

**THIS DOCUMENT AND THE ENCLOSED FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should immediately seek your own advice from a stockbroker, solicitor, accountant or other professional adviser who is duly authorised and regulated under the FSMA if you are resident in the United Kingdom, or who is duly authorised under the European Communities (Markets in Financial Instruments) Regulations 2007 (Nos. 1-3) or the Investment Intermediaries Act 1995 (as amended) if you are resident in the Republic of Ireland or, if not, from another appropriately authorised financial adviser.**

If you have sold or otherwise transferred all of your Ordinary Shares please pass this document together with the enclosed Form of Proxy to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the Ordinary Shares. However those documents should not be forwarded to or sent into the United States, Canada, Australia, the Republic of South Africa or Japan. Any person (including, without limitation, custodians, nominees and trustees) who may have a contractual or legal obligation or may otherwise intend to forward this document to any jurisdiction outside the UK should seek appropriate advice before taking any action.

**AIM and Euronext Growth are both markets designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM and Euronext Growth securities are not admitted to the Official List of the UK Listing Authority or the official list of the Irish Stock Exchange (together the "Official Lists") and the AIM Rules and the Euronext Growth Rules are less demanding than those of either or both of the Official Lists. A prospective investor should be aware of the potential risks in investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. Neither the London Stock Exchange nor the Irish Stock Exchange has examined or approved the contents of this document.**

This document does not constitute a prospectus for the purposes of the Prospectus Rules or the Prospectus Regulation Rules nor does it constitute an admission document prepared in accordance with the AIM Rules or Euronext Growth Rules. Accordingly, this document has not been filed with the FCA or any other competent authority. This document does not constitute or form part of any offer or instruction to purchase, subscribe for or sell any Ordinary Shares or other securities in the Company nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with, any contract therefor. This document does not constitute an offer to the public of transferable securities and so is not subject to the requirements or any legislation that implements the EU Prospectus Directive.



## **DRAPER ESPRIT PLC**

*(Incorporated and registered in England and Wales with registered number 09799594)*

### **Placing of 19,819,820 new Ordinary Shares at £5.55 per Ordinary Share and Notice of General Meeting**

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Numis, which is a member of the London Stock Exchange, is authorised and regulated in the UK by the FCA and is acting as nominated adviser to the Company for the purposes of the AIM Rules and as Joint Corporate Broker, Joint Global Co-ordinator and Joint Bookrunner to the Company in connection with the Placing. Numis is not acting for, and will not be responsible to, any person other than the Company for providing the protections afforded to its customers or for advising any other person on the contents of this document or on any transaction or arrangement referred to in this document. Numis' responsibilities as the Company's nominated adviser under the AIM Rules are owed solely to the London Stock Exchange and are not owed to the Company, any Director or to any other person. No representation or warranty, express or implied, is made by Numis as to, and no liability is accepted by Numis in respect of, any of the contents of this document.

Goodbody, which is authorised and regulated by the Central Bank of Ireland, is acting as Euronext Growth Advisor for the purposes of the Euronext Growth Rules and Joint Corporate Broker, Joint Global Co-ordinator and Joint Bookrunner to the Company in connection with the Placing. Persons receiving this document should note that Goodbody is acting exclusively for the Company in connection with the Placing and is not acting for any other person and will not be responsible to any person for providing the protections afforded to customers of Goodbody or for advising any other person in connection with the Placing. Goodbody's responsibilities as the Company's Euronext Growth Advisor and Joint Corporate Broker under the Euronext Growth Rules are owed solely to the Irish Stock Exchange (trading as Euronext Dublin) and are not owed to any other person. No representation or warranty, express or implied, is made by Goodbody as to, and no liability is accepted by Goodbody in respect of, any of the contents of this document.

Berenberg, which is a member of the London Stock Exchange, is regulated by the German Federal Financial Supervisory Authority (BaFin) and subject to limited regulation in the UK by the FCA. Berenberg is acting as a Joint Bookrunner to the Company in connection with the Placing. Berenberg is not acting for, and will not be responsible to, any person other than the Company for providing the protections afforded to its customers or for advising any other person on the contents of this document or on any transaction or arrangement referred to in this document. No representation or warranty, express or implied, is made by Berenberg as to, and no liability is accepted by Berenberg in respect of, any of the contents of this document.

**This document should be read in conjunction with the Form of Proxy and the Notice of General Meeting set out at the end of this document. Your attention is drawn to the letter from the Chair of the Company set out on pages 10 to 14 of this document containing a recommendation from the Board that you should vote in favour of the Resolutions to be proposed at the General Meeting.**

The Existing Ordinary Shares in issue as at the date of this document are admitted to trading on AIM and Euronext Growth. Applications will be made to the London Stock Exchange and Irish Stock Exchange (trading as Euronext Dublin) for the Placing Shares to be admitted to trading on AIM and Euronext Growth respectively. It is expected that Admission in respect of the Placing Shares will become effective and dealings in the Placing Shares will commence on or around 21 October 2020. The Placing Shares will, on Admission, rank *pari passu* in all respects with the Existing Ordinary Shares and will rank in full for all dividends and other distributions declared, made or paid on Ordinary Shares after Admission. The Placing Shares will not be dealt with on any other recognised investment exchange and no other such application will be made.

