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Noventiq Publishes Offer to Exchange Certain GDRs Currently Affected by the EU Asset Freeze on NSD

18 April 2024, London, United Kingdom - Noventiq Holdings Plc (the "Company"), a global leading digital transformation and cybersecurity solutions and services provider, announced an offer to exchange certain global depositary receipts representing ordinary shares in the Company in consideration for newly issued ordinary shares in the Company (the "Exchange Offer").

On 25 March 2024, the Board approved the decision to conduct an Exchange Offer to exchange Eligible GDRs for New Shares, thus allowing a number of affected Holders to regain the enjoyment of their rights in the Company. The New Shares will enjoy the same rights and ISIN as, and be fungible with, the Ordinary Shares in all respects, including ranking equally for dividends and being entitled, upon completion of the Company's business combination with Corner Growth Acquisition Corp., to receive equity in the combined company being listed on Nasdaq, Inc., in accordance with the business agreement entered into between the Company and Corner Growth Acquisition Corp, as announced by the Company on 4 May 2023 and on 2 January 2024.

The Exchange Offer provides that, subject to the satisfaction of certain conditions, the Company purchases Eligible GDRs from Eligible Holders in consideration for the issue of New Shares on a one-for-one basis.

On 3 June 2022, the National Settlement Depository ("NSD") became subject to sanctions imposed by the EU in the form of an asset freeze and the prohibition to make funds or economic resources available to it. As a result of this designation, EU persons, including Euroclear, are prohibited from making available funds or economic resources to NSD, and must freeze all funds or economic resources held by NSD.

Given this designation, Euroclear has frozen the NSD account concerned and due to the restrictions in force, has taken the position that it cannot engage with NSD. In addition, the Company understands that holders holding GDRs through custodians or nominees located in Russia have been similarly affected, in that Euroclear also does not engage with such custodians and nominees.

Notwithstanding completion of the Company's cancellation of the listing of its GDRs on the standard segment of the Official List and trading on the main market for listed securities of the London Stock Exchange on 26 July 2023 and the Company's cancellation of its GDRs on MOEX on 27 September 2023, Euroclear continues to be a relevant central securities depository for the purposes of the Company. This means that holders of affected GDRs are prevented from exercising their rights as Holders, including voting and economic rights, since Euroclear does not intermediate with NSD or custodians and nominees located in Russia.

According to the Company's estimates, Eligible Holders holding approximately 7% of the issued share

capital of the Company have witnessed their rights being impacted by the EU asset freeze as regards NSD without themselves being subject, directly or indirectly, to an asset freeze.

As a result of the above, the Company is prevented from being able to carry out certain corporate actions with the involvement of a significant part of its Holder base.

The Exchange Offer is being made available to all Eligible Holders in respect of their book-entry interests in Eligible GDRs and in respect of which such Eligible Holder is registered as the beneficial owner thereof by the Custodian. At this time, due to restrictions imposed by securities laws and sanctions applicable to the jurisdictions in which the Company operates, the Board is unable to extend this facility to affected Holders who are resident in, incorporated in, established in, or citizens of Russia (including those with a second citizenship outside Russia) or any of the Restricted Territories. Consequently, the Board understands that approximately 1% of the Company's issued share capital may not be eligible for exchange under the Exchange Offer.

Further details of the Exchange Offer can be found in the exchange offer document published by the Company today at <https://noventiq.com/investor-relations/exchange-offer> (the "**Exchange Document**"), that includes the tender form and the form of a buyback agreement (the "**Offer Documents**").

The Eligible Holders that are willing to participate in the Exchange Offer will be required to deliver the Offer Documents and other related documents to BANK SINARA, a tender agent for the Exchange Offer (the "**Tender Agent**"), at ClientTrading@sinara-finance.ru before the deadlines and subject to the conditions set out in the Exchange Document.

If you have any questions about the procedure for exchanging Eligible GDRs or you want help completing the tender form, please:

- Telephone the Tender Agent between 10:00 a.m. and 7:00 p.m. Moscow time Monday to Friday (excluding public holidays), on +7 499 951 45 22; or
- E-mail the Tender Agent at ClientTrading@sinara-finance.ru.

The Exchange Document and the Offer Documents are available, and all announcements in connection with the Exchange Offer will be published on the Company's website at <https://noventiq.com/investor-relations/exchange-offer>.

Unless otherwise defined herein, defined terms have the same meaning as defined in the Exchange Document.

The expected timetable for the Exchange Offer is as outlined below:

	2024
Exchange Offer opens	18 April
Latest time and date for receipt of the completed and duly executed Offer Documents and Evidence of Electronic Ownership	by 6 p.m. on 10 May

Notification to Eligible Holders of additional information required	by 14 May
Eligible Holders to respond to Additional Requests	by 6 p.m. on 16 May
Announcement of the Results	on or about 17 May
Countersigned Offer Documents are sent to Eligible Holders whose validly tendered Eligible GDRs have been accepted for exchange	20-21 May
Announcement of the Acceptance	on or about 22 May
Latest time and date for transferring successfully tendered Eligible GDRs to the account of the Company	by 6 p.m. on 24 May
Issuance and allotment of the New Shares by making the relevant entries in the Register	up to 29 May
Announcement of results of the Exchange Offer	As soon as reasonably practicable after completion of the Settlement Period

The above times and/or dates may be subject to change by the Company and in the event of any such change, the revised times and/or dates will be notified to holders by an announcement through the Company's website.

