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ADVERTISEMENT. This announcement is an advertisement for the purposes of the Prospectus Regulation EU 2017/1129 and underlying legislation. This announcement does not constitute a prospectus. This announcement is for information purposes only and is not intended to constitute, and should not be construed as, an offer to sell or a solicitation of any offer to buy Shares (as defined below) in any jurisdiction, including the United States, Canada, Australia, South Africa or Japan. The prospectus relating to the Shares and the Admission (as defined below) was approved October 27, 2021 and a supplement to the prospectus expected to be approved by the Dutch Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*) in accordance with the Prospectus Regulation regime. The prospectus is and the supplement to the prospectus will be made available at no cost through the corporate website of the Company (<https://www.motork.io/>), subject to securities law restrictions in certain jurisdictions. Investors should purchase Shares solely on the basis of the prospectus and should read the prospectus and the supplement to the prospectus before making an investment decision in order to fully understand the potential risks and rewards associated with the decision to invest in the securities.

PRESS RELEASE

MOTORK PLC ANNOUNCES EXTENSION OF OFFER PERIOD FOR THE OFFERING AND LOWERS INDICATIVE PRICE RANGE FROM EUR 6.50 TO 7.30 FOR INTENDED LISTING ON EURONEXT AMSTERDAM

London, November 2, 2021 – MotorK plc. (a public company limited by shares under the laws of England and Wales, formerly MotorK Ltd., together with its subsidiaries and affiliates, “**MotorK**” or the “**Company**”) announces today that it has extended the offer period for the Offering (as defined below) and lowered the price range for the proposed private placement of the ordinary shares of the Company (the “**Shares**”) (the “**Offering**”) which is to be followed by the admission to trading of the Shares on Euronext Amsterdam, a regulated market operated by Euronext Amsterdam N.V. (the “**Admission**” and together with the Offering, the “**IPO**”). In connection with the amendments of the terms of the IPO, the Company will make available a supplement to the prospectus, expected to be approved by the Dutch Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*) (“**AFM**”) on or about November 3, 2021.

Updated Offering Highlights

- The price range for the Offering has been lowered to EUR 6.50 to 7.30 per share, implying a market capitalisation of approximately EUR 272 million to EUR 295 million for MotorK post Offering (assuming the issuance of the maximum number of New Shares (as defined below) and full exercise of the increase option).
- It is envisaged that the Offering will consist of up to (i) 11,538,461 newly issued ordinary shares with a nominal value of EUR 0.01 each (the “**New Shares**”), and (ii) subject to the exercise of an increase option, up to an additional 1,730,769 newly issued ordinary shares (the “**Increase Option Shares**”, and together with the New Shares, the “**Capital Increase**”). The net proceeds of the Capital Increase will be used to increase R&D spending, invest in sales and marketing and support MotorK’s bolt-on acquisition strategy.
- In addition to the issuance of New Shares and Increase Option Shares, there will be an over-allotment option of up to 1,990,384 shares (i.e., up to 15% of the sum of the New Shares and Increase Option Shares), from the shareholdings of 83 North

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III Limited Partnership, Andrew John Biggart, Assaf Topaz, Fabio Gurgone, Guillaume Bugault, Marco De Michele, Marco Marlia, Mauro Pretolani, Tassaka Invest AB, Tommaso Parisi, Zobito 2 AB, Zobito AB, Real Web Ventures Ltd, 212 Investments S.r.l., La Pineta S.r.l., IBIS S.r.l. and Amir Rosentuler (the “**Option Shareholders**”) to cover any over-allotments (the “**Over-Allotment Shares**” and, collectively with the New Shares, the “**Offer Shares**”).