Notice of the General Meeting to be held at the offices of the Company, 20 Garrick Street, London WC2E 9BT at 10.00 a.m. on 20 October 2020 is set out on pages 15 to 18 of this document. The accompanying Form of Proxy for use at the General Meeting should be completed in accordance with the instructions printed thereon and returned as soon as possible to the Company's registrar, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA but by no later than 10.00 a.m. on 16 October 2020.

In accordance with current guidance regarding social contact and public gathering, Shareholders will not be able to attend the General Meeting in person. The Company will ensure that the legal requirements to hold the General Meeting can be satisfied and that its format will be purely functional. The General Meeting will only comprise the formal votes without any business update. The Company's in person attendance at the General Meeting will be limited to satisfy the requirements for quorum. Unless there is any material change in circumstances that causes the Company to alter its arrangements, any Shareholder attempting to physically attend the General Meeting in person (other than those required to form a quorum) will be refused admission. It is expected that Admission of the Placing Shares will occur at 8.00 a.m. on 21 October 2020.

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## IMPORTANT NOTICE

### Notice to overseas persons

The distribution of this document and/or the Form of Proxy in certain jurisdictions may be restricted by law and therefore persons into whose possession these documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. The Placing Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended (the “**US Securities Act**”), or under any securities laws of any state or other jurisdiction of the United States and may not be offered or, sold, resold, transferred or delivered, directly or indirectly, in or into the United States to or for the account or benefit of US Persons (as defined in Regulation S under the US Securities Act (“**Regulation S**”) (“**US Persons**”) except pursuant to an applicable exemption from the registration requirements of the US Securities Act and in compliance with the securities laws of any state or other jurisdiction of the United States. The Placing Shares are being offered and sold only (i) outside of the United States to non-US Persons in accordance with Regulation S and otherwise in accordance with applicable laws; and (ii) in the United States to a limited number of investors that are both ‘qualified institutional buyers’ as defined in Rule 144A under the US Securities Act and “qualified purchasers” as defined in section 2(A)(51) of the US Investment Company Act of 1940, as amended, pursuant to an exemption from the registration requirements of the US Securities Act. Any offer or sale of Placing Shares in the United States will be made only by broker-dealers who are registered as such under the US Exchange Act of 1934, as amended. There will be no public offer of the Placing Shares in the United States. The Placing Shares have not been approved or disapproved by the US Securities and Exchange Commission, or any other securities commission or regulatory authority of the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Placing Shares nor have they approved this document or confirmed the accuracy or adequacy of the information contained in this document. Any representation to the contrary is a criminal offence in the US. The Company may be a passive foreign investment company (“**PFIC**”) for US federal income tax purposes, and it could be a PFIC in future years and, if the Company is a PFIC, US taxable investors may be subject to adverse US tax consequences in respect of an investment in Placing Shares by a US Person. The Placing Shares will not qualify for distribution under the relevant securities laws of Australia, Canada, the Republic of South Africa or Japan, nor has any prospectus in relation to the Placing Shares been lodged with, or registered by, the Australian Securities and Investments Commission or the Japanese Ministry of Finance. Accordingly, subject to certain exemptions, the Placing Shares may not be offered, sold, taken up, delivered or transferred in, into or from the United States, Australia, Canada, the Republic of South Africa, Japan or any other jurisdiction where to do so would constitute a breach of local securities laws or regulations (each a “**Restricted Jurisdiction**”) or to or for the account or benefit of any national, resident or citizen of a Restricted Jurisdiction. This document does not constitute an offer to issue or sell, or the solicitation of an offer to subscribe for or purchase, any Ordinary Shares to any person in a Restricted Jurisdiction and is not for distribution in, into or from a Restricted Jurisdiction.

### Forward-looking statements

This document contains (or may contain) certain forward-looking statements with respect to certain of the Company’s plans and its current goals and expectations relating to its future financial condition and performance and which involve a number of risks and uncertainties. The Company cautions readers that no forward-looking statement is a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking statements. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements sometimes use words such as “aim”, “anticipate”, “target”, “expect”, “estimate”, “intend”, “plan”, “goal”, “believe”, “predict” or other words of similar meaning. Examples of forward-looking statements include, amongst others, statements regarding or which make assumptions in respect of the planned use of the proceeds for the Placing, the Group’s liquidity position, the future performance of the Group, future interest rates and currency controls, the Group’s future financial position, plans and objectives for future operations and any other statements that are not historical fact. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances, including, but not limited to, economic and business conditions, the effects of continued volatility in credit markets, market-related risks such as changes in interest rates and foreign exchanges rates, the policies and actions of governmental and regulatory authorities, changes in legislation, the further development of standards and interpretations under IFRS applicable to past, current and future periods, evolving practices with regard to the interpretation

and application of standards under IFRS, the outcome of pending and future litigation or regulatory investigations, the success of future acquisitions and other strategic transactions and the impact of competition. A number of these factors are beyond the Company's control. As a result, the Company's actual future results may differ materially from the plans, goals, and expectations set forth in the Company's forward-looking statements. Any forward-looking statements made in this document by or on behalf of the Company speak only as of the date they are made. These forward looking statements reflect the Company's judgement at the date of this document and are not intended to give any assurance as to future results. Except as required by the FCA, the London Stock Exchange, the Irish Stock Exchange, the AIM Rules, the Euronext Growth Rules or applicable law, the Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this document to reflect any changes in the Company's expectations with regard thereto or any changes in events, conditions or circumstances on which any such statement is based.

