight has taken precautions, they cannot guarantee that any action or inaction by Insight will not inadvertently infringe and has not already infringed the IPRs of others. There can be no assurance that Insight will not receive communications from third parties asserting that Insight's IPRs infringe or may infringe their proprietary rights. In any such case, Insight may be prevented from using such IPRs or may be required to commence or join in litigation to protect its IPRs. Any such claims, with or without merit, could be time-consuming and may result in costly litigation and the diversion of management time. Any infringement by Insight of the IPRs of others may have a material adverse effect on Insight and the Enlarged Group's reputation, business, prospects, results of operation and financial condition. Insight may not be able to effectively detect and prevent any infringement of its IPRs by third parties.

Dependence on key personnel

Insight depends on its senior management team. If Insight is unable to retain its current personnel and hire additional personnel with the requisite skills and experience, its ability to implement its growth strategy and compete in its industry could be harmed. Insight's future growth and success depends, in part, upon the leadership and performance of its management team, many of whom have significant experience in the technology sector and would be difficult to replace. In particular, Insight is highly dependent on the continued services of Steve Cracknell and Warren Pearson and other key employees, including technical personnel. Competition for employees with the particular skill sets Insight requires is intense. The loss of executive officers or other key employees, the inability to recruit sufficiently qualified personnel, or the inability to replace departing employees in a timely manner could have a material adverse effect on Insight's ability to run its business and, accordingly, on its financial condition and operating results.

The operation of Insight is largely dependent upon the continuing employment and provision of services by certain key executives and personnel for its success. The future results of Insight depend significantly upon the efforts and expertise of such individuals. While Insight may enter into employment contracts with those persons the loss of service of any key management personnel could have a material adverse effect on the business of the Insight and the retention of their services cannot be guaranteed. In addition, Insight may find it difficult to recruit new executives and employees. The business may suffer if Insight fails to attract, employ and retain the necessary skilled and experienced personnel.

Growth plans may place strain on management and operations

Expansion of Insight's business may place additional demands on Insight and the Enlarged Group's management, administrative and technical resources and marketing capabilities, and may require additional working capital. Insight's future growth and prospects will depend on its ability to manage this growth, including the retention of existing employees whilst recruiting and integrating further suitably qualified and experienced individuals, successfully launching new products and upgrades on a timely basis and sufficiency of demand for Insight's products.

Customer introductions

Insight has grown its business since 2017 in part by the use of introductions to prospective customers from Insight Shareholders and other contacts of the Insight Group (**Introducers**). The Enlarged Group aims to utilise these past introductions and benefit from new introductions to generate revenue following Admission. There is no guarantee that customers from past introductions will continue to generate revenue for the Enlarged Group nor that new introductions will be made by Introducers following Admission.

Some of the past introductions have resulted in the payment of commissions by Insight or the issue of Insight Shares to the relevant Introducers. Historically, the arrangements with Introducers have not been set out in writing and, as a result, some of the terms are uncertain and could be challenged. As soon as practicable after Admission, the New Board will endeavour to formalise all these historic commission arrangements

Failures in systems and controls

Insight's business relies on the continued and uninterrupted performance of its software. Sustained or repeated system failures of its software and hardware infrastructures, which interrupt its ability to deliver its tools quickly and accurately could significantly reduce the attractiveness of its solution to investment professionals, therefore reducing its revenue and affect its reputation. Cyber-attacks, such as denial-of-service attacks, or other breaches of network or IT security, natural disasters, malicious human acts, telecommunications failures, power outages, terrorist acts or acts of war may cause equipment failures or disrupt Insight's systems and operations. Insight may be subject to sustained or repeated attempts to breach the security of its networks and IT infrastructure through cyber-attacks, malware, computer viruses and other means of unauthorised access. Any steps taken to increase the reliability and redundancy of its systems may be expensive and may not prevent system failures. A failure to protect the privacy of client and employee confidential data against breaches of network or IT security could damage Insight's reputation.

Quality of the product / service and reputation of Insight

Insight's reputation, in terms of the service it provides, the way in which it conducts its business and the financial results which it achieves, are central to Insight's future success. Insight's products and the software and algorithms on which they are based are complex and may contain undetected defects when first introduced, and problems may be discovered from time to time in existing, new or enhanced products. Undetected defects could damage Insight's reputation, ultimately leading to an increase in Insight's costs or reduction in its revenues. Other issues that may give rise to reputational risk include, but are not limited to, money-laundering, bribery and corruption, factually incorrect reporting, staff difficulties, fraud (including on the part of customers), technological delays or malfunctions, the inability to respond to a disaster, privacy, record-keeping, sales and trading practices, or the credit, liquidity and market risks inherent in Insight's business. Also, failure to meet the expectations of Insight's clients, consultants, employees and shareholders and other business partners may have a material adverse effect on Insight's reputation.

Data privacy breaches

Whilst Insight strives to protect the security of its systems, there can be no guarantee that Insight's security measures in relation to its computer, communication, information and physical filing systems will protect Insight from all potential breaches of security. Any such breach of security could have an adverse effect on Insight's business, reputation, results of operations and/or financial condition. As well as risk of unauthorised access to or disclosure of confidential or sensitive information, security breaches could lead to liability under data protection laws if personal data is affected.

Insight is required to comply with applicable data protection and privacy laws; these govern the collection, use and protection of personal data. In the UK this includes the UK General Data Protection Regulation (**UK GDPR**) and the Data Protection Act 2018. There is a risk that personal data could be processed in breach of data protection laws or be unlawfully accessed or lost.

Whilst Insight endeavours to comply with all applicable laws, regulations, policies and legal obligations relating to privacy and data protection, data protection is an ongoing project for Insight. Insight has begun a review of its privacy and data protection compliance and intends to implement any recommendations made as a result of such review. However, as at the date of this Document, this review has not yet been concluded. Implementation of any new privacy and data protection policies by Insight may not prevent any legal or administrative action for breach which has arisen before the new policies and procedures are put in place.

Failure to comply with the UK GDPR and the Data Protection Act 2018 may result in fines of up to the greater of £17.5 million or 4 per cent. of total worldwide annual turnover of the preceding financial year. It can result in action by individuals and other third parties to enforce their rights, and investigations and enforcement action by the Information Commissioner's Office. Action by the Information Commissioner's Office is usually made public. Such failure (or any perceived failure) may have a material adverse effect on

Insight's business, operations, and financial condition as well as its reputation and relationship with its customers (including risk of an adverse effect to its goodwill).

Further, if organisations are subject to the EU General Data Protection Regulation ((EU) 2016/679) **(EU GDPR)** there is also the risk of substantial fines under the EU GDPR (up to the greater of €20 million or 4 per cent. of total worldwide annual turnover of the preceding financial year) and enforcement action by EU supervisory authorities. Such action may be in addition to any action taken by the Information Commissioner's Office in the UK.

Information technology ("IT") / cyber security breaches

Insight relies on IT systems to conduct its operations. Accordingly, Insight and its software are at risk from cyber-attacks. Cyber-attacks can result from deliberate attacks or unintentional events and may include (but are not limited to) third parties gaining unauthorised access to Insight's software for the purpose of misappropriating financial assets, IP or sensitive information, corrupting data, or causing operational disruption. If Insight suffers from a cyber-attack, whether by a third party or insider, it may incur significant costs and suffer other negative consequences, such as remediation costs (including liability for stolen assets or information) and repairing any damage caused to Insight's network infrastructure and systems. Insight may also suffer reputational damage and loss of investor confidence. If Insight suffers a cyber-attack, this could expose Insight and the Enlarged Group to potential financial and reputational harm.

Requirement for future R&D / investment and availability of working capital given current cash burn of business

Insight's long-term growth and profitability is dependent on its ability to develop and successfully launch and market new products. Insight's revenues and market share may suffer if it is unable to successfully introduce new products in a timely fashion or if any new or enhanced products or services are introduced by its competitors that its customers find more advanced and/or better suited to their needs. In order to remain competitive, Insight must continually update its software. The process of updating its software could result in increased costs, resulting in increased pressure on working capital given the current cash burn of Insight. Therefore, additional investment in R&D may adversely affect Insight's operating results and financial performance.

Competition from new / incumbent players

Insight is primarily focused on the financial services sector which is in itself highly competitive. Whilst Insight believe their current and future suite of products will be highly valued by certain financial services companies, other software development companies may look to enter the market with competing technologies. Increased competition and unanticipated actions by competitors or customers could lead to an adverse effect on results and hinder Insight's growth potential. This could result from: customer pressure on sales volumes or margins; the loss of customers due to service or pricing issues; increased price competition; or unforeseen changes in the competitive landscape due to the introduction of disruptive technologies or changes in routes to market.

Large tech businesses could invest heavily in the space

Although the Directors believe that significant barriers to entry exist in the markets in which Insight operates, including for example the technical skill and expertise required to develop its technology, Insight may face an increasing amount of competition, especially from larger and more established technology companies. Competitors may seek to develop software which more successfully competes with Insight's current software and services and they may also adopt more aggressive pricing models. This may have a negative impact on sales volumes or profit margins achieved by Insight in the future. Insight would also face an increase in competition if its competitors adopted but further developed Insight's software or if there were new entrants to the market with comparable or competitively superior technology.

Overexposure to one end market

The majority of Insight's revenue is generated from within the financial services sector. A crisis in the financial services sector could reduce revenue significantly and have a negative impact on Insight's financial condition, operating results and prospects.

Market / customer acceptance / adoption of new technology – market education around ML and AI capabilities and implementation

A large proportion of Insight's target market still uses traditional systems relying on human driven activities for the major part of their operations. The Directors believe that the market needs further education on the virtues of its ML and AI capabilities, and on how to integrate these into their current operations. Potential customers may continue to favour more traditional methodologies and/or be cautious about investing in Insight's software due to a lack of education as to how it operates. Failure by Insight to bring about a change in the market's readiness to accept a new technology will lead to slower than projected growth in Insight's revenues and profits.

Product development challenges (both prioritisation of products developed and delays in their development)

Insight's long-term growth and profitability is dependent on its ability to develop and successfully launch and market new products. Insight's revenues and market share may suffer if it is unable to successfully introduce new products in a timely fashion or if any new or enhanced products or services are introduced by its competitors that its customers find more advanced and/or better suited to their needs. While Insight continuously invests in R&D to develop products in line with customer demand and expectations, if it is not able to keep pace with product development and technological advances, including shifts in technology in the markets in which it operates, or to meet customer demands, this could have a material adverse effect on Insight's business, results of operations, financial condition and prospects.

RISKS RELATING TO THE COMPANY'S EXISTING BUSINESS

Covid-19 resulting in school closures (affecting its Sports In Schools business)

The Covid-19 pandemic has detrimentally impacted the Company's existing operations in the UK, specifically its investment in Sports In Schools Ltd which was adversely impacted by the closure of schools in the UK. Should Covid-19, a variant thereof, or any other such illness result in further lockdowns of the UK and closure of schools, Sports in Schools Ltd may suffer loss including, but not limited to, loss of personnel, loss of access to resources, loss of contractors, loss of ability to attract and retain personnel, loss of revenue and an adverse impact on the share price of the Company.

RISKS RELATING TO THE COMPANY'S ACQUISITION STRATEGY

The Company's ability to complete the Acquisition and any future acquisitions will be key to its success. Although the Company has entered into the Acquisition Agreement and the Minority Acquisition Agreements, there can be no guarantee that the conditions to completion of the Acquisition will be satisfied. For example, if Insight is subject to a material adverse change prior to Admission then it may not be possible to complete the Acquisition. If the Company cannot complete the Acquisition, the value of the Company and its prospects for growth may be materially adversely affected.

Moreover, the Company's strategy includes the potential for it to make further acquisitions of other complementary businesses following Admission. There can be no guarantee that the Company will successfully identify any companies or businesses meeting the objectives outlined in this Document or that it will be able to complete an acquisition where an opportunity has been identified and, as a result, resources may be expended on investigative work and due diligence which does not result in the completion of any such acquisition. Also, whilst it is the Company's intention, where appropriate, to issue Ordinary Shares as consideration for the acquisition of target businesses, the vendors of such businesses may not be prepared to accept this form of consideration.

Due diligence performed in connection with potential acquisitions

Part of the Company's growth strategy is to make appropriate acquisitions to complement or enhance the Company's capabilities, industries or geographical coverage. Prior to making or proposing any acquisition, the Company intends to undertake due diligence on potential targets to a level considered reasonable and appropriate by the Company on a case by case basis. However, these efforts may not reveal all the facts or circumstances that would have a material adverse effect upon the Company (if such acquisition were to proceed to completion). In undertaking due diligence, the Company will need to utilise its own resources and may be required to rely upon third parties to conduct certain aspects of the due diligence process. Any due diligence process involves subjective analysis and there can be no assurance that due diligence will

reveal all material issues related to a potential investment. Any failure to reveal all material facts or circumstances relating to a potential investment may have a material adverse effect on the business, financial condition, results of operations and prospects of the Enlarged Group (if such investment were to proceed to completion).

Costs incurred for transactions that may ultimately be unsuccessful

There is a risk that the Enlarged Group may incur substantial legal, financial and advisory expenses arising from unsuccessful transactions which may include public offer and transaction documentation, legal, accounting and other due diligence which could have a material adverse effect on the business, financial condition, results of operations and prospects of the Enlarged Group.

Integration of future acquisitions

The Company's strategy, which includes potential future acquisitions of businesses, presents a number of implementation risks including how the acquired businesses will perform as part of the Enlarged Group, the assimilation of new technologies and personnel, unforeseen and/or hidden liabilities, the diversion of management attention and resources from the Enlarged Group's existing businesses and the inability to generate sufficient revenues to offset the costs and expenses associated with potential future acquisitions.

RISKS RELATING TO THE ORDINARY SHARES AND THEIR TRADING ON AIM

Trading and performance of Ordinary Shares

The AIM Rules are less demanding than those of the Premium Segment of the Official List and an investment in a company whose shares are traded on AIM is likely to carry a higher risk than an investment in a company whose shares are admitted to the Premium Segment of the Official List. It may be more difficult for investors to realise their investment in a company whose shares are traded on AIM than to realise an investment in a company whose shares are admitted to the Premium Segment of the Official List. The share price of publicly traded early stage companies can be highly volatile. The price at which the Ordinary Shares will be traded and the price at which investors may realise these investments will be influenced by a large number of factors, some specific to the Enlarged Group and its operations and some which may affect quoted companies generally. The value of Ordinary Shares will be dependent upon the success of the operational activities undertaken by the Enlarged Group and prospective investors should be aware that the value of the Ordinary Shares can go down as well as up. Furthermore, there is no guarantee that the market price of an Ordinary Share will accurately reflect its underlying value.

Market in the Ordinary Shares

The share price of publicly quoted companies can be highly volatile and shareholdings illiquid. The market price of the Ordinary Shares may be subject to wide fluctuations in response to many factors, some specific to the Company and its operations and others to AIM in general including, but not limited to, variations in the operating results of the Enlarged Group, divergence in financial results from analysts' expectations, changes in earnings estimates by stock market analysts, large purchases or sales of Ordinary Shares, liquidity (or absence of liquidity) in the Ordinary Shares, currency fluctuations, legislative or regulatory changes as well as general economic and political conditions. The trading of the Ordinary Shares on AIM should not be taken as implying that there will be a liquid market for the Ordinary Shares and there is no guarantee that an active market will develop or be sustained after Admission. It may be more difficult for an investor to realise his investment in the Company than in a company whose shares are quoted on the Official List.

In addition, if the stock market in general experiences loss of investor confidence, the market price of the Ordinary Shares could decline for reasons unrelated to the Enlarged Group's business, financial condition or operating results. The market price of the Ordinary Shares might also decline in reaction to events that affect other companies in the industry, even if such events do not directly affect the Enlarged Group. Each of these factors, among others, could diminish the value of the Ordinary Shares. There is no guarantee that the market price of an Ordinary Shares will accurately reflect its underlying value.

Dilution of shareholders' interests as a result of additional equity fundraisings

The Company's stated strategy includes growth by acquisition. The Enlarged Group may need to raise additional funds in the future to finance, amongst other things, working capital, expansion of the business, new developments relating to existing operations or acquisitions. If additional funds are raised through the

issuance of new equity or equity-linked securities of the Company other than on a pre-emptive basis to existing Shareholders or the Company issues new Ordinary Shares as consideration for the acquisition of target businesses the percentage ownership of the existing Shareholders may be reduced. Furthermore, the issue of additional Ordinary Shares may be on more favourable terms than the Placing Shares. In addition, this issue of additional Ordinary Shares, or the possibility of such issue, may cause the market price of the Ordinary Shares to decline and may make it more difficult for Shareholders to sell Ordinary Shares at a desirable time of price.

Dividends

The Company has not made any commitment to pay dividends in the future and there can be no assurance as to the level of future dividends. The declaration, payment and amount of any future dividends of the Company will depend upon a number of factors including, amongst other things, the Company's retained earnings, financial position, cash requirements, availability of profits, as well as the provisions of relevant laws or generally accepted accounting principles.

Sale of substantial amounts of Ordinary Shares, including following the expiry of the lock-up period

There can be no assurance that those Shareholders subject to the lock-in arrangements will not effect transactions upon the expiry of the lock-in or any earlier waiver of the provisions of the lock-in. The sale of a significant number of Ordinary Shares in the public market, or the perception that such sales may occur, could materially adversely affect the market price of the Ordinary Shares.

General economic climate

Factors such as inflation, currency fluctuation, interest rates, supply and demand of capital and industrial disruption have an impact on business costs and commodity prices and stock market prices. The Enlarged Group's operations, business and profitability can be affected by these factors, which are beyond the control of the Board.

Brexit

The United Kingdom exited the European Union on 31 December 2020 (commonly referred to as Brexit). Brexit has created significant political, social and macroeconomic uncertainty for the United Kingdom and Europe and could lead to legal uncertainty and potentially divergent national laws and regulations as the United Kingdom determines which European Union laws to replace or replicate. Worsening of general economic conditions in the UK could significantly affect the Enlarged Group's activities. In addition to the general economic risk that Brexit poses to the Enlarged Group's business, withdrawal from the European Union may inhibit the Enlarged Group's ability to expand into other territories where the United Kingdom has not yet agreed a trade agreement, such as the United States. Disruptions to trade with members of the European Union and other countries could impair the Enlarged Group's operations and result in a material adverse effect on the Enlarged Group's business, prospects and financial position.

PART III

HISTORICAL FINANCIAL INFORMATION OF INSIGHT GROUP

SECTION A: ACCOUNTANTS' REPORT ON THE HISTORICAL FINANCIAL INFORMATION OF INSIGHT GROUP



Crowe U.K. LLP
Chartered Accountants
Member of Crowe Global
55 Ludgate Hill
London EC4M 7JW, UK
Tel +44 (0)20 7842 7100
Fax +44 (0)20 7583 1720
DX: 0014 London Chancery Lane
www.crowe.co.uk

21 April 2021

The Directors
Catena Group plc
30 City Road
London, EC1Y 2AB

The Directors
Zeus Capital Limited
82 King Street
Manchester
M2 4WQ

Dear Sirs,

Introduction

We report on the audited consolidated historical financial information of Insight Group as set out in this section of the Company's admission document dated 21 April 2021 (the "Document") from the date of incorporation on 21 July 2017 to 31 March 2018, two years ended 31 March 2020 and six month period ended 30 September 2020.

Opinion

In our opinion, the consolidated historical financial information of Insight Group gives, for the purposes of the Document, a true and fair view of the state of affairs of Insight Group as at the date stated and of the results, financial position, cash flows and changes in equity for the period then ended in accordance with the requirements of the AIM Rules for Companies, International Financial Reporting Standards (IFRS) as adopted by the European Union (EU).

Responsibilities

The directors of Catena Group plc are responsible for preparing the historical financial information of Insight Group in accordance with IFRS.

It is our responsibility to form an opinion on the historical financial information of Insight Group as to whether it gives a true and fair view, for the purposes of the Document and to report our opinion to you.

Basis of preparation

This financial information has been prepared for inclusion in the Document dated 21 April 2021 on the basis of the accounting policies set out in note 5 in the historical financial information of Insight Group. This report

is required by Paragraph (a) of Schedule Two of the AIM Rules for Companies and is given for the purpose of complying with that paragraph and for no other purpose.

Basis of Opinion

We conducted our work in accordance with Standards of Investment Reporting issued by the Auditing Practices Board in the United Kingdom. We are independent of the Company and Insight in accordance with relevant ethical requirements. In the United Kingdom this is the FRC's Ethical Standard as applied to Investment Circular Reporting Engagements, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Our work included an assessment of evidence relevant to the amounts and disclosures in the historical financial information of Insight Group. It also included an assessment of significant estimates and judgments made by those responsible for the preparation of the financial information underlying the historical financial information of Insight Group and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the historical financial information of Insight Group is free from material misstatement, whether caused by fraud or other irregularity or error.

Declaration

For the purposes of paragraph (a) of Schedule Two of the AIM Rules for Companies, we are responsible for this report as part of the Document and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Document in compliance with Paragraph (a) of Schedule Two of the AIM Rules for Companies.

