

PUBLIC OPENING POSITION DISCLOSURE BY A PARTY TO AN OFFER
Rules 8.1 and 8.2 of the Takeover Code (the "Code")

1. KEY INFORMATION

(a) Full name of discloser:	AUDIOBOOM GROUP PLC
(b) Owner or controller of interests and short positions disclosed, if different from 1(a): <i>The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.</i>	
(c) Name of offeror/offeree in relation to whose relevant securities this form relates: <i>Use a separate form for each offeror/offeree</i>	AUDIOBOOM GROUP PLC
(d) Is the discloser the offeror or the offeree?	OFFEREE
(e) Date position held: <i>The latest practicable date prior to the disclosure</i>	29 JULY 2021
(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer? <i>If it is a cash offer or possible cash offer, state "N/A"</i>	N/A

2. POSITIONS OF THE PARTY TO THE OFFER MAKING THE DISCLOSURE

If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.

(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates

Class of relevant security:	Ordinary shares of no par value			
	Interests		Short positions	
	Number	%	Number	%
(1) Relevant securities owned and/or controlled:				
(2) Cash-settled derivatives:				
(3) Stock-settled derivatives (including options) and agreements to purchase/sell:				
TOTAL:	N/A			

All interests and all short positions should be disclosed.

Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).

(b) Rights to subscribe for new securities

Class of relevant security in relation to which subscription right exists:	N/A
Details, including nature of the rights concerned and relevant percentages:	N/A

3. POSITIONS OF PERSONS ACTING IN CONCERT WITH THE PARTY TO THE OFFER MAKING THE DISCLOSURE

Details of any interests, short positions and rights to subscribe (including directors' and other employee options) of any person acting in concert with the party to the offer making the disclosure:

(a) Beneficial holdings of the Directors of Audioboom Group plc (including their close relatives) in its ordinary shares of no par value each

Name	Number of ordinary shares held	% of voting share capital
Michael Tobin	310,042	1.98%
Stuart Last	14,417	0.09%
Brad Clarke	-	-
Roger Maddock ⁽¹⁾	386,461	2.46%
Steven Smith	4,764	0.03%

⁽¹⁾ Included in Roger Maddock's holding are 40,000 ordinary shares in Audioboom Group plc held by the Preston Trust. The Preston Trust is a discretionary trust for the benefit of Roger Maddock's children and grandchildren. Roger Maddock is the settlor, the trustees are Curatus Trust Company (Mauritius) Limited, the protector is Attendus S.A and the trust structure is administered by Attendus Trust Company AG.

(b) Beneficial holdings of the directors of Audioboom Group plc in rights to subscribe for shares in Audioboom Group plc

Warrants to subscribe for ordinary shares in Audioboom Group plc:

Name	Date of grant	Exercise price (p)	Expiry Date	Number outstanding
Michael Tobin	1 September 2018	£1.30	1 September 2023	100,000
	1 September 2018	£3.30	12 October 2026*	100,000
	1 September 2018	£5.30	25 November 2026**	100,000
	14 June 2019	£3.30	14 June 2024	12,500
	13 January 2020	£3.30	13 January 2025	21,875
	8 December 2020	£3.30	8 December 2025	15,625

* These 100,000 warrants have vested but are only exercisable from 12 October 2021 or on a change of control.

** These 100,000 warrants have vested but are only exercisable from 25 November 2021 or on a change of control.

Options over ordinary shares in Audioboom Group plc:

Name	Plan	Date of grant	Option price (p)	Expiry Date	Number outstanding
Stuart Last	Employee	24 September 2015	£4.125	24 September 2025	10,660

	Share Option Plan****	9 March 2016 8 May 2017 20 March 2019 20 December 2019 19 March 2021	£3.125 £2.185 £1.30 £2.075 £4.45	9 March 2026 8 May 2027 20 March 2029 20 December 2029 19 March 2031	7,000 52,340 90,000 90,000 50,000
Brad Clarke	Employee Share Option Plan****	1 September 2018 20 March 2019 19 March 2021	£2.40 £1.30 £4.45	1 September 2028 20 March 2029 19 March 2031	65,000 120,000 50,000

**** The vesting of certain of these options is subject to performance conditions relating to the Company's performance in terms of revenue and EBITDA metrics against budget. These options vest and are exercisable on a change of control.

(c) Interests of persons acting in concert with Audioboom Group plc (in addition to those set out in (a) above) in the ordinary shares of no par value each in Audioboom Group plc

Name	Number of ordinary shares held	% of voting share capital
n/a		

(d) Interest of total Concert Party in ordinary shares of no par value each in Audioboom Group plc

Holder	Number of ordinary shares held	% of voting share capital
Total Concert Party	715,684	4.56%

(d) Interests of connected advisers

Allenby Capital Limited – Nil

Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).

4. OTHER INFORMATION

(a) Indemnity and other dealing arrangements

Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer making the disclosure or any person acting in concert with it:

Irrevocable commitments and letters of intent should not be included. If there are no such agreements, arrangements or understandings, state "none"

None

(b) Agreements, arrangements or understandings relating to options or derivatives

<p>Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer making the disclosure, or any person acting in concert with it, and any other person relating to:</p> <p>(i) the voting rights of any relevant securities under any option; or</p> <p>(ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:</p> <p><i>If there are no such agreements, arrangements or understandings, state "none"</i></p>
<p>None</p>

(c) Attachments

Are any Supplemental Forms attached?

Supplemental Form 8 (Open Positions)	NO
Supplemental Form 8 (SBL)	NO

Date of disclosure:	27 July 2021
Contact name:	Brad Clarke
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Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service.

The Panel's Market Surveillance Unit is available for consultation in relation to the Code's disclosure requirements on +44 (0)20 7638 0129.

The Code can be viewed on the Panel's website at www.thetakeoverpanel.org.uk.