### **Rounding**

Numbers contained in this document have been rounded to the nearest whole number or the nearest decimal place. In addition, certain percentages presented in the tables in this document reflect calculations based upon the underlying information prior to rounding and, accordingly, may not conform exactly to the percentages that would be derived if the relevant calculations were based upon the rounded numbers.

### **References**

All times referred to in this document are, unless otherwise stated, references to UK time.

All references in this document to "**£**", "**pence**" or "**p**" are to the lawful currency of the UK, all references in this document to "**€**" or "**euro**" are to the lawful currency of the EU and all references in this document to "**US dollars**" or "**US\$**" are to the lawful currency of the United States.

## PLACING STATISTICS

Placing Price	£5.55
Number of Placing Shares	19,819,820
Gross proceeds of the Placing	£110.0 million
Number of Ordinary Shares in issue on the date of this document	119,207,959
Number of Ordinary Shares in issue at Admission following the Placing	139,027,779*
Placing Shares expressed as a percentage of the Enlarged Share Capital	14.3 per cent.*

\*Assuming no new Ordinary Shares are issued between the date of this document and Admission.

## EXPECTED TIMETABLE

Publication of this document	2 October 2020
Latest time and date for receipt of Forms of Proxy	10.00 a.m. on 16 October 2020
General Meeting	10.00 a.m. on 20 October 2020
Admission of the Placing Shares	8.00 a.m. on 21 October 2020
Expected time and date for CREST accounts to be credited in relation to the Placing Shares	8.00 a.m. on 21 October 2020
Despatch of definitive share certificates (where applicable) in relation to the Placing Shares expected by no later than	the week commencing 26 October 2020

### Notes:

1. Certain of the events in the above timetable are conditional upon, amongst other things, the approval of Resolutions 1 and 2 set out in the Notice of General Meeting.
2. If any of the events contained in the timetable should change, the revised times and dates will be notified by means of an announcement through a Regulatory Information Service.

## DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise:

<b>Admission</b>	the admission of the Placing Shares to trading on AIM and Euronext Growth becoming effective in accordance with the AIM Rules and the Euronext Growth Rules respectively
<b>AIM</b>	the market of that name operated by the London Stock Exchange
<b>AIM Rules</b>	the AIM Rules for Companies published by the London Stock Exchange governing admission to and trading on AIM, as may be amended from time-to-time
<b>Berenberg</b>	Joh. Berenberg, Gossler & Co. KG, acting through its London Branch
<b>Board</b>	the board of Directors of the Company
<b>certificated or in certificated form</b>	the description of a share or security which is not in uncertificated form (that is, not in CREST)
<b>Company or Draper Esprit</b>	Draper Esprit plc
<b>CREST</b>	the relevant systems for the paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear UK & Ireland Limited in accordance with the CREST Regulations
<b>CREST Regulations</b>	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), including (i) any enactment or subordinate legislation which amends or supersedes those regulations and (ii) any applicable rules made under those regulations for the time being in force
<b>Directors</b>	the directors of the Company, whose names are set out on page 10 of this document
<b>EIS</b>	Enterprise Investment Scheme under the provisions of Part 5 of the Income Tax Act 2007
<b>Encore Funds</b>	DFJ Esprit Angels' EIS Co-investment Fund, DFJ Esprit Angels' EIS Co-investment II, DFJ Esprit EIS III and DFJ Esprit EIS IV, Draper Esprit EIS V and Draper Esprit EIS
<b>Enlarged Share Capital</b>	the issued ordinary share capital of the Company, being 139,027,779 Ordinary Shares, as enlarged by the Placing immediately following Admission
<b>EU Prospectus Directive</b>	Directive 2003/71/EC
<b>Euronext Growth</b>	the Euronext Growth Market operated and regulated by the Irish Stock Exchange
<b>Euronext Growth Advisor</b>	Goodbody, in its capacity as Euronext Growth Advisor to the Company for the purposes of the Euronext Growth Rules
<b>Euronext Growth Rules</b>	the Euronext Growth Rules for Companies published by the Irish Stock Exchange
<b>Existing Ordinary Shares</b>	the Ordinary Shares in issue as at the date of this document

