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Aurrigo International PLC
16 November 2023

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16 November 2023

Aurrigo International plc

("Aurrigo" or the "Company")

Retail Offer

Aurrigo International plc (AIM: AURR), a leading international provider of transport technology solutions, is pleased to announce a retail offer to existing retail shareholders via the BookBuild Platform (the "**Retail Offer**") to raise up to approximately £0.325 million through the issue of new ordinary shares of £0.002 each in the share capital of the Company ("**Ordinary Shares**"). Under the Retail Offer, up to 325,000 new Ordinary Shares (the "**Retail Offer Shares**") will be made available at a price of 100 pence per Retail Offer Share (the "**Issue Price**").

In addition to the Retail Offer, the Company announced on 15 November 2023 the successful placing ("**Placing Announcement**") of 3,840,000 new Ordinary Shares (the "**Placing Shares**") at the Issue Price through an accelerated bookbuild process (the "**Placing**" and together with the Retail Offer, the "**Fundraising**") .

The Placing Announcement sets out the reasons for the Fundraising and the proposed use of proceeds. The Retail Offer is not part of the Placing and completion of the Placing is not conditional on the completion of the Retail Offer.

The Retail Offer is conditional (amongst other things) upon admission of the Retail Offer Shares to trading on the AIM market of London Stock Exchange plc ("**Admission**") and (iii) completion of the Placing.

Admission of the Retail Offer Shares is expected to take place and dealings are expected to commence at 8.00 a.m. on or around 1 December 2023.

Expected Timetable in connection with the Retail Offer

Retail Offer opens	16 November 2023
Latest time and date for commitments under the Retail Offer	4.30 p.m. on 28 November 2023
Results of the Retail Offer announced	29 November 2023
Admission and dealings in the Retail Offer Shares commence	8.00 a.m. 1 December 2023

Each of the times and dates above refer to London time and are subject to change. Any such change will be notified to Shareholders by an announcement through a Regulatory Information Service.

Dealing Codes

Ticker	AURR
ISIN for the Ordinary Shares	GB00BNG73286
SEDOL for the Ordinary Shares	BNG7328

Bookbuild Platform Retail Offer

The Company values its exiting retail shareholder base and believes that it is appropriate to provide its existing eligible retail shareholders in the United Kingdom with the opportunity to participate in the Retail Offer.

The Company is therefore making the Retail Offer available in the United Kingdom through certain financial intermediaries which will be listed, subject to certain access restrictions, on the following website: https://www.bookbuild.live/deals/EQR4GQ/authorised-intermediaries

Singer Capital Markets Securities Limited is acting as retail offer coordinator in relation to this Retail Offer (the "**Retail Offer Coordinator**").

Eligible retail shareholders can contact their broker or wealth manager ("**Intermediary**") to participate in the Retail Offer. In order to participate in the Retail Offer, each Intermediary must be on-boarded onto the BookBuild Platform and agree to the final terms and the retail offer terms and conditions, which regulate, inter alia, the conduct of the Retail Offer on market standard terms and provide for the payment of commission to any Intermediary that elects to receive a commission and/or fee (to the extent permitted by the FCA Handbook Rules) from the Retail Offer Coordinator (on behalf of the Company).

Any expenses incurred by any Intermediary are for its own account. Eligible investors should confirm separately with their Intermediary whether there are any commissions, fees or expenses that will be applied by such Intermediary in connection with any application made through that Intermediary pursuant to the Retail Offer.

The Retail Offer will open to eligible investors in the United Kingdom following release of this announcement. The Retail Offer is expected to close at 4.30 p.m. on 28 November 2023. Investors should note that Intermediaries may have earlier closing times. The Retail Offer may close early if it is oversubscribed.

If any Intermediary has any questions about how to participate in the Retail Offer on behalf of existing retail shareholders, please contact BookBuild at support@bookbuild.live.

