

Results of Open Offer

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26 September 2024

DATALEX PLC ("Datalex" or the "Company")

RESULTS OF OPEN OFFER

On 28 August 2024, Datalex, a market leader in airline e-commerce solutions, announced details of a proposed Firm Placing and Placing and Open Offer (the "Capital Raise") to raise gross proceeds of €25 million (approximately €24.3 million net of commissions, fees and expenses) through the issue of newly issued ordinary shares in the Company (the "New Ordinary Shares").

The Open Offer closed for applications at 10.00 a.m. on 23 September 2024. Datalex announces that it has received valid acceptances under the Open Offer and Excess Application Facility in respect of 2,647,567 Open Offer Shares from Qualifying Shareholders. Accordingly, the remaining 15,043,726 Open Offer Shares will be allocated to IIU Nominees with whom they had been conditionally placed under the Placing.

Following completion of the Capital Raise, IIU Nominees is expected to hold 92,835,565 Ordinary Shares representing 49.3 per cent. of the Enlarged Issued Ordinary Share Capital of the Company.

Completion of the Capital Raise will be conditional, amongst other things, on approval by Shareholders (including that of Independent Shareholders) at an Extraordinary General Meeting of the Company which is expected to be held later today.

Admission is expected to become effective, and dealings to commence in the New Ordinary Shares on Euronext Growth, at 8.00 a.m. (Dublin time) on 27 September 2024.

Capitalised terms used in this announcement (this "Announcement"), which have not been defined have the meanings given to them in the announcement made by the Company on 28 August 2024 announcing the Capital Raise, unless the context provides otherwise.

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Goodbody Stockbrokers UC ("Goodbody"), which is authorised and regulated in Ireland by the CBI, is acting for the Company as Bookrunner in connection with the Capital Raise and no-one else in connection with the Capital Raise and is not, and will not be, responsible to anyone other than the Company for providing the protections afforded to its clients nor for providing advice in relation to the Firm Placing and Placing and/or any other matter referred to in this Announcement.

Apart from the responsibilities and liabilities, if any, which may be imposed on Goodbody by the Financial Services and Markets Act 2000 of the United Kingdom or by the regulatory regime established under it, neither Goodbody nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever to any person who is not a client for the contents of the information contained in this Announcement or for any other statement made or purported to be made by or on behalf of the Goodbody or its affiliates in connection with the Company, the Firm Placing or Placing. Goodbody and each of its affiliates accordingly disclaim all and any liability, whether arising in tort, contract or otherwise (save as referred to above) in respect of any statements or other information contained in this Announcement and no representation or warranty, express or implied, is made by the Goodbody or any of its affiliates as to the accuracy, completeness or sufficiency of the information contained in this Announcement. Neither Goodbody nor any of its affiliates, directors, officers, employees, agents or advisors have authorised the contents of, or any part of, this Announcement.

In connection with the Firm Placing and Placing, Goodbody and any of its affiliates may take up a portion of the shares in the Firm Placing or Placing as a principal position and in that capacity may retain, purchase, sell, offer to sell for its own account such shares and other securities of the Company or related investments in connection with the Firm Placing, Placing or otherwise. Accordingly, references to Firm Placing Shares and Placed Shares being offered, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or acquisition, placing or dealing by Goodbody and any of its affiliates acting in such capacity. In addition, Goodbody and any of its affiliates may enter into financing arrangements (including swaps, warrants or contracts for differences) with investors in connection with which Goodbody and any of its affiliates may from time to time acquire, hold or dispose of shares. Goodbody does not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

Goodbody and its affiliates may have engaged in transactions with, and provided various commercial banking, investment banking, financial advisory transactions and services in the ordinary course of its business with the Company and/or its affiliates for which they would have received customary fees and commissions. Goodbody and its affiliates may provide such services to the Company and/or its affiliates in the future.