<b>FCA</b>	the Financial Conduct Authority
<b>Form of Proxy</b>	the form of proxy for use by Shareholders in connection with the General Meeting
<b>FSMA</b>	the Financial Services and Markets Act 2000, as may be amended from time-to-time
<b>General Meeting or GM</b>	the general meeting of the Company convened for 10.00 a.m. on 20 October 2020 (or any adjournment or postponement thereof)
<b>Goodbody</b>	Goodbody Stockbrokers Unlimited Company, a company incorporated in Ireland with registered number 54223 and having its registered office at Ballsbridge Park, Ballsbridge, Dublin 4, D04 YW83 Ireland
<b>Gross Portfolio Value</b>	the gross value of the Company's investment holdings before deductions for accrued carry and any deferred tax
<b>Group</b>	the Company, together with its subsidiaries and subsidiary undertakings and, for the purposes of investments made by the Group, includes the Encore Funds
<b>IPO</b>	the admission of the Company's entire issued ordinary share capital to trading on AIM and Euronext Growth, which took place on 15 June 2016
<b>Irish Stock Exchange</b>	Irish Stock Exchange plc (trading as Euronext Dublin)
<b>Joint Bookrunners</b>	Numis, Goodbody and Berenberg and " <b>Joint Bookrunner</b> " means any of them
<b>Joint Corporate Brokers</b>	Numis and Goodbody and " <b>Joint Corporate Broker</b> " means either of them
<b>Joint Global Co-ordinators</b>	Numis and Goodbody and " <b>Joint Global Co-ordinator</b> " means either of them
<b>London Stock Exchange</b>	London Stock Exchange plc
<b>NAV</b>	the value, at any date, of the assets of the Company after deduction of all liabilities determined in accordance with the accounting policies adopted by the Company from time to time
<b>Notice of General Meeting</b>	the notice of General Meeting, set out at the end of this document
<b>Numis</b>	Numis Securities Limited, a company incorporated in England and Wales with registered number 02285918 and having its registered office at 10 Paternoster Square, London EC4M 7LT
<b>Ordinary Shares</b>	ordinary shares of £0.01 each in the capital of the Company
<b>Placing</b>	the placing of the Placing Shares pursuant to the Placing Agreement
<b>Placing Agreement</b>	the placing agreement dated 1 October 2020 between (1) Numis, (2) Goodbody, (3) Berenberg and (4) the Company relating to the Placing
<b>Placing Price</b>	£5.55 per Placing Share

<b>Placing Shares</b>	19,819,820 new Ordinary Shares which are to be placed in accordance with the terms of the Placing, conditional <i>inter alia</i> on the passing of Resolutions 1 and 2 at the General Meeting
<b>Prospectus Regulation Rules</b>	the prospectus regulation rules issued by the FCA exercising its function as the competent authority made pursuant to Part VI of FSMA, as amended from time to time
<b>Prospectus Rules</b>	the Prospectus Rules made by the FCA under Part VI of FSMA
<b>Resolutions</b>	the resolutions set out in the Notice of General Meeting
<b>Shareholders</b>	holders of Ordinary Shares
<b>UK or United Kingdom</b>	the United Kingdom of Great Britain and Northern Ireland
<b>UK Listing Authority</b>	the FCA acting in its capacity as the competent authority for the purposes of FSMA

## PART 1

### LETTER FROM THE CHAIR

# DRAPER ESPRIT PLC

*(Incorporated and registered in England and Wales with registered number 09799594)*

*Directors:*

Karen Slatford (*Non-executive Chair*)  
Martin Davis (*Chief Executive Officer*)  
Stuart Chapman (*Chief Portfolio Officer*)  
Ben Wilkinson (*Chief Financial Officer*)  
Grahame Cook (*Non-Executive Director*)  
Richard Pelly (*Non-Executive Director*)

*Registered Office:*

20 Garrick Street  
London WC2E 9BT

2 October 2020

*To holders of Ordinary Shares and, for information purposes only, to the holders of options to subscribe for Ordinary Shares*

Dear Shareholder

### **Placing of 19,819,820 new Ordinary Shares at £5.55 per Ordinary Share and Notice of General Meeting**

#### **1 Introduction**

Earlier today the Company announced the results of a placing of 19,819,820 Placing Shares at the Placing Price of £5.55 per Placing Share. Once completed, the gross proceeds from the Placing will be £110.0 million. The Placing was oversubscribed.

The Placing Price represents a premium of approximately 0.5 per cent. to the closing mid-market price of 552 pence per ordinary share on 1 October 2020 and is equal to the reported NAV as at 31 March 2020.

The primary purpose of the Placing is to fund an accelerated investment strategy and capture a greater share of technology investment opportunities.

The allotment of the Placing Shares is conditional, *inter alia*, upon the Company obtaining approval of the Shareholders at the General Meeting to grant the Directors the authority to allot such Placing Shares and to dis-apply statutory pre-emption rights which would otherwise apply to such allotment. The General Meeting, notice of which is set out at the end of this document, has been convened for 10.00 a.m. on 20 October 2020. Subject to (i) the passing of Resolutions 1 and 2 and (ii) the Placing Agreement becoming unconditional (save only for Admission), it is anticipated that the Placing Shares will be admitted to trading on AIM and Euronext Growth at 8.00 a.m. on 21 October 2020.

