

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION

8 April 2026

ACCELER8 VENTURES PLC

Proposed Fundraise and Notice of General Meeting

Acceler8 Ventures Plc (LSE: AC8, "AC8" or the "Company"), the Main Market listed acquisition company, announces that further to the separate announcement made today regarding the agreement in principle for a possible all-share offer by AC8 for the entire issued and to be issued ordinary share capital of Intuitive Investments Group plc ("IIG") (the "Possible Offer"), alongside the proposed admission of the enlarged group to a listing on the equity shares (commercial companies) category of the Official List and to trading on the London Stock Exchange's Main Market ("Admission") (together, the Possible Offer and Admission being the "Proposed Transaction"), AC8 is proposing to raise approximately £1 million through the issue of unsecured convertible loan notes ("2026 CLNs").

The 2026 CLNs will be issued in order to raise funds to support the Company's near term working capital requirements.

The principal terms of the 2026 CLNs are as follows:

Amount: Approximately £1 million

Interest rate: 8 per cent. per annum, payable-in-kind and compounding annually

Redemption: No redemption rights for the Company applicable save for agreement by the noteholder following a tender offer by the Company or for corporate tax purposes

Conversion: Automatic conversion of principal and accrued interest on the earlier of (i) immediately prior to completion of an initial transaction (as defined by UKLR 13.4.1) and (ii) the third anniversary of CLN issuance

Conversion price: The 2026 CLNs will convert into AC8 ordinary shares on the basis of:

- in the event that the Proposed Transaction proceeds to completion, a price of 34 pence per ordinary AC8 share, otherwise;
- at a 30 per cent. discount to a 20-trading day VWAP as at close on the last trading day prior to the third anniversary of CLN issuance or, in the event AC8 completes an initial transaction under UKLR 13.4 before such third anniversary, a 30 per cent. discount to the prevailing share price per AC8 ordinary share applicable to such initial transaction.

Security: The CLNs will rank pari passu with other unsecured creditors of the Company

The conversion price applicable to the Proposed Transaction is equivalent to a discount of 57.5 per cent. to the middle market closing price per AC8 share on the last business day prior to this announcement.

Amendment to 2025 CLNs

On the basis the Proposed Transaction proceeds to completion, it is proposed that AC8's unsecured convertible loan notes issued in August 2025 (the "2025 CLNs") will be adjusted such that their effective conversion price per AC8 ordinary share will be 28 pence, which is a discount of 65 per cent based on the middle market closing price per AC8 ordinary share on the last business day prior to this announcement.

If the Proposed Transaction does not proceed to completion, the 2025 CLNs and the 2026 CLNs will be converted into AC8 ordinary shares at a 30 per cent. discount to the 20-trading day volume weighted average price as at close on the last trading day prior to the third anniversary of CLN issuance, or in the event AC8 completes an initial transaction under UKLR 13.4 before such third anniversary, a 30 per cent. discount to the prevailing share price per AC8 ordinary share applicable to the initial transaction.

Bonus shares in relation the Proposed Transaction

As also noted in the possible offer for IIG by AC8 announcement published today, in order to recognise the strategic value of AC8 if the Proposed Transaction proceeds to completion, it is anticipated that bonus shares would be issued by AC8 to AC8 ordinary shareholders prior to Admission and before conversion of the 2025 CLNs and 2026 CLNs ("**Bonus Shares**"), in order to result in AC8's ordinary shareholders (including shareholders holding shares on conversion of the 2025 CLNs and 2026 CLNs) holding a total interest of approximately 0.99 per cent. of the issued ordinary share capital of the enlarged group on Admission.

Notice of General Meeting

Issuance of the 2026 CLNs is conditional on approval by shareholders of the Company of the requisite resolutions at a general meeting of the Company. In addition, at the general meeting shareholders will be asked to consider and approve resolutions to:

- ratify the issuance of the 2025 CLNs and the disapplication of pre-emption rights in connection with the 2025 CLNs; and
- amend the Company's articles of association ("**Articles**") to incorporate provisions required by UKLR 13.2.1R(1) that the Company complete an initial transaction on or before 30 July 2027, otherwise it will cease operations.

Accordingly, the Company will be posting a notice convening a general meeting, to be held at the Company's premises at 28 Esplanade, St. Helier, Channel Islands, Jersey JE2 3QA on Monday 27 April 2026 at 11:00 am (the "**General Meeting**").

A copy of the notice of General Meeting and proposed new Articles will be available on the Company's website at: <https://acceler8.ventures/investors/>.

Website publication

In accordance with Rule 26.1 of the Code, a copy of this announcement will be made available (subject to certain restrictions relating to persons resident in restricted jurisdictions) on AC8's website at <https://acceler8.ventures/> by no later than 12 noon (London time) on the business day following the date of this announcement. For the avoidance of doubt, the content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.

Inside Information

This announcement contains inside information as defined in Regulation (EU) No. 596/2014 on market abuse which is part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**MAR**") and is made in accordance with the Company's obligations under article 17 of MAR. The person responsible for arranging the release of this announcement on behalf of AC8 is David Williams, Chairman of AC8. The Company's LEI is 2138004B1HKZP1OR2C72.

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