The Retail Offer is and will, at all times, only be made to, directed at and may only be acted upon by those persons who are, shareholders in the Company. To be eligible to participate in the Retail Offer, applicants must meet the following criteria before they can submit an order for Retail Offer Shares: (i) be a customer of one of the participating Intermediaries listed on the above website; (ii) be resident in the United Kingdom and (iii) be a shareholder in the Company (which may include individuals aged 18 years or over, companies and other bodies corporate, partnerships, trusts, associations and other unincorporated organisations and includes persons who hold their shares in the Company directly or indirectly through a participating Intermediary). For the avoidance of doubt, persons who only hold warrants, CFDs, spread bets and/or similar derivative instruments in relation to shares in the Company are not eligible to participate in the Retail Offer.

The Company reserves the right to scale back any order under the Retail Offer at its discretion. The Company reserves the right to reject any application for subscription under the Retail Offer without giving any reason for such rejection.

It is vital to note that once an application for Retail Offer Shares has been made and accepted via an Intermediary, it cannot be withdrawn.

The Retail Offer Shares will, when issued, be credited as fully paid and will rank *pari passu* in all respects with existing Ordinary Shares including the right to receive all dividends and other distributions declared, made or paid after their date of issue.

The Retail Offer is an offer to subscribe for transferable securities, the terms of which ensure that the Company is exempt from the requirement to issue a prospectus under Regulation (EU) 2017/1129 as it forms part of UK law by virtue of the European Union (Withdrawal) Act 2018 (the "UK Prospectus Regulation"). The aggregate total consideration for the Retail Offer will not exceed £0.325 million(or the equivalent in Euros) and therefore the exemption from the requirement to publish a prospectus, set out in section 86(1) FSMA, will apply.

The Retail Offer is not being made into any jurisdiction other than the United Kingdom or to US Persons (as defined in Regulation S of the US Securities Act 1933, as amended).

No offering document, prospectus or admission document has been or will be prepared or submitted to be approved by the Financial Conduct Authority (or any other authority) in relation to the Retail Offer, and investors' commitments will be made solely on the basis of the information contained in this announcement and information that has been published by or on behalf of the Company prior to the date of this announcement by notification to a Regulatory Information Service in accordance with the Financial Conduct Authority's Disclosure Guidance and Transparency Rules and the Market Abuse Regulation (EU Regulation No. 596/2014) ("**MAR**") as it forms part of the domestic law of England and Wales by virtue of the European Union (Withdrawal) Act 2018 (as amended).

There is a minimum subscription of £300 per eligible investor under the terms of the Retail Offer. There is no maximum application amount per eligible investor under the terms of the Retail Offer, though note the total size of the Retail Offer (as referenced above) and the discretion the Company has to scale back applications. The terms and conditions on which eligible investors subscribe will be provided by the relevant Intermediaries including relevant commission or fee charges.

Investors should make their own investigations into the merits of an investment in the Company. Nothing in this announcement amounts to a recommendation to invest in the Company or amounts to investment, taxation or legal advice.

It should be noted that a subscription for Retail Offer Shares and investment in the Company carries a number of risks. Investors should take independent advice from a person experienced in advising on investment in securities such as the Retail Offer Shares if they are in any doubt.

An investment in the Company will place capital at risk. The value of investments, and any income, can go down as well as up, so investors could get back less than the amount invested.

Neither past performance nor any forecasts should be considered a reliable indicator of future results. AIM has been in existence since June 1995 but its future success and liquidity in the market for the Company's shares cannot be guaranteed.

This announcement should be read in its entirety. In particular, the information in the "Important Notices" section of the announcement should be read and understood.

For further enquiries:

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Important Notices

The content of this announcement has been prepared by, and is the sole responsibility of, the Company.

The Retail Offer is only open to investors in the United Kingdom who fall within Article 43 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (which includes an existing member of the Company).

This announcement and the information contained herein is restricted and is not for publication, release or distribution, directly or indirectly, in whole or in part, in or into or from the United States (including its territories and possessions, any state of the United States and the District of Columbia (the "**United States**" or "**US**")), Australia, Canada, Japan, the Republic of South Africa or any other jurisdiction where to do so might constitute a violation of the relevant laws or regulations of such jurisdiction.

