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# Pre-Admission Announcement

## Euronext Growth Schedule 1

Announcement to be made by the Euronext Growth Applicant prior to admission in accordance with Rule 5.4 of the Euronext Growth Rules for Companies

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### All Applicants must complete the following

#### Company name

Datalex plc

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#### Company registered address and if different, company trading address (including postcodes)

Block U  
East Point Business Park  
Clontarf  
Dublin 3  
D03 H704  
Ireland

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#### Country of incorporation

Ireland

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#### Company website address containing all information required by Rule 5.26 in the Euronext Growth Rules for Companies

[www.datalex.com](http://www.datalex.com)

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#### Company business (including main country of operation) or, in the case of an investing company, details of its investing strategy. If the admission is sought as a result of a reverse takeover under Rule 5.19 of the Euronext Growth Res for Companies, this should be stated

Headquartered in Dublin, Ireland, the business of Datalex plc and its subsidiaries (the "Group") is the development and sale of a variety of direct distribution software products and solutions to the travel industry.

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#### Details of securities to be admitted including any restrictions as to transfer of securities (i.e. where known, number of shares, nominal value and issue price to which it seeks admission and the number and type to be held as treasury shares)

Number of ordinary shares of US\$0.10 each in nominal value ("Ordinary Shares") for which Admission will be sought:

Existing Ordinary Shares: 82,153,842  
New Ordinary Shares: 50,000,000

Issue price per New Ordinary Share: €0.50

There are no restrictions as to the transferability of the Ordinary Shares and no Ordinary Shares will be held in treasury.

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**Capital to be raised on admission (if applicable) and anticipated market capitalisation on**

Capital to be raised on admission: €25 million (gross)

Anticipated market capitalisation (based on issue price) on admission: €66.1 million

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**Percentage of Euronext Growth securities not in public hands on admission**

Approximately 42.0%

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**Details of any other exchange or trading platform to which the ex securities (or other securities of the company) are or will be admitted or traded**

Euronext Growth only

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**Full names and functions of directors and proposed directors (underlining the first name by which each is known or including any other name by which each is known)**

David Hargaden (Chairman)

Sean Corkery (Chief Executive Officer)

John Bateson (Non-executive Director)

Peter Lennon (Non-executive Director)

Mike McGearty (Non-executive Director)

Niall O'Sullivan (Chief Financial Officer)

Christine Ourmières-Widener (Non-executive Director)\*

\* As announced on 14 June 2021, Ms Christine Ourmières-Widener will resign as Non-executive Director with effect from 8 July 2021 following her appointment as CEO of TAP Air Portugal.

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**Full names and holdings of significant shareholders, expressed as a percentage of the issued share capital, before or after admission (underlining the first name by which each is known or including any other name by which each is known)***Before Admission*

Name	Number of Ordinary Shares	Percentage of issued share capital
IUU Nominees Limited	24,503,981	29.8%
Pageant Investments Limited	4,945,000	6.0%
Nick Furlong	2,475,936	3.0%

*After Admission*

Name	Number of Ordinary Shares	Maximum percentage of issued share capital
IUU Nominees Limited	53,503,981	40.5%
Pageant Investments Limited	7,954,597	6.0%
Nick Furlong	3,982,825	3.0%

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**Names of all persons to be disclosed in accordance with Schedule two, paragraph (h) of the Euronext Growth Rules for Companies**

N/A

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<b>i</b>	<b>anticipated accounting reference date</b>	31 December
<b>ii</b>	<b>date to which the main financial information in the admission document has been prepared</b>	31 December 2020
<b>iii</b>	<b>dates by which it must publish its first three reports pursuant to Rules 5.14 and 5.15 in the Euronext Growth Rules for Companies</b>	30 June 2021 due September 2021, 31 December 2021 due 30 June 2022, 30 June 2022 due September 2022

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**Expected admission date** 8 July 2021

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**Name and address of Euronext Growth**

**Adviser**

Goodbody Stockbrokers UC  
Ballsbridge Park  
Ballsbridge  
Dublin 4  
Ireland

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**Name and address of broker**

Goodbody Stockbrokers UC  
Ballsbridge Park  
Ballsbridge  
Dublin 4  
Ireland

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**Other than in the case of a quoted Applicant, details of where (postal or internet address) the admission document will be available from, with a statement that this will contain full details about the Applicant and the admission of its securities**

N/A

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**Date of notification** 1 July 2021

