

28 September 2021

**MESH Holdings plc**  
(‘MESH’ or the ‘Company’)

**Update re All Active Asset Capital Limited**

The Directors of MESH Holdings plc ("MESH") are pleased to note the announcement made by All Active Asset Capital Limited ("AAA") today – a copy of the text is included below.

The MESH Directors will be voting irrevocably in favour of the proposed acquisition of MESH by AAA.

Further detailed information will be provided in the shareholder circular which is expected to be finalised in due course and will be posted to all MESH shareholders.

**All Active Asset Capital Limited**  
(‘AAA’ or ‘the Company’)  
**Transaction and Business Progress Update**

*AAA is pleased to update shareholders on the progress it has made during the last two months.*

**Sentiance N.V. (‘Sentiance’)**

*AAA recently completed a €5.0 million cash equity investment in Sentiance and, as part of the proposed acquisition of MESH Holdings plc, will shortly own 25.3%<sup>1</sup> of Sentiance. The acquisition of the remaining Sentiance equity is expected to conclude in October and will result in AAA owning 100% of Sentiance.*

*The Sentiance business continues to develop positively at an accelerated pace with high profile new client and contract wins across the world. AAA will provide a further update when the acquisition of the remaining Sentiance equity is completed.*

**AAQUA B.V. (‘AAQUA’)**

*AAA intends to enter into agreements to acquire further significant equity stakes in AAQUA within the next three weeks. Following the completion of these transactions, it is anticipated AAA will own 28.4% of the then issued share capital of AAQUA. AAA will provide a further update once these transactions have concluded.*

*AAQUA is planning to accomplish a Minimum Viable Proposition (‘MVP’) before the end of 2021, and anticipates it will conclude a very significant equity raise shortly thereafter.*

**MESH Holdings plc (‘MESH’)**

*AAA and MESH have now agreed key terms for the acquisition of MESH by AAA. The acquisition is to be completed through a Scheme of Arrangement, with the consideration for the acquisition being a share-for-share swap of 1 new AAA share for 1 existing MESH share.*

*Once finalised, the circular setting out the terms of the Scheme of Arrangement will be posted to MESH shareholders. The posting of the circular starts a 45 day timetable which concludes with a Court hearing and meetings of MESH shareholders to vote on the scheme. If MESH shareholders vote in favour of the proposals and the Court approves the scheme, MESH will become a 100% owned subsidiary of AAA, and MESH shareholders will become substantial shareholders in AAA.*

---

<sup>1</sup> on current issued Sentiance share capital, or 21.2% on the anticipated fully diluted basis

**Rodger Sargent, AAA Executive Director, commented,** *“We are encouraged with the material progress made on the Sentiance, AAQUA and MESH transactions; by the end of October 2021, AAA should own 100% of Sentiance and over 28% of AAQUA. Both of these highly innovative organisations continue to make good progress with the execution and implementation of their complementary and increasingly synergistic game plans.*

*“In parallel, we continue to make progress with the re-listing of the enlarged AAA onto an international stock exchange and will update shareholders on the next stages of the process as soon as we are able.”*

-ENDS-

**For further information:**

Richard Oldworth / Chris Lane / Toto Berger

T: +44 (0) 207 466 5000

E: MESH@buchanan.uk.com