The purpose of this document is to explain why the Board considers the Placing to be in the best interests of the Company and its Shareholders, and why the Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do in respect of their own beneficial interests amounting, in aggregate, to 1,357,293 Ordinary Shares representing 1.14 per cent. of the Existing Ordinary Shares.

#### **2 Investment Opportunities**

The Company believes there is a significant opportunity to deploy further capital driven by a growing European venture capital market and an accelerated transition to digital driven by the COVID-19 pandemic.

While the European Venture Capital market is expanding rapidly, it is still less than one quarter of the combined size of the US and European market by value. European technology companies are remaining private for longer, limiting public investment opportunities and investment round sizes are increasing. Meanwhile, COVID-19 has accelerated the transition to digital and a significant shift to online activity is evident from everything from online medical consultations to a global surge of online shopping. The secondary impact of this persistent shift means a large increase in supporting services such as online payments, fraud detection and security, cloud banking infrastructure and online infrastructure for high-value purchases.

Given the flexibility of the Draper Esprit investment approach and its team's experience and expertise, the Board believes that it is well positioned to benefit from opportunities provided by the above long-term trends. Draper Esprit has a proven track record of delivering successful investments having deployed £450 million of capital and realised £211 million of investments since IPO. It has performed strongly during the COVID-19 pandemic and the Company has continued to invest in companies that benefit from current trends such as Ravelin (payment fraud protection) and Cazoo (online used car marketplace).

The Company is looking to raise additional cash resources to accelerate its investment strategy and increase its rate of investment to c.£120 million per annum. It is intended that the proceeds will be deployed as follows:

- |                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Direct follow on and new deal flow | <ul style="list-style-type: none"> <li>● There are significant identified follow-on opportunities with respect to the core and emerging companies within its existing portfolio</li> <li>● Accelerated pace of disruption and digitisation provides exciting opportunities from within the new deal flow pipeline</li> </ul>                                                                                                                                                                                          |
| Larger rounds                      | <ul style="list-style-type: none"> <li>● Larger round sizes are increasing as European technology companies continue to mirror investment trends in the US</li> <li>● With a stronger balance sheet the Company can lead more deals and increase its average holding over time</li> </ul>                                                                                                                                                                                                                             |
| Growth Fund for Series B+ dealflow | <ul style="list-style-type: none"> <li>● Potential opportunity to raise third party capital alongside Company investment at the growth stage (Series B+)</li> <li>● The Company is developing plans to seek co-investors for a c.US\$400m fund</li> <li>● Third party funds alongside Company investment provides a greater ability to lead deals and secure influence and allocation</li> <li>● Draper Esprit would also benefit from management fees providing additional income to reduce its cost base</li> </ul> |
| Earlybird Fund VII                 | <ul style="list-style-type: none"> <li>● Draper Esprit intends to invest in the next Earlybird fund which will continue to target Series A investments in Germany and other parts of continental Europe</li> </ul>                                                                                                                                                                                                                                                                                                    |
| Fund of Funds programme            | <ul style="list-style-type: none"> <li>● Draper Esprit will continue to support seed funds within the existing portfolio and identify other strong seed fund teams to back across Europe</li> </ul>                                                                                                                                                                                                                                                                                                                   |

As at 31 March 2020, the Gross Portfolio Value of the Group was £703 million and the NAV per share was 555p with the core holdings (16 companies) representing c.67% of Gross Portfolio Value. The Company has since announced fair value uplifts amounting to £35 million with respect to two realisations (Peak Games and TransferWise)) and a series E funding round at a higher valuation (UiPath). The Company expects to provide its interim valuation update alongside interim results in November 2020.

### 3 The Placing

19,819,820 Placing Shares have been placed with new and existing institutional investors at the Placing Price to raise aggregate gross proceeds of £110.0 million. The Placing is not being underwritten. The Placing Shares will represent c.14.3 per cent. of the Enlarged Share Capital.

The Placing Price represents a premium of 0.5 per cent. to the closing mid-market price of 552 pence per Ordinary Share on 1 October 2020 (being the last practical date prior to the announcement of the Placing) and is equal to the reported NAV as at 31 March 2020.

The net proceeds of the Placing are approximately £106.4 million.

The Placing is conditional, *inter alia*, on the approval of Resolutions 1 and 2 at the General Meeting of the Company to be held at its offices at 20 Garrick Street, London WC2E 9BT at 10.00 a.m. on 20 October 2020 and upon Admission of the Placing Shares to trading on AIM and Euronext Growth. It is expected that Admission of the Placing Shares will occur at 8.00 a.m. on 21 October 2020.

The Placing Shares issued pursuant to the Placing will, when issued, be subject to the Company's articles of association, be credited as fully paid and will rank *pari passu* in all respects with the Existing Ordinary Shares including the right to receive all dividends and other distributions declared, made or paid after their date of issue of the Placing Shares. The Placing Shares will be issued free of any encumbrance, lien or other security interest.

#### **4 The Placing Agreement**

Pursuant to the terms of the Placing Agreement, each Joint Bookrunner has agreed, subject to certain conditions, to use their reasonable endeavours to place the Placing Shares at the Placing Price.

