THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you are recommended to seek your own financial advice immediately from an independent financial adviser who is authorised under the UK Financial Services and Markets Act 2000 (as amended) ("FSMA") if you are in the United Kingdom, or, if you are resident in the Republic of Ireland, is duly authorised under the European Communities (Markets in Financial Instruments) Regulations 2017 (as amended) or the Investment Intermediaries Act 1995 (as amended), or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom or the Republic of Ireland.

This document has been prepared in connection with the publication of a prospectus (the "**Prospectus**") for the purposes of Article 3 of Regulation (EU) 2017/1129, as amended (the "**EU Prospectus Regulation**"), and the EU Prospectus Regulation as it forms part of retained EU law by virtue of the European Union (Withdrawal) Act 2018, as amended by the Prospectus (Amendment, etc.) (EU Exit) Regulations 2019 (the "**Prospectus Regulation**") relating to Molten Ventures plc (the "**Company**"), in connection with the prior issue of 21,261,548 Issue Shares pursuant to the Issue, the proposed issue of up to 14,792,679 new ordinary shares of £0.01 each in the capital of the Company ("**New Molten Shares**") in connection with the Acquisition and the admission of all of such New Molten Shares: (i) to the premium listing segment of the official list of the Financial Conduct Authority (the "**Official List**") and to trading on the London Stock Exchange's main market for listed securities (together the "**UK Admission**"); and (ii) to a secondary listing on the daily official list (the "**Euronext Dublin Daily Official List**") maintained by The Irish Stock Exchange plc, trading as Euronext Dublin ("**Euronext Dublin**") and to trading on the Euronext Dublin Market, a regulated market operated by, and the main securities market of, Euronext Dublin (together the "**Irish Admission**" and, together with the UK Admission, "**Admission**"), prepared in accordance with: (i) the Prospectus Regulation Rules of the Financial Conduct Authority (the "**FCA**") made under section 73A of FSMA (the "**Prospectus Regulation Rules**"); and (ii) the European Union (Prospectus) Regulations 2019 of Ireland (as amended), the Central Bank (Investment Market Conduct) Rules 2019 and any rules issued by the Central Bank of Ireland under section 1363 of the Companies Act 2014 of Ireland as each may be amended from time to time (the "**Irish Prospectus Rules**"), and approved by: (i) the FCA as competent authority under the Prospectus Regulation; and (ii) the Central Bank of Ireland, as competent authority under the EU Prospectus Regulation. It constitutes "a separate copy of the summary" for the purposes of Article 21(3) of the Prospectus Regulation and the EU Prospectus Regulation.

The Prospectus is dated 8 February 2024. All capitalised expressions used in this document not otherwise defined herein shall have the same meaning given to them in the Prospectus. The page numbers in this document correspond to the page numbers in the Prospectus. The Prospectus is available for download at https://investors.moltenventures.com/investor-relations/plc/documents.

Molten

MOLTEN VENTURES PLC

(Incorporated in England and Wales with registered number 09799594)

Information relating to the prior issue of 21,261,548 Issue Shares pursuant to the Issue

Proposed issue of up to 14,792,679 New Molten Shares in connection with the Acquisition

and

applications for admission of the New Molten Shares to the premium listing segment of the Official List, to trading on the main market for listed securities of the London Stock Exchange, a secondary listing on the Euronext Dublin Daily Official List and to trading on the main securities market of Euronext Dublin

Lead Financial Adviser, Joint Sponsor (LSE) and Joint Corporate Broker

NUMIS SECURITIES LIMITED

Joint Financial Adviser, Joint Sponsor (LSE), Sponsor (Euronext Dublin) and Joint Corporate Broker

GOODBODY STOCKBROKERS UC

Numis Securities Limited (which is trading for these purposes as Deutsche Numis) ("**Deutsche Numis**"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively as lead financial adviser, joint sponsor (LSE) and joint corporate broker for the Company and for no one else in relation to the UK Admission and any other arrangements referred to in this document. Deutsche Numis will not regard any other person (whether or not a recipient of this document) as its client in relation to the UK Admission and any other arrangements referred to in this document and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing any advice in relation to the UK Admission, the contents of this document or any transaction or arrangement referred to in this document.

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This document and the Prospectus do not constitute an offer to sell, or the solicitation of an offer to subscribe for or to buy, any shares nor any other securities of the Company in any jurisdiction. No New Molten Shares or other securities in the Company will be generally made available or marketed to the public in the UK, the Republic of Ireland or in any other jurisdiction in connection with Admission. This document does not form the complete Prospectus and any decision to invest in Molten Shares should be taken on the basis of consideration of the information contained in the full Prospectus.