Yours faithfully,

Crowe U.K. LLP

Chartered Accountants

SECTION B: HISTORICAL FINANCIAL INFORMATION ON INSIGHT GROUP

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

The consolidated statements of comprehensive income of Insight Group for the years ended 31 March 2018, 31 March 2019 and 31 March 2020, the six months ended 30 September 2019 and the six months ended 30 September 2020 are set out below:

		<i>12 months ended 31 March 2018 £'000 Audited</i>	<i>12 months ended 31 March 2019 £'000 Audited</i>	<i>6 months ended 30 September 2019 £'000 Unaudited</i>	<i>12 months ended 31 March 2020 £'000 Audited</i>	<i>6 months ended 30 September 2020 £'000 Audited</i>
Revenue	6	15	869	1,287	2,666	969
Cost of sales		(12)	(290)	(539)	(1,276)	(471)
Gross profit		3	579	748	1,390	498
Administrative expenses		(115)	(272)	(387)	(704)	(289)
Operating (loss)/profit	7	(112)	307	361	686	209
Finance cost	10	–	–	(3)	(14)	(10)
(Loss)/profit before tax		(112)	307	358	672	199
Tax credit/(charge)	11	64	114	32	108	109
(Loss)/profit for the period		(48)	421	390	780	308
Other comprehensive income		–	–	–	–	–
Total comprehensive (loss)/profit for the period		<u>(48)</u>	<u>421</u>	<u>390</u>	<u>780</u>	<u>308</u>
Total comprehensive (loss)/profit attributable to:						
Owners of the Parent Company		<u>(48)</u>	<u>421</u>	<u>390</u>	<u>780</u>	<u>308</u>
Basic (loss)/profit £ per share	12	<u>(9.66)</u>	<u>48.03</u>	<u>44.45</u>	<u>133.74</u>	<u>48.66</u>
Diluted (loss)/profit £ per share	12	<u>(9.66)</u>	<u>48.03</u>	<u>44.45</u>	<u>123.02</u>	<u>40.01</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

The consolidated statements of financial position of Insight Group as at 31 March 2018, 31 March 2019 and 31 March 2020 and as at 30 September 2020 are set out below:

		<i>31 March</i>	<i>31 March</i>	<i>31 March</i>	<i>30 September</i>
		<i>2018</i>	<i>2019</i>	<i>2020</i>	<i>2020</i>
		<i>£'000</i>	<i>£'000</i>	<i>£'000</i>	<i>£'000</i>
	<i>Note</i>	<i>Audited</i>	<i>Audited</i>	<i>Audited</i>	<i>Audited</i>
Assets					
Non-current assets					
Intangible fixed assets	13	313	1,553	2,468	3,407
Property, plant and equipment	14	9	28	583	423
		<u>322</u>	<u>1,581</u>	<u>3,051</u>	<u>3,830</u>
Current assets					
Trade and other receivables	15	125	634	800	731
Cash and cash equivalents	16	1,079	222	1,709	1,285
		<u>1,204</u>	<u>856</u>	<u>2,509</u>	<u>2,016</u>
Total assets		<u><u>1,526</u></u>	<u><u>2,437</u></u>	<u><u>5,560</u></u>	<u><u>5,846</u></u>
Equity and Liabilities					
Equity					
Share capital	17	–	–	–	–
Share premium	19	1,527	1,527	3,027	3,027
Retained (deficit)/earnings	19	(48)	373	1,153	1,461
Share based payment reserve	18,19	–	–	–	1
Total equity		<u>1,479</u>	<u>1,900</u>	<u>4,180</u>	<u>4,489</u>
Non-current liabilities					
Lease liability	21	–	–	184	262
Deferred tax	11	35	300	476	617
		<u>35</u>	<u>300</u>	<u>660</u>	<u>879</u>
Current liabilities					
Trade and other payables	20	12	237	382	364
Lease liability	21	–	–	338	114
Total current liabilities		<u>12</u>	<u>237</u>	<u>720</u>	<u>478</u>
Total liabilities		<u>47</u>	<u>537</u>	<u>1,380</u>	<u>1,357</u>
Total equity and liabilities		<u><u>1,526</u></u>	<u><u>2,437</u></u>	<u><u>5,560</u></u>	<u><u>5,846</u></u>

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

The consolidated statements of changes in equity of Insight Group for each of the three years ended 31 March 2020 and the 6 months ended 30 September 2020 are set out below:

	<i>Share Capital £'000</i>	<i>Share premium £'000</i>	<i>Share- based payment reserve £'000</i>	<i>Retained earnings £'000</i>	<i>Total £'000</i>
At incorporation	–	–	–	–	–
Loss for the period	–	–	–	(48)	(48)
Total comprehensive loss for the period	–	–	–	(48)	(48)
Issue of share capital	–	1,527	–	–	1,527
At 31 March 2018 (Audited)	–	1,527	–	(48)	1,479
Profit for the period	–	–	–	421	421
Total comprehensive profit for the period	–	–	–	421	421
At 31 March 2019 (Audited)	–	1,527	–	373	1,900
Profit for the period	–	–	–	780	780
Total comprehensive profit for the period	–	–	–	780	780
Issue of share capital	–	1,500	–	–	1,500
At 31 March 2020 (Audited)	–	3,027	–	1,153	4,180
Profit for the period	–	–	–	308	308
Total comprehensive profit for the period	–	–	–	308	308
Recognition of share-based payments	–	–	1	–	1
At 30 September 2020 (Audited)	–	3,027	1	1,461	4,489

CONSOLIDATED STATEMENT OF CASH FLOWS

The consolidated statements of cash flow of Insight Group for each of the three years ended 31 March 2020, the six months ended 30 September 2019 and the six months ended 30 September 2020 are set out below:

		31 March 2018 £'000 Audited	31 March 2019 £'000 Audited	30 September 2019 £'000 Unaudited	31 March 2020 £'000 Audited	30 September 2020 £'000 Audited
	Note					
Cash flows from operating activities						
Loss/profit before income tax for period		(112)	307	358	672	199
Adjustments to reconcile loss before tax to net cash flows:						
Depreciation of tangible assets	7	1	5	44	199	145
Finance cost	10	–	–	3	14	10
Equity-settled share-based payments	7	–	–	–	–	1
Lease modification expense	7	–	–	–	(4)	(11)
(Increase)/decrease in trade and other receivables		(26)	(229)	(43)	(282)	319
Increase/(Decrease) in trade and other payables		12	225	84	145	(18)
Tax received		–	99	–	400	–
Net cash flows – operating activities		<u>(125)</u>	<u>407</u>	<u>446</u>	<u>1,144</u>	<u>645</u>
Cash flows from investing activities						
Internally generated intangible assets	13	(313)	(1,240)	(402)	(915)	(939)
Purchase of tangible assets	14	<u>(10)</u>	<u>(24)</u>	<u>(16)</u>	<u>(23)</u>	<u>(7)</u>
Net cash – investing activities		<u>323</u>	<u>(1,264)</u>	<u>(418)</u>	<u>(938)</u>	<u>(946)</u>
Cash flows from financing activities						
Issue of share capital	17	1,527	–	–	1,500	–
Lease liability principal payment	21	–	–	(56)	(205)	(113)
Interest paid	10	–	–	(3)	(14)	(10)
Net cash flows		<u>1,527</u>	<u>–</u>	<u>(59)</u>	<u>1,281</u>	<u>(123)</u>
Net increase/(decrease) in cash		1,079	(857)	(31)	1,487	(424)
Cash at beginning of year		–	1,079	222	222	1,709
Cash at the end of year	16	<u>1,079</u>	<u>222</u>	<u>191</u>	<u>1,709</u>	<u>1,285</u>
Comprising:						
Cash at bank and in hand		1,079	222	191	1,709	1,285
Cash at end of year	16	<u>1,079</u>	<u>222</u>	<u>191</u>	<u>1,709</u>	<u>1,285</u>

NOTES TO THE HISTORICAL FINANCIAL INFORMATION

1. Corporate information

Insight Capital Partners Limited is a private limited company incorporated and domiciled in England and Wales. The registered office address and principal place of business is located at 23 King Street, London, SW1Y 6QY. The Company was incorporated on 21 July 2017.

Insight Group's principal activity is the design of bespoke client software solutions combining quantitative research, data engineering and machine learning to deliver bespoke analytical tools to financial services clients.

2. Basis of preparation

The financial information has been prepared in accordance with the requirements of the AIM Rules for Companies, International Financial Reporting Standards (IFRS) as adopted by the European Union (EU). These comprise standards and interpretations approved by the International Accounting Standards Board (IASB) that are in effect and to the extent that they have been adopted by the EU.

The financial information has been prepared on the historical cost basis, unless accounting standards require an alternative measurement basis. Where there are assets and liabilities calculated on a different basis, this fact is disclosed in either the relevant accounting policy or in the notes to the financial statements.

The preparation of financial statements in compliance with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise judgement of the most appropriate application in applying Insight Group's accounting policies. The areas where significant judgements and estimates have been made in preparing the financial statements and their effect are disclosed in Note 4.

3. Going concern

The financial information has been prepared on the going concern basis. The directors of Insight have reviewed Insight Group's overall position and outlook and are of the opinion that Insight Group is sufficiently well funded to be able to operate as a going concern for at least the next twelve months from the date of this Document.

4. Critical accounting judgements and key sources of estimation uncertainty

The preparation of financial information in conformity with International Financial Reporting Standards requires management to make estimates and judgements that affect the reported amounts of assets and liabilities as well as the disclosure of contingent assets and liabilities at the period-end date and the reported amounts of revenues and expenses during the reporting period.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The significant judgements made by management in applying Insight Group's accounting policies and the key sources of estimation uncertainty were:

4.1 *Research and development*

The identification of development costs that meet the criteria for capitalisation is dependent on management's judgement and knowledge of the work done. Judgements around capitalisation are based on the information available at initial recognition.

Insight Group makes judgements and estimates over whether future economic benefits are probable and whether the asset is at a sufficiently advanced stage of development to be both technically and commercially viable. All research costs incurred prior to reaching this development threshold are expensed as incurred.

Insight Group has made a judgement that the intangible asset is not yet available for use and therefore no amortisation has been recognised on the internally generated intangible asset. Insight Group has

reviewed intangible assets for indicators of impairment and made a judgement that the asset's recoverable amount does not exceed its carrying value. In making this assessment Insight Group has taken account of the future cashflows expected to arise when the asset is brought into use. No impairment has been recognised in any of the relevant periods.

5. Summary of significant accounting policies

5.1 **Basis of consolidation**

The consolidated financial information incorporates the financial information of Insight and entities controlled by Insight (its subsidiaries), together, the Insight Group. Control is achieved when a company is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of Insight Group. All significant inter-company transactions and balances between Insight Group entities are eliminated on consolidation.

Subsidiary companies

The parent company's subsidiary is as follows:

<i>Name of company</i>	<i>Country of incorporation</i>	<i>Nature of business</i>	<i>Interest</i>	<i>Proportion of voting rights shares held</i>
Insight Capital Consulting Limited solutions	England	Design of bespoke client software	100%	100%

The registered office address and principal place of business of the Company's subsidiary is 23 King Street, London, England, SW1Y 6QY. This company was incorporated on 28 June 2018.

The results and net assets of Insight's subsidiary are shown below:

	<i>12 months ended 31 March 2018 £'000 Audited</i>	<i>12 months ended 31 March 2019 £'000 Audited</i>	<i>6 months ended 30 September 2019 £'000 Unaudited</i>	<i>12 months ended 31 March 2020 £'000 Audited</i>	<i>6 months ended 30 September 2020 £'000 Audited</i>
Profit for period	–	451	802	1,726	627
Net assets	–	451	853	193	433

5.2 **Revenue**

Revenue from contracts with customers is recognised when control of the services is transferred to the customer at an amount that reflects the consideration to which Insight Group expects to be entitled in exchange for those services and at the point that the performance obligations are satisfied. The performance obligations of these contracts are generally the provision of bespoke discrete software solutions. Management has assessed whether control of the services is transferred to the customer over time or at a point in time and consider that revenue should be recognised over time rather than at a point in time. Percentage completion of the contract is assessed with regard to the status of completion of the performance conditions and the terms of that contract.

The transaction price is the total fee for the contract and payment is received in line with the individual contract terms, either through specified milestone payments or on a monthly basis.

Insight Group capitalise contract costs if they are expected to be recovered. Irrecoverable contract costs are expensed to cost of sales on the same basis as the related contract revenue is recognised.

5.3 **Foreign currency translation**

Functional and presentational currency

The functional and presentational currency of Insight and its subsidiary is pounds sterling.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Comprehensive Income.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of Comprehensive Income within 'administrative expenses'. All other foreign exchange gains and losses are presented in the Statement of Comprehensive Income under the heading to which they relate.

5.4 **Taxation**

Taxation expense for the year comprises current and deferred tax recognised in the reporting period. Tax is recognised in the Statement of Comprehensive Income.

Current tax

Current tax is the amount of tax payable in respect of the taxable profit for the period or prior periods. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the year end.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit or loss.

Deferred tax assets are recognised for deductible temporary differences that exist only where it is probable that taxable profits will be generated against which the carrying value of the deferred tax asset can be recovered.

Deferred tax liabilities are recognised for all taxable temporary differences except in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint operations where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

A deferred tax asset or liability is not recognised if a temporary difference arises on initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

5.5 **Share-based payments**

In accordance with IFRS 2 "Share-based Payments", Insight Group measures the fair value of equity-settled transactions with employees and Directors at the grant date of the equity instruments. The

fair value is calculated using an appropriate valuation model and requires assumptions regarding dividend yields, risk-free interest rates, share price volatility and expected life of an employee or Director share option. The arising expense is charged to the Statement of Comprehensive Income on a straight-line basis over the expected vesting period.

5.6 ***Internally generated intangible assets – research and development costs***

Internally generated intangible assets arising from the development of software solutions are recognised only if all of the following conditions are met:

- It is probable that the asset will generate future economic benefits;
- The costs can be measured reliably;
- The technical feasibility of completing the intangible asset can be demonstrated;
- There is the intention to complete the asset and use or sell it; and
- Adequate technical, financial and other resources to complete the development and to use or sell the asset are available.

Research costs incurred that do not meet the above conditions are expensed within cost of sales in the income statement.

Intangible assets are stated at costs less provision for amortisation and impairment. Intangible assets relating to products in development are subject to impairment testing annually. Insight Group's intangible assets have not yet been brought into use and therefore no amortisation has been recognised to date.

5.7 ***Property plant and equipment***

Property, plant and equipment are recorded at cost less accumulated depreciation and accumulated impairment losses. The initial cost of an asset comprises its purchase price and any costs attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management. Expenditures for routine maintenance and repairs are expensed as incurred, while additions and improvements are capitalised. A right-of-use asset is recognised at the commencement date of the lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date, any initial direct costs incurred and an estimate of costs expected to be incurred for restoring the site or asset.

Property, plant and equipment are depreciated using the straight-line method over the estimated useful lives or, in the case of certain leased right-to-use assets, the shorter of the expected lease term and estimated useful life:

- Office equipment – 4 years
- Land and buildings – over the term of the lease

An item of property, plant and equipment is derecognised upon disposal or when no further economic benefits are expected to arise from the use of that asset. Any gain or loss arising on de-recognition of the asset is included in the income statement when the asset is derecognised.

5.8 ***Leasing***

Insight Group apply a single recognition and measurement approach for all leases except for short-term leases and leases of low-value assets. At commencement of a lease, Insight Group as lessee recognise a liability to make lease payments and an asset representing the right to use the underlying asset during the lease term. The amount of the lease liability recognised is on a discounted basis. The discount rates used on transition were incremental borrowing rates as appropriate for each lease based on factors such as the lease term and payment terms. Where the rate implicit in the lease cannot readily be determined, Insight Group used its incremental borrowing rate. Insight Group do not have any leases where it is a lessor.

Insight Group take advantage of the practical expedient which allows an exemption from recognition for leases with terms of 12 months or less. Insight Group has applied the practical expedient in paragraph 46A with respect to rent concessions arising from the COVID-19 pandemic to all leases that meet the conditions in the amendment to IFRS 16.

5.9 **Cash and cash equivalents**

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short-term highly liquid investments in debt securities with original maturities of three months or less.

5.10 **Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial instruments are classified into one of the categories discussed below in accordance with IFRS 9, with reference to the business model for that instrument and the contractual cash flow characteristics.

Financial assets and liabilities are offset and the net amount reported in the financial statements if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

The accounting policy for each category is as follows:

Financial assets

Financial assets comprise cash and cash equivalents and receivables.

Receivables primarily consist of trade and other receivables. These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. These assets are initially recognised at transaction price plus transaction costs that are directly attributable to their acquisition or issue and are subsequently carried at amortised cost using the effective interest rate method, adjusted for change in expected credit losses.

Impairment of financial assets

The IFRS 9 impairment model requires the recognition of 'expected credit losses'. Therefore, it is not necessary for a credit event to have occurred before credit losses are recognised. The impairment model applies to Insight Group's financial assets.

For trade receivables Insight Group has elected to apply the simplified approach permitted by IFRS 9 in calculating expected credit losses. This approach requires expected lifetime losses to be recognised from initial recognition of the receivables.

Financial liabilities

Financial liabilities include trade and other payables and lease liabilities.

Trade and other payables

Trade and other payables are initially recognised at fair value and subsequently carried at amortised cost using the effective interest method.

Lease liabilities

Lease liabilities are recognised at the present value of future lease payments and subsequently carried at amortised cost using the effective interest method.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires. When an existing financial liability is replaced by another from the same lender on

substantially different terms or the terms of an existing liability are substantially modified, such an exchange is treated as the de-recognition of the original liability and the recognition of a new liability. When the modification is not substantial the difference between the carrying amount of the liability before the modification and the present value of the cash flows after modification is recognised in profit or loss.

Classification of financial instruments issued by Insight Group

Financial instruments issued by Insight Group are treated as equity only to the extent that they meet the following two conditions:

- they include no contractual obligations upon Insight Group to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to Insight Group; and
- where the instrument will or may be settled by Insight Group's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of Insight Group's own equity instruments or is a derivative that will be settled by Insight Group exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

5.11 ***Related party transactions***

Insight Group disclose transactions with related parties which are not wholly owned within the same group. It does not disclose transactions with members of the same group that are wholly owned. Transactions of a similar nature are aggregated unless, in the opinion of the directors of Insight, separate disclosure is necessary to understand the effect of the transactions on the financial statements.

5.12 ***New and amended IFRS standards that are effective for the current year***

The following new and revised Standards and Interpretations have become effective during the periods in question:

IFRS 15 Revenue (effective 1 January 2018)

IFRS 16 Leases (effective 1 January 2019)

However, for the purposes of consistency in this Document, the above standards have been applied as if they were in force for all periods in question.

5.13 ***Standards, Amendments and Interpretations to existing standards that are not yet effective and have not been early adopted by Insight Group***

Certain changes to IFRS will be applicable for Insight Group's financial information in future periods and have not been early adopted by Insight Group. These standards are not expected to have a material impact on Insight Group in the current or future reporting periods but may affect disclosures.

5.14 ***Segmental reporting***

The chief operation decision-maker is considered to be the board of directors of Insight. The chief operating decision-maker allocated resources and assesses the performance of the business and other activities at the operating segment level.

The chief operating decision maker has determined that Insight Group has one operating segment, the provision of IT services and software development. While Insight Group makes sales overseas, all operating activities take place in the UK.

6. Analysis of revenue

All revenue for all periods relates to one category, namely software development.

The board of Insight has determined that Insight Group has one operating segment and therefore all revenue above is attributable to that segment.

	<i>12 months ended</i> <i>31 March</i> <i>2018</i> <i>£'000</i> <i>Audited</i>	<i>12 months ended</i> <i>31 March</i> <i>2019</i> <i>£'000</i> <i>Audited</i>	<i>6 months ended</i> <i>30 September</i> <i>2019</i> <i>£'000</i> <i>Unaudited</i>	<i>12 months ended</i> <i>31 March</i> <i>2020</i> <i>£'000</i> <i>Audited</i>	<i>6 months ended</i> <i>30 September</i> <i>2020</i> <i>£'000</i> <i>Audited</i>
Analysis of revenue by geography					
United Kingdom	15	835	1,250	2,481	913
United States of America	–	34	37	185	56
	<u>15</u>	<u>869</u>	<u>1,287</u>	<u>2,666</u>	<u>969</u>

The board of Insight has determined that Insight Group has one operating segment and therefore all revenue above is attributable to that segment.

Outstanding balances at year end are unsecured, interest free and settlement occurs in cash.