The Placing Agreement contains certain warranties from the Company in favour of the Joint Bookrunners in relation to, *inter alia*, certain matters relating to the Company and its business. In addition, the Company has agreed to indemnify the Joint Bookrunners in relation to certain liabilities any of them may incur in respect of the Placing. The Joint Corporate Brokers have the right to terminate the Placing Agreement in certain circumstances prior to Admission including, without limitation, in the event of a material breach by the Company of its obligations under the Placing Agreement and the occurrence of certain force majeure events or a material adverse change in the financial condition of the Group.

In consideration for their services in relation to the Placing and Admission and conditional upon completion of the Placing, the Joint Bookrunners will be paid a commission based on the aggregate value of the Placing Shares at the Placing Price.

#### **5 Admission and dealings**

Application will be made to the London Stock Exchange and the Irish Stock Exchange for the Placing Shares to be admitted to trading on AIM and Euronext Growth respectively. The Placing Shares will, when issued, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid following Admission.

It is expected that Admission will become effective and that dealings in the Placing Shares will commence at 8.00 a.m. on 21 October 2020.

#### **6 General Meeting**

A notice convening the General Meeting to be held at the Company's offices, 20 Garrick Street, London WC2E 9BT, at 10.00 a.m. on 20 October 2020 is set out at the end of this document. At the General Meeting, the following Resolutions will be proposed:

##### ***Resolutions relating to the Placing (Resolutions 1 and 2)***

Resolutions 1 and 2 will be proposed to grant the Directors the authority to allot the Placing Shares (which are equivalent to approximately 14.3 per cent. of the Enlarged Share Capital) without first offering them to existing Shareholders on a pre-emptive basis.

The Directors believe it would not be in the Shareholders' best interests to incur the significant additional expense that would be required to implement a fully pre-emptive offer of Ordinary Shares to Shareholders. The Directors have therefore concluded that seeking general authority from Shareholders to issue the Placing

Shares other than on a pre-emptive basis is the most flexible and cost-effective method available to the Company.

***Resolutions relating to general authority to allot Ordinary Shares and waiver of pre-emption rights (Resolutions 3, 4 and 5)***

Resolution 3 will, if passed, renew the Company's general authority to allot equity securities up to an aggregate nominal amount of £458,791.68 representing approximately 33 per cent of the Company's issued ordinary share capital, but reflecting the increased number of Ordinary Shares comprised in the Enlarged Share Capital, without first offering them to existing Shareholders on a pre-emptive basis.

Resolutions 4 and 5 will, if passed, renew the Company's general authorities on a non-pre-emptive basis at (i) 5 per cent. of the Company's issued ordinary share capital, but reflecting the increased number of Ordinary Shares comprised in the Enlarged Share Capital, and (ii) an additional 5 per cent. of the Company's issued ordinary share capital, but reflecting the increased number of Ordinary Shares comprised in the Enlarged Share Capital.

The authority sought under these Resolutions will expire on the earlier of the conclusion of the next annual general meeting of the Company and 30 September 2021.

**7 Action to be taken and recommendation**

A Form of Proxy for use at the General Meeting is enclosed with this document. You are requested to complete the Form of Proxy and to return it to the Company's registrar, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA so as to arrive not later than 10.00 a.m. on 16 October 2020. Alternatively, CREST members can use the service provided by Euroclear. Further details are given in the notes to the Notice of General Meeting. Unless the Form of Proxy is received by this date and time, it will be invalid.

In accordance with current guidance regarding social contact and public gathering, Shareholders will not be able to attend the General Meeting in person. The General Meeting has been arranged on the assumption that the current guidance continues to apply at the date of the General Meeting. As a result, the General Meeting is expected to be held in a format different to that of previous meetings, while still allowing for Shareholders to exercise their voting rights.

It is currently intended that the General Meeting will be held with only the minimum number of Shareholders or proxies present as required to form a quorum under the Company's articles of association, and who are essential for the business of the General Meeting to be conducted. The attendance of any additional Shareholder, proxy or corporate representative is not permitted under the guidance. In light of the guidance, which is expected to remain in force at the time of the General Meeting, no Shareholder, proxy or corporate representative should attend the General Meeting in person, as doing so would be in breach of the guidance and potentially unsafe for them or the limited number of other persons in attendance. If the guidance continues to apply at the date of the General Meeting, the Chairman of the General Meeting will exercise his powers to exclude any person who attempts to attend the General Meeting, and they will not be permitted entry to the location of the General Meeting.

The situation regarding COVID-19 is constantly evolving, and the UK Government may change current restrictions or implement further measures relating to the holding of general meetings during the affected period. Any changes to the General Meeting (including any change to the location of the General Meeting) will be communicated to Shareholders before the meeting through our website at [www.draperesprit.com](http://www.draperesprit.com) and, where appropriate, by announcement made by the Company to a Regulatory Information Service.

In light of the current guidance, the Company strongly encourages all Shareholders to submit their Form of Proxy, appointing the Chairman of the General Meeting as proxy. Only the formal business of the Resolutions will be carried out at the General Meeting and no update will be provided. Should a Shareholder have a question that they would have raised at the General Meeting, the Company asks that it be sent to [info@draperesprit.com](mailto:info@draperesprit.com).

