

ANCHOVY / 9H

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Company Announcement

The following is a Company announcement issued by ANCHOVY STUDIOS p.l.c (referred to as the “Company” or “Anchovy”) pursuant to rule 4.11.31 and 4.11.32 of the Prospects MTF Rules.

Further to announcements ANC57, ANC58, ANC59 and ANC65, the Board of Directors of the Company announced initial plans to set up a new company which would eventually own 100% of Anchovy Studios p.l.c. and NIU Limited (registration number C49434 and having its registered office at 182, Level 1 Mdina road, Zebbug, ZBG 9015, Malta) (referred to as “NIU”).

It was initially agreed that for the purpose of this transaction the shares held in ANCHOVY Studios p.l.c and NIU Limited by the respective shareholders would be transferred to a newly incorporated holding company for which its shares would be held equally by two holding companies owned by the shareholders of ANCHOVY Studios p.l.c and NIU Limited respectively.

However, upon further discussion between the shareholders, it was agreed that ownership of NIU Limited will be fully transferred to ANCHOVY Studios p.l.c, which in turn will ultimately be owned by the current shareholders of ANCHOVY Studios p.l.c. and NIU Limited. The transaction is expected to be completed by 31st October 2023.

NIU Limited is an end-to-end digital solutions company in Malta. As a result of this proposed transaction, the companies will be complementing their business portfolio and expect to benefit from synergies resulting from the combination of products they offer.

The market value of NIU and ANCHOVY as per recent valuations were €3.1 million and €2.86 million respectively, that is, a total combined market value of €5.96 million. An agreement was reached between the shareholders of ANCHOVY and NIU that the consideration for the transaction will be in terms of shares of ANCHOVY issued to the current shareholders of NIU Limited such that ownership of ANCHOVY will ultimately be split 50-50 between the current shareholders of ANCHOVY and the current shareholders of NIU respectively.

As at May 2023, the value of the gross assets subject to the transaction as defined in Prospects MTF Rule 4.11.19 (that is, the value of the gross assets of NIU Limited) was €1.2 million. The profit attributable to the assets subject to the transaction (that is, the profit before tax of NIU Limited) was €122,296 for the five months ended May 2023.

S. Caruana

Sara Caruana

Company Secretary

27th October 2023