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BSF Enterprise PLC
07 September 2023

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7 September 2023

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7 September 2023

BSF Enterprise PLC

Publication of Prospectus

Notice of General Meeting

BSF Enterprise Plc (LSE: BSFA) (OTCQB: BSFAF) (the "**Company**"), the Main Market listed biotech company and owner of pioneering UK-based clinical and cellular agriculture company 3D Bio-Tissues, is pleased to announce that, further to the conditional fundraising announced on 29 March 2023, 12 April 2023 and 14 April 2023 ("**Previous Announcements**"), the Company has today received approval from the Financial Conduct Authority (the "**FCA**") of its prospectus (the "**Prospectus**") relating to the proposed issuance (the "**Share Issue**") of up to 29,542,200 new ordinary shares ("**Ordinary Shares**") and has published its Prospectus.

The Share Issue relates primarily to the future warrants (Placing Warrants, Subscription Warrants and Broker Warrants at a price of 34 pence per share) that were part of the £2.9 million fundraise in March this year.

As described in the Previous Announcements, the Company raised approximately £2.9 million by way of Fundraising, comprising the Placing of 16,317,648 Placing Shares and the Subscription of 882,352 Subscription Shares at a price of 17 pence per share.

The Subscription was structured in two tranches. The first tranche consisting of 617,613 Ordinary Shares were allotted and issued pursuant to the then Company's existing authorities, in addition to the Placing Shares, and were admitted to the standard segment of the Official List of the FCA and to trading on the Main Market of the London Stock Exchange on 14 April 2023.

The second tranche of Subscription consisting of 264,739 Ordinary Shares, together with the 100,000 Financial PR Shares to be issued to Roast PR in satisfaction of certain fees due for services rendered at a price of 17 pence per share, will be allotted and issued subject to the passing of resolutions at the general meeting.

A notice of general meeting (the "**Notice of GM**") is being posted today to shareholders where the Board recommends shareholders to vote in favour of the resolutions. The Company will convene the general meeting at 10:00 a.m. on 26 September 2023 at the offices of Crowe U.K. LLP, 55

Ludgate Hill, London, EC4M 7JW, to consider and approve, among other matters, the allotment of shares and disapplication of pre-emption rights in relation to the Share Issue.

An electronic copy of the Prospectus and Notice of GM are available for inspection on the Company's website at www.bsfenterprise.com. The Prospectus will also be available for inspection at the National Storage Mechanism at https://data.fca.org.uk/#/nsm/nationalstoragemechanism.

It is expected that admission of the new Ordinary Shares will become effective at or around 8.00 a.m. on 27 September 2023 and that dealings in the new Ordinary Shares will commence at that time. The new Ordinary Shares will, when issued, be credited as fully paid and will rank pari passu in all respects with the existing Ordinary Shares of the Company and will on issue be free of all claims, liens, charges, encumbrances and equities.

Further announcements will be made in due course, as appropriate.

Terms used in this announcement shall, unless the context otherwise requires, be as defined in the Prospectus published by the Company on 7 September 2023 in relation to the Share Issue.

For further enquiries, please visit www.bsfenterprise.com or contact:

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ISIN of the Ordinary Shares is GB00BHNBDQ51.
SEDOL Code is BHNBDQ5.

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