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**New/update (see note):** Update (following shareholder approval of the Migration as that term is defined in the Circular to shareholders dated 8 June 2021)

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## **Quoted Applicants must also complete the following**

**The name of the Euronext Growth designated market upon which the Applicant's securities have been traded**

Regulated market of Euronext Dublin

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**The date from which the Applicant's securities have been so traded**

October 2000

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**Confirmation that, following due and careful enquiry, the Applicant has adhered to any legal and regulatory requirements involved in having its securities traded upon such a market or details of where there has been any breach**

The Group has adhered to the legal and regulatory requirements applicable to companies admitted to the regulated market of Euronext Dublin, save that as a result of the non-publication of the Company's financial statements for the year ended 31 December 2018 by 30 April 2019 and the non-publication of the Company's interim financial statements for the six months to 30 June 2019 by 30 September 2019 (as required by the Transparency (Directive 2004/109/EC) Regulations 2007 (as amended) of Ireland (the "**Transparency Regulations**")), trading in the Company's shares was temporarily suspended. This suspension was in force up to 14 July 2020 at which time the Central Bank of Ireland's and/or Euronext Dublin's requirements for lifting of the temporary suspension were complied with and trading in the Company's shares on Euronext Dublin was restored.

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**An address or web-site address where any documents or announcements which the Applicant has made public over the last two years (in consequence of having its securities so traded) are available**

[www.datalex.com](http://www.datalex.com)

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**Details of the Applicant's strategy following admission including, in the case of an investing company, details of its investment strategy**

Datalex is a leading provider of digital retail technology to the airline industry. Datalex's strategy is to drive accelerated and sustainable growth by creating market-leading products that enable airlines to grow revenue and profit as digital retailers, driven by the Group's SaaS, "Software as a service", product strategy and business model.

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**A description of any significant change in financial or trading position of the Applicant, which has occurred since the end of the last financial period for which audited statements have been published**

There has been no significant change in the information regarding the financial or trading position of the Company since 31 December 2020 being the date to which the last audited report and accounts of the Company have been drawn up.

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**A statement that the directors of the Applicant have no reason to believe that the working capital available to it or its group will be insufficient for at least twelve months from the date of its admission**

The Directors of Datalex plc have no reason to believe that, having regard to existing cash resources and the Facilities Agreement and the Second Amendment and Restatement Agreement

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and taking into account the net proceeds of the Capital Raise, the working capital available to it and its Group will be insufficient for at least twelve months from the date of its admission.

Where:

**“Capital Raise”** means the equity fundraising announced by the Company on 4 June 2021

**"Facilities Agreement"** means the term loan facility agreement dated 30 October 2019 between Tireragh Limited (as lender) and the Company (as borrower) and other members of the Group, as amended and restated by Amendment and Restatement Agreement dated 7 September 2020 between Tireragh and the Company and other members of the Group, as described in the Circular to shareholders dated 8 June 2021

**“Second Amendment and Restatement Agreement”** means the amendment and restatement agreement dated 28 May 2021 between Tireragh Limited and the Company and other members of the Group for the amendment and restatement of the Facilities Agreement, as described in the Circular to shareholders dated 8 June 2021

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**Details of any lock-in arrangements pursuant to rule 7 of the ESM Rules for Companies**

None

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**A brief description of the arrangements for settling the Applicant’s securities**

Settlement will be through the Euroclear Bank settlement system for book-entry shares. Shareholders can also deal based on share certificates.

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**A website address detailing the rights attaching to the Applicant’s securities**

[www.datalex.com](http://www.datalex.com)

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**Information equivalent to that required for an admission document which is not currently public**

Please see the Circular and the Appendix to this Schedule 1 announcement which are available at <http://www.datalex.com/>

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**A website address of a page containing the Applicant’s latest annual report and accounts which must have a financial year end not more than nine months prior to admission and fully audited interim results where applicable. The accounts must be prepared according to Irish, UK or US GAAP or international accounting standards.**

[www.datalex.com](http://www.datalex.com)

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**The number of each class of securities held in treasury**

None

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Note: this field should indicate that the announcement is ‘new’ and all relevant fields should be completed. Otherwise where the form is required to be completed in respect of an ‘update’ announcement, this should be indicated. In such cases, all the original information should be included with any amended fields **emboldened**.

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Submit completed form for market dissemination via [www.isedirect.ie](http://www.isedirect.ie)

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