Included within trade and other receivables are accrued income as follows:

	<i>31 March</i> <i>2018</i> <i>£'000</i> <i>Audited</i>	<i>31 March</i> <i>2019</i> <i>£'000</i> <i>Audited</i>	<i>31 March</i> <i>2020</i> <i>£'000</i> <i>Audited</i>	<i>30 September</i> <i>2020</i> <i>£'000</i> <i>Audited</i>
Accrued income	–	192	355	135
	<u>–</u>	<u>192</u>	<u>355</u>	<u>135</u>

7. Operating profit

The operating profit is stated after charging/(crediting):

	<i>12 months ended</i> <i>31 March</i> <i>2018</i> <i>£'000</i> <i>Audited</i>	<i>12 months ended</i> <i>31 March</i> <i>2019</i> <i>£'000</i> <i>Audited</i>	<i>6 months ended</i> <i>30 September</i> <i>2019</i> <i>£'000</i> <i>Unaudited</i>	<i>12 months ended</i> <i>31 March</i> <i>2020</i> <i>£'000</i> <i>Audited</i>	<i>6 months ended</i> <i>30 September</i> <i>2020</i> <i>£'000</i> <i>Audited</i>
Depreciation of property, plant and equipment	1	5	44	199	145
Equity settled share-based payments	–	–	–	–	1
Net loss on foreign currency translation	–	–	12	17	4
Short-term lease expense	31	121	55	55	–
Lease modification credit	–	–	–	(4)	(11)
COVID-19 rent concession	–	–	–	–	(9)
	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>(9)</u>

8. Employees

Staff costs, including remuneration of directors of Insight, were as follows:

	<i>12 months ended 31 March 2018 £'000 Audited</i>	<i>12 months ended 31 March 2019 £'000 Audited</i>	<i>6 months ended 30 September 2019 £'000 Unaudited</i>	<i>12 months ended 31 March 2020 £'000 Audited</i>	<i>6 months ended 30 September 2020 £'000 Audited</i>
Wages and salaries	274	947	495	1,095	728
Social security costs	32	108	59	138	93
Pension costs	8	20	16	38	22
Employee benefits	–	–	–	7	9
	<u>314</u>	<u>1,075</u>	<u>570</u>	<u>1,278</u>	<u>852</u>

The average number of employees, including the directors of Insight, were as follows:

	<i>12 months ended 31 March 2018 Number Audited</i>	<i>12 months ended 31 March 2019 Number Audited</i>	<i>6 months ended 30 September 2019 Number Unaudited</i>	<i>12 months ended 31 March 2020 Number Audited</i>	<i>6 months ended 30 September 2020 Number Audited</i>
Directors	2	2	2	2	2
Admin staff	1	1	1	1	1
Cost of sales staff	3	3	5	6	9
	<u>6</u>	<u>6</u>	<u>8</u>	<u>9</u>	<u>12</u>

9. Directors' remuneration

	<i>12 months ended 31 March 2018 £'000 Audited</i>	<i>12 months ended 31 March 2019 £'000 Audited</i>	<i>6 months ended 30 September 2019 £'000 Unaudited</i>	<i>12 months ended 31 March 2020 £'000 Audited</i>	<i>6 months ended 30 September 2020 £'000 Audited</i>
Wages and salaries	208	498	249	498	251
Social security costs	27	66	32	66	32
Pension costs	8	20	9	20	10
Employee benefits	–	–	–	3	3
	<u>243</u>	<u>584</u>	<u>290</u>	<u>587</u>	<u>296</u>

The remuneration of the highest paid director of Insight was as follows:

	<i>12 months ended 31 March 2018 £'000 Audited</i>	<i>12 months ended 31 March 2019 £'000 Audited</i>	<i>6 months ended 30 September 2019 £'000 Unaudited</i>	<i>12 months ended 31 March 2020 £'000 Audited</i>	<i>6 months ended 30 September 2020 £'000 Audited</i>
Wages and salaries	108	258	129	258	131
Social security costs	15	34	17	34	17
Pension costs	4	10	6	10	5
Employee benefits	–	–	–	2	2
	<u>127</u>	<u>302</u>	<u>152</u>	<u>304</u>	<u>155</u>

Key management compensation

Key management includes the directors and members of senior management. The compensation paid or payable to key management for employee services is shown below:

	<i>12 months ended 31 March 2018 £'000 Audited</i>	<i>12 months ended 31 March 2019 £'000 Audited</i>	<i>6 months ended 30 September 2019 £'000 Unaudited</i>	<i>12 months ended 31 March 2020 £'000 Audited</i>	<i>6 months ended 30 September 2020 £'000 Audited</i>
Wages and salaries	208	498	249	498	251
Social security costs	27	66	32	66	32
Pension costs	8	20	9	20	10
Employee benefits	–	–	–	3	3
	<u>243</u>	<u>584</u>	<u>290</u>	<u>587</u>	<u>296</u>

10. Finance costs

	<i>12 months ended 31 March 2018 £'000 Audited</i>	<i>12 months ended 31 March 2019 £'000 Audited</i>	<i>6 months ended 30 September 2019 £'000 Unaudited</i>	<i>12 months ended 31 March 2020 £'000 Audited</i>	<i>6 months ended 30 September 2020 £'000 Audited</i>
Lease liability interest	–	–	3	14	10
	<u>–</u>	<u>–</u>	<u>3</u>	<u>14</u>	<u>10</u>

11. Tax

	12 months ended 31 March 2018 £'000 Audited	12 months ended 31 March 2019 £'000 Audited	6 months ended 30 September 2019 £'000 Unaudited	12 months ended 31 March 2020 £'000 Audited	6 months ended 30 September 2020 £'000 Audited
Current tax charge					
UK Corporation tax	(99)	(379)	(101)	(284)	(250)
Total current tax	<u>(99)</u>	<u>(379)</u>	<u>(101)</u>	<u>(284)</u>	<u>(250)</u>
Deferred tax					
Origination and reversal of timing differences	35	265	69	176	141
Total deferred tax	<u>35</u>	<u>265</u>	<u>69</u>	<u>176</u>	<u>141</u>
Income tax (credit)/charge	<u>(64)</u>	<u>(114)</u>	<u>(32)</u>	<u>(108)</u>	<u>(109)</u>

Factors affecting tax charge for the year

The tax charge for the year can be reconciled to the loss per the Statement of Comprehensive Income as follows:

	12 months ended 31 March 2018 £'000 Audited	12 months ended 31 March 2019 £'000 Audited	6 months ended 30 September 2019 £'000 Unaudited	12 months ended 31 March 2020 £'000 Audited	6 months ended 30 September 2020 £'000 Audited
(Loss)/profit before tax	<u>(112)</u>	<u>307</u>	<u>358</u>	<u>672</u>	<u>199</u>
(Loss)/profit before tax Multiplied by the weighted average rate of corporate tax of 19%	(21)	58	68	128	38
Effects of:					
Amounts not deductible for tax purposes	–	–	–	6	–
Enhanced research and development relief	(43)	(172)	(100)	(242)	(147)
Income tax (credit)/charge	<u>(64)</u>	<u>(114)</u>	<u>(32)</u>	<u>(108)</u>	<u>(109)</u>

Deferred tax

On 11 March 2020, it was announced that the proposed UK Corporate tax rate will remain at 19 per cent. in future and therefore deferred tax assets and liabilities have been calculated at this rate.

The following net deferred tax liabilities have been recognised:

	31 March 2018 £'000 Audited	31 March 2019 £'000 Audited	31 March 2020 £'000 Audited	30 September 2020 £'000 Audited
At beginning of period	–	35	300	476
Temporary differences on intangible assets	60	235	174	178
Capital allowances in excess of depreciation	2	3	2	–
Losses carried forward	(27)	27	–	(37)
Credited in year	35	265	176	141
At end of period	<u>35</u>	<u>300</u>	<u>476</u>	<u>617</u>

The above net deferred tax liabilities comprise temporary differences on the following items:

	31 March 2018 £'000 Audited	31 March 2019 £'000 Audited	31 March 2020 £'000 Audited	30 September 2020 £'000 Audited
Intangible assets	60	295	469	647
Tangible assets	2	5	7	7
Deferred tax liabilities	62	300	476	654
Losses carried forward	(27)	–	–	(37)
Deferred tax asset	(27)	–	–	(37)
Net deferred tax liabilities	<u>35</u>	<u>300</u>	<u>476</u>	<u>617</u>

The net deferred tax liabilities on intangible and tangible assets are expected to unwind in line with amortisation and depreciation policies respectively. While the depreciation policy is as described in Note 5.7, the intangible assets have not yet been brought into use. These assets are expected to be brought into use in 2021 and begin amortisation at that point.

12. Earnings per share

	12 months ended 31 March 2018 Audited	12 months ended 31 March 2019 Audited	6 months ended 30 September 2019 Unaudited	12 months ended 31 March 2020 Audited	6 months ended 30 September 2020 Audited
Net (loss)/profit attributable to ordinary shareholders (£'000)	<u>(48)</u>	<u>421</u>	<u>390</u>	<u>780</u>	<u>308</u>
Basic weighted average number of shares in issue (Number)	<u>5,015</u>	<u>8,750</u>	<u>8,750</u>	<u>5,842</u>	<u>6,289</u>
Basic (loss)/profit per share (£ per share)	<u>(9.66)</u>	<u>48.03</u>	<u>44.45</u>	<u>133.74</u>	<u>48.66</u>

	<i>12 months ended 31 March 2018 Audited</i>	<i>12 months ended 31 March 2019 Audited</i>	<i>6 months ended 30 September 2019 Unaudited</i>	<i>12 months ended 31 March 2020 Audited</i>	<i>6 months ended 30 September 2020 Audited</i>
Net (loss)/profit attributable to ordinary shareholders (£'000)	<u>(48)</u>	<u>421</u>	<u>390</u>	<u>780</u>	<u>308</u>
Diluted weighted average number of shares in issue (Number)	<u>5,015</u>	<u>8,750</u>	<u>8,750</u>	<u>6,351</u>	<u>7,650</u>
Diluted (loss)/profit per share (£ per share)	<u>(9.66)</u>	<u>48.03</u>	<u>44.45</u>	<u>123.02</u>	<u>40.01</u>

There have been no transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of authorisation of these financial statements.

13. Internally generated intangible assets

Insight Group's intangible assets comprise development of data engineering and machine learning to develop financial software.

	<i>31 March 2018 £'000 Audited</i>	<i>31 March 2019 £'000 Audited</i>	<i>31 March 2020 £'000 Audited</i>	<i>30 September 2020 £'000 Audited</i>
<i>Software development asset</i>				
Cost				
At beginning of period	–	313	1,553	2,468
Additions	<u>313</u>	<u>1,240</u>	<u>915</u>	<u>939</u>
At end of period	<u>313</u>	<u>1,553</u>	<u>2,468</u>	<u>3,407</u>
Net book value				
At 31 December 2020	<u>313</u>	<u>1,553</u>	<u>2,468</u>	<u>3,407</u>

Insight Group's intangible assets have not yet been brought into use and therefore no amortisation has been recognised to date.

14. Property, plant and equipment

	<i>Land and buildings £'000</i>	<i>Office equipment £'000</i>	<i>Total £'000</i>
Cost			
At incorporation	–	–	–
Additions in period	–	10	10
At 31 March 2018	<u>–</u>	<u>10</u>	<u>10</u>
Additions	–	24	24
At 31 March 2019	<u>–</u>	<u>34</u>	<u>34</u>
Additions in period	1,134	23	1,157
Disposals in period	(460)	–	(460)
At 31 March 2020	<u>674</u>	<u>57</u>	<u>731</u>
Additions in period	408	7	415
Disposals in year	(674)	–	(674)
At 30 September 2020	<u>408</u>	<u>64</u>	<u>472</u>
Depreciation			
At incorporation	–	–	–
Charge for period	–	1	1
At 31 March 2018	<u>–</u>	<u>1</u>	<u>1</u>
Charge for period	–	5	5
At 31 March 2019	<u>–</u>	<u>6</u>	<u>6</u>
Charge for period	187	12	199
Disposal in period	(57)	–	(57)
At 31 March 2020	<u>130</u>	<u>18</u>	<u>148</u>
Charge for period	137	8	145
Disposal in period	(244)	–	(244)
At 30 September 2020	<u>23</u>	<u>26</u>	<u>49</u>
Net book value			
At 31 March 2018 (Audited)	<u>–</u>	<u>9</u>	<u>9</u>
Net book value			
At 31 March 2019 (Audited)	<u>–</u>	<u>28</u>	<u>28</u>
Net book value			
At 31 March 2020 (Audited)	<u>544</u>	<u>39</u>	<u>583</u>
Net book value			
At 30 September 2020 (Audited)	<u>385</u>	<u>38</u>	<u>423</u>

Right-to-use assets included in the above comprise all land and buildings assets.

Impairment testing was performed across Insight Group's property, plant and equipment by ensuring that the carrying value of an asset exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. No impairments were identified in any of the periods above.

15. Trade and other receivables

	<i>31 March 2018 £'000 Audited</i>	<i>31 March 2019 £'000 Audited</i>	<i>31 March 2020 £'000 Audited</i>	<i>30 September 2020 £'000 Audited</i>
Current				
Trade receivables	–	–	64	–
Accrued revenue	–	192	355	135
Other receivables	26	63	118	83
Current tax receivables	99	379	263	513
	<u>125</u>	<u>634</u>	<u>800</u>	<u>731</u>

Trade receivables consist of revenue contract assets and do not contain a significant financing component. These financial assets have been reviewed at each period end and no provision for expected credit losses is considered necessary.

Other receivables include amounts due for sales taxes, prepayments and security deposits held for leases.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivable mentioned above. Insight Group does not hold any collateral as security.

16. Cash and cash equivalents

	<i>31 March 2018 £'000 Audited</i>	<i>31 March 2019 £'000 Audited</i>	<i>31 March 2020 £'000 Audited</i>	<i>30 September 2020 £'000 Audited</i>
Cash at bank and on hand	<u>1,079</u>	<u>222</u>	<u>1,709</u>	<u>1,285</u>

Cash at bank and on hand does not earn interest.

17. Issued Capital

The allotted, called up and fully paid share capital was as follows:

	<i>31 March 2018 No. Audited</i>	<i>31 March 2019 No. Audited</i>	<i>31 March 2020 No. Audited</i>	<i>30 September 2020 No. Audited</i>
£0.01 Ordinary shares				
As at beginning of period	–	8,750	8,750	8,695
Upon incorporation (£1 ordinary share)	1	–	–	–
Subdivision of shares	99	–	–	–
Issued in the period	8,650	–	945	–
Redesignated as deferred shares	–	–	(1,000)	–
At end of the period	<u>8,750</u>	<u>8,750</u>	<u>8,695</u>	<u>8,695</u>

Fully paid ordinary shares carry one vote per share and the right to dividends and to distributions on winding up.

	<i>31 March 2018 No. Audited</i>	<i>31 March 2019 No. Audited</i>	<i>31 March 2020 No. Audited</i>	<i>30 September 2020 No. Audited</i>
£0.01 Deferred shares				
As at beginning of period	–	–	–	1,000
Redesignated as deferred shares	–	–	1,000	–
At end of the period	<u>–</u>	<u>–</u>	<u>1,000</u>	<u>1,000</u>

Fully paid deferred shares do not have voting rights or the right to dividends. Deferred shares rank below ordinary shares in the event of a winding up of the company.

18. Equity share-based payments

Insight Group bear the expense of equity settled share options granted to its employees. The options vest upon certain conditions including a change in ownership, listing, liquidation or winding up of the parent company. There is a long stop date of 10 years.

The movements of share options during the year were as follows:

	<i>Number of share options</i>	<i>Weighted average exercise price</i>
At 31 March 2019	–	–
Granted during the period	1,250	1.00
Lapsed during the period	(50)	1.00
Outstanding at 31 March 2020	<u>1,200</u>	<u>1.00</u>
Granted during the period	275	79.00
Outstanding at 30 September 2020	<u>1,475</u>	<u>15.54</u>

The fair value of share options was estimated using the Black-Scholes option-pricing model. The estimated fair values of warrants granted are based on the following weighted average assumptions:

	<i>31 March 2020</i>	<i>30 September 2020</i>
Weighted average fair value (£ per option)	–	1.79
Weighted average remaining contractual life	<u>9.56 years</u>	<u>9.17 years</u>

The estimated fair values of warrants granted are based on the following weighted average assumptions:

	<i>31 March 2020</i>	<i>30 September 2020</i>
Weighted average share price at date of grant	£0.01	£79.00
Weighted average exercise price	£1.00	£79.00
Expected life (years)	0.93 – 1.31	0.55 – 0.78
Expected volatility (%)	38.7	38.7
Expected dividend yield	–	–
Risk free interest rate (%)	<u>0.04 – 0.40</u>	<u>(0.08) – 0.01</u>

The volatility assumption, measured at the standard deviation of expected share price returns, is based on the volatility of a comparable listed company. The charge for equity-settled share-based payments in the relevant periods is shown in Note 7.

19. Reserves

Share premium

Share premium records the amount above the nominal value received for shares sold, less transaction costs.

Share-based payment reserve

The share-based payment reserve arises on share options issued by Insight Group to its employees.

Retained earnings

The retained earnings reserve represents gains and losses recognised in the Consolidated Statement of Comprehensive Income.

20. Trade and other payables

	<i>31 March 2018 £'000 Audited</i>	<i>31 March 2019 £'000 Audited</i>	<i>31 March 2020 £'000 Audited</i>	<i>30 September 2020 £'000 Audited</i>
Current				
Trade payables	3	18	79	86
Directors current account	–	–	–	–
Payroll taxes, pension & social security	–	47	55	67
Other payables	9	172	248	211
	<u>12</u>	<u>237</u>	<u>382</u>	<u>364</u>

The carrying values of the trade and other payables approximate to their fair value as at the year-end date. Other payables include accruals for general expenses incurred in the normal course of business that are expected to be settled within 12 months.

21. Lease liabilities

	<i>31 March 2018 £'000 Audited</i>	<i>31 March 2019 £'000 Audited</i>	<i>31 March 2020 £'000 Audited</i>	<i>30 September 2020 £'000 Audited</i>
At beginning of period	–	–	–	522
Additions	–	–	1,133	408
Lease modification	–	–	(406)	(441)
Interest expense	–	–	14	10
Payment of interest	–	–	(14)	(10)
Payment of principal	–	–	(205)	(113)
At end of period	<u>–</u>	<u>–</u>	<u>522</u>	<u>376</u>

Insight Group has lease contracts for land and buildings. Insight Group does not have any leases where Insight Group is a lessor. Leases are negotiated individually and are for terms of 12 to 38 months. The weighted average remaining term of all leases is disclosed below. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes. The land and buildings leases have been discounted at Insight Group's incremental borrowing rate of 4.1 per cent.

Insight Group has identified two leases with lease terms of 12 months or less. Insight Group applies the short-term lease recognition exemption for these leases. The expense recognised in respect of these leases is disclosed in Note 7.

Insight Group has applied the practical expedient in paragraph 46A with respect to rent concessions arising from the COVID-19 pandemic to all leases that meet the conditions in the amendment to IFRS 16. Amounts recognised in the income statement relating to this are disclosed in Note 7.

	<i>31 March 2018 £'000 Audited</i>	<i>31 March 2019 £'000 Audited</i>	<i>31 March 2020 £'000 Audited</i>	<i>30 September 2020 £'000 Audited</i>
Maturity analysis of leases				
Current	–	–	338	114
1 to 2 years	–	–	184	138
2 to 5 years	–	–	–	124
	<u>–</u>	<u>–</u>	<u>522</u>	<u>376</u>
	<u>–</u>	<u>–</u>	<u>522</u>	<u>376</u>
	<i>31 March 2018 years</i>	<i>31 March 2019 years</i>	<i>31 March 2020 years</i>	<i>30 September 2020 years</i>
Weighted average remaining term	<u>0.58</u>	<u>0.33</u>	<u>1.58</u>	<u>2.83</u>

22. Financial instruments

Insight Group's treasury policy is to avoid transactions of a speculative nature. During the course of trading, Insight Group is exposed to a number of financial risks that can be categorised as market, credit and liquidity risks. The directors of Insight have identified the risks within each category and considers the impact on the activities of Insight Group as part of their regular meeting routine.

Principal financial instruments

The principal financial instruments used by Insight Group, from which financial instrument risk arises, are as follows:

- Trade and other receivables
- Cash and cash equivalents
- Trade and other payables
- Lease liabilities

A summary of the financial instruments held by category is provided below:

	<i>31 March 2018 £'000 Audited</i>	<i>31 March 2019 £'000 Audited</i>	<i>31 March 2020 £'000 Audited</i>	<i>30 September 2020 £'000 Audited</i>
Financial assets at amortised cost				
Cash and cash equivalents	1,079	222	1,709	1,285
Trade and other receivables	12	29	123	59
Total financial assets	<u>1,091</u>	<u>251</u>	<u>1,832</u>	<u>1,344</u>

	<i>31 March 2018 £'000 Audited</i>	<i>31 March 2019 £'000 Audited</i>	<i>31 March 2020 £'000 Audited</i>	<i>30 September 2020 £'000 Audited</i>
Financial liabilities at amortised cost				
Trade and other payables	12	190	327	297
Lease liabilities	–	–	522	376
	<u>12</u>	<u>190</u>	<u>849</u>	<u>673</u>

The directors of Insight consider that the carrying amounts of all financial assets and financial liabilities recognised in the financial statements approximate their fair values (due to their nature and short times to maturity).

Currency risk

Insight Group's financial risk management objective is broadly to seek to make neither profit nor loss from exposure to currency or interest rate risks. Insight Group is exposed to transactional foreign exchange risk and takes profits and losses as they arise, as in the opinion of the directors of Insight, the cost of hedging against fluctuations would be greater than the related benefit from doing so.