***Recommendation***

**The Directors consider the Resolutions to be proposed at the General Meeting to be in the best interests of the Company and the Shareholders as a whole. Consequently, the Directors unanimously recommend that you vote in favour of the Resolutions, as they intend to do in respect of their own beneficial interests amounting, in aggregate, to 1,357,293 Ordinary Shares representing 1.14 per cent. of the Existing Ordinary Shares.**

Yours faithfully

**Karen Slatford**

*Non-Executive Chair*

## PART 2

# DRAPER ESPRIT PLC

*(Incorporated and registered in England and Wales with registered number 09799594)*

## NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting (“**GM**”) of Draper Esprit plc (the “**Company**”) will be held at the offices of the Company, 20 Garrick Street, London WC2E 9BT on 20 October 2020 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions (which will be proposed, in the case of resolutions 1 and 3, as ordinary resolutions and, in the case of resolutions 2, 4 and 5, as special resolutions):

### ORDINARY RESOLUTION

- 1 That the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the “**Act**”) to exercise all powers of the Company to allot ordinary shares of £0.01 each in the capital of the Company (“**Ordinary Shares**”) up to an aggregate maximum nominal amount of £198,198.20 pursuant to the Placing (as defined in the circular of the Company dated 2 October 2020) provided that this authority shall expire (unless renewed, varied or revoked by the Company in a general meeting) on the earlier of the conclusion of the next annual general meeting of the Company and 30 September 2021.

### SPECIAL RESOLUTION

- 2 That, subject to the passing of resolution 1, the Directors be and are hereby empowered pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by resolution 1 above as if section 561(1) of the Act did not apply to such allotment, provided that this power shall be limited to the allotment up to an aggregate nominal amount of £198,198.20 and provided that this authority shall expire (unless renewed, varied or revoked by the Company in a general meeting) on the earlier of the conclusion of the next annual general meeting of the Company and 30 September 2021.

### ORDINARY RESOLUTION

- 3 That, subject to the passing of resolution 2, the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Act to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate maximum nominal amount of £458,791.68 provided that this authority shall expire (unless renewed, varied or revoked by the Company in a general meeting) on the earlier of the conclusion of the next annual general meeting of the Company and 30 September 2021 save that the Company shall be entitled to make, prior to the expiry of such authority, any offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert any security into shares to be granted after the expiry of such authority and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such offer or agreement as if the authority conferred hereby had not expired. The authority granted by this resolution shall replace the existing authority to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company previously granted to the Directors by virtue of resolution 10 which was passed at the annual general meeting of the Company held on 27 July 2020 pursuant to section 551 of the Act.

## SPECIAL RESOLUTIONS

- 4 That, subject to the passing of resolution 3, the Directors be and are hereby empowered pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash either pursuant to the authority conferred by resolution 3 above or by way of sale of treasury shares as if section 561(1) of the Act did not apply to such allotment, provided that this power shall be limited to the allotment and/or sale of equity securities up to an aggregate nominal amount of £69,513.89 and provided that this authority shall expiry (unless renewed, varied or revoked by the Company in a general meeting) on the earlier of the conclusion of the next annual general meeting of the Company and 30 September 2021 save that the Company shall be entitled to make, prior the expiry of such authority, offers or arrangements which would or might require equity securities to be allotted and/or sold after such expiry, and the Directors may allot and/or sell equity securities in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired. The authority granted by this resolution shall replace the existing authority previously granted to the directors by virtue of resolution 11 which was passed at the annual general meeting of the Company held on 27 July 2020 to allot equity securities for cash or by way of a sale of treasury shares as if section 561(1) of the Act did not apply.
- 5 That, subject to the passing of resolution 3, the Directors be and are hereby empowered pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash either pursuant to the authority conferred by resolution 3 above or by way of sale of treasury shares as if section 561(1) of the Act did not apply to such allotment, provided that this power shall be limited to the allotment and/or transfer of equity securities up to an aggregate nominal amount of £69,513.89 provided that this authority shall expire (unless renewed, varied or revoked by the Company in a general meeting) on the earlier of the conclusion of the next annual general meeting of the Company and 30 September 2021 save that the Company shall be entitled to make, prior to the expiry of such authority, offers or arrangements which would or might require equity securities to be allotted and/or transferred after such expiry, and the Directors may allot and/or transfer equity securities in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired. The authority granted by this resolution shall replace the existing authority previously granted to the directors by virtue of resolution 12 which was passed at the annual general meeting of the Company held on 27 July 2020 to allot equity securities for cash or by way of a sale of treasury shares as if section 561(1) of the Act did not apply.

