

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or about what action to take, you are recommended to seek your own independent professional advice immediately from your stockbroker, bank manager, solicitor, accountant or other appropriate independent financial adviser duly authorised under FSMA if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser in the relevant jurisdiction.**

If you have sold or otherwise transferred all of your Ordinary Shares, please send this document, together with the accompanying Form of Proxy, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of Ordinary Shares, please immediately contact the stockbroker, bank or other agent through whom the sale or transfer was effected.

**AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. AIM securities are not admitted to the Official List.**

This document should be read in conjunction with the accompanying Form of Proxy and the definitions set out in this document. The whole of this document should be read and, in particular, your attention is drawn to the letter from the Chairman of the Company which contains the unanimous recommendation of the Directors that you vote in favour of the Resolutions to be proposed at the General Meeting.

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## **Crossword Cybersecurity plc**

*(Incorporated and registered in England and Wales with registered number 08927013)*

### **Proposed authority to allot shares and Notice of General Meeting**

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A General Meeting will be held at 10.30 a.m. on 11<sup>th</sup> March 2022 at the offices of Shakespeare Martineau LLP, 6<sup>th</sup> Floor, 60 Gracechurch Street, London EC3V 0HR. The notice convening the General Meeting is set out at the end of this document and a Form of Proxy for use by Shareholders at the General Meeting is enclosed. The action to be taken in respect of the General Meeting is set out in the letter from the Chairman of the Company contained in this document.

**Shareholders are requested to complete, sign and return the Form of Proxy whether or not they intend to be present at the General Meeting. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be lodged at the offices of the Company's registrars, Share Registrars Limited, 3 Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX by hand or sent by post, or by fax to +44 (0)1252 719232 so as to be received by not later than 10.30 a.m. on 9<sup>th</sup> March 2022.**

Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

Shareholders who hold their Existing Ordinary Shares in uncertificated form in CREST may use the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual as explained in the notes accompanying the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by the Company's agent (ID 7RA36) by no later than 10.30 a.m. on 9<sup>th</sup> March 2022 (or if the General Meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (excluding any part of a day that is not a working day)). The appointment of a proxy using the CREST Proxy Voting Service will not preclude Shareholders from attending and voting in person at the General Meeting should they so wish.

In accordance with the AIM Rules for Companies, this document will be made available on the Company's website: [www.crosswordcybersecurity.com](http://www.crosswordcybersecurity.com)

## DIRECTORS AND ADVISERS

Directors	Sir Richard Dearlove KCMG OBE - Chairman Tom Ilube CBE - CEO Mary Dowd – CFO David Secher – Non-Executive Director Andy Gueritz – Non-Executive Director Ruth Anderson - Non-Executive Director Robert Coles - Non-Executive Director Tara Cemlyn-Jones - Non-Executive Director
Company Secretary	Ben Harber
Registered Office	6th Floor 60 Gracechurch Street London EC3V 0HR
Company website	<a href="http://www.crosswordcybersecurity.com">www.crosswordcybersecurity.com</a>
Nominated Adviser	Grant Thornton UK LLP 30 Finsbury Square London EC2A 1AG
Legal advisers to the Company	Shakespeare Martineau LLP 6th Floor, Gracechurch Street London EC3V 0HR
Registrar	Share Registrars Limited 3 Millennium Centre Crosby Way Farnham Surrey GU9 7XX

## LETTER FROM THE CHAIRMAN OF CROSSWORD CYBERSECURITY PLC

<p><i>Directors:</i></p> <p>Sir Richard Dearlove KCMG OBE - Chairman  Tom Ilube CBE - CEO  Mary Dowd – CFO  David Secher – Non-Executive Director  Andy Gueritz – Non-Executive Director  Ruth Anderson - Non-Executive Director  Robert Coles - Non-Executive Director  Tara Cemlyn-Jones - Non-Executive Director</p>	<p><i>Registered Office:</i></p> <p>6<sup>th</sup> Floor, 60 Gracechurch  Street  London, EC3V 0HR</p>
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21 February 2022

Dear Shareholder

### **Proposed authority to allot shares and Notice of General Meeting**

On 21 December 2021, the Company announced the proposed acquisition of a cyber threat company, which would, when completed bring its portfolio to five cyber security offerings alongside its cyber security consulting business.

I am pleased to note that good progress is being made on completing the Acquisition, and the Company hopes to be in a position to announce the signing of a binding acquisition agreement in the coming weeks. The consideration includes both upfront cash and a deferred element which includes the issue of Ordinary Shares. However, at this time, the Company does not have sufficient authorities to issue the share element of the consideration

I am therefore writing to you to request that you approve the special resolutions which will be proposed at the forthcoming General Meeting, to allow the Company to allot shares in the future, which form part of the consideration for the acquisition of the cyber threat company (Deferred Consideration). This authority is expected to last until the next annual general meeting of the Company, when such authorities are normally renewed. The General Meeting is to be held at the offices of Shakespeare Martineau LLP, 6th Floor, 60 Gracechurch Street, London EC3V 0HR at 10.30 a.m. on 11<sup>th</sup> March 2022. The formal notice of General Meeting is set out at the end of this document.

The Directors unanimously consider that the acquisition of the cyber threat company and the allotment and issue of these shares is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolutions as they intend to do in respect of their own shareholdings which represent 20 per cent. of the Company's voting rights.