The fair value of short-term deposits and other financial assets approximates to the carrying amount.

The carrying amounts of Insight Group's trade and other receivables denominated in the currencies other than pounds sterling are:

	<i>31 March 2018 £'000 Audited</i>	<i>31 March 2019 £'000 Audited</i>	<i>31 March 2020 £'000 Audited</i>	<i>30 September 2020 £'000 Audited</i>
US Dollars	–	–	64	–

The carrying amounts of Insight Group's cash and cash equivalents denominated in currencies other than pounds sterling are:

	<i>31 March 2018 £'000 Audited</i>	<i>31 March 2019 £'000 Audited</i>	<i>31 March 2020 £'000 Audited</i>	<i>30 September 2020 £'000 Audited</i>
US Dollars	–	195	41	78

The carrying amounts of Insight Group's trade and other payables denominated in currencies other than pounds sterling are:

	<i>31 March 2018 £'000 Audited</i>	<i>31 March 2019 £'000 Audited</i>	<i>31 March 2020 £'000 Audited</i>	<i>30 September 2020 £'000 Audited</i>
US Dollars	–	137	161	141

Credit risk

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or fail to pay amounts due causing financial loss to Insight Group. Credit risk within Insight Group arises from cash and cash equivalents, and trade and other receivables. The maximum exposure to credit risk is the carrying amount of these financial instruments.

Insight Group is subject to concentrations of credit risk from cash deposits in excess of insured limits. Insight Group places its cash in financial institutions which are considered high quality financial institutions by management. At times, such cash deposits may be in excess of insured limits. Insight Group does not enter into any derivatives to manage credit risk.

Insight Group calculates expected loss allowances based on the maximum contractual period over which Insight Group is exposed to credit risk. Financial assets are considered to be credit-impaired when there is reasonable and supportable evidence that one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Insight Group also applies a rebuttable presumption that an asset is credit-impaired when contractual payments are more than 30 days past due. Insight Group has made an assessment of whether trade receivables are credit-impaired as each of the periods in question. Insight Group has taken into account the current financial position of counterparties and expected future cash flows together with actual and forecast financial information, in order to estimate the probability of default of each of these financial assets as well as the loss upon default. No provision for expected credit losses has been made.

The contractual cash flows on these financial assets have not been modified or renegotiated in the current or prior year.

If there is evidence that there is no reasonable expectation of recovery and the counterparty is in severe financial difficulties, the financial asset will be written off.

Liquidity risk

Insight Group is exposed to liquidity risk as part of its normal trading cycle. Insight Group's policies ensure sufficient liquidity is available to meet foreseeable needs through the preparation of short- and long-term forecasts. Insight Group's requirements are constant throughout the year and relate largely to working capital which is managed through the use of surplus cash.

Insight Group had no bank loans, overdrafts or invoice finance facilities during any of the periods in question. No debentures or personal guarantees were in place either.

Capital risk

The directors of Insight define capital as the total equity of the company. The directors' objectives when managing capital are to safeguard the company's ability to continue as a going concern in order to provide returns for stockholders and benefits for other stakeholders and to maintain an optimal structure to reduce the cost of capital. In order to maintain an optimal capital structure, the directors may adjust the amount of dividends paid to stockholders, return capital to stockholders and issue new stock to reduce debt.

23. Net debt reconciliation

All changes in liabilities arising from financing activities relate to movements in lease liabilities and an analysis is provided below:

	<i>31 March 2018 £'000 Audited</i>	<i>31 March 2019 £'000 Audited</i>	<i>31 March 2020 £'000 Audited</i>	<i>30 September 2020 £'000 Audited</i>
<i>Lease liabilities</i>				
At beginning of period	–	–	–	522
Cash flows				
Lease repayments	–	–	(219)	(123)
Non-cash changes				
Interest expense	–	–	14	10
Lease additions	–	–	1,133	408
Lease modification	–	–	(406)	(441)
At end of period	<u>–</u>	<u>–</u>	<u>522</u>	<u>376</u>

24. Commitments

Insight Group has not identified any lease contracts that have not yet commenced as at the end of each period. Consequently, Insight Group has not identified any material commitments.

25. Ultimate controlling party

During the period ended 30 September 2020 the directors of Insight do not consider that Insight Group had any single ultimate controlling party.

26. Subsequent events

The Company entered into a loan agreement with Insight Group on 8 March 2021 under the terms of which the Company agreed to lend Insight Group up to £400,000 for working capital purposes. The loan is unsecured and is repayable on demand at any time. The loan may be drawn down by Insight at any time up to 31 May 2021 and it attracts interest at a rate of 3 per cent. above the Bank of England's Base Rate which accrues daily and is payable on the repayment date.

27. Nature of financial information

The financial information on Insight Group presented above does not constitute statutory financial statements for Insight Group for either of the three years ended 31 March 2018, 2019 and 2020 or for the six months ended 30 September 2019 and 2020.

PART IV

UNAUDITED PRO FORMA FINANCIAL INFORMATION

SECTION A: ACCOUNTANTS' REPORT ON THE UNAUDITED PRO FORMA STATEMENT OF NET ASSETS OF THE ENLARGED GROUP



Crowe U.K. LLP
Chartered Accountants
Member of Crowe Global
55 Ludgate Hill
London EC4M 7JW, UK
Tel +44 (0)20 7842 7100
Fax +44 (0)20 7583 1720
DX: 0014 London Chancery Lane
www.crowe.co.uk

21 April 2021

The Directors
Catena Group plc
30 City Road
London, EC1Y 2AB

The Directors
Zeus Capital Limited
82 King Street
Manchester
M2 4WQ

Dear Sirs,

We report on the unaudited pro forma statement of net assets of the Enlarged Group (the "Pro Forma Financial Information") set out in this section of Part IV of the Company's AIM admission document dated 21 April 2021 (the "Document").

Opinion

In our opinion:

- the Pro Forma Financial Information has been properly compiled on the basis stated; and
- such basis is consistent with the accounting policies of Catena Group plc.

Responsibilities

It is the responsibility of the directors of Catena Group plc to prepare the Pro Forma Financial Information in accordance with Sections 1 & 2 of Annex 20 of the UK version of Regulation number 2019/980 of the European Commission, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018 (together, the "Prospectus Regulation").

It is our responsibility to form an opinion, as required by Section 3 of Annex 20 of the Prospectus Regulation, as to the proper compilation of the Pro forma financial information and to report that opinion to you.

In providing this opinion we are not updating or refreshing any reports or opinions previously made by us on any financial information used in the compilation of the Pro Forma Financial Information, nor do we accept responsibility for such reports or opinions beyond that owed to those to whom those reports or opinions were addressed by us at the dates of their issue.

Basis of preparation

The Pro Forma Financial Information has been prepared on the basis described, for illustrative purposes only, to provide information about how the transaction might have affected the financial information presented on the basis of the accounting policies adopted by the Company in preparing the unaudited interim financial information for the six month period ended 31 December 2020. This report is required by Section 3 of Annex 20 of the Prospectus Regulation and is given for the purpose of complying with that schedule and for no other purpose.

Basis of Opinion

We conducted our work in accordance with Standards of Investment Reporting issued by the Auditing Practices Board in the United Kingdom. We are independent of the Company and Insight in accordance with relevant ethical requirements. In the United Kingdom this is the FRC's Ethical Standard as applied to Investment Circular Reporting Engagements, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

The work that we performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the Pro Forma Financial Information with the directors of the Company.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the Pro Forma Financial Information has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of the Company.

Declaration

For the purposes of paragraph Section 3 of Annex 20 of the Prospectus Regulation, we are responsible for this report as part of the Document and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Document in compliance with Section 3 of Annex 20 of the Prospectus Regulation.

Yours faithfully,

Crowe U.K. LLP

Chartered Accountants

SECTION B: THE UNAUDITED PRO FORMA STATEMENT OF NET ASSETS OF THE ENLARGED GROUP

Set out below is an unaudited pro-forma statement of net assets of the Enlarged Group (the “Pro Forma Financial Information”), which has been prepared on the basis of the financial information of the Company as at 31 December 2020, as adjusted for:

- the acquisition of the remaining 90.9 per cent. share capital of Insight;
- the receipt of the proceeds from the Placing;
- conversion of the convertible loan notes in the Company; and
- transaction costs.

as set out in the notes below. The Pro Forma Financial Information has been prepared for illustrative purposes only and because of its nature will not represent the actual financial position of the Company as at the date of Admission.

Unaudited pro forma net assets

	<i>The Company (Unaudited) (Note 1) £'000</i>	<i>Insight Group (Audited) (Note 2) £'000</i>	<i>Adjustment: Net placing proceeds (Note 3) £'000</i>	<i>Adjustment: Convertible loan (Note 4) £'000</i>	<i>Total pro forma net assets (Unaudited) £'000</i>
Non-current assets					
Investments	1,500	–	–	–	1,500
Intangible assets	60	3,407	–	–	3,467
Tangible assets	56	423	–	–	479
Total non-current assets	1,616	3,830	–	–	5,446
Current assets					
Trade and other receivables	117	731	–	–	848
Cash and cash equivalents	1,032	1,285	4,909	–	7,226
Total current assets	1,149	2,016	4,909	–	8,074
Total assets	2,765	5,846	4,909	–	13,520
Current liabilities					
Trade and other payables	(224)	(364)	–	–	(588)
Bank loan	(24)	–	–	–	(24)
Lease liability	(8)	(114)	–	–	(122)
Total current liabilities	(256)	(478)	–	–	(734)
Liabilities due in more than 12 months					
Bank loan	(216)	–	–	–	(216)
Borrowings – loan notes	(500)	–	–	500	–
Lease liability	(41)	(262)	–	–	(303)
Deferred tax	–	(617)	–	–	(617)
Total liabilities	(1,013)	(1,357)	–	500	(1,870)
Net assets	1,752	4,489	4,909	500	11,650

Notes:

1. The financial information of the Company as at 31 December 2020 has been extracted from the unaudited interim financial statements of the Company as announced in the Company's RIS announcement titled "Interim results" on 31 March 2021. No account has been taken of the activities of the Company subsequent to 31 December 2020, except for those set out in the notes below.
2. The financial information of Insight Group as at 30 September 2020 has been extracted from Part III, section B of this Document "Historical Financial Information of Insight Group". No account has been taken of the activities of Insight Group subsequent to 30 September 2020, except for those set out in the notes below.
3. Placing proceeds were approximately £6.1 million whilst associated costs of the transaction were approximately £1.2 million (excluding VAT). Accordingly, net proceeds of the Placing were approximately £4.9 million.
4. On Admission, the Convertible Loan Notes of £0.5 million will convert into 2,000,000 new Ordinary Shares.
5. No account has been taken of any movement in the net assets of the Company or Insight Group since 31 December 2020 and 30 September 2020 respectively, nor of any other event save as disclosed above.

PART V

ADDITIONAL TAKEOVER CODE DISCLOSURES FOR THE PURPOSES OF THE RULE 9 WHITEWASH

1. Information on the Concert Party

- 1.1 As described in paragraph 18 of Part I of this Document, the Concert Party is composed of Steven Cracknell, Warren Pearson, Anna Mann, Nikhil Srinivasan, Clive Mann and Mark Woodhouse. Information relating to Steven Cracknell and Warren Pearson is set out at paragraph 12 of Part I of this Document. Information relating to the other members of the Concert Party is set out below.

Anna Mann

Anna Mann is one of the founders of MWM Consulting Limited and was previously a founder of Whitehead Mann. Anna has acted as specialist adviser to many of the world's leading corporations on board performance, capability and succession. She met Steven Cracknell in 2013 whilst he was working in Silicon Valley. Anna is a founding shareholder of Insight and was appointed as a director of Insight on 1 November 2017 and is married to Clive Mann.

Clive Mann

Clive Mann is the retired Senior Partner and co-founder of MWM Consulting. Clive was a director of Insight between 28 February 2020 and 9 March 2020 and is the husband of Anna Mann.

Nikhil Srinivasan

Nikhil Srinivasan served as chief investment officer of Partner Re from September 2018 until March 2021. He served as a non-executive director of Insight from May 2020 until March 2021. Nikhil is a founding shareholder of Insight.

Mark Woodhouse

Mark Woodhouse is a founding shareholder in Insight and was a director of Insight between 1 November 2017 and 9 September 2019. Mark is a former partner of MWM Consulting Limited, where he used to work alongside Anna Mann. He is currently the founder and CEO of Drummond Board Advisory Ltd, a UK-based executive search and Boardroom advisory firm. Mark is additionally an active investor in technology ventures in the UK and the US.

2. Disclosure of Interests and Dealings in Shares

2.1 **Definitions**

For the purposes of this paragraph 2, references to:

- 2.1.1 “acting in concert” has the meaning attributed to it in the Takeover Code;
- 2.1.2 “arrangement” includes any indemnity or option arrangements, or any agreement or understanding, formal or informal, of whatever nature, relating to the relevant securities which may be an inducement to deal or refrain from dealing;
- 2.1.3 “connected persons” means in relation to a director, those persons whose interests in Ordinary Shares the director would be required to disclose pursuant to Part 22 of the Companies Act and related regulations and includes any spouse, civil partner, infants (including step children), relevant trusts and any company in which a director holds at least 20 per cent. of its voting capital;
- 2.1.4 “dealing” or “dealt” includes:
- 2.1.4.1 acquiring or disposing of relevant securities, of the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to relevant securities, or of general control of relevant securities;

- 2.1.4.2 taking, granting, acquiring, disposing of, entering into, closing out, terminating, exercising (by either party) or varying an option (including a traded option contract) in respect of any relevant securities;
 - 2.1.4.3 subscribing or agreeing to subscribe for relevant securities;
 - 2.1.4.4 exercising or converting, whether in respect of new or existing relevant securities, any relevant securities carrying conversion or subscription rights;
 - 2.1.4.5 acquiring, disposing of, entering into, closing out, exercising (by either party) of any rights under, or varying, a derivative referenced, directly or indirectly, to relevant securities;
 - 2.1.4.6 entering into, terminating or varying the terms of any agreement to purchase or sell relevant securities;
 - 2.1.4.7 redeeming or purchasing, or taking or exercising an option over, any of its own relevant securities by the offeree company or an offeror; and
 - 2.1.4.8 any other action resulting, or which may result, in an increase or decrease in the number of relevant securities in which a person is interested or in respect of which he has a short position;
- 2.1.5 a person having an “interest” in relevant securities includes where a person:
- 2.1.5.1 owns securities;
 - 2.1.5.2 has the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to securities or has general control of them;
 - 2.1.5.3 by virtue of any agreement to purchase, option or derivative, has the right or option to acquire securities or call for their delivery or is under an obligation to take delivery of them, whether the right, option or obligation is conditional or absolute and whether it is in the money or otherwise; or
 - 2.1.5.4 is party to any derivative whose value is determined by reference to the prices of securities and which results, or may result, in his having a long position in them;
- 2.1.6 “relevant securities” means securities which comprise equity share capital (or derivatives references thereto) and securities convertible into rights to subscribe for and options (including traded options) in respect of any such securities.

2.2 **Interests of the Concert Party**

The interests of the Concert Party in the relevant securities of the Company are set out below:

<i>Concert Party member</i>	<i>Number of Ordinary Shares at the date of this Document</i>	<i>Percentage of Existing Share Capital</i>	<i>Number of Ordinary Shares on Admission</i>	<i>Percentage of Enlarged Share Capital⁴</i>	<i>Percentage of Enlarged Share Capital⁵</i>
Steve Cracknell	–	–	10,818,293	10.9	11.8
Warren Pearson	–	–	4,808,131	4.8	5.2
Anna Mann	–	–	5,179,619	5.2	5.6
Clive Mann	–	–	258,981	0.3	0.3
Nikhil Srinivasan	–	–	7,599,936	7.7	8.3
Mark Woodhouse	–	–	5,048,537	5.1	5.5
Total			33,713,497	34.0	36.6

As at the date of this Document, the actual number of Consideration Shares to be issued to the Insight Option Holders is unknown but if they do not exercise their rights then they will not receive any Consideration Shares resulting in the Concert Party holding 36.6 per cent. of the Enlarged Share Capital. If the Insight Option Holders do exercise their rights, they will hold between 6,611,179 and 7,121,976 Consideration Shares. If the Insight Option Holders exercise their rights to receive the minimum entitlement to Consideration Shares (and therefore their maximum entitlement to cash), then the percentage of the Enlarged Share Capital held by the Concert Party will be 34.2 per cent.. If the Insight Option Holders exercise their rights to receive the maximum entitlement to Consideration Shares, then the percentage of the Enlarged Share Capital held by the Concert Party will be 34.0 per cent..

It is not intended that any of the Ordinary Shares to be issued to the Concert Party members will be transferred to any other parties.

2.3 **Interests and dealings of the Concert Party**

No member of the Concert Party currently has any interest in the Ordinary Shares and no member of the Concert Party has dealt in the Ordinary Shares in the 12 months ended on the date of this Document.

2.4 **General**

2.4.1 Save as disclosed in this paragraph 2, no member of the Concert Party, nor any close relatives, related trusts or connected persons, nor any person acting in concert with any member of the Concert Party owns or controls or is interested, directly or indirectly in, or has borrowed or lent (save for any borrowed securities which have either been on-lent or sold), has rights to subscribe for, or has any short position (whether conditional or absolute and whether in the money or otherwise), including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery in, any relevant securities of the Company, nor has any such person dealt therein during the 12 months prior to the date of this Document.

2.4.2 There is no arrangement relating to relevant securities which exists between any member of the Concert Party, or their respective groups or, so far as the members of the Concert Party are aware, any person acting in concert with any member of the Concert Party or their respective groups, and any other person, nor between the Company or, so far as Company is aware, any person acting in concert with the Company and any other person.

⁴ Assuming that the Insight Option Holders exercise their rights to receive the maximum entitlement to Consideration Shares.

⁵ Assuming that the Insight Option Holders allow their options to lapse and therefore receive no Consideration Shares.

3. Arrangements with the Concert Party

There is no agreement, arrangement or understanding (including any compensation arrangement) which exists between any member of the Concert Party or any person acting in concert with any member of the Concert Party and any of the Directors, recent directors of the Company, Shareholders or recent shareholders of the Company, or any other person interested or recently interested in Ordinary Shares, which has any connection with or dependence upon the Resolutions. If the Whitewash Resolution is passed by the Independent Shareholders on a poll, there is no agreement, arrangement or understanding for the transfer by any member of the Concert Party of its Ordinary Shares to any third party.

No member of the Concert Party nor any person acting in concert with any member of the Concert Party has any arrangement, agreement or understanding, formal or informal, of whatever nature relating to relevant securities which may be an inducement to deal or refrain from dealing.

No member of the Concert Party has received any irrevocable commitment or letter of intent in relation to relevant securities of the Company.

4. Middle Market Quotations

Trading in the Ordinary Shares was suspended on 3 September 2020 and has remained suspended since that date. Accordingly, the middle market quotations for the Company on the first business day of each of the six months preceding the date of this Document and on 20 April 2021 being the last practicable date prior to the posting of this Document, as derived from the London Stock Exchange Daily Official List, were:

<i>Date</i>	<i>Price per Ordinary Share (pence)</i>
2 November 2020	59.0
1 December 2020	59.0
4 January 2021	59.0
1 February 2021	59.0
1 March 2021	59.0
1 April 2021	59.0
20 April 2021	59.0

5. Intentions of the Concert Party for the Enlarged Group

No member of the Concert Party has any intention to make any changes in relation to:

- 5.1 the future business, investment and/or research and development of the Group;
- 5.2 the continued employment of the Group's employees and management, including the continued employment of, or the conditions of employment and any such rights relating thereto of, any of the Group's employees and management;
- 5.3 the strategic plans of the Group;
- 5.4 the locations of the Group's headquarters, headquarter functions or places of business;
- 5.5 employer contributions into the Company's pension scheme;
- 5.6 the redeployment of any fixed assets of the Group; or
- 5.7 the maintenance of any existing trading facilities for the Ordinary Shares.

6. Ratings and outlook

As at the date of this Document, the Company does not have any public current credit rating or outlook from a ratings agency.

7. Persons acting in concert with the Company

In addition to the Directors (together with their close relatives and related trusts) and members of the Group, the party acting in concert with the Company for the purposes of the Proposals and are required to be disclosed is Zeus Capital (a financial services company) which is Rule 3 adviser, as well as nominated adviser and broker to the Company. Zeus Capital also holds an interest in the Shares of the Company by way of the Adviser Warrants which are further described in paragraph 12.1.4 of Part VI of this Document.