Members of the public are not eligible to take part in the Firm Placing or Placing. All offers of the Firm Placing Shares and Placed Shares will be made pursuant to an exemption under Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") from the requirement to produce a prospectus for offers of the Firm Placing Shares and Placed Shares. This Announcement is directed only at and may only be communicated to: (A) persons in a Member State of the European Economic Area who are qualified investors ("**Qualified Investors**") within the meaning of Article 2(e) of the Prospectus Regulation; or (B) in the United Kingdom, Qualified Investors who are also (A) persons having professional experience in matters relating to investments who fall within the definition of "investment professional" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 of the United Kingdom, as amended (the "**Order**"), (B) persons who fall within Article 49(2)(a) to (d) ("High Net Worth Companies, Unincorporated Associations, etc") of the Order; or (C) persons to whom it may otherwise be lawfully communicated including the Company Placing Participants (all such persons referred to in (A), (B) and (C) above together being referred to as "**Relevant Persons**").

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Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**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 tort, contract or otherwise, which any 'manufacturer' (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Firm Placing Shares and Placed Shares have been subject to a product approval process, which has determined that such Firm Placing and Placed 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 should note that: the price of the Firm Placing Shares and Placed Shares may decline and investors could lose all or part of their investment; the Firm Placing Shares and Placed Shares offer no guaranteed income and no capital protection; and an investment in the Firm Placing Shares or Placed 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 adviser) 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 Placing. Furthermore, it is noted that, notwithstanding the Target Market Assessment, The Bookrunner will only procure investors who meet the criteria of professional clients and eligible counterparties or who are Company Placing Participants. 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 Firm Placing Shares and Placed Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Firm Placing Shares and Placed Shares and determining appropriate distribution channels.

Certain statements contained in this Announcement are or may constitute "forward-looking statements". By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend upon future circumstances that may or may not occur, many of which are beyond the control of the Company and all of which are based on its current beliefs and expectations about future events. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the Group, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the present and future business strategies of the Group and the environment in which the Group will operate in the future. These forward-looking statements speak only as at the date of this Announcement.

Forward-looking statements are typically identified by the use of forward-looking terminology such as "believes", "expects", "may", "will", "would", "should", "intends", "estimates", "plans", "assumes" or "anticipates" or the negative of such words or other variations on them or comparable terminology, or by discussions of strategy which involve risks and uncertainties. Such risks, uncertainties and other factors include, among others: the macroeconomic and other impacts of COVID-19, general economic and business conditions, changes in technology, government policy and ability to attract and retain personnel. Except as required by applicable law, the Listing Rules and other regulations, Euronext Dublin or by any appropriate regulatory body, Datalex plc expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in the Group's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

Past performance may not be a reliable guide to future performance. Investments may fall as well as rise in value. Income may fluctuate in accordance with market conditions and taxation arrangements. Changes in exchange rates may have an adverse effect on the value, price or income of the Ordinary Shares, including the New Ordinary Shares the subject of the Open Offer.

Euronext Growth is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. Euronext Growth securities are not admitted to the Official List of Euronext Dublin. The Euronext Growth Rules are less demanding than those of the Official List of Euronext Dublin. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial advisor.

Certain numbers in this Announcement have been rounded up or down. There may therefore be discrepancies between the actual totals of the individual amounts in this Announcement and the underlying data.

The New Ordinary Shares to be issued pursuant to the Firm Placing and Placing will not be admitted to trading on any stock exchange other than the Euronext Growth Market of Euronext Dublin.

No prospectus or offering document will be made available in connection with the matters contained in this Announcement and no such prospectus or offering document is required (in accordance with the Prospectus Regulation) to be published. This Announcement has not been approved by the Central Bank of Ireland, Euronext Dublin, or any other competent regulatory authority.

The most recent Annual Report, trading update and other information relating to the Company are available on the Datalex website at www.datalex.com. Neither the content of the Company's website nor any website accessible by hyperlinks on the Company's website is incorporated in, or forms part of, this Announcement.

This Announcement does not constitute a recommendation concerning the Firm Placing or Placing.

This Announcement should be read in its entirety. In particular, you should read and understand the information provided in the "Important Notices" section of this Announcement.

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