

**PUBLIC OPENING POSITION DISCLOSURE BY A PARTY TO AN OFFER**  
**Rules 8.1 and 8.2 of the Takeover Code (the "Code")**

**1. KEY INFORMATION**

<b>(a) Full name of discloser:</b>	Trakm8 Holdings Plc
<b>(b) Owner or controller of interests and short positions disclosed, if different from 1(a):</b> <i>The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.</i>	N/A
<b>(c) Name of offeror/offeree in relation to whose relevant securities this form relates:</b> <i>Use a separate form for each offeror/offeree</i>	Trakm8 Holdings Plc
<b>(d) Is the discloser the offeror or the offeree?</b>	Offeree
<b>(e) Date position held:</b> <i>The latest practicable date prior to the disclosure</i>	15 May 2025
<b>(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer?</b> <i>If it is a cash offer or possible cash offer, state "N/A"</i>	N/A

**2. POSITIONS OF THE PARTY TO THE OFFER MAKING THE DISCLOSURE**

*If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.*

**(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates**

<b>Class of relevant security:</b>	<b>Ordinary Shares of 1 pence each</b>			
	<b>Interests</b>		<b>Short positions</b>	
	<b>Number</b>	<b>%</b>	<b>Number</b>	<b>%</b>
<b>(1) Relevant securities owned and/or controlled:</b>	Nil	-	Nil	
<b>(2) Cash-settled derivatives:</b>	Nil	-	Nil	-
<b>(3) Stock-settled derivatives (including options) and agreements to purchase/sell:</b>	Nil	-	Nil	-
<b>TOTAL:</b>	Nil	-	Nil	-

*All interests and all short positions should be disclosed.*

*Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).*

*Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).*

**(b) Rights to subscribe for new securities**

<b>Class of relevant security in relation to which subscription right exists:</b>	None
<b>Details, including nature of the rights concerned and relevant percentages:</b>	N/A

**3. POSITIONS OF PERSONS ACTING IN CONCERT WITH THE PARTY TO THE OFFER MAKING THE DISCLOSURE**

**Details of any interests, short positions and rights to subscribe (including directors' and other employee options) of any person acting in concert with the party to the offer making the disclosure:**

**(A) Ordinary shares of 1 pence each ("Ordinary Shares") held by directors of Trakm8 Holdings Plc and their close relatives:**

Name	Number of Ordinary Shares held	% of Ordinary Shares held
John Watkins	7,768,768 <sup>1</sup>	15.54
Timothy Cowley	2,268,127 <sup>2</sup>	4.53
Madeline Cowley	1,994,116 <sup>3</sup>	3.99
Nadeem Raza	600,926	1.20
Keith Evans	381,119	0.76
Mark Watkins	318,310	0.63
Jonathan Edwards	4,418	0.00

<sup>1</sup>This figure includes 1,370,714 Ordinary Shares that are held by Linda Watkins who is a close family member of John Watkins.

<sup>2</sup>This figure includes 159,091 Ordinary Shares that are held by Anne Cowley who is a close family member of Timothy Cowley.

<sup>3</sup>This figure includes 256,186 Ordinary Shares held by close family members of Madeline Cowley.

**(B) Options held over Trakm8 Holdings Plc's Ordinary Shares ("Options") by Trakm8 Holdings Plc directors, their close relatives and persons acting in concert<sup>2</sup>:**

Name	Date of grant	Number of Options outstanding	Exercise price (£)	Expiry date	Vesting date
Nadeem Raza	24 July 2020	25,000	0.325	23 July 2030	24 July 2023 <sup>1</sup>
	06 July 2023	25,000	0.17	04 July 2033	06 July 2026 <sup>1</sup>
John Watkins	05 March 2019	425,000	0.335	03 March 2029	04 March 2022 <sup>1</sup>
	24 July 2020	100,000	0.325	23 July 2030	24 July 2023 <sup>1</sup>
Timothy Cowley	05 March 2019	50,000	0.335	03 March 2029	04 March 2022 <sup>1</sup>
	27 November 2020	100,000	0.325	26 November 2030	27 November 2023 <sup>1</sup>
	18 November 2021	50,000	0.27	18 November 2031	18 November 2024
Madeline Cowley	05 March 2019	25,000	0.335	03 March 2029	04 March 2022 <sup>1</sup>
	27 November 2020	100,000	0.325	26 November 2030	27 November 2023 <sup>1</sup>
	18 November 2021	75,000	0.27	18 November 2031	18 November 2024
Jonathan Edwards	05 March 2019	50,000	0.335	03 March 2029	04 March 2022 <sup>1</sup>
	24 July 2020	25,000	0.20	23 July 2030	24 July 2023
	18 November 2021	300,000	0.27	18 November 2031	18 November 2024
	06 July 2023	150,000	0.17	04 July 2033	06 July 2026 <sup>1</sup>

