NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF THAT JURISDICTION.

#### FOR IMMEDIATE RELEASE

19 May 2022

# Brand Architekts Group plc ("Brand Architekts")

## **Recommended Merger**

of

## InnovaDerma plc ("InnovaDerma") with Brand Architekts

to be effected by way of a scheme of arrangement under Part 26 of the Companies Act 2006

#### **Result of Brand Architekts General Meeting**

Brand Architekts is pleased to announce at its General Meeting on 19 May 2022 in connection with the recommended cash and shares merger of InnovaDerma with Brand Architekts, to be effected by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006, the Resolution proposed was duly passed. Full details of the Resolution are set out in the notice of the Brand Architekts General Meeting contained in the circular to Brand Architekts Shareholders dated 25 April 2022 (the "Brand Architekts Circular").

## **Brand Architekts General Meeting**

The results of the voting on the Resolution to provide for the issue and allotment by Brand Architekts of the New Ordinary Shares in connection with the recommended Merger, were as follows:

Results of the Brand Architekts General Meeting	Number of Brand Architekts Shares voted	Number of Brand Architekts Shares voted as a percentage of the total number of Brand Architekts Shares voted
FOR	8,899,527	78.32%
AGAINST	2,463,722	21.68%
TOTAL	11,363,249	65.95%
WITHHELD	6,715	

As at 18 May 2022, there were 17,230,702 Brand Architekts Shares in issue.

Votes withheld are not votes in law and so have not been included in the calculation of the proportion of votes for and against the Resolution.

The Company is pleased to note that on 19 May 2022 the resolutions proposed at the InnovaDerma Court Meeting and the InnovaDerma General Meeting were duly approved.

Completion of the Merger remains subject to the satisfaction or, if applicable, waiver of the other Conditions set out in the Scheme Document, including the Court sanctioning the Scheme at the Court Hearing.

Save where the context otherwise requires, defined terms used but not defined in this announcement ("Announcement") have the meaning given to them in the Brand Architekts Circular.

#### For further information please contact:

#### **Brand Architekts Group PLC**

via Alma

Quentin Higham / Tom Carter

Singer Capital Markets (Financial Adviser, Nominated Adviser and Corporate Broker to Brand Architekts) 0207496 3000

Jen Boorer / Shaun Dobson / Dan Dearden-Williams

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## Important notices relating to financial advisers

Singer Capital Markets Advisory LLP, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for Brand Architekts and no one else in connection with the matters set out in this Announcement and will not be responsible to anyone other than Brand Architekts for providing the protections offered to clients of Singer Capital Markets or for providing advice in relation to the contents of this Announcement or any matters referred to in this Announcement.

finnCap Ltd, which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for InnovaDerma and for no one else in connection with the subject matter of this Announcement and will not be responsible to anyone other than InnovaDerma for providing the protections afforded to clients of finnCap or for providing advice in relation to the contents of this Announcement or any matters referred to in this Announcement.

#### **Further information**

This Announcement is for information purposes only. It is not intended to and does not constitute, or form part of, any offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Merger or otherwise, nor shall there be any sale, issuance or transfer of securities of InnovaDerma pursuant to the Merger or otherwise in any jurisdiction in contravention of applicable law. The Merger will be implemented solely by means of the Scheme Document (or, in the event that the Merger is to be implemented by means of a Takeover Offer, the offer document) which contains the full terms and conditions of the Merger, including details of how to vote in respect of the Merger (or, in the case of a Takeover Offer, to accept the offer).

The statements contained in this Announcement are made as at the date of this Announcement, unless some other time is specified in relation to them.

This Announcement does not constitute a prospectus or prospectus equivalent document. The New Brand Architekts Shares to be issued pursuant to the Merger are not being offered to the public by means of this Announcement. The Merger will be subject to the applicable requirements of the Takeover Code, the Panel, the London Stock Exchange, the Listing Rules and the FCA.

## Overseas shareholders of InnovaDerma

This Announcement has been prepared for the purpose of complying with English law, the Takeover Code, the Market Abuse Regulation, the AIM Rules, the Listing Rules and the Disclosure Guidance and Transparency Rules and the information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside of the United Kingdom.