Yours faithfully

**Sir Richard Dearlove**  
*Chairman*

## DEFINITIONS

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

<b>AIM</b>	the market of that name operated by the London Stock Exchange.
<b>AIM Rules for Companies</b>	the AIM Rules for Companies published by the London Stock Exchange for the time being.
<b>Acquisition</b>	<b>the proposed acquisition of a cyber threat company</b>
<b>Board</b>	the board of directors of the Company for the time being.
<b>Business Day</b>	any day on which banks are open for business in London other than a Saturday, Sunday or statutory holiday.
<b>CA 2006</b>	the Companies Act 2006, as amended.
<b>Company or Crossword</b>	Crossword Cybersecurity plc, a public limited liability company incorporated and registered in England and Wales (with registration number 08927013) whose registered office is at 6th Floor 60 Gracechurch Street, London, United Kingdom, EC3V 0HR.
<b>Conversion Price</b>	the closing mid-price per Ordinary Share on the last practicable date before the date of the Loan Agreement
<b>CREST</b>	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear which facilitates the holding and transfer of title to shares in uncertificated form.
<b>CREST Regulations</b>	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755) as amended.
<b>Directors</b>	the directors of the Company as at the date of this document whose names are listed on page 3 of this document.
<b>Form of Proxy</b>	the form of proxy for use at the General Meeting.
<b>General Meeting</b>	the general meeting of the Company convened pursuant to the Notice and to be held at the offices of Shakespeare Martineau LLP, 6 <sup>th</sup> Floor, 60 Gracechurch Street, London EC3V 0HR at 10.30 a.m. on 11 <sup>th</sup> March 2022.
<b>Group</b>	the Company and its subsidiary undertakings from time to time
<b>Lender</b>	Provider of loan
<b>Loan/Loan Agreement</b>	Contract under which funds are provided
<b>London Stock Exchange</b>	London Stock Exchange plc.
<b>Notice</b>	the notice of General Meeting which is set out at the end of this document.
<b>Ordinary Shares</b>	ordinary shares of £0.005 each in the capital of the Company
<b>Resolutions</b>	the resolutions set out in the Notice which are to be proposed at the General Meeting.
<b>Shareholders</b>	the registered holders of Ordinary Shares.
<b>UK or United Kingdom</b>	the United Kingdom of Great Britain and Northern Ireland.
<b>uncertificated</b>	recorded on the relevant register of the share or security concerned as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations may be transferred by means of CREST.

# NOTICE OF GENERAL MEETING

## CROSSWORD CYBERSECURITY PLC

(Registered in England and Wales with number 08927013)

(the "Company")

### NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of the Company will be held at 10.30 a.m. on 11<sup>th</sup> March 2022 at the offices of Shakespeare Martineau LLP, 6<sup>th</sup> Floor, 60 Gracechurch Street, London EC3V 0HR, to consider, and if thought fit, pass the following ordinary resolution:

#### Ordinary resolution

1. **THAT**, in addition to any existing authorities and powers granted to the directors pursuant to section 551 of the Companies Act 2006 (the "Act") prior to the date of the passing of this resolution, the directors of the Company (the "Directors") be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Act to exercise all powers of the Company to allot and make offers to allot relevant securities (within the meaning of the Act) up to an aggregate nominal amount of £10,000 in connection with the Deferred Consideration (as defined in the accompanying circular) and unless previously renewed, revoked, varied or extended, this authority shall expire at the earlier of the date which is 12 months from the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

*By order of the Board*

Ben Harber  
Company Secretary

*Registered office:*

6<sup>th</sup> Floor, 60 Gracechurch Street  
London EC3V 0HR

#### Notes:

1. Members entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy you may photocopy the enclosed proxy form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). 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. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be lodged at the offices of the Company's registrars, Share Registrars Limited, 3 Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX by hand, or sent by post, so as to be received not less than 48 hours before the time fixed for the holding of the meeting (excluding any part of a day which is not a working day) or any adjournment thereof (as the case may be). Please note the Share Registrars Limited will accept scans of the proxy forms via email sent to the following address: [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com) with 'Crossword Cybersecurity plc GM vote' in the subject line provided that such email is received not less than 48 hours before the time fixed for the holding of the meeting (excluding any part of a day which is not a working day) or any adjournment thereof (as the case may be).
2. Any member entitled to attend and vote at the meeting may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not also be a member.
3. The completion and return of a form of proxy will not preclude a member from attending in person at the meeting and voting should he wish to do so.
4. CREST members may appoint a proxy through CREST by using the procedures described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf. 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 instructions, as described in the CREST Manual. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy must be transmitted so that they are received by Share Registrars Limited (ID 7RA36) by 10.30 a.m. on 9<sup>th</sup> March 2022 (or, if the meeting is adjourned, the time that is 48 hours (excluding non-working days) before the time fixed for the adjourned meeting). 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. 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 service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST proxy instructions. It is therefore the responsibility of the CREST member concerned to take (or procure the taking of) 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. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
5. The Company has specified that only those members entered on the register of members at 10.30 a.m. on 9<sup>th</sup> March 2022 shall be entitled to vote at the meeting in respect of the number of ordinary shares of £0.005 each in the capital of the Company held in their name at that time. Changes to the register after 10.30 a.m. on 9<sup>th</sup> March 2022 shall be disregarded in determining the rights of any person to attend and vote at the meeting.

#### Changing proxy instructions

6. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.