- In the context of the Offering and based on the indicated envisaged Offering size, one or more funds or accounts managed by Capital International Investors have committed *vis-à-vis* the Company to subscribe for freely tradable Offer Shares at the final offer price for an amount of 20% of the Capital Increase, *i.e.*, approximately EUR 17.25 million (assuming full issuance of the Capital Increase), subject to customary conditions, in exchange for a guaranteed allocation.
- Assuming the issuance of all New Shares and Increase Option Shares and a fully exercised Over-Allotment option, a free float of up to 36.4% of the share capital is expected.
- The Offering is reserved for qualified investors in the European Economic Area and in the United Kingdom and foreign institutional investors outside of the United States of America pursuant to Regulation S of the United States Securities Act of 1933, as subsequently amended (the “**Securities Act**”), and limited to qualified institutional buyers (“**QIBs**”) in the United States of America pursuant to Rule 144A of the Securities Act, with the exclusion of those countries where the Offering is not permitted without specific authorization of the relevant authorities, in accordance with applicable laws or by way of exception to such provisions.
- The Company and the Option Shareholders (this group includes all shareholders of the Company before the Offering, including certain members of its management) will undertake lock-up commitments for 180 days for the Company and 360 days for the Option Shareholders from the first trading date, respectively.
- **Joh. Berenberg Gossler & Co. KG** is acting as sole global coordinator for the Offering and together with **ABN AMRO Bank N.V. (in cooperation with ODDO BHF SCA)** as joint bookrunners for the Offering and **Joh. Berenberg Gossler & Co. KG together with ABN AMRO Bank N.V.** are also the “**Underwriters**”.
- Full information about the Offering and the IPO (i) is included in the prospectus dated October 27, 2021 as approved by the AFM and (ii) will be included in a supplement to the prospectus, expected to be approved by the AFM on or about November 3, 2021 and to be made available on or about November 3, 2021 on MotorK’s corporate website (<https://www.motork.io/>).

Extended Timetable

Subject to acceleration or extension of the timetable for the Offering, the timetable below lists the new expected key dates for the Offering:

Start of the Offering	27 October 2021 – 9:00 CET
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Publication of the prospectus supplement	3 November 2021 (expected)
End of the Offering	4 November 2021 – 18:00 CET
Pricing and allocation of the Offering	4 November 2021 evening / 5 November early morning CET
Publication of results of the Offering	4/5 November 2021
Beginning of trading on an ‘as-if-and-when-delivered’ basis on Euronext Amsterdam	5 November 2021
Settlement of Shares	9 November 2021

Availability of Prospectus and Supplement

The Offering is being made only by means of a prospectus dated October 27, 2021, as approved by the AFM. The prospectus is available electronically via the corporate website of MotorK (<https://www.motork.io/>), subject to securities law restrictions in certain jurisdictions. The Company will also publish a supplement to the prospectus, following the approval by the AFM, expected to be received on or about November 3, 2021. The supplement to the prospectus, when approved, will be made available electronically via the corporate website of MotorK (<https://www.motork.io/>) on or about 3 November 2021, subject to securities law restrictions in certain jurisdictions.

Over-Allotment

In connection with the Offering, Joh. Berenberg, Gossler & Co. KG has been appointed as stabilisation manager (the “**Stabilisation Manager**”). With regard to potential stabilisation measures and to the extent permitted by law, investors may, in addition to the New Shares and the Increase Option Shares, be allocated up to 1,990,384 Over-Allotment Shares in the Offering (the “**Over-Allotment**”) in the form of a securities loan without charge; this number of Shares may not exceed 15% of the sum of the aggregated New Shares and the Increase Option Shares. In this context, the Option Shareholders have granted an option (the “**Greenshoe Option**”) to the Stabilisation Manager (on behalf of the Underwriters), exercisable within 30 calendar days after the first trading date, pursuant to which the Stabilisation Manager, on behalf of the Underwriters, may acquire from the Option Shareholders additional Shares (the “**Greenshoe Shares**”), comprising up to 15% of the total number of New Shares sold in the Offering (in any case not higher than the number of Over-Allotment Shares), thus satisfying the retransfer obligation under the securities loan.

Stabilisation

In connection with the Offering, the Stabilisation Manager (or any of its agents), on behalf of the Underwriters, may (but will be under no obligation to), to the extent permitted by applicable law, over-allot the Over-Allotment Shares or effect other transactions with a view to supporting the market price of the Shares at a higher level than that which might otherwise prevail in the open market. The Stabilisation Manager will not be required to enter into such transactions and such transactions may be effected on any securities market, over-the-counter market, stock exchange (including Euronext Amsterdam) or otherwise,

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and may be undertaken at any time during the period commencing on the first trading date and ending no later than 30 calendar days thereafter. Any stabilisation measures shall be conducted in accordance with Regulation (EU) 596/2014 (“**MAR**”) and Commission Delegated Regulation (EU) 2016/1052.