PART VI

ADDITIONAL INFORMATION

1. Responsibility

- 1.1 The Existing Directors and the Proposed Directors, whose names appear on page 10 of this Document, and the Company accept individual and collective responsibility for the information contained in this Document, including expressions of opinion, (other than information concerning the Concert Party and its intentions for which the Concert Party takes sole responsibility). To the best of the knowledge of the Existing Directors, Proposed Directors and the Company (who have each taken all reasonable care to ensure that such is the case), the information contained in this Document is in accordance with the facts and contains no omission likely to affect its import.
- 1.2 Each member of the Concert Party, whose names are set out in paragraph 1 of Part V of this Document, accepts responsibility for the information contained in this Document relating to themselves, including expressions of opinion, and also the statements of intention of the Concert Party set out in paragraph 5 of Part V of this Document. To the best of the knowledge and belief of each member of the Concert Party (having taken all reasonable care to ensure that such is the case), the information contained in this Document for which he is responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. The Company

- 2.1 The Company was incorporated in England and Wales on 19 November 1999 with the name Westside Acquisitions plc with registration number 3882621. The Company was admitted to trading on AIM on 8 December 1999.
- 2.2 The principal legislation under which the Company operates, and pursuant to which the Existing Ordinary Shares and Deferred Shares have been created (and under which the New Ordinary Shares will be created), is the Companies Act 1985, 1989 and 2006.
- 2.3 Immediately following Admission, the Company's principal activity will be developing artificial intelligence to provide machine learning tools to asset managers and financial services companies. The Company's registered office is located at 30 City Road, London, EC1Y 2AB. The Company's telephone number is +44 20 3744 0900.
- 2.4 The Company's website, at which the information required by the AIM Rules can be found is, <https://catenagroup.co.uk/>. Following registration of the Company's change of name to Insig AI Plc, the new website, at which the information required by the AIM Rules can be found, will be www.insg.ai.
- 2.5 The financial year end of the Company is 31 March.

3. Share capital history

The history of the Company's share capital for approximately the last three years is as follows:

- 3.1 On 12 March 2018, the Company sub-divided its existing ordinary share capital of 22,811,638 ordinary shares of £0.10 each into 22,811,638 Ordinary Shares and 22,811,638 Deferred Shares in the capital of the Company.
- 3.2 On 13 March 2018, the Company issued 10,750,000 Ordinary Shares, credited as fully paid, bringing the issued share capital of the Company to 33,561,638 Ordinary Shares and 22,811,638 Deferred Shares.
- 3.3 On 12 July 2019, the Company issued 2,000,000 Ordinary Shares, credited as fully paid, bringing the issued share capital of the Company to 35,561,638 Ordinary Shares and 22,811,638 Deferred Shares.

- 3.4 On 9 March 2020, the Company issued 4,000,000 Ordinary Shares, credited as fully paid, bringing the issued share capital of the Company to 39,561,638 Ordinary Shares and 22,811,638 Deferred Shares.
- 3.5 On 1 October 2020 the Company issued 1,600,000 ordinary shares of £0.01 each, credited as fully paid, bringing the issued share capital of the Company to 41,161,368 Ordinary Shares and 22,811,638 Deferred Shares of £0.09 each.
- 3.6 On 5 February 2021, following the exercise by Geoffrey Simmonds of his subscription rights in respect of 125,000 A warrants and 125,000 B warrants exercisable at a price of £0.10 and £0.25 respectively per new Ordinary Share, the Company issued 250,000 Ordinary Shares, credited as fully paid, bringing the issued share capital of the Company to 41,411,638 Ordinary Shares and 22,811,638 Deferred Shares.
- 3.7 On 1 March 2021, following the exercise by Richard Owen of his subscription rights in respect of 125,000 A warrants and 125,000 B warrants exercisable at a price of £0.10 and £0.25 respectively per new Ordinary Share, the Company issued 250,000 Ordinary Shares, credited as fully paid, bringing the issued share capital of the Company to 41,661,638 Ordinary Shares and 22,811,638 Deferred Shares.
- 3.8 On 24 March 2021, following the exercise by Richard Bernstein of his subscription rights in respect of 500,000 A warrants and 500,000 B warrants exercisable at a price of £0.10 and £0.25 respectively per new Ordinary Share, the Company issued 1,000,000 Ordinary Shares, credited as fully paid, bringing the issued share capital of the Company to 42,661,638 Ordinary Shares and 22,811,638 Deferred Shares.

4. Enlarged Group Structure

- 4.1 As at the date of Admission and following completion of the Acquisition, the Company will own the entire issued share capital of the following directly and indirectly owned subsidiaries:

<i>Subsidiary</i>	<i>% of issued share capital held</i>
Westside Sports Limited	100
Ultimate Player Limited	100*
Pantheon Leisure plc	85.87*
The Elms Group Limited	100**
School in Sports Limited	100**
Insight Capital Partners Limited	100
Insight Capital Consulting Limited	100***

* shareholding held via Westside Sports Limited.

** shareholding via Pantheon Leisure plc.

*** shareholding held via Insight Capital Partners Limited.

5. Share capital

- 5.1 The following table shows the issued and fully paid shares of the Company at the date of this Document:

Issued and credited as fully paid:

<i>Class of Share</i>	<i>Number</i>	<i>Amount Paid up (£)</i>
Existing Ordinary Shares	42,661,638	426,616.38
Deferred Shares	22,811,638	2,053,047.42

- 5.2 Assuming that the Placing is fully subscribed, the issued and fully paid shares of the Company immediately following Admission is expected to be as shown in the following table and existing

Shareholders of the Company will suffer a dilution of up to 57.0 per cent.⁶ as a result of the issue of the New Ordinary Shares:

Issued and credited as fully paid:

<i>Class of Share</i>	<i>Number</i>	<i>Amount Paid up (£)</i>
Ordinary Shares ⁶	99,145,399	991,453.99
Deferred Shares	22,811,638	2,053,047.42

5.3 Save as disclosed in this Document, as at the date of this Document, the Company will have no short, medium or long term indebtedness.

5.4 Save as disclosed in paragraph 5.5 and elsewhere in this Document, as at the date of this Document immediately following Admission, no person will hold options or warrants over any Ordinary Shares or other securities in the capital of the Company.

5.5 As at the date of Admission, the following share options and/or warrants over the Company's unissued share capital remain exercisable:

5.5.1 a loan note instrument dated 3 March 2020 created unsecured convertible loan notes up to a nominal amount of £2,000,000. £500,000 of the notes were issued on 4 March 2020 and are either redeemable on the third anniversary of the instrument or shall automatically convert into Ordinary Shares at a conversion price of £0.25 on the earlier of 1) a demand by the holder of the note; and 2) the date of completion of the Acquisition Transaction (as defined in the instrument). On Admission, the £500,000 of issued loan notes will automatically convert into 2,000,000 New Ordinary Shares and these will be issued credited as fully paid;

5.5.2 Matthew Farnum-Schneider holds the following options over Ordinary Shares:

5.5.2.1 an option to subscribe for or purchase up to a maximum of 1,000,000 Ordinary Shares, exercisable at a price of £0.20 per share (partially vested);

5.5.2.2 an option to subscribe for or purchase up to a maximum of 1,000,000 Ordinary Shares, exercisable at a price of £0.40 per share; and

5.5.2.3 an option to subscribe for or purchase up to a maximum of 2,000,000 Ordinary Shares, exercisable at a price of £0.60 per share.

These options expire on 31 July 2029;

5.5.3 conditional on Admission, Zeus Capital will hold warrants to subscribe for 396,582 Ordinary Shares at an exercise price of 83.75 pence per share pursuant to the terms of the Adviser Warrants. These warrants are exercisable, in whole or in part, between the first and the sixth anniversary of Admission.

5.6 Save as disclosed in this Document:

5.6.1 no share or loan capital of the Company has been issued or is proposed to be issued;

5.6.2 no person has any preferential subscription rights for any shares of the Company; and

5.6.3 no share or loan capital of the Company is unconditionally to be put under option.

5.7 All Existing Ordinary Shares in issue at the date of this Document are in registered form and, subject to the provisions of the CREST Regulations, the Directors may permit the holding of shares in any class in uncertificated form and title to such shares may be transferred by means of a relevant system (as defined in the CREST Regulations). Where New Ordinary Shares are to be held in certificated form, share certificates will be sent to the respective Shareholders by first-class post.

5.8 Pursuant to section 630 of the Companies Act and the provisions of the Articles, the rights attaching to the New Ordinary Shares may be amended or varied following the passing of a special resolution

⁶ Assuming the Insight Option Holders exercise their rights to receive the maximum entitlement to Consideration Shares

of the Shareholders. The provisions of the Articles governing the conditions under which the Company may alter its share capital are no more stringent than the Companies Act.

- 5.9 The provisions of section 561(1) of the Companies Act (which confer on shareholders rights of pre-emption in respect of the allotment of equity securities which are, or are to be, paid up in cash or otherwise by way of allotment to employees under an employees' share scheme as defined in section 1166 of the Companies Act) apply to the issue of new Ordinary Shares except to the extent that such provisions have been disapplied.
- 5.10 The New Ordinary Shares will, on Admission, rank *pari passu* in all respects and will rank in full for all dividends and other distributions declared thereafter, made or paid on the ordinary share capital of the Company.
- 5.11 Whilst disclosure of shareholdings is not a requirement of the Articles, Rule 17 of the AIM Rules and the DTR makes provisions regarding notification of certain shareholders and holdings of financial instruments. Where a person holds three per cent. or more of the voting rights in any class of AIM security, then the person has an obligation to make a notification to the FCA and the Company of the percentage of voting rights held where that percentage reaches, exceeds or falls below three per cent. or any whole percentage figure above three per cent. The requirement to notify also applies where a person is an indirect Shareholder and can acquire, dispose of or exercise voting rights in certain cases. Subject to receiving this Shareholder notification, the Company then has an obligation under AIM Rule 17 to announce such notification to a RIS without delay.
- 5.12 The currency of the issue is pounds sterling.

6. Articles of Association of the Company

6.1 Set out below is a summary of the provisions of the Articles of Association of the Company:

6.1.1 Objects

The Company's objects are to carry on business as a general commercial company.

6.1.2 Articles of Association

The Articles were adopted by special resolution passed on 29 December 2011 and amended by way of special resolutions dated 29 October 2015 and 12 March 2018.

6.1.3 Liability

The liability of the Shareholders is limited to the amount, if any, unpaid on the Ordinary Shares respectively held by them.

6.1.4 Share capital

6.1.4.1 The Company's share capital consists of Ordinary Shares of £0.01 each and Deferred Shares of £0.09 each.

6.1.4.2 The Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholders, subject to any special rights attaching to any shares.

6.1.4.3 The Company has the power to purchase its own shares, including any redeemable shares. Any shares that are so purchased may be selected in any manner the Company chooses.

6.1.4.4 The rights attaching to the holders of Ordinary Shares are as follows:

- (a) As regards income, the holders shall be entitled to receive the profits of the Company as available for distribution and as determined to be distributed by way of a dividend in proportion to the amounts paid up of credited as paid up on the said Ordinary Shares;
- (b) As regards capital in the event of the winding up of the Company, the Ordinary Shares shall confer upon the holders thereof the right to receive

a return of the assets available for distribution amongst the members in proportion to the amounts paid up or credited as paid up thereon; and

- (c) As regards voting, the Ordinary Shares shall confer on the holders thereof the right to attend and vote at any general meeting of the Company and to receive notice thereof.

6.1.4.5 The rights attaching to the holders of Deferred Shares are as follows:

- (a) As regards income, the Deferred Shares shall confer the holders the right to receive £0.001 for each £999.999 of dividends or other distributions resolved to be distributed out of the profits of the Company available for distribution, the same to be distributed amongst the holders of the Deferred Shares in proportion to the amounts paid up or credited as paid up thereon;
- (b) As regards capital in the event of the winding up of the Company, the Deferred Shares shall confer the holders the right to receive £0.001 for each £999.999 of the assets of the Company available for distribution amongst the members, the same to be distributed amongst the holders of the Deferred Shares in proportion to the amounts paid up or credited as paid up thereon; and
- (c) As regards voting, the Deferred Shares shall not at any time confer on the holders thereof any right to attend or vote at any general meeting of the Company or to receive notice thereof.

6.1.5 Alteration of share capital

6.1.5.1 The Company may, by ordinary resolution:

- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) Redenominate all or any of its shares; and
- (c) Subdivide its share, or any of them, into shares of smaller amount and whereby any share is subdivided may determine that one or more of the shares resulting from the subdivision may have preferred or other special rights as compared with others.

6.1.5.2 The Company may, by special resolution, reduce its share capital, capital redemption reserve and any share premium account.

6.1.5.3 The Company may exercise the powers conferred by the applicable statutory provisions to:

- (a) increase its share capital by allotting new shares;
- (b) purchase all of any of its own shares;
- (c) issue redeemable shares; and
- (d) purchase all of any of its own shares including any redeemable shares.

6.1.6 Voting

The Ordinary Shareholders have the right to receive notice of, and to vote at, general meetings of the Company. Every member who is present in person or by a duly authorised representative (in the case of a member which is a corporation) shall have one vote and every proxy present who has been duly appointed by a member entitled to vote on the resolution, has one vote.

6.1.7 Dividends

The Company may, subject to the provisions of the Companies Act and the Articles make the profits of the Company available for dividend payments to the members in accordance with their respective rights and priorities. No dividend shall exceed the amount recommended by the Directors. The directors may pay interim dividends as appear to be justified by the profits of the Company and are

permitted by the Companies Act. Any dividend which has remained unclaimed for a period of twelve years shall be forfeited and cease to remain owing by the Company and shall thenceforth belong to the Company absolutely.

6.1.8 Transfer of Ordinary Shares

- 6.1.8.1 Save as described below, the Ordinary Shares and Deferred Shares are freely transferable.
- 6.1.8.2 Each member may transfer all or any of his shares by instrument of transfer in writing in any usual form or in any form approved by the Board.
- 6.1.8.3 The Board may, in its absolute discretion, refuse to register a transfer of certificated shares unless:
 - (a) the instrument of transfer is deposited at the Office or such other place as the directors may appoint, accompanied (except in the case of a transfer by a recognised person where a certificate has not been issued or in the case of a renunciation) by the certificate for the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer provided that in the case of a transfer by a recognised person of a share certificate will only be necessary if a certificate has been issued in respect of the share in question;
 - (b) the instrument of transfer is duly stamped;
 - (c) the instrument of transfer is only in respect of one class of share;
 - (d) the instrument of transfer is in favour of not more than four transferees; and
 - (e) the instrument of transfer is in respect of a share in respect of which all sums presently payable to the Company have been paid.

6.1.9 Allotment of shares and pre-emption rights

- 6.1.9.1 Subject to the Companies Act and the Articles and in accordance with section 551 of the Companies Act, the Directors shall be generally and unconditionally authorised to exercise for each prescribed period, all the powers of the Company to allot shares up to an aggregate nominal amount equal to the amount stated in the relevant special resolution passed pursuant to section 561 of the Companies Act, authorising such allotment.
- 6.1.9.2 Under and within the terms of the said authority or otherwise in accordance with section 570 of the Companies Act, the directors shall be empowered during each prescribed period to allot equity securities (as defined in the Companies Act), wholly for cash:
 - (a) in accordance with a rights issue (as defined in the Articles); or
 - (b) otherwise than in connection with a rights issue up to an aggregate nominal amount equal to the amount stated in the relevant ordinary or special resolution passed pursuant to section 551 of the Companies Act, authorising such allotment.

6.1.10 Directors

- 6.1.10.1 Unless otherwise determined by the Company by ordinary resolution, the number of directors (other than any alternate directors) shall not be less than two, but there shall be no maximum number of directors.
- 6.1.10.2 Subject to the Articles and the Companies Act, the Company may by ordinary resolution appoint a person who is willing to act as a Director and the Board shall have power at any time to appoint any person who is willing to act as a Director, in both cases either to fill a vacancy or as an addition to the existing Board.
- 6.1.10.3 Subject to the provisions of the Companies Act and of the Articles, any director so appointed shall hold office only until the conclusion of the next following annual

general meeting, and shall be eligible for reappointment at that meeting. A director who has retired under these circumstances shall not be taken into account in determining the directors who are to retire by rotation at such meeting and if not reappointed at such annual general meeting, shall vacate office at the conclusion thereof.

- 6.1.10.4 Subject to the provisions of the Articles, the Company may by ordinary resolution appoint a person who is willing to act to be a director, either to fill a vacancy or as an addition to the existing Board, but the total number of directors shall not exceed any maximum number (if any) fixed in accordance with the Articles.
- 6.1.10.5 At the annual general meeting in every year one-third of the directors who are subject to retirement by rotation, or, if their number is not three or a multiple of three, the number nearest to but not exceeding one-third, shall retire from office provided always that if in any year the number of directors who are subject to retirement by rotation shall be two, one of such directors shall retire, and if in any year there shall be only one director who is subject to retirement by rotation, that director shall retire.
- 6.1.10.6 The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed at any other number shall be two
- 6.1.10.7 A director may, and the Secretary on the requisition of a director shall, at any time summon a meeting of the directors. Notice of a Board meeting shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the Company for that purpose or in electronic form to any address given by him to the Company for that purpose. A director may waive the requirement that notice be given to him of any Board meeting, either prospectively or retrospectively. A director appointed to any such office shall receive such remuneration (whether by way of salary, commission, participation in profits, provision for retirement or insurance benefit, or partly in one way and partly in another, or otherwise) as may be determined by a committee of the directors appointed for such purpose.
- 6.1.10.8 The Board may, subject to the provisions set out in the Articles, authorise any matter which relates to a situation in which a director has, or can have, a direct or indirect interest which conflicts, or possibly may conflict, with the interests of the Company and which would, if not so authorised, result in a breach of duty by that director.
- 6.1.10.9 The relevant director seeking authorisation in respect of a conflict must declare to the Board the nature and extent of his interest in that Conflict as soon as is reasonably practicable. The relevant director must provide the Board with such details as are necessary for the Board to decide whether or not to authorise the Conflict. The relevant director must also provide such additional information as may be requested by the Board.
- 6.1.10.10 Any director may propose that a conflict be authorised by the Board. Such proposal and any authorisation given by the Board shall be effected in the same way that any other matter may be proposed to and resolved upon by the Board in accordance with the provisions of these Articles save that:
 - (a) the relevant director and any other director with an interest in the conflict shall not count towards the quorum nor vote on any resolution giving such authorisation; and
 - (b) the interested directors may, if the other members of the Board so decide, be excluded from any board meeting while the Conflict is under consideration.
- 6.1.11 General meetings
 - 6.1.11.1 The Company must hold a general meeting within six months from the day following the Company's accounting release date.

6.1.11.2 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Two members present in person or by proxy or by a duly authorised corporate representative of a corporation which is a member and entitled to vote at the meeting shall be a quorum for all purposes.

6.1.12 Subject to the Articles and the Companies Act, the Board may exercise all the powers of the Company to:

6.1.12.1 borrow money;

6.1.12.2 mortgage or charge all or any part of the undertaking, property and assets and uncalled capital of the Company;

6.1.12.3 issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

The directors shall restrict the borrowings of the Company and exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiaries so as to secure that the aggregate of the amounts borrowed by the Company and its subsidiaries and remaining outstanding at any time shall not, without the previous sanction of an ordinary resolution of the Company, exceed an amount equal to the greater of:

6.1.12.4 four times the aggregate of:

(a) the nominal amount of the share capital of the Company issued and paid up, as shown in the audited balance sheet of the Company last laid before the Company in general meeting; and

(b) the amounts shown as standing to the credit of capital and revenue reserves, including share premium account, capital redemption merger reserve, other reserves and profit and loss account (but deducting therefrom the amount, if any, standing to the debit of profit and loss account) in either a consolidation of the audited balance sheets of all the companies in the Group last laid before the members thereof respectively in general meeting or (at the directors' discretion) in the audited consolidated balance sheet of the Group last laid before the Company in general meeting, but adjusted in respect of any variations in the issued and paid up share capital, share premium account or capital redemption, merger reserve or other reserves effected or any distributions made (otherwise than within the Group) since the date of such balance sheets except in so far as provided for therein; and

(c) excluding therefrom any amounts set aside for taxation and, to the extent included, any amounts attributable to outside shareholdings in subsidiaries; and

(d) excluding all amounts attributable to intangible items save assets or goodwill arising on consolidation as shown as an asset in the Group balance sheet (except for any amount acquired as part of a commercial business combination), notwithstanding the fact that these may previously have been written off against reserves; or

6.1.12.5 the sum of £10,000,000;

provided always that no such sanction shall be required to the borrowing of any moneys intended to be applied and actually applied within six months in the repayment (with or without premium) of any moneys previously borrowed and then outstanding, notwithstanding that the same may result in the said limit being exceeded during such period. For the purpose of this provision in the Articles:

(a) share capital allotted shall be treated as issued and any share capital already called up or payable at any future date within the following twelve months shall be treated as already paid up and if the Company proposes to issue any shares for cash and the issue of such shares has been underwritten then such shares shall be deemed to have been issued and

the subscription moneys (including any premium) payable in respect thereof within the following twelve months shall be deemed to have been paid up;

- (b) any company which it is proposed shall become a subsidiary contemporaneously with any relevant transaction shall be treated as if it had already become a subsidiary;
- (c) the following shall (unless otherwise taken into account) be deemed to be included in moneys borrowed (a) debentures issued in whole or in part for a consideration other than cash, (b) amounts outstanding under acceptance credits (other than in respect of the purchase of goods in the ordinary course of trading), (c) the nominal amount of any share capital issued and the principal amount of any moneys borrowed the redemption or repayment, whereof is guaranteed by the Company or by any subsidiary except in so far as such share capital is for the time being held by or such moneys are for the time being owing to, and the beneficial interest therein is vested in, the Company or any subsidiary; and
- (d) any fixed premium payable on final redemption or repayment of any debentures or other borrowed moneys or share capital shall be taken into account as an addition to the principal or nominal amount thereof.