PART 1

SUMMARY

1 INTRODUCTION AND WARNINGS

1.1 Name and international securities identifier number (ISIN) of the securities

Ordinary shares of £0.01 each with ISIN GB00BY7QYJ50 ("Molten Shares"). The SEDOL (LSE) of Molten Shares is BY7QYJ5 and the SEDOL (Euronext Dublin) is BYZY4T1. The TIDM (LSE) for Molten Shares is GROW and the TIDM (Euronext Dublin) is GRW.

1.2 Identity and contact details of the issuer, including its Legal Entity Identifier (LEI)

The issuer's name is Molten Ventures plc ("**Molten**" or the "**Company**"). The Company's registered office is at 20 Garrick Street, London, England, WC2E 9BT and its telephone number is +44 (0)20 7931 8800. The Company's Legal Entity Identifier is 213800IPCR3SAYJWSW10.

1.3 Identity and contact details of the competent authorities approving the document

This document has been approved by the FCA with its head office at 12 Endeavour Square, London E20 1JN and telephone number +44 (0) 20 7066 1000, as competent authority under Regulation (EU) 2017/1129, as amended (the "**EU Prospectus Regulation**") as it forms part of retained EU law by virtue of the European Union (Withdrawal) Act 2018 (the "**Prospectus Regulation**"). This document has also been approved by the Central Bank of Ireland, headquartered at New Wapping Street, North Wall Quay, Dublin 1, D01 F7X3, Republic of Ireland and telephone number +353 (0)1 224 5800, as competent authority under the EU Prospectus Regulation.

1.4 Date of approval of this document

This document was approved by the FCA and the Central Bank of Ireland on 8 February 2024.

1.5 Warning

This summary has been prepared in accordance with Article 7 of the Prospectus Regulation and Article 7 of the EU Prospectus Regulation and should be read as an introduction to this document and any decision to invest in Molten Shares should be based on consideration of this document as a whole by the investor. The investor could lose all or part of its invested capital. Where a claim relating to the information contained in this document is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating this document before legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary, including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of this document, or where it does not provide, when read together with the other parts of this document, key information in order to aid investors when considering whether to invest in Molten Shares.

2 KEY INFORMATION ON THE ISSUER

2.1 Who is the issuer of the securities?

2.1.1 Domicile, legal form, LEI, jurisdiction of incorporation and law under which it operates

The Company is domiciled in England and its LEI is 213800IPCR3SAYJWSW10. The Company was incorporated and registered as a public company limited by shares in England and Wales on 29 September 2015 with registered number 9799594 under the UK Companies Act 2006.

2.1.2 Principal activities

Molten is a leading venture capital firm with a proven track record of investing in and developing high growth digital technology businesses, whose shares are admitted to the premium listing segment of the Official List and the secondary listing segment of the Euronext Dublin Daily Official List and to trading on the Main Market and the Euronext Dublin Market. Molten offers investors an increasingly broad range of direct and indirect VC investments (including by way of secondary acquisition), fund of fund investments, fund management (including management of third party capital) and tailored investment opportunities.

Molten's balance sheet investments and certain third party capital strategies, including its partially syndicated fund of funds programme pursuant to which the Molten Group invests in seed and early stage funds (the "**Fund of Funds Programme**") and the Irish-focused fund, are managed by Esprit Capital, a wholly owned subsidiary undertaking of Molten incorporated in England and Wales and authorised by the FCA as a 'full scope AIFM'. In addition, Encore Ventures, another wholly owned subsidiary of Molten authorised by the FCA as a Small Authorised UK AIFM, manages the Encore Funds (which are EIS funds) and Elderstreet Investments, a further wholly owned subsidiary of Molten also authorised by the FCA as a Small Authorised UK AIFM, manages Molten Ventures VCT (a VCT fund) along with another single investment third party capital vehicle, with c.£383 million of assets managed across these EIS and VCT strategies as at 30 September 2023. The Encore Funds and Molten Ventures VCT typically co-invest alongside Molten where investments meet the relevant EIS/VCT eligibility requirements. Molten's co-investment strategy allows the Molten Group to lead more deals and increase the total size of investment in its direct investee companies.