The Stabilisation Manager or any of its agents will not be obligated to effect stabilising transactions, and there will be no assurance that stabilising transactions will be undertaken. Such stabilising transactions, if commenced, may be discontinued at any time without prior notice and must be discontinued within 30 calendar days after the commencement of conditional dealings in the Offer Shares. Save as required by law or regulation, neither the Stabilisation Manager nor any of its agents intends to disclose the extent of any over-allotments made and/or stabilisation transactions under the Offering. None of the Company or any of the Underwriters makes any representation or prediction as to the direction or the magnitude of any effect that the transactions described above may have on the price of the Shares or any other securities of the Company. In addition, none of the Company or any of the Underwriters makes any representation that the Stabilisation Manager will engage in these transactions or that these transactions, once commenced, will not be discontinued without notice.

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This announcement is for information purposes only, does not purport to be full and complete and is not intended to constitute, and should not be construed as, an offer to sell or a solicitation of any offer to buy Securities in any jurisdiction, including the United States, Canada, Australia, South Africa, or Japan. No reliance may be placed by any person for any purpose on the information contained in this announcement or its accuracy, fairness or completeness.

This communication is not an offer of securities for sale in the United States. The securities referred to herein may not be sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended. MotorK does not intend to register any of the securities in the United States or to conduct a public offering of the securities in the United States. Any public offering of securities will be made by means of a prospectus that may be obtained from the issuer and that will contain detailed information about the issuer and management, as well as financial statements.

This communication is addressed in any member state of the European Economic Area only to those persons who are qualified investors in such member state (“**Qualified Investors**”) within the meaning of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) and such other persons as this announcement may be addressed on legal grounds, and no person that is not a Qualified Investor may act or rely on this communication or any of its contents.

This communication does not constitute a prospectus within the meaning of the Prospectus Regulation and does not constitute an offer to acquire any securities. Any offer to acquire the securities referred to herein will be made, and any investor should make its investment, solely on the basis of information that will be contained in the prospectus to be made generally available in the Netherlands in connection with such offering. When made generally available, copies of the prospectus may be obtained through the website of MotorK (<https://www.motork.io/>) subject to securities law restrictions in certain jurisdictions.

No prospectus has been or will be approved in the United Kingdom in respect of the securities referred to herein. This communication is being distributed to and is directed only at persons who are outside the United Kingdom or, if in the United Kingdom, to “qualified investors” within the meaning of Article 2(e) of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 who are: (i) investment professionals within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”); (ii) are high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order; or (iii) persons that fall within another exemption to the Order (all such persons together being referred to as “**Relevant Persons**”). Any investment activity to which this communication relates will only be available to and will only be engaged with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this communication or any of its contents.

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Each of Joh. Berenberg, Gossler & Co. KG and ABN AMRO Bank N.V. (together, the “**Managers**”) is acting exclusively for MotorK and no one else in connection with any offering of securities and will not be responsible to anyone other than MotorK for providing the protections afforded to their respective customers or for providing advice in relation to any offering or any transaction or arrangement referred to herein. Each of the Managers and their respective affiliates expressly disclaim any obligation or undertaking to update, review or revise any forward looking statement contained in this communication whether as a result of new information, future developments or otherwise.

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Information to Distributors

Solely for the purposes of the product governance requirements contained within: (a) MiFID II; (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “**MiFID II Product Governance Requirements**”), and disclaiming all and any liability, whether arising in delict, tort, contract or otherwise, which any “manufacturer” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Shares have been subject to a product approval process, which has determined that the Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the “**Target Market Assessment**”). Notwithstanding the Target Market Assessment, “distributors” (for the purposes of the MiFID II Product Governance Requirements) should note that: the price of the Shares may decline and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the 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 advisor) 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 Offering.

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 (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 Shares.

Each distributor is responsible for undertaking its own Target Market Assessment in respect of the Shares and determining appropriate distribution channels.

Contacts

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