6.1.13 Capitalisation of profits

The Directors may, if they are so authorised by an ordinary resolution of the Shareholders, decide to capitalise any undivided profits of the Company standing to the credit of the profit and loss account or otherwise and available for distribution (not being required for the payment of fixed dividends on any shares entitled to fixed preferential dividends with or without further participation in profits), or any sum standing to the credit of the Company's share premium account or capital redemption reserve.

6.1.14 Indemnity

As far as the Companies Act allows, the Company may:

- 6.1.14.1 indemnify any Director, auditor, secretary or other office of the Company (or of an associated body corporate) against any liability;
- 6.1.14.2 purchase and maintain insurance against any liability for any office or auditor of the Company.

6.1.15 Return of capital

On a return of assets on winding up of the Company the holders of the Ordinary Shares shall have the right to receive a return of the assets available for distribution amongst the members in proportion to the amounts paid up or credited as paid up thereon. The holders of the Deferred Shares shall have the right to receive 0.1p for each £999.999 of the assets of the Company available for distribution amongst the members, the same to be distributed amongst the holders of the Deferred Shares in proportion to the amounts paid up or credited as paid up thereon.

6.1.16 Uncertificated shares

- 6.1.16.1 Subject to the Companies Act, shares in the Company may be issued or held in uncertificated form and converted from uncertificated form to certificated form;
- 6.1.16.2 the Board may make such arrangements or regulations (if any) as it may from time to time in its absolute discretion think fit in relation to the evidencing and transfer of uncertificated shares.

7. Directorships and partnerships

7.1 In addition to their directorships of the Company, the Existing Directors are, or have been, members of the administrative, management or supervisory bodies (“**directorships**”) or partners of the following companies or partnerships, at any time in the five years prior to the date of this Document.

Existing Directors:

Matthew Farnum-Schneider

Current directorships and partnerships

Catena Group plc
Insight Capital Partners Limited
Pantheon Leisure plc
Sport in Schools Limited
The Elms Group Limited
Ultimate Player Limited
Westside Sports Limited

Previous directorships and partnerships

Footballdirectory.co.uk Limited
Footballfanatix Limited
Football Data Services Limited
Football Partners Limited
Global Infrastructure Investor Association
Reverse Take-Over Investments Limited
Westsidetech Limited
Westside Acquisitions Limited
Westside Mining Limited

John Murray

Current directorships and partnerships

Catena Group plc
The Barbican Centre Trust Limited

Previous directorships and partnerships

N/A

David Goldbeck

Current directorships and partnerships

Catena Group plc
World Sourcing Limited
Ultimate Player Limited

Previous directorships and partnerships

Footballfanatix Limited
Reverse Take-Over Investments Limited
Westside Mining Limited

David Hillel

Current directorships and partnerships

Catena Group plc
Stanview Court (Hendon) Limited
Pantheon Leisure plc

Previous directorships and partnerships

Reverse Take-Over Investments Limited
Westside Mining Limited

John Zucker

Current directorships and partnerships

Catena Group plc
Jabisupra Limited
MAG4 Limited
Adventure Music Limited
HBZ Partnership
JZB Partnership
Israel Healthcare Ventures 2 LP Incorporated

Previous directorships and partnerships

N/A

7.2 The Proposed Directors are, or have been, members of the administrative, management or supervisory bodies (“**directorships**”) or partners of the following companies or partnerships, at any time in the five years prior to the date of this Document.

Proposed Directors:

Steven Cracknell

Current directorships and partnerships

Insight Capital Consulting Limited

PRI ARC LLP

Insight Capital Partners Limited

Previous directorships and partnerships

Zenti, Inc

Warren Pearson

Current directorships and partnerships

Insight Capital Partners Limited

Dope Technology Services Ltd

Previous directorships and partnerships

Meantime Pearson Ltd

Peter Rutter

Current directorships and partnerships

Equilytics Limited

Triple Alpha Ltd

Previous directorships and partnerships

PLR Properties Capital Management Limited

Rowe and Pitman Investment Management Limited

8. Directors’ confirmations

8.1 The Existing Directors and the Proposed Directors have held the following directorships in companies that have been placed in receivership, compulsory liquidation, creditors’ voluntary liquidation, administration or company voluntary arrangement or which entered into any composition or arrangement with its creditors generally or any class of its creditors whilst he was a director of that company or within the 12 months after he ceased to be a director of that company:

<i>Director(s)</i>	<i>Company</i>	<i>Details</i>
David John Coldbeck	Schey Internet Limited	Dissolved (on 27 November 2003 following Voluntary Creditors Liquidation commenced on 5 November 2001)
David John Coldbeck	Vertical Acquisitions Limited	Dissolved (on 22 August 2009) via Voluntary Members Liquidation (17 October 2008)

8.2 Save as set out in this Document and as at the date of this Document, no Existing Director nor any Proposed Director:

- 8.2.1 has any unspent convictions in relation to indictable offences;
- 8.2.2 has been bankrupt or the subject of an individual voluntary arrangement, or has had a receiver appointed to any asset of such Existing Director or Proposed Director;
- 8.2.3 has been a director of any company which, while he was a director or within 12 months after he ceases to be a director, had a receiver appointed or went into compulsory liquidation, creditors voluntary liquidation, administration or company arrangement, or made any composition or arrangement with its creditors generally or with any class of its creditors;
- 8.2.4 has been a partner of any partnership which, while he was a partner or within 12 months after he ceases to be a partner, went into compulsory liquidation, administration or partnership voluntary arrangement, or had a receiver appointed to any partnership asset;

- 8.2.5 has had any public criticism and/or sanction by statutory or regulatory authorities (including designated professional bodies); or
- 8.2.6 has been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company.

9. Existing Directors' and Proposed Directors interests

- 9.1 The table below sets out the interests that the Existing Directors and the Proposed Directors have or will have on or following Admission in the share capital of the Company, together with details of the amount and percentage of immediate dilution, if any, of their interests in the capital of the Company as a result of the Placing and the Acquisition:

<i>Existing Director or Proposed Director</i>	<i>No. of Existing Ordinary Shares as at date of this Document</i>	<i>Percentage of issued Ordinary Share Capital as date of this Document (%)</i>	<i>Number of New Ordinary Shares on Admission</i>	<i>Percentage of Enlarged Share Capital⁷ (%)</i>
Matthew Farnum-Schneider	100,000	0.23	100,000	0.10
John Murray	40,000	0.09	40,000	0.04
David Coldbeck	100,000	0.23	140,000	0.14
David Hillel	129,607	0.30	142,940	0.14
John Zucker	449,373	1.05	462,706	0.47
Steven Cracknell	–	–	10,818,293	10.91
Warren Pearson	–	–	4,808,131	4.85
Peter Rutter	–	–	–	–

- 9.2 In addition, the following Existing Director has been granted options over Ordinary Shares under the Unapproved Plan (as defined in paragraph 15 below) on the following terms:

<i>Existing Director</i>	<i>Number of Ordinary Shares under options</i>	<i>Exercise Price</i>	<i>Expiry Date</i>
Matthew Farnum-Schneider	1,000,000	20p fully vested	31 July 2029
Matthew Farnum-Schneider	1,000,000	40p fully vested	31 July 2029
Matthew Farnum-Schneider	2,000,000	60p unvested ⁸	31 July 2029

- 9.3 There are no loans made or guarantees granted or provided by any member of the Enlarged Group to or for the benefit of any Existing Director or Proposed Director.
- 9.4 Save as disclosed in this Document, none of the Existing Directors or Proposed Directors has any potential conflicts of interest between their duties to the Company and their private interests or other duties they may also have.
- 9.5 Save as disclosed in this Document, no Existing Director or Proposed Director is or has been interested in any transaction which is or was unusual in its nature or conditions or significant to the business of the Company and which was effected by the Company or any of its subsidiaries during the current or immediately preceding financial year or which was effected by the Company or any of its subsidiaries during any earlier financial year and remains in any respect outstanding or unperformed.

⁷ Assuming that the Insight Option Holders exercise their rights to receive the maximum entitlement to Consideration Shares.

⁸ 666,666 of these options will vest on 1 August 2021, 666,666 of these options will vest on 1 February 2022 and 666,668 of these options will vest on 1 August 2022.

10. Directors' service agreements and letters of appointment

10.1 *Executive Directors' Service Agreements*

10.1.1 The Company and Matthew Farnum-Schneider entered into a service agreement on 20 April 2021 (**Executive Agreement**) pursuant to which Mr Farnum-Schneider agreed to act as Chief Executive Officer of the Company. Mr Farnum-Schneider is entitled to a salary of £260,000 per annum. The Company may review the salary annually with effect from 1 January each year but is not obliged to award any increase.

Mr. Farnum-Schneider's appointment is for an indefinite term, terminable by either party giving to the other not less than six month's written notice. The Company may, in its sole and absolute discretion, terminate the Executive Agreement at any time and with immediate effect by notifying Mr. Farnum-Schneider that it is doing so and making a payment in lieu of notice within 28 days of notice.

Mr. Farnum-Schneider is accountable and reports to the Board and is responsible for the overall running of the Enlarged Group under the Executive Agreement. He is obliged to devote the whole of his time, attention and skill to the Company's business and affairs. He is entitled to 30 working days' paid holiday in each holiday year and to be reimbursed for all reasonable expenses incurred by him in the proper performance of his duties.

The Executive Agreement contains restrictive covenants for a period of six months following the termination of the agreement.

The Executive Agreement is governed by the laws of England and Wales.

The only material change from Mr Farnum-Schneider's previous service agreement is the increase of his salary from £250,000 per annum to £260,000 per annum.

10.2 *Proposed Directors' Service Agreements*

10.2.1 The Company and Steven Cracknell have agreed the terms of a service agreement which will be automatically entered into on Admission pursuant to which Mr. Cracknell has agreed to act as Chief Executive of the Company. Mr. Cracknell will be entitled to a salary of £260,000 per annum. The Company may review the salary annually with effect from 1 January each year but is not obliged to award any increase.

Mr. Cracknell's appointment will be terminable by either party giving to the other not less than 6 months written notice. The Company may, in its sole and absolute discretion, terminate the agreement at any time and with immediate effect by notifying Mr. Cracknell that it is doing so and making a payment in lieu of notice within 28 days of notice.

Mr. Cracknell will be accountable and reports to the Board and is responsible for the day to day running of the Company's business under the agreement. He will be obliged to devote the whole of his time, attention and skill to the Company's business and affairs. He will be entitled to 30 working days' paid holiday in each holiday year and to be reimbursed for all reasonable expenses incurred by him in the proper performance of his duties.

The agreement contains restrictive covenants for a period of 6 months following the termination of the agreement.

The agreement is governed by the laws of England and Wales.

10.2.2 The Company and Warren Pearson have agreed the terms of a service agreement which will be automatically entered into on Admission pursuant to which Mr. Pearson has agreed to act as Chief Technical Officer of the Company. Mr. Pearson will be entitled to a salary of £260,000 per annum. The Company may review the salary annually with effect from 1 January each year but is not obliged to award any increase.

Mr. Pearson's appointment will be terminable by either party giving to the other not less than 6 months written notice. The Company may, in its sole and absolute discretion, terminate the agreement at any time and with immediate effect by notifying Mr. Pearson that it is doing so and making a payment in lieu of notice within 28 days of notice.

Mr. Pearson will be accountable and reports to the Board and is responsible for all technical development of products by the Enlarged Group under the agreement. He will be obliged to devote the whole of his time, attention and skill to the Company's business and affairs. He will be entitled to 30 working days' paid holiday in each holiday year and to be reimbursed for all reasonable expenses incurred by him in the proper performance of his duties.

The agreement contains restrictive covenants for a period of 6 months following the termination of the agreement.

The agreement is governed by the laws of England and Wales.

10.3 **Non-Executive Directors' Letters of Appointment**

10.3.1 John Murray entered into a letter of appointment with the Company dated 20 April 2021 to act as a non-executive director. Mr. Murray's appointment is for an initial term of three years, unless terminated earlier by either party giving to the other one month's prior written notice, and subject to the Articles. Mr. Murray will be expected to spend a minimum of 2 days per month on work for the Company.

Mr. Murray shall be entitled to an annual fee of £35,000 gross, paid in equal instalments quarterly in arrears. This fee is subject to a periodic review by the Board. Mr. Murray is also entitled to be reimbursed for all reasonable expenses incurred in the performance of his duties. He will have the benefit of directors' and officers' liability insurance under a policy maintained by the Company. Mr. Murray is subject to certain confidentiality obligations.

The letter of appointment is governed by the laws of England and Wales. The appointment as a non-executive director will terminate without any entitlement to compensation if he is not elected or re-elected at an annual general meeting of the Company at which he retires and offers himself up for re-election, he is required to vacate office for any reason pursuant to any provisions of the Articles, or he is removed as a director or otherwise required to vacate office under any applicable law.

The only material change from Mr. Murray's previous letter of appointment is the increase of his annual fee from £nil to £35,000.

10.3.2 The Company and Peter Rutter have agreed the terms of a letter of appointment to act as a non-executive director with such appointment to take effect from the time of Admission. Mr. Rutter's appointment is for an initial term of three years, unless terminated earlier by either party giving to the other one month's prior written notice, and subject to the Articles. Mr. Rutter will be expected to spend a maximum of 2 days per month on work for the Company.

Mr. Rutter shall be entitled to an annual fee of £35,000 gross, paid in equal instalments quarterly in arrears. This fee is subject to a periodic review by the Board. Mr. Rutter is also entitled to be reimbursed for all reasonable expenses incurred in the performance of his duties. He will have the benefit of directors' and officers' liability insurance under a policy maintained by the Company. Mr. Rutter is also subject to certain confidentiality obligations.

The letter of appointment is governed by the laws of England and Wales. The appointment non-executive director will terminate without any entitlement to compensation if he is not elected or re-elected at an annual general meeting of the Company at which he retires and offers himself up for re-election, he is required to vacate office for any reason pursuant to any provisions of the Articles, or he is removed as a director or otherwise required to vacate office under any applicable law.

10.3.3 None of David Hillel, John Zucker or David Coldbeck have ever entered into formal letters of appointment with the Company. During the last financial year John Zucker and David Coldbeck each received £5,000 gross, paid in equal instalments monthly in arrears. During the last financial year David Hillel received £7,500 gross, paid in equal instalments monthly in arrears

10.4 None of the Executive Director service contracts or non-executive Director letters of appointment and key staff employment contracts provide for benefits upon termination of employment.

- 10.5 The date of appointment to the Board for each of the Existing Directors was as follows:
- 10.5.1 John Zucker – 26 November 1999;
 - 10.5.2 David Coldbeck – 26 November 1999;
 - 10.5.3 David Hillel – 31 December 2006;
 - 10.5.4 Matthew Farnum-Schneider – 1 August 2019; and
 - 10.5.5 John Murray – 27 May 2020.
- 10.6 Each of the Proposed Directors will be appointed to the Board with effect from Admission subject to the passing of the Resolutions.
- 10.7 Subject to and with effect from the passing of the Resolutions David Hillel, John Zucker and David Coldbeck will resign from the Board.
- 10.8 The Notice of General Meeting includes a resolution for Shareholders to approve the following payments as compensation for loss of office to certain Existing Directors:
- 10.8.1 £15,000 to David Hillel;
 - 10.8.2 £10,000 to John Zucker; and
 - 10.8.3 £10,000 to David Coldbeck.

The Board (other than David Hillel, John Zucker and David Coldbeck) recommends that, subject to the passing of the Resolutions and resolution number 9, the Company should make these payments to the above named Existing Directors. In accordance with section 217 of the Act, a memorandum setting out particulars of the proposed payments (including the amounts) will be made available for inspection by Shareholders at the registered office of the Company from the date of this Document until the conclusion of the General Meeting and will also be made available at the General Meeting itself. Each of these above named Existing Directors has entered into a settlement agreement with the Company which includes an indemnity in favour of the Company in respect of any relevant tax that might become due and payable.

11. Major Shareholders and other interests

- 11.1 Save as disclosed in this paragraph 11.1, the Company is not aware of any beneficial interest in the Company's ordinary share capital which amounts or would, immediately following Admission, amount to 3 per cent. or more of the Company's issued ordinary share capital other than the following:

<i>Shareholder</i>	<i>No. of Existing Ordinary Shares</i>	<i>Percentage of Existing Ordinary Shares (%)</i>	<i>Number of Ordinary Shares on Admission</i>	<i>Percentage of Enlarged Share Capital⁹ (%)</i>	<i>Percentage of Enlarged Share Capital¹⁰ (%)</i>
Richard Bernstein	11,721,000	27.47	11,821,000	11.9	12.8
David Kyte	2,567,547	6.02	2,900,880	2.9	3.2
Richard Owen	2,694,672	6.32	2,694,672	2.7	2.9
Carole Rowan	2,000,000	4.69	2,000,000	2.0	2.2
Schroder & Co Bank AG	2,000,000	4.69	2,000,000	2.0	2.2
Steven Cracknell	–	–	10,818,293	10.9	11.8
Warren Pearson	–	–	4,808,131	4.8	5.2
Anna Mann	–	–	5,438,600	5.5	5.9
Nikhil Srinivasan	–	–	7,599,936	7.7	8.3
Mark Woodhouse	–	–	5,048,537	5.1	5.5

Jacobus Venter, an Insight Option Holder, is entitled to receive up to 3,625,733 Consideration Shares, equivalent to 3.7 per cent. of the Enlarged Share Capital.⁹

⁹ Assuming that the Insight Option Holders exercise their rights to receive the maximum entitlement to Consideration Shares

¹⁰ Based upon the Enlarged Share Capital if the Insight Option Holders allow their options to lapse and therefore receive no Consideration Shares

- 11.2 Save as disclosed in this Document, as at 20 April 2021 (being the latest practicable date prior to the publication of this Document), the Company was not aware of any person or persons who, directly or indirectly, jointly or severally, exercise or could exercise control over the Company nor is it aware of any arrangements, the operation of which may at a subsequent date result in a change in control of the Company.
- 11.3 Those interested, directly or indirectly, in three per cent. or more of the issued Existing Ordinary Shares of the Company do not now, and, following the Placing and Admission, will not, have different voting rights from other holders of Ordinary Shares.

12. Material contracts

12.1 The Company

The following are all of the contracts (not being contracts entered into in the ordinary course of business) that have been entered into by the Company (i) during the two year period preceding the date of this Document which are, or may be, material to the Company; or (ii) contain obligations or entitlements which are, or may be, material to the Company as at the date of this Document:

12.1.1 Loan Agreement

The Company entered into a loan agreement with Insight on 8 March 2021 (**Loan**) under the terms of which the Company agreed to lend Insight up to £400,000 for working capital purposes. The Loan is unsecured and is repayable on demand at any time. The Loan may be drawn down by Insight at any time up to 31 May 2021 and it attracts interest at a rate of 3 per cent. above the Bank of England's Base Rate which accrues daily and is payable on the repayment date.

12.1.2 Acquisition Agreement

The Company has entered into the Acquisition Agreement dated 20 April 2021 with the Principal Insight Sellers, which provides that, upon the satisfaction of certain conditions, including Admission and the passing of the Resolutions, the Company will acquire the Insight Shares owned by the Principal Insight Sellers. The consideration payable by the Company to the Principal Insight Sellers is, in aggregate, 28,405,979 Consideration Shares to be issued by the Company at 59 pence per share on Admission, credited as fully paid and payment of £812,329. The Acquisition Agreement contains warranties on the part of Steve Cracknell and Warren Pearson in favour of the Company in relation to the business, assets and taxation of the Insight Group. In addition, under the terms of the Acquisition Agreement, the Company has given Steven Cracknell and Warren Pearson the benefit of certain warranties relating to the business and assets of the Group.

12.1.3 Minority Acquisition Agreements

The Company has entered into a Minority Acquisition Agreement with each of the Minority Insight Sellers dated 20 April 2021. Each of these agreements is identical (other than in respect of the number of Insight Shares to be sold and the amount of consideration to be received) and provides that upon the satisfaction of certain conditions, including Admission and the passing of the Resolutions, the Company will acquire those Insight Shares held by that Minority Insight Seller. The consideration payable by the Company to the Minority Insight Sellers is, in aggregate, 9,783,431 Consideration Shares to be issued by the Company at 59 pence per share on Admission, credited as fully paid and payment of £339,727. Each Minority Insight Seller provides warranties in favour of the Company in respect of his title to the Insight Shares and capacity to enter into the relevant share purchase agreement.

12.1.4 Placing Agreement

In connection with the Placing, Zeus Capital, the Company, the Existing Directors and the Proposed Directors entered into the Placing Agreement on 20 April 2021. The Placing Agreement is conditional, *inter alia*, on Admission occurring on 10 May 2021 or such later date as shall be agreed in writing between the parties.

Pursuant to the Placing Agreement, Zeus Capital has agreed to use its reasonable endeavours to procure subscribers for the Placing Shares at the Issue Price. The Placing Agreement provides for the Company to pay all expenses of, and incidental to, the Placing and the application for Admission.