Dated: 2 October 2020

*Registered Office:*

20 Garrick Street  
London  
WC2E 9BT

*By order of the Board:*

Prism Cossec Limited  
Secretary

### IMPORTANT NOTICE RE COVID-19

**In light of the UK Government's health advice in response to the COVID-19 outbreak, including to limit travel and public gatherings wherever possible, the Company strongly encourages all Shareholders to submit their Form of Proxy, appointing the Chairman of the General Meeting as proxy. Only the formal business of the Resolutions will be carried out at the meeting and no update will be provided. The General Meeting has been arranged on the assumption that the current guidance issued by the UK Government will continue to apply at the date of the General Meeting. As a result, the General Meeting will be held as a closed meeting, while still allowing for Shareholders to exercise their voting rights. Unless notified otherwise after publication of the Notice of General Meeting, no Shareholder, proxy or corporate representative (other than those required for a quorum to exist) should attend the General Meeting in person, as doing so would be in breach of the guidance and potentially unsafe for them or the limited number of other persons in attendance. The Chairman of the General Meeting will exercise his powers to exclude any person who attempts to attend the General Meeting, and they will not be permitted entry to the location of the General Meeting. The situation regarding COVID-19 is constantly evolving, and the UK Government may change current restrictions or implement further measures relating to the holding of general meetings during the affected period. Any changes to the General Meeting (including any change to the location of the General Meeting) will be communicated to**

**Shareholders before the meeting through our website at [www.draperesprit.com](http://www.draperesprit.com) and, where appropriate, by announcement made by the Company to a Regulatory Information Service.**

**Notes:**

**Proxies**

- 1 A member is entitled to appoint one or more proxies to exercise all or any of the member's rights to attend, speak and vote at the GM. A proxy need not be a member of the Company and a member may appoint more than one proxy in relation to a meeting to attend, speak and vote on the same occasion provided that each proxy is appointed to exercise the rights attached to a different Ordinary Share or Ordinary Shares held by a member. To appoint more than one proxy, the proxy form should be photocopied and the name of the proxy to be appointed indicated on each form together with the number of Ordinary Shares that such proxy is appointed in respect of (which, in aggregate, should not exceed the number of Ordinary Shares held by the member). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- 2 A form of proxy is enclosed with this notice. Forms of proxy may also be obtained on request from the Company's registered office. In order to be valid any proxy form appointing a proxy must be returned duly completed no later than 10.00 a.m. on 16 October 2020 (or, if the GM is adjourned, no later than 48 hours (excluding non-business days) before the time fixed for the adjourned meeting), in hard copy form by post, by courier, or by hand to the Company's registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. Submission of a proxy appointment will not preclude a member from attending and voting at the GM should they wish to do so. However, pursuant to the current UK government guidance, certain public gatherings are prohibited. The GM has been arranged on the assumption that the current guidance continues to apply at the date of the GM. As a result, the GM is expected to be held in a format different to that of previous meetings, while still allowing for Shareholders to exercise their voting rights. No Shareholder, proxy or corporate representative (other than those required for a quorum to exist) should attend the GM in person, as doing so would be in breach of the current guidance and potentially unsafe for them or the limited number of other persons in attendance. If the current guidance continues to apply on the date of the General Meeting, the Chairman of the GM will exercise his powers to exclude any person who attempts to attend the General Meeting, and they will not be permitted entry to the location of the General Meeting.
- 3 To direct your proxy on how to vote on the resolutions, mark the appropriate box on your proxy form with an 'x'. To abstain from voting on a resolution, select the relevant 'Vote withheld' box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the GM.
- 4 Any power of attorney or any other authority under which your proxy form is signed (or a duly certified copy of such power or authority) must be returned to the office of the Company's registrar with your proxy form.

**Electronic proxy appointment through CREST**

5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the GM and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
6. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)).
7. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in this Notice. For this purpose, the time of receipt will be taken to be the time (as determined by the time-stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
8. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting services providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages.
9. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. ([www.euroclear.com](http://www.euroclear.com)). The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

**Thresholds and entitlement to vote**

10. To be passed, ordinary resolutions require a majority in favour of the votes cast in person or by proxy at the GM and special resolutions require a majority of not less than 75 per cent. of members who vote in person or by proxy at the GM. On a show of hands every shareholder who is present in person (or being a company is present by a representative not himself a shareholder) and who is allowed to vote at a general meeting shall have one vote. Upon a poll every member holding Ordinary Shares who is

present in person or by proxy (or being a company is represented) shall have one vote for every Ordinary Share of which he is the registered holder.

11. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), specifies that only those members registered in the register of members of the Company at 6.30 p.m. on 16 October 2020 (or if the GM is adjourned, members entered on the register of members of the Company no later than 6.30 p.m. two business days before the time fixed for the adjourned GM) shall be entitled to attend, speak and vote at the GM in respect of the number of Ordinary Shares registered in his or her name at that time. Changes to entries on the register of members of the Company after 6.30 p.m. on 16 October 2020 shall be disregarded in determining the rights of any person to attend, speak or vote at the GM.
12. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).
13. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same Ordinary Share.
14. As at 1 October 2020, being the latest practicable date before the publication of this notice of GM, the Company's issued share capital consisted of 119,207,959 Ordinary Shares each carrying one vote. Therefore the total voting rights in the Company as at 1 October 2020 is 119,207,959.