Keith Evans	28 May 2019	125,000	0.335	26 May 2029	27 May 2022 <sup>1</sup>
	27 November 2020	25,000	0.325	26 November 2030	27 November 2023 <sup>1</sup>
	06 July 2023	75,000	0.17	04 July 2033	06 July 2026 <sup>1</sup>
Mark Watkins	05 March 2019	375,000	0.335	03 March 2029	04 March 2022 <sup>1</sup>
	24 July 2020	100,000	0.325	23 July 2030	24 July 2023 <sup>1</sup>
	27 November 2020	25,000	0.325	26 November 2030	27 November 2023 <sup>1</sup>
	12 July 2021	300,000	0.16	11 July 2031	11 July 2024
	06 July 2023	150,000	0.17	04 July 2033	06 July 2026 <sup>1</sup>

<sup>1</sup>Exercise is subject to a performance target whereby the exercise of the Option is conditional on the Company's mid-market share price being £0.50 or higher at the time of exercise.

<sup>2</sup>The exercise prices for all Options exceeds the offer price of £0.095 per Trakm8 Holdings Plc's Ordinary Shares.

**(C) Loan notes convertible into Trakm8 Holdings Plc's Ordinary Shares that are held by Trakm8 Holdings Plc directors, their close relatives and persons acting in concert:**

Name	Date of grant	Number of Ordinary Shares to be issued on conversion <sup>1</sup>	Exercise price (£)	Expiry date
Microlise Group Plc <sup>2</sup>	14 September 2022 (varied on 2 April 2024 and 11 April 2025)	12,345,679	0.081	13 September 2025
Nadeem Raza	2 April 2024	1,234,567	0.081	13 September 2025
John Watkins	14 September 2022 (varied on 2 April 2024 and 11 April 2025)	4,938,271	0.081	13 September 2025
	2 April 2024	3,395,061	0.081	13 September 2025
Timothy Cowley	14 September 2022 (varied on 2 April 2024 and 11 April 2025)	740,740	0.081	13 September 2025
Madeline Cowley	14 September 2022 (varied on 2 April 2024 and 11 April 2025)	740,740	0.081	13 September 2025
Jonathan Edwards	2 April 2024	308,641	0.081	13 September 2025

<sup>1</sup>Any accrued interest will be satisfied via a cash payment.

<sup>2</sup>Nadeem Raza is a non-executive director of Trakm8 and owns 600,926 Trakm8 ordinary shares. Mr Raza is also Chief Executive of Microlise Group Plc ("Microlise") a company which also has its shares admitted to trading on AIM. Mr Raza owns 50.05% of the issued share capital of Microlise.

**(D) Interests of persons acting in concert with Trakm8 Holdings Plc (in addition to those set out in (A) above) in Trakm8 Holdings Plc's Ordinary Shares:**

Name	Number of ordinary shares held	% of voting share capital
Microlise Group Plc <sup>1</sup>	10,000,000	20.010

<sup>1</sup>Nadeem Raza is a non-executive director of Trakm8 and owns 600,926 Trakm8 ordinary shares. Mr Raza is also Chief Executive of Microlise Group Plc ("Microlise") a company which also has its shares admitted to trading on AIM. Mr Raza owns 50.05% of the issued share capital of Microlise.

*Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).*

*Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).*

#### 4. OTHER INFORMATION

##### (a) Indemnity and other dealing arrangements

**Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer making the disclosure or any person acting in concert with it:**

*Irrevocable commitments and letters of intent should not be included. If there are no such agreements, arrangements or understandings, state "none"*

None

##### (b) Agreements, arrangements or understandings relating to options or derivatives

**Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer making the disclosure, or any person acting in concert with it, and any other person relating to:**

- (i) the voting rights of any relevant securities under any option; or**
- (ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:**

*If there are no such agreements, arrangements or understandings, state "none"*

None

##### (c) Attachments

**Are any Supplemental Forms attached?**

<b>Supplemental Form 8 (Open Positions)</b>	NO
<b>Supplemental Form 8 (SBL)</b>	NO

<b>Date of disclosure:</b>	<b>16 May 2025</b>
<b>Contact name:</b>	<b>Jonathan Edwards, Chief Financial Officer</b>
<b>Telephone number:</b>	<b>+44 330 333 4120</b>

*Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service.*

*The Panel's Market Surveillance Unit is available for consultation in relation to the Code's disclosure requirements on +44 (0)20 7638 0129.*

*The Code can be viewed on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).*