Pursuant to the Placing Agreement, the Company has agreed, conditional on Admission, to pay to Zeus Capital a broking commission of 4.0 per cent. of the gross value of placees procured by Zeus Capital and 1.0 per cent. of the gross value of placees procured by the Company or other Company sources.

In addition, conditional on Admission, Zeus Capital will receive the Adviser Warrants to subscribe for up to 396,582 new Ordinary Shares at an exercise price of 83.75 pence per share. The Adviser Warrants will be exercisable, in whole or in part, between the first and the sixth anniversary of Admission.

The Placing Agreement contains certain customary warranties given by the Existing Directors and the Proposed Directors, which are limited in amount and time, and the Company, which are unlimited in amount and time, in favour of Zeus Capital, including as to the accuracy of information contained in this Document. The Company has also given a customary indemnity in favour of Zeus Capital which is unlimited in time and amount.

The Existing Directors, the Proposed Directors and the Company have also given certain customary undertakings to Zeus Capital in connection with Admission and certain post-Admission matters.

Zeus Capital may terminate the Placing Agreement in certain specified circumstances prior to Admission, including where there is a breach of warranty or the occurrence of a specified force majeure event at any time prior to Admission.

12.1.5 Lock-in Deeds

Pursuant to the terms of the Lock-in Deeds, dated 20 April 2021, made severally between Zeus Capital and the Company (on the one part) and each of Matthew Farnum-Schneider, each Principal Insight Seller and Mark Woodhouse (each a **Locked in Person**) (on the other part), who together will hold, on Admission, following completion of the Acquisition and the Placing, 33,554,516 Ordinary Shares (representing 33.8 per cent. of the Enlarged Share Capital (assuming that the Insight Option Holders exercise their rights to receive the maximum entitlement to Consideration Shares)), each Locked in Person has agreed for a period of 12 months from Admission that they will not dispose of Ordinary Shares held by them, subject to certain limitations which include, amongst others, the acceptance of a general, partial or tender offer for the whole or part of the issued share capital of the Company in accordance with the Takeover Code and the ability to provide an irrevocable undertaking to accept such offer. In addition, each Locked-in Person has agreed, for a further period of 12 months following the expiry of the initial 12 month period, to only dispose of any Ordinary Shares held by him or her with the consent of Zeus Capital and through Zeus Capital in order to maintain an orderly market in the Ordinary Shares.

12.1.6 Nominated adviser and broker agreement

The Company has entered into a nominated adviser and broker agreement with Zeus Capital dated 15 July 2020, pursuant to which Zeus Capital has agreed to act as nominated adviser and broker to the Company for the purposes of the AIM Rules. Either party may terminate the agreement by giving not less than three months' notice in writing to the other, such notice to expire no sooner than 12 months from the date of the agreement. The Company has agreed to pay an annual retainer, which is payable quarterly in advance together with any reasonable out-of-pocket expenses.

The Company entered into a further engagement letter with Zeus Capital dated 27 August 2020 in relation to Zeus Capital's appointment as nominated adviser and broker in relation to the Placing, the Acquisition and Admission.

12.1.7 Insight Investment Agreement

Pursuant to the terms of an investment agreement (**Insight Investment Agreement**) dated 2 March 2020, the Company acquired a 9.1 per cent. interest in the fully diluted share capital of Insight for £1.5 million. The Company also secured an option to increase its holding to 30.2 per cent. of Insight's fully diluted share capital on the same terms as the initial investment. This investment agreement will be terminated on completion of the Acquisition Agreement.

12.1.8 Convertible Loan Note

A loan note instrument dated 3 March 2020 created unsecured convertible loan notes up to a nominal amount of £2,000,000. £500,000 of the notes were issued on 4 March 2020 and are either redeemable on the third anniversary of the instrument or shall automatically convert into Ordinary Shares at a conversion price of £0.25 on the earlier of 1) a demand by the holder of the note; and 2) the date of completion of the Acquisition Transaction (as defined in the instrument). On Admission, the £500,000 of issued loan notes will automatically convert into 2,000,000 New Ordinary Shares and these will be issued credited as fully paid.

12.2 **Insight Group**

The following are all of the contracts (not being contracts entered into in the ordinary course of business) that have been entered into by a member of Insight Group (i) during the two year period preceding the date of this Document which are, or may be, material to Insight Group; or (ii) contain obligations or entitlements which are, or may be, material to Insight Group as at the date of this Document:

12.2.1 Insight investment agreement

See paragraph 12.1.7 above.

12.2.2 Loan Agreement

See paragraph 12.1.1 above

13. **Related party transactions**

13.1 From 1 January 2018 up to and including the date of this Document, no member of the Enlarged Group has entered into any related party transactions other than as set out below and otherwise disclosed in this Document:

13.1.1 the Loan Agreement, as described further at paragraph 12.1.1 of this Part VI;

13.1.2 the Acquisition Agreement, as described further at paragraph 12.1.2 of this Part VI;

13.1.3 the Minority Acquisition Agreements, as described further at paragraph 12.1.3 of this Part VI;

13.1.4 the Insight Investment Agreement, as further described at paragraph 12.1.7 of this Part VI;

13.1.5 pursuant to a subscription fundraising of 4,000,000 new Ordinary Shares on 3 March 2020, Matthew Farnum-Schneider subscribed for 100,000 Ordinary Shares at the issue price of 25 pence per Ordinary Share. The directors of the Company at that time, excluding Matthew Farnum-Schneider, having consulted with the Company's nominated advisor at the time, Cantor Fitzgerald Europe, considered the terms of Matthew Farnum-Schneider's participation in the subscription to be fair and reasonable insofar as the Company's shareholders were concerned;

13.1.6 pursuant to a subscription fundraising of 1,600,000 new Ordinary Shares on 29 September 2020, John Murray subscribed for 40,000 Ordinary Shares at the issue price of 50 pence per Ordinary Share. The Existing Directors, excluding John Murray, having consulted with the Company's nominated advisor, Zeus Capital, considered the terms of John Murray's participation in the subscription to be fair and reasonable insofar as the Company's shareholders were concerned; and

13.1.7 pursuant to a subscription fundraising of 1,600,000 new Ordinary Shares on 29 September 2020, David Hillel subscribed for 20,000 Ordinary Shares at the issue price of 50 pence per

Ordinary Share. The Existing Directors, excluding David Hillel, having consulted with the Company's nominated advisor, Zeus Capital, considered the terms of David Hillel's participation in the subscription to be fair and reasonable insofar as the Company's shareholders were concerned.

14. Employees

- 14.1 As at the date of this Document, the Company has, save for the Existing Directors, one employee.
- 14.2 At Admission and following completion of the Acquisition, the Enlarged Group will have 30 full-time and 81 part-time employees including two of the Proposed Directors.

15. Employment share option plans

EMI Scheme

The Catena Group plc 2021 Enterprise Management Incentive Scheme (**New EMI Plan**) will be adopted following Admission. It is intended that the Board will delegate most of its powers and authority under the New EMI Plan to the Remuneration Committee.

The New EMI Plan allows for the grant of options over fully paid Ordinary Shares (**EMI Awards**). EMI Awards will be made in order to recruit or retain employees.

Capitalised terms used below that are not defined elsewhere have the meanings set out in Schedule 5 to the Income Tax (Earnings and Pensions) Act 2003 (**EMI Code**).

The number or type of shares subject to an award and/or any exercise price may be adjusted to reflect a capitalisation issue, rights issue, open offer, sub-division or consolidation of shares, reduction of share capital, or any other variation in the share capital of the Company; or if there is a capital distribution, special dividend, distribution in specie, demerger or other event having a material impact on the value of the shares.

EMI Awards are not pensionable. Any shares issued following the vesting of awards will rank equally with shares of the same class in issue on the date of allotment except in respect of rights arising by reference to a prior record date.

The New EMI Plan contains provisions under which the option holder is required to indemnify the Company against any tax or National Insurance Contributions (including employer's National Insurance Contributions) due on exercise of an award and under which the holder of the award appoints the Company as agent to sell sufficient Ordinary Shares to satisfy the indemnity before any Ordinary Shares are issued or transferred to that participant.

Principal Terms of the New EMI Plan

The principal terms of the New EMI Plan to be adopted are set out below.

Eligibility

In order to be granted an EMI Award, an individual must be a director, officer or employee of the Company or any Qualifying Subsidiary, whose Committed Time for the Qualifying Group is not less than 25 hours per week, exclusive of meal breaks, or if less is not less than 75 per cent. of his Working Time.

Grant of awards

There are currently no outstanding options under EMI Awards.

No EMI Awards may be granted under the New EMI Plan after the tenth anniversary of the date of adoption.

Limits on Awards

No EMI Award may be made pursuant to the New EMI Plan if the number of Ordinary Shares comprised therein, when aggregated with the number of Ordinary Shares:

- issued on the exercise of, or remaining capable of being issued on the exercise of, options granted pursuant to the New EMI Plan at any time prior to the proposed date of grant; and
- issued on the exercise of, or remaining capable of being issued on the exercise of, options to subscribe for Ordinary Shares granted at any time during the period of 10 years immediately prior to the proposed date of grant under any other share option scheme of the Company;

would exceed ten per cent. of the Ordinary Shares in issue from time to time.

The total value of Ordinary Shares in respect of which unexercised qualifying options exist must not exceed £3 million (or such other limit as may apply under the EMI Code if the EMI Code is amended).

An Eligible Employee may not hold unexercised options under the New EMI Plan in respect of Ordinary Shares with a total value of more than £250,000 when granted (or such other limit as may apply under the EMI Code if the EMI Code is amended).

Time Limits

EMI Awards may not be exercised more than 10 years after the date of grant (Option Period)

Exercise conditions

The Company may specify one or more target exercise conditions which shall determine the extent to which any EMI Award may be exercised or which must be met before an option can be exercised at all. Any target exercise conditions must be specified in the option agreement.

Exercise of EMI Awards

EMI Awards shall be exercisable on the date specified in the option agreement, unless an earlier event causes the option to become exercisable.

EMI Awards may be exercised earlier:

- if the option holder ceases to be an Eligible Employee because of injury, disability (including illness), Retirement, Redundancy, or his employing company or the company with which he holds office ceasing to be a member of the Qualifying Group or the transfer of his employment out of the Qualifying Group by reason of the Transfer of Undertakings (Protection of Employment) Regulations 2006, provided that it is exercised before the end of 90 days of cessation (or the end of the Option Period if earlier);
- if the option holder dies, in which case the EMI Option shall continue for the lesser of the period of 12 months from the date of death and the remaining Option Period ;
- if the option holder ceases to be an Eligible Employee other than for one of the reasons noted above, unless the Directors decide, in their absolute discretion, within 14 days of the date of such cessation, to permit the Subsisting Option to continue for the period of 90 days from such date.

The Directors shall have the power in their absolute discretion to extend any of the periods referred to above (other than the 12 month period for exercise after death), provided that such extended period ends within the Option Period.

Lapse

Unless any of the exceptions noted above in relation to early exercise applies, an EMI Award will lapse on the earliest of:

- the date the option holder is adjudicated bankrupt;
- 30 days following the date the option holder ceases to be an Eligible Employee;
- any purported assignment, transfer, charge, disposal or dealing with the rights and interests of the option holder other than an assignment or transfer to Personal Representatives on death of the option holder;
- any time limit as noted above in relation to early exercise expiring;

- the ninetieth day after the day of occurrence of any other Disqualifying Event;
- any relevant date specified in any target;
- an order being made by the Court for the compulsory winding up of the Company; or
- the expiry of the Option Period.

Corporate events

If a company that has obtained Control of the Company or in pursuance of a compromise or arrangement has become bound or entitled to acquire Ordinary Shares in the Company (an “Acquiring Company”) obtains Control of the Company as a result of:

- making a general offer to acquire the whole of the issued share capital of the Company which is made on a condition such that if it is satisfied the Acquiring Company will have Control of the Company; or
- making a general offer to acquire all the Ordinary Shares in the Company which are of the same class as the Ordinary Shares; or
- obtaining all the Ordinary Shares in the Company as a result of a qualifying exchange of shares (as defined in paragraph 40 of Schedule 5 to the Income Tax (Earnings and Pensions) Act 2003)

then, any subsisting EMI Award will lapse at the end of the period of 90 days from the later of the time when the Acquiring Company obtains Control of the Company and the time when any condition subject to which the offer was made is satisfied (unless it lapses earlier for any other reason) unless replacement options have been offered.

Principal Terms of the Company’s Unapproved Scheme

General

Awards have previously been made under the Ultimate Sports Group plc Unapproved Share Option Plan (**Unapproved Plan**). It is not intended that further awards will be made under the Unapproved Plan.

The Unapproved Plan allows for the grant of options over fully paid Ordinary Shares of one penny each in the capital of the Company (**Unapproved Awards**).

The number or type of shares subject to an award and/or any exercise price may be adjusted to reflect a capitalisation issue, rights issue, open offer, sub-division or consolidation of shares, reduction of share capital, or any other variation in the share capital of the Company; or if there is a capital distribution, special dividend, distribution in specie, demerger or other event having a material impact on the value of the shares.

Unapproved Awards are not pensionable. Any shares issued following the vesting of awards will rank equally with shares of the same class in issue on the date of allotment except in respect of rights arising by reference to a prior record date.

The Unapproved Plan contains provisions under which the option holder is required to indemnify the Company against any tax or National Insurance Contributions (including employer's National Insurance Contributions) due on exercise of an award and under which the holder of the award appoints the Company as agent to sell sufficient Ordinary Shares to satisfy the indemnity before any Ordinary Shares are issued or transferred to that participant.

Eligibility

In order to be granted an Unapproved Award, an individual had to be a director, officer or employee (**Employee**) of the Company, a 51 per cent. subsidiary (within the meaning of section 1154 of the Corporation Tax Act 2010) of the Company from time to time, its holding company or companies from time to time or any subsidiary of such holding company or companies from time to time (the “Group”).

Grant of awards

There are currently 4,000,000 options under Unapproved Awards as described in paragraph 9.2 above.

Time Limits

Unapproved Awards may not be exercised more than 10 years after the date of grant (**Option Period**)

Exercise conditions

There are no outstanding exercise conditions under Unapproved Awards that have been made.

Exercise of LTIP Awards

Unapproved Awards are exercisable on the date specified in the option agreement, unless an earlier event causes the option to become exercisable.

Unapproved Awards may be exercised earlier:

- if the option holder ceases to be an Employee because of injury, disability (including illness), Retirement, Redundancy, or his employing company or the company with which he holds office ceasing to be a member of the Group or the transfer of his employment out of the Group by reason of the Transfer of Undertakings (Protection of Employment) Regulations 2006, provided that it is exercised before the end of 90 days of cessation (or the end of the Option Period if earlier);
- if the option holder dies, in which case the Unapproved Award shall continue for the lesser of the period of 3 months from the date of death and the remaining Option Period ;
- if the option holder ceases to be an Employee other than for one of the reasons noted above, unless the Directors decide, in their absolute discretion, within 14 days of the date of such cessation, to permit the subsisting Unapproved Award to continue for the period of 90 days from such date and the Unapproved Award shall lapse at the end of the said period to the extent that it remains unexercised

The Directors shall have the power in their absolute discretion to extend any of the periods referred to above (other than the 12 month period for exercise after death), provided that such extended period ends within the Option Period.

Lapse

Unless any of the exceptions noted above in relation to early exercise applies, an Unapproved Award will lapse on the earliest of:

- the date the option holder is adjudicated bankrupt;
- 30 days following the date the option holder ceases to be an Employee;
- any purported assignment, transfer, charge, disposal or dealing with the rights and interests of the option holder other than an assignment or transfer to Personal Representatives on death of the option holder;
- any time limit as noted above in relation to early exercise expiring;
- the ninetieth day after the day of occurrence of any other Disqualifying Event;
- any relevant date specified in any target;
- an order being made by the Court for the compulsory winding up of the Company; or
- the expiry of the Option Period.

Corporate events

If a company that has obtained Control of the Company or in pursuance of a compromise or arrangement has become bound or entitled to acquire Ordinary Shares in the Company (Acquiring Company) obtains Control of the Company as a result of:

- making a general offer to acquire the whole of the issued share capital of the Company which is made on a condition such that if it is satisfied the Acquiring Company will have Control of the Company; or
- making a general offer to acquire all the Ordinary Shares in the Company which are of the same class as the Ordinary Shares; or

- obtaining all the Ordinary Shares in the Company as a result of a qualifying exchange of shares (as defined in paragraph 40 of Schedule 5 to the Income Tax (Earnings and Pensions) Act 2003) then, any subsisting Unapproved Award will lapse at the end of the period of 90 days from the later of the time when the Acquiring Company obtains Control of the Company and the time when any condition subject to which the offer was made is satisfied (unless it lapses earlier for any other reason) unless replacement options have been offered.

16. Working Capital

In the opinion of the Proposed Directors and the Existing Directors, having made due and careful enquiry, taking into account the net proceeds of the Placing, the working capital available to the Enlarged Group will be sufficient for its present requirements, that is for at least twelve months from the date of Admission.

17. Significant change

- 17.1 Save as disclosed in this Document, there has been no significant change in the trading or financial position of the Group since 31 December 2020, being the date at which the Group's interim accounts for the 12 month period ended 31 December 2020 has been prepared.
- 17.2 Save as disclosed in this Document, there has been no significant change in the trading or financial position of Insight Group since 30 September 2020, being the date as at which the financial information contained in "Part III – Historical Financial Information on Insight" has been prepared.

18. Litigation

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware) within the 12 months preceding the date of this Document which may have, or have had in the recent past, significant effects on the financial position or profitability of the Enlarged Group.

19. Takeover Code and mandatory offers

- 19.1 Brief details of the Panel, the Takeover Code and the protections they afford are given below.
- 19.2 The Company is a public limited company incorporated in England and Wales and the Existing Ordinary Shares as well as the New Ordinary Shares will be admitted to AIM with effect from Admission. Accordingly, the Takeover Code applies to the Company and operates principally to ensure that all of the Shareholders are treated fairly and are not denied an opportunity to decide on the merits of a takeover and that the Shareholders of the same class of shares are afforded equivalent treatment. The Takeover Code also provides an orderly framework within which takeovers are conducted and the Panel has now been placed on statutory footing.
- 19.3 Under Rule 9 of the Takeover Code, any person who acquires, whether by a series of transactions over a period of time or not, an "interest" (as defined in the Takeover Code) in shares which, taken together with shares in which he is already interested or in which persons acting in concert with him are interested, carry 30 per cent. or more of the voting rights of a company which is subject to the Takeover Code, that person is normally required to make a general offer to all of the remaining shareholders to acquire their shares.
- 19.4 Similarly, Rule 9 of the Takeover Code also provides that when any person, together with persons acting in concert with him is interested in shares which, in aggregate, carry more than 30 per cent. of the voting rights of such company but does not hold shares carrying 50 per cent. or more of such voting rights, the acquisition by such person, together with persons acting in concert with him, of any interest in shares which increases the percentage of shares carrying voting rights, then such person is normally required to make a mandatory general offer to all of the remaining shareholders to acquire their shares.

19.5 An offer under Rule 9 of the Takeover Code must be in cash and must be at the highest price paid by the person required to make the offer, or any person acting in concert with him for any interest in shares of the company in question during the 12 months prior to the announcement of the offer.

20. Takeover offers

20.1 In addition to Rule 9 of the Takeover Code (further details of which are set out at paragraph 18 of Part I), the Companies Act will also apply in the context of a takeover bid, further details of which are set out below.

20.2 Squeeze-out

Under the Companies Act, if a “takeover offer” (as defined in section 974 of the Companies Act) is made for the Enlarged Share Capital and the offeror were to acquire, or unconditionally contract to acquire, not less than 90 per cent. of the Enlarged Share Capital to which the takeover offer relates (the “Takeover Offer Shares”) and not less than 90 per cent. of the voting rights attached to the Takeover Offer Shares within three months of the last day on which its offer can be accepted, it is able to compulsorily acquire the remaining 10 per cent. In order to do so, it would send a notice to Shareholders who had not, at such time, accepted the takeover offer telling them that it will compulsorily acquire their Takeover Offer Shares and then, six weeks later, it would execute a transfer of the outstanding Takeover Offer Shares in its favour and pay the consideration to the Company, which would hold the consideration on trust for those Shareholders in the event that they had not accepted the offer at such time. The consideration to the Shareholders whose Takeover Offer Shares were acquired compulsorily under the Companies Act must, in general, be the same as the consideration that was available under the takeover offer.

20.3 Sell-out

The Companies Act also gives minority Shareholders a right to be bought out in certain circumstances by an offeror who has made a takeover offer. If a takeover offer related to all of the Enlarged Share Capital and at any time before the end of the period within which the offer could be accepted the offeror held, or had agreed to acquire, not less than 90 per cent. of the Ordinary Shares to which the offer related, any Shareholder to which the offer related who had not accepted the offer could, by a written communication to the offeror, require it to acquire those Ordinary Shares. The offeror is required to give any Shareholder notice of his right to be bought out within one month of that matter arising. The offeror may impose a time limit on the rights of minority Shareholders to be bought out, but that period cannot end less than three months after the end of the acceptance period. If a Shareholder exercises his or her rights, the offeror is bound to acquire those Ordinary Shares on the terms of the offer or on such other terms as may be agreed.