References to times in the above timetable are to British Summer Time.

About Noventiq

Noventiq (Noventiq Holdings PLC) is a leading global solutions and services provider in digital transformation and cybersecurity, headquartered in London. The company enables, facilitates, and accelerates digital transformation for its customers' businesses, connecting organizations across a comprehensive range of industries with best-in-class IT vendors, alongside its own services and proprietary solutions.

The company's rapid growth is underpinned by its three-dimensional strategy to expand its market penetration, product portfolio, and sales channels. This is supported by an active approach to M&A, positioning Noventiq to capitalize on the industry's ongoing consolidation. With around 6,400 employees globally, Noventiq operates in approximately 60 countries with significant growth potential in multiple regions including Latin America, EMEA, and APAC – with a notable presence in India.

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Forward-looking Statements

This announcement may contain certain forward-looking statements with respect to the financial condition, results of operations and business of the Company and its subsidiaries and certain plans and objectives of the board of directors of the Company. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward looking statements often use words such as “anticipate”, “target”, “expect”, “estimate”, “intend”, “plan”, “goal”, “believe”, “will”, “may”, “should”, “would”, “could” or other words of similar meaning. These statements are based on assumptions and assessments made by the board of directors of the Company in light of its experience and perception of historical trends, current conditions, expected future developments and other factors it believes appropriate. By their nature, forward-looking statements involve risk and uncertainty, and the factors described in the context of such forward-looking statements in this announcement could cause actual results or developments to differ materially from those expressed in or implied by such forward-looking statements.

Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in this announcement. The Company assumes no obligation to update or correct the information contained in this announcement, whether as a result of new information, future events or otherwise, except to the extent legally required.

The statements contained in this announcement are made as at the date of this announcement, unless some other time is specified in relation to them, and publication of this announcement shall not give rise to any implication that there has been no change in the facts set out in this announcement since such date. Nothing contained in this announcement shall be deemed to be a forecast, projection or estimate of the future financial performance of the Company and its subsidiaries except where expressly stated.

THIS ANNOUNCEMENT IS NOT AN EXTENSION INTO THE UNITED STATES OF THE EXCHANGE OFFER AND IS NOT AN OFFER TO SELL SECURITIES OR THE SOLICITATION OF AN OFFER TO BUY SECURITIES IN THE UNITED STATES.

Notice to US Holders:

Notice to US Holders: The Exchange Offer is not being made, and will not be made, directly or indirectly in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of or of any facilities of a national securities exchange of, the United States. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. The Eligible GDRs may not be tendered in the Exchange Offer by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States. Accordingly, copies of the Offer Documents are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to any US persons or any persons located or resident in the United States. Any purported tender of Eligible GDRs under the Exchange Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Eligible GDRs under the Exchange Offer made by a person located in the United States or any agent, fiduciary or other intermediary acting on a nondiscretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted. Each Eligible Holder participating in the Exchange Offer will represent that it is not a US person, it is not

located in the United States and it is not participating in the Exchange Offer from the United States or it is acting on a nondiscretionary basis for a principal that is not a US person, that is located outside the United States and that is not giving an order to participate in the Exchange Offer from the United States.

THE EXCHANGE DOCUMENT SHOULD NOT BE MAILED, DISTRIBUTED, SENT, FORWARDED TO OR TRANSMITTED IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA, SOUTH AFRICA, JAPAN OR ANY JURISDICTION WHICH WOULD BREACH ANY APPLICABLE LAW OR REGULATION (THE "RESTRICTED TERRITORIES"). THE EXCHANGE OFFER IS NOT BEING MADE, DIRECTLY OR INDIRECTLY, IN ANY RESTRICTED TERRITORY AND THE EXCHANGE DOCUMENT MAY NOT BE DISTRIBUTED OR SENT IN OR INTO OR FROM ANY RESTRICTED TERRITORY AND DOING SO MAY RENDER INVALID ANY PURPORTED EXCHANGE. THIS EXCHANGE DOCUMENT HAS NOT BEEN, AND WILL NOT BE, REVIEWED OR APPROVED BY ANY SECURITIES COMMISSION OR ANY OTHER AUTHORITY OR REGULATORY BODY. THIS EXCHANGE DOCUMENT IS NOT A PROSPECTUS AND CANNOT BE RELIED ON FOR ANY INVESTMENT CONTRACT OR DECISION.

THE EXCHANGE OFFER IS NOT BEING MADE, DIRECTLY OR INDIRECTLY, TO PERSONS INCORPORATED OR ESTABLISHED IN, OR CITIZENS OF, RUSSIA INCLUDING, WITH RESPECT TO INDIVIDUALS, THOSE CITIZENS OF RUSSIA WITH A SECOND CITIZENSHIP ELSEWHERE.