The release, publication or distribution of this Announcement in jurisdictions other than the United Kingdom may be restricted by law and/or regulation. Persons who are not resident in the United Kingdom, or who are subject to the laws of other jurisdictions should inform themselves of, and observe, any applicable legal or regulatory requirements. In particular, the ability of persons who are not resident in the United Kingdom or who are subject to the laws of another jurisdiction to participate in the Merger, may be affected by the laws of the relevant jurisdictions in which they are located or to which they are subject. Any failure to comply with the applicable requirements may constitute a violation of the laws and/or regulations of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Merger disclaim any responsibility or liability for the violation of such restrictions by any person.

Unless otherwise determined by Brand Architekts or required by the Takeover Code and permitted by applicable law and regulation, participation in the Merger will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction (as defined in the Scheme Document) where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Merger by any such use, means, instrumentality or form within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this Announcement and all documentation relating to the Merger are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this Announcement and all documents relating to the Merger (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions as doing so may invalidate any purported vote in respect of the Merger.

If the Merger is implemented by way of a Takeover Offer (unless otherwise permitted by applicable law and regulation), the Takeover Offer may not be made, directly or indirectly, in or into or by use of the mails or any other means or instrumentality (including, without limitation, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Takeover Offer will not be capable of acceptance by any such use, means, instrumentality or facilities or from within any Restricted Jurisdiction.

The availability of the New Brand Architekts Shares under the Merger to InnovaDerma Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are resident or to which they are subject. Persons who are not resident in the United Kingdom or who are subject to the laws of other jurisdictions should inform themselves of, and observe, any applicable legal or regulatory requirements.

Further details in relation to overseas shareholders of InnovaDerma are contained in the Scheme Document.

## Disclosure requirements of the Takeover Code

Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1 per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the Offer Period and, if later, following the Announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of: (i) the offeree company; and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) of the Takeover Code applies must be made by no later than 3.30 pm on the 10th Business Day following the commencement of the Offer Period and, if appropriate, by no later than 3.30 pm on the 10th Business Day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of: (i) the offeree company; and (ii) any securities exchange offeror, save to the extent that these details have previously been disclosed under Rule 8 of the Takeover Code. A Dealing Disclosure by a person to whom Rule 8.3(b) of the Takeover Code applies must be made by no later than 3.30 pm on the Business Day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3 of the Takeover Code.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with either of them (see Rules 8.1, 8.2 and 8.4 of the Takeover Code).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Panel's website at <a href="https://www.thetakeoverpanel.org.uk">www.thetakeoverpanel.org.uk</a>, including details of the number of relevant securities in issue, when the Offer Period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

#### **Requesting Hard Copy Documents**

Pursuant to Rule 30.3 of the Takeover Code, a person so entitled may request a copy of this Announcement and any information incorporated into it by reference to another source in hard copy form. A person may also request that all future documents, announcements and information to be sent to that person in relation to the Merger should be in hard copy form.

Brand Architekts Shareholders may request a hard copy of this Announcement (and any information incorporated by reference in this Announcement) by writing to Computershare Investor Services plc, of The Pavilions, Bridgwater Road, Bristol, BS13 8AE or by calling Computershare on +44 (0) 370 707 1332. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 am – 5.30 pm, Monday to Friday excluding public holidays in England and Wales. Please note that Computershare cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes. It is important that you note that unless you make such a request, a hard copy of this Announcement and any such information incorporated by reference in it will not be sent to you. You may also request that all future documents, announcements and information to be sent to you in relation to the Merger should be in hard copy form.

InnovaDerma Shareholders may request a hard copy of this Announcement (and any information incorporated by reference in this Announcement) by writing to, SLC Registrars, P.O. Box 5222, Lancing, BN99 9FG or by calling SLC Registrars on +44 (0) 203 890 2122. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 am – 5.30 pm, Monday to Friday excluding public holidays in England and Wales. Please note that Computershare cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes. It is important that you note that unless you make such a request, a hard copy of this Announcement and any such information incorporated by reference in it will not be sent to you. You may also request that all future documents, announcements and information to be sent to you in relation to the Merger should be in hard copy form.

## **Publication on website**

A copy of this Announcement will be made available, free of charge, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Brand Architekts's website at www.brandarchitektsplc.com and on InnovaDerma's website at www.innovaderma.com by no later than 12 noon on the Business Day following the date of this Announcement.

Neither the content of the websites referred to in this Announcement nor the content of any website accessible from hyperlinks on Brand Architekts's website or InnovaDerma's website (or any other website) is incorporated into, or forms part of, this Announcement.