The Retail Offer Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the **"US Securities Act"**) or under the applicable state securities laws of the United States and may not be offered or sold directly or indirectly in or into the United States or to or for the account or benefit of any US person (within the meaning of Regulation S under the US Securities Act) (a **"US Person"**). No public offering of the Retail Offer Shares is being made in the United States. The Retail Offer Shares are being offered and sold outside the United States in **"offshore transactions"**, as defined in, and in compliance with, Regulation S under the US Securities Act. In addition, the Company has not been, and will not be, registered under the US Investment Company Act of 1940, as amended.

This announcement does not constitute an offer to sell or issue or a solicitation of an offer to buy or subscribe for Retail Offer Shares in the United States, Australia, Canada, Japan, the Republic of South Africa or any other jurisdiction in which such offer or solicitation is or may be unlawful. No public offer of the securities referred to herein is being made in any such jurisdiction.

The distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Singer Capital Markets Securities Limited ("**Singer**"), which is authorised and regulated in the United Kingdom by the FCA is acting exclusively for the Company and no-one else in connection with the transactions and arrangements described in this announcement and will not regard any other person (whether or not a recipient of this announcement) as a client in relation to the transactions and arrangements described in this announcement. Singer is not responsible to anyone other than the Company for providing the protections afforded to clients of Singer or for providing advice in connection with the contents of this announcement, or the transactions and arrangements described in this announcement.

The value of Ordinary Shares and the income from them is not guaranteed and can fall as well as rise due to stock market movements. When you sell your investment, you may get back less than you originally invested. Figures refer to past performance and past performance is not a reliable indicator of future results. Returns may increase or decrease as a result of currency fluctuations.

Certain statements in this announcement are forward-looking statements which are based on the Company's expectations, intentions and projections regarding its future performance, anticipated events or trends and other matters that are not historical facts. These forward-looking statements, which may use words such as "aim", "anticipate", "believe", "intend", "estimate", "expect" and words of similar meaning, include all matters that are not historical facts. These forward-looking statements involve risks, assumptions and uncertainties that could cause the actual results of operations, financial condition, liquidity and dividend policy and the development of the industries in which the Company's businesses operate to differ materially from the impression created by the forward-looking statements. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Given those risks and uncertainties, prospective investors are cautioned not to place undue reliance on forward-looking statements.

These forward-looking statements speak only as at the date of this announcement and cannot be relied upon as a guide to future performance. The Company and Singer expressly disclaim any obligation or undertaking to update or revise any forward-looking statements contained herein to reflect actual results or any change in the assumptions, conditions or circumstances on which any such statements are based unless required to do so by the Financial Conduct Authority, London Stock Exchange plc or applicable law.

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Any indication in this announcement of the price at which the Ordinary Share have been bought or sold in the past cannot be relied upon as a guide to future performance. Persons needing advice should consult an independent financial adviser. No statement in this announcement is intended to be a profit forecast and no statement in this announcement should be interpreted to mean that earnings or target dividend per share of the Company for the current or future financial years would necessarily match or exceed the historical published earnings or dividends per share of the Company.

Neither the content of the Company's website (or any other website) nor the content of any website accessible from hyperlinks on the Company's website (or any other website) is incorporated into or forms part of this announcement. The Retail Offer Shares to be issued or sold pursuant to the Retail Offer will not be admitted to trading on any stock exchange other than the AIM market of London Stock Exchange plc.

Information to Distributors

UK Product Governance Requirements

Solely for the purposes of the product governance requirements of Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacture" (for the purposes of the UK MiFIR Product Governance Requirements) may otherwise have with respect thereto, the Retail Offer Shares have been subject to a product approval process, which has determined that the Retail Offer 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 paragraphs 3.5 and 3.6 of COBS; and (ii) eligible for distribution through all permitted distribution channels (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Retail Offer Shares may decline and investors could lose all or part of their investment; the Retail Offer Shares offer no guaranteed income and no capital protection; and an investment in the Retail Offer 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 any contractual, legal or regulatory selling restrictions in relation to the Retail Offer.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of Chapters 9A or 10A respectively of COBS; 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 Retail Offer Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Retail Offer Shares and determining appropriate distribution channels.

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