20.4 As at the date of this Document, the Company is not in receipt of, nor subject to, a takeover offer.

21. Taxation

21.1 Taxation in the United Kingdom

The following information is based on UK tax law and HM Revenue and Customs (“HMRC”) practice currently in force in the UK. Such law and practice (including, without limitation, rates of tax) is in principle subject to change at any time. The information that follows is for guidance purposes only. Any person who is in any doubt about his or her position should contact their professional advisor immediately.

21.1.1 Tax treatment of UK investors

The following information, which relates only to UK taxation, is applicable to persons who are resident in the UK and who beneficially own Ordinary Shares as investments and not as securities to be realised in the course of a trade. It is based on the law and practice currently in force in the UK. The information is not exhaustive and does not apply to potential investors:

- (i) who intend to acquire, or may acquire (either on their own or together with persons with whom they are connected or associated for tax purposes), more than 10 per cent., of any of the classes of shares in the Company; or

- (ii) who intend to acquire Ordinary Shares as part of tax avoidance arrangements; or
- (iii) who are in any doubt as to their taxation position.

Such Shareholders should consult their professional advisers without delay. Shareholders should note that tax law and interpretation can change and that, in particular, the levels, basis of and reliefs from taxation may change. Such changes may alter the benefits of investment in the Company.

Shareholders who are neither resident nor temporarily non-resident in the UK and who do not carry on a trade, profession or vocation through a branch, agency or permanent establishment in the UK with which the Ordinary Shares are connected, will not normally be liable to UK taxation on dividends paid by the Company or on capital gains arising on the sale or other disposal of Ordinary Shares. Such Shareholders should consult their own tax advisers concerning their tax liabilities.

21.1.2 Dividends

Where the Company pays dividends no UK withholding taxes are deducted at source, Shareholders who are resident in the UK for tax purposes will, depending on their circumstances, be liable to UK income tax or corporation tax on those dividends.

UK resident individual Shareholders who are domiciled in the UK, and who hold their Shares as investments, will be subject to UK income tax on the amount of dividends received from the Company.

Dividend income received by UK tax resident individuals will have a £2,000 annum dividend tax allowance. Dividend receipts in excess of £2,000 will be taxed at 7.5 per cent. for basic rate taxpayers, 32.5 per cent. for higher rate taxpayers, and 38.1 per cent. for additional rate taxpayers.

Shareholders who are subject to UK corporation tax should generally, and subject to certain anti-avoidance provisions, be able to claim exemption from UK corporation tax in respect of any dividend received but will not be entitled to claim relief in respect of any underlying tax.

21.1.3 Disposals of Ordinary Shares

Any gain arising on the sale, redemption or other disposal of Ordinary Shares will be taxed at the time of such sale, redemption or disposal as a capital gain.

The rate of capital gains tax on disposal of Ordinary shares by basic rate taxpayers is 10 per cent. and for upper rate and additional is 20 per cent.

For Shareholders within the charge to UK corporation tax, indexation allowance up until 1 January 2018 may reduce any chargeable gain arising on disposal of Ordinary Shares but will not create or increase an allowable loss.

Subject to certain exemptions, the corporation tax rate applicable to its taxable profits is currently 19 per cent. However, in the Budget on 3 March 2021, it was announced that the rate would increase to 25% after 1 April 2023.

Further information for Shareholders subject to UK income tax and capital gains tax

21.1.3.1 "Transactions in securities"

The attention of Shareholders (whether corporates or individuals) within the scope of UK taxation is drawn to the provisions set out in, respectively, Part 15 of the Corporation Tax Act 2010 and Chapter 1 of Part 13 of the Income Tax Act 2007, which (in each case) give powers to HM Revenue and Customs to raise tax assessments so as to cancel "tax advantages" derived from certain prescribed "transactions in securities".

21.1.4 Stamp Duty and Stamp Duty Reserve Tax (“SDRT”)

The statements below are intended as a general guide to the current position. They do not apply to certain intermediaries who are not liable to stamp duty or SDRT or (except where stated otherwise) to persons connected with depositary arrangements or clearance services who may be liable at a higher rate.

No stamp duty or SDRT will generally be payable on the issue of Ordinary Shares.

Neither UK stamp duty nor SDRT should arise on transfers of Ordinary Shares on AIM (including instruments transferring Shares and agreements to transfer Ordinary Shares) based on the following assumptions:

- (A) the Shares are admitted to trading on AIM, but are not listed on any market (with the term “listed” being construed in accordance with section 99A of the Finance Act 1986), and this has been certified to Euroclear; and
- (B) AIM continues to be accepted as a “recognised growth market” as construed in accordance with section 99A of the Finance Act 1986).

In the event that either of the above assumptions does not apply, stamp duty or SDRT may apply to transfers of Ordinary Shares in certain circumstances.

Any transfer of Sale Shares for consideration prior to admission to trading on AIM is likely to be subject to stamp duty or SDLT.

The above comments are intended as a guide to the general stamp duty and SDRT position and may not relate to persons such as charities, market makers, brokers, dealers, intermediaries and persons connected with depositary arrangements or clearance services to whom special rules apply.

THIS SUMMARY OF UK TAXATION ISSUES CAN ONLY PROVIDE A GENERAL OVERVIEW OF THESE AREAS AND IT IS NOT A DESCRIPTION OF ALL THE TAX CONSIDERATIONS THAT MAY BE RELEVANT TO A DECISION TO INVEST IN THE COMPANY. THE SUMMARY OF CERTAIN UK TAX ISSUES IS BASED ON THE LAWS AND REGULATIONS IN FORCE AS OF THE DATE OF THIS DOCUMENT AND MAY BE SUBJECT TO ANY CHANGES IN UK LAWS OCCURRING AFTER SUCH DATE. LEGAL ADVICE SHOULD BE TAKEN WITH REGARD TO INDIVIDUAL CIRCUMSTANCES. ANY PERSON WHO IS IN ANY DOUBT AS TO HIS TAX POSITION OR WHERE HE IS RESIDENT, OR OTHERWISE SUBJECT TO TAXATION, IN A JURISDICTION OTHER THAN THE UK, SHOULD CONSULT HIS PROFESSIONAL ADVISER.

22. General

- 22.1 Hazlewoods LLP of Staverton Court, Staverton, Cheltenham, Gloucestershire, GL51 0UX has been appointed as the auditors of the Company and are registered to carry out audit work by the Institute of Chartered Accountants in England and Wales.
- 22.2 Crowe U.K. LLP of 55 Ludgate Hill, London, EC4M 7JW has been appointed as reporting accountant to the Company and has given and not withdrawn its consent to the inclusion in this Document of its accountant’s report in “Part IV – Unaudited Pro Forma Financial Information of the Enlarged Group”, in “Part III – Historical Financial Information on Insight” in the form and context in which it is included and has authorised the contents of those reports for the purposes of Schedule Two of the AIM Rules.
- 22.3 Zeus Capital Limited of 82 King Street, Manchester M2 4WQ which is regulated by the FCA, has given and has not withdrawn its consent to the inclusion in this Document of its name in the form and context in which it is included.
- 22.4 The total expenses incurred (or to be incurred) by the Company in connection with the Acquisition, Admission and the Placing are approximately £1.2 million. The estimated net proceeds of the Placing, after deducting fees and expenses in connection with the Placing are approximately £4.9 million.

- 22.5 There are no arrangements under which future dividends are waived or agreed to be waived.
- 22.6 The New Ordinary Shares and the Existing Ordinary Shares will only be traded on AIM.
- 22.7 On Completion, the Company will make a payment of approximately £294,000 plus VAT to Richard Bernstein (such an amount is included in paragraph 22.4 above) which is due and payable in accordance with the terms of the introduction agreement made between Mr Bernstein and the Company on 23 February 2018 (**Introduction Agreement**). The Introduction Agreement provides that in return for assisting the Company in identifying potential new acquisition and/or investment opportunities, Mr Bernstein is entitled to receive a fee equal to 1 per cent. of the value of the first acquisition introduced to the Company by Mr Bernstein (provided that such transaction is completed prior to 30 September 2019 (or after that date if the introduction occurred prior to 30 September 2019)). Mr Bernstein introduced the Company to Insight prior to 30 September 2019 and, therefore, he is entitled to receive the fee described above
- 22.8 Save as disclosed in this Document and the payment by the Company to Richard Bernstein described in paragraph 22.7 above no person (except for fees payable to the professional advisers whose names are set out on pages 10 and 11 of this Document and payments to trade suppliers), has received any fees, securities or other benefit to a value of £10,000.00 or more, whether directly or indirectly, from the Company within the 12 months preceding the application for Admission, or has entered into any contractual arrangement to receive from the Company, directly or indirectly, any such fees, securities or other benefit on or after Admission.
- 22.9 Save as disclosed in this Document:
- 22.9.1 there are no environmental issues that may affect the Enlarged Group's utilisation of its tangible fixed assets;
 - 22.9.2 there are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the financial position of the Enlarged Group for the current financial year; and
 - 22.9.3 the Enlarged Group is not dependant on any patents or licences, industrial, commercial or financial contracts or new manufacturing processes which are of material importance to its business or profitability.
- 22.9 This Document has not been approved by the FCA.
- 22.10 The New Ordinary Shares will each have a nominal value of £0.01 each. The rights attaching to the New Ordinary Shares will be uniform in all respects and they will form a single class for all purposes.
- 22.11 Save as disclosed in this Document, the Existing Directors are unaware of any exceptional factors which have influenced the Company's activities.
- 22.12 Where information has been sourced from a third party, this information has been accurately reproduced so far as the Company is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

23. Documents published on the Company's Website

Copies of the following documents will be made available at the website address www.catenagroup.co.uk from the date of posting of this Document up to the date of the General Meeting:

- 23.1 the Memorandum and Articles of Association of the Company;
- 23.2 the consent letter from Zeus Capital Limited referred to in paragraph 22.3 above;
- 23.3 the consent letter from Crowe U.K. LLP referred to in paragraph 22.2 above;
- 23.4 the audited accounts for the Company for the years ended 31 December 2018 and 31 December 2019;
- 23.5 the memorandum described at paragraph 10.8 above; and
- 23.6 each of the material contracts set out in paragraphs 12.1.1 – 12.1.8 above.

The Company will provide, without charge, to each person to whom a copy of this Document has been delivered, upon the oral or written request of such person, a hard copy of the documents incorporated by reference herein. The Company will also provide, without charge, to each person to whom a copy of this Document has been sent in electronic form or by way of a website notification, upon the oral or written request of such person, a hard copy of this Document. Written or telephone requests for such documents should be directed to Tom Carnegie or by telephone on 020 3757 6743. A hard copy of any document incorporated into this document by reference will not be sent to such persons unless requested.

24. Availability of this Document

24.1 This Document will be published in electronic form and be available on the Company's website at www.catenagroup.co.uk, subject to certain access restrictions applicable.

Dated 21 April 2021

Notice of General Meeting

CATENA GROUP PLC

(Incorporated in England and Wales with registered number 03882621)

Notice is hereby given that a general meeting of the members of the Company will be held 23 King Street, London SW1Y 6QY at 9.00 a.m. on 7 May 2021 for the purposes of considering and, if thought fit, passing the following Resolutions, of which Resolutions 1 to 6 and 9 will be proposed as Ordinary Resolutions and Resolutions 7 and 8 will be proposed as Special Resolutions:

ORDINARY RESOLUTIONS

1. **THAT**, subject to and conditional upon the passing of Resolutions 2 to 8 (inclusive), the waiver granted by the Panel of the obligation on the Concert Party (as defined in the admission document published by the Company and dated 21 April 2021 of which this notice forms part, hereinafter referred to as the “**Admission Document**”) to make a general offer under Rule 9 of the Takeover Code, as a result of the issue to them of ordinary shares in the capital of the Company, pursuant to the Acquisition Agreement and the Minority Acquisition Agreements (as such terms are defined in the Admission Document) be and is hereby approved.
2. **THAT**, subject to and conditional upon the passing of Resolutions 1 and 3 to 8 (inclusive), the proposed acquisition by the Company of the balance of the issued share capital not already owned by the Company of Insight Capital Partners Limited, which comprises a reverse takeover pursuant to Rule 14 of the AIM Rules for Companies (being the Acquisition (as such term is defined in the Admission Document)), on the terms and subject to the conditions of the Acquisition Agreement, the Minority Acquisition Agreements and the Option Exercise Documents (as such terms are defined in the Admission Document), as more particularly described in the Admission Document, be and is hereby approved with such revisions and amendments (including as to price) of a non-material nature as may be approved by the directors of the Company (the “**Directors**”) or any duly authorised committee thereof, and that all acts, agreements, arrangements and indemnities which the Directors or any such committee consider necessary or desirable for the purpose of or in connection with the Acquisition be and are hereby approved.
3. **THAT**, subject to and conditional upon the passing of Resolutions 1 to 2 (inclusive) and 4 to 8 (inclusive), Steven Cracknell, having consented to act, be appointed as a director of the Company with effect from Admission (as such term is defined in the Admission Document).
4. **THAT**, subject to and conditional upon the passing of Resolutions 1 to 3 (inclusive) and 5 to 8 (inclusive), Warren Pearson, having consented to act, be appointed as a director of the Company with effect from Admission (as such term is defined in the Admission Document).
5. **THAT**, subject to and conditional upon the passing of Resolutions 1 to 4 (inclusive) and 6 to 8 (inclusive), Peter Rutter, having consented to act, be appointed as a director of the Company with effect from Admission (as such term is defined in the Admission Document).
6. **THAT**, subject to and conditional upon the passing of Resolutions 1 to 5 (inclusive) and 7 to 8 (inclusive), in accordance with section 551 of the Companies Act 2006 (the “**Act**”), the Directors be and are hereby generally and unconditionally authorised to exercise all of the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into shares in the Company (“**Rights**”):
 - (a) up to an aggregate nominal amount of £453,113.86 each in accordance with the terms and conditions of the Acquisition Agreement, the Minority Acquisition Agreements and the Option Exercise Documents (as such terms are defined in the Admission Document);
 - (b) up to an aggregate nominal amount of 91,723.75 in accordance with the terms and conditions of the Placing Agreement (as such term is defined in the Admission Document);
 - (c) up to an aggregate nominal amount of £3,965.82 in accordance with the terms and conditions of the Adviser Warrants (as such term is defined in the Admission Document),

provided that the authority granted by this Resolution shall, unless renewed, varied or revoked by the Company, expire at the earlier of the Company's next annual general meeting or 7 May 2022, except that the Company may, before it expires make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of that offer or agreement. This authority is in addition to all previous authorities conferred on the Directors in accordance with section 551 of the Act, to the extent that they have not already been utilised.

SPECIAL RESOLUTIONS

7. THAT, subject to and conditional upon the passing of Resolutions 1 to 6 (inclusive) and 8 below, in accordance with sections 570 and 571 of the Act, the Directors be and are hereby generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 6, as if section 561(1) of the Act did not apply to such allotment provided that this power shall be limited to:
- (a) up to an aggregate nominal amount of £453,113.86 each in accordance with the terms and conditions of the Acquisition Agreement, the Minority Acquisition Agreements and the Option Exercise Documents (as such terms are defined in the Admission Document);
 - (b) up to an aggregate nominal amount of £91,723.75 in accordance with the terms and conditions of the Placing Agreement (as such term is defined in the Admission Document); and
 - (c) up to an aggregate amount of £3,965.82 in accordance with the terms and conditions of the Adviser Warrants (as such term is defined in the Admission Document),

provided that this authority shall expire at the earlier of the Company's next annual general meeting or 7 May 2022. The Company may, before this authority expires, make an offer or agreement which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities pursuant to that offer or agreement. This power is in addition to all previous powers conferred on the Directors in accordance with sections 570 and 571 of the Act, to the extent that they have not already been utilised.

8. THAT, subject to and conditional upon the passing of Resolutions 1 to 7 (inclusive), the name of the Company be changed to Insig AI plc.

ORDINARY RESOLUTION

9. THAT, subject to and conditional upon the passing of Resolutions 1 to 8 (inclusive), in accordance with section 217 of the Companies Act 2006 the Company be and is hereby authorised to make the following payments to certain of the Directors of the Company as compensation for loss of office:
- (a) £15,000 to David Hillel;
 - (b) £10,000 to John Zucker; and
 - (c) £10,000 to David Coldbeck

By order of the Board

Registered Office

30 City Road, London EC1Y 2AB

ABG Group Limited

Company Secretary

Company number: 03882621

21 April 2021

Notes:

1. In light of the current COVID-19 situation and resulting government restrictions on indoor public gatherings, Shareholders will not be able to attend the General Meeting in person. Attempting to attend the meeting in person will result in refusal of entry to the building in accordance with governmental guidance. The Company will ensure that the legal requirements to hold the meeting are satisfied through the attendance of a minimum number of Directors and/or employees who are Shareholders. **Shareholders are strongly urged to complete the enclosed Form of Proxy (as such term is defined in the Admission Document), if they wish to vote at the General Meeting and to appoint the Chairman of the Meeting as their proxy, as only two Shareholders will be in attendance to ensure the General Meeting is quorate and no other proxy holder will be able to attend or vote at the General Meeting.**
2. Resolution 1 will be taken on a poll by Independent Shareholders (as such term is defined in the Admission Document).
3. In accordance with section 217 of the Act, a memorandum setting out particulars of the proposed payments (including the amounts) to be made in respect of Resolution number 9 will be made available for inspection by Shareholders at the registered office of the Company from the date of this Document until the conclusion of the General Meeting and will also be made available at the General Meeting itself.
4. For a Form of Proxy to be valid it should be completed, signed and delivered (together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority) to the Registrars, either by post to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR or by email to voting@shareregistrars.uk.com by not later than 48 hours, excluding non-working days, before the time appointed for holding the General Meeting or in the case of a poll taken subsequently to the date of the General Meeting or any adjourned meeting, not less than 48 hours, excluding non-working days, before the time appointed for the taking of the poll or for holding the adjourned meeting.
5. An abstention option has been included on the Form of Proxy. The legal effect of choosing the abstention option on any resolution is that the Shareholder concerned will be treated as not having voted on the relevant resolution. The number of votes in respect of which there are abstentions will however be counted and recorded, but disregarded in calculating the number of votes for or against each Resolution.
6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. 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. CREST members who wish to appoint one or more proxies through the CREST system may do so by using the procedures described in “the CREST voting service” section of the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed one or more voting service providers, should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or a proxy instruction made using the CREST voting service to be valid, the appropriate CREST message (a “CREST proxy appointment instruction”) must be properly authenticated in accordance with the specifications of CREST’s operator, Euroclear UK & Ireland Limited (“Euroclear”), and must contain all the relevant information required by the CREST Manual. To be valid 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 be transmitted so as to be received by the Registrars, as the Company’s “issuer’s agent”, (CREST ID: 7RA36) 48 hours before the time appointed for holding the meeting or adjourned meeting (as such a message cannot be transmitted on weekends or on other days when the CREST system is closed). After this time any change of instruction to a proxy appointed through the CREST system should be communicated to the appointee through other means.
8. The time of the message’s receipt will be taken to be when (as determined by the timestamp applied by the CREST Applications Host) the issuer’s agent is first able to retrieve it by enquiry through the CREST system in the prescribed manner. Euroclear does not make available special procedures in the CREST system for transmitting any particular message. Normal system timings and limitations apply in relation to the input of CREST proxy appointment instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or a CREST sponsored member or has appointed any voting service provider, to procure that his or her CREST sponsor or voting service provider(s) take(s) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and, where applicable, their CREST sponsors or voting service providers should take into account the provisions of the CREST Manual concerning timings as well as its section on “Practical limitations of the system”. In certain circumstances the Company may, in accordance with Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001 or the CREST Manual, treat a CREST proxy appointment instruction as invalid. The CREST Manual can be reviewed at www.euroclear.com.
9. CREST members and, where applicable, the sponsors or voting service provider(s), should note that CREST does not make available a special procedure in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of proxy instructions. It is the responsibility of the CREST members concerned to take (or of the CREST member is a CREST personal member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such sections 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 provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
10. The Company may treat as invalid a CREST proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
11. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company gives notice that only those members entered on the register of members of the Company on 9.00 a.m. on 5 May 2021 will be entitled to vote (whether in person or by proxy) at the General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register after 9.00 a.m. on 5 May 2021 will be disregarded in determining the rights of any person to vote at the meeting or any adjourned meeting (as the case may be).

12. As at 20 April 2021 (being the last business day prior to the publication of this notice of meeting) the Company's issued share capital consisted of 42,661,638 Existing Ordinary Shares carrying one vote each and 22,811,638 Deferred Shares carrying nil vote each, therefore, the total voting rights in the Company as at 20 April 2021 are 42,661,638.
13. In accordance with section 311A of the Act, the contents of this notice of meeting, details of the total number of shares of which members are entitled to exercise voting rights at the General Meeting and, if applicable, any members statements. Members' resolutions or members' matters of business received by the Company after the date of this notice will be available on the Company's website www.catenagroup.co.uk