Molten recognises the opportunity to link public market/pension fund capital to the venture capital asset class and, in addition to the Molten Group's management of EIS funds and VCT funds, is building multiple investment strategies to grow third party AUM and fee income alongside the growth of the Molten balance sheet – these include the syndication of the Fund of Funds Programme, managed co-invest special purpose vehicles, the recently launched Irish-focused fund and the intended launch of a Central and Eastern European-focused fund and a climate-focused fund. Capitalising on attractive opportunities to make secondary portfolio acquisitions (including acquisitions of existing investment funds (private or public)) is another key pillar of Molten's investment strategy, with the market dislocation and depressed valuations of recent years giving rise to a number of opportunities in this area. The Acquisition marks the latest transaction in Molten's strong track record in secondary portfolio acquisitions, having unlocked significant value for shareholders from acquired venture capital portfolios including Seedcamp Funds I & II, Earlybird DWES Funds IV and VI and Earlybird Digital East Fund I.

Molten's balance sheet has a portfolio of over 70 minority interests in companies which, as at 30 September 2023, had a Gross Portfolio Value of £1,299 million (31 March 2023: £1,371 million). As at 30 September 2023, the portfolio remains well funded with more than £467 million of capital raised by investee companies in the 12 months to 30 September 2023, of which over 85 per cent. has been at higher or equivalent valuations than the holding value attributed by Molten to its investment as at that date. As at 30 September 2023, 17 Core Portfolio Companies represented approximately 62 per cent. of the Gross Portfolio Value. The Core Portfolio Companies as at 30 September 2023 comprised Aircall, Aiven, CoachHub, Endomag, FintechOS, Form3, Graphcore, HiveMQ, ICEYE, Isar Aerospace, Ledger, M-Files, PrimaryBid, RavenPack, Revolut, Schüttflix and Thought Machine (Aiven and Isar Aerospace being held via Earlybird, a European co-investment partner of Molten). As at 30 September 2023, over 80 per cent. of the Core Portfolio had more than 12 months of cash runway, and over 50 per cent. of the Core Portfolio had more than 24 months of cash runway (based on existing budgets and growth plans).

A summary overview of the portfolio as at 30 September 2023 is also set out below:

Sector	*Total no. of companies*	*Percentage split (based on value*)*	*Percentage split (based on no. of companies**)*
Enterprise technology	31	52%	42%
Consumer technology	14	13%	19%
Hardware & deeptech	19	29%	26%
Digital health & wellness	10	6%	14%
Total	74	100%	100%

* Shown as a percentage of the total value of investee company holdings that are direct investments, co-investments and Earlybird investee companies above a £2.0 million invested cost threshold. This is not as a percentage of the Gross Portfolio Value as the above excludes certain elements of the portfolio, such as certain Earlybird investments and holdings via the Fund of Funds Programme.

** Shown as a percentage of the total investee company holdings that are direct investments, co-investments and Earlybird investee companies above a £2.0 million invested cost threshold. Certain elements of the portfolio, such as certain Earlybird investments and holdings via the Fund of Funds Programme, are excluded.

(Source: Molten)

In addition, via the partially syndicated Fund of Funds Programme, which provides Molten with access to earlier stage companies, as well as returns and deal flow opportunities for the highest quality companies from within these portfolios, from inception of the programme in October 2017 to 30 September 2023 Molten had also indirectly invested in over 2,000 companies via 79 third party seed and early stage funds, with total commitments of £131 million (not including commitments to Earlybird funds (in excess of £5 million) which sit outside of the Fund of Funds Programme), of which £88 million had been drawn during that period (£27 million during the financial year ended 31 March 2023 and £8 million during the six months ended 30 September 2023).

2.1.3 ***Major Molten Shareholders***

In so far as is known to the Company, as at the Latest Practicable Date, each of the following persons held, directly or indirectly, a percentage of the Company's voting rights that is notifiable pursuant to the DTRs. The table below sets out: (i) the number of voting rights in Molten held by each such person at the Latest Practicable Date; (ii) the percentage of voting rights in Molten that holding represents at the Latest Practicable Date; and (iii) the percentage of the voting rights in Molten that their holding is expected to represent immediately following Admission:

Name	*No. of voting rights as at the Latest Practicable Date*	*Percentage of voting rights as at the Latest Practicable Date*	*Percentage of voting rights immediately following Admission**
BlackRock, Inc.	17,760,166	10.19%	14.96%**
Baillie Gifford	15,556,320	8.93%	8.23%
National Treasury Management Agency	14,004,502	8.04%	7.41%
Cazenove Capital Management	10,858,460	6.23%	5.74%
British Business Bank	10,846,560	6.22%	5.74%
Border to Coast Pensions Partnership	8,742,378	5.02%	4.62%
Liontrust Sustainable Investments	7,555,489	4.34%	4.00%
Asset Value Investors	7,452,166	4.28%	3.94%
Vanguard Group	6,364,395	3.65%	3.37%
Ticketridge	6,405,685	3.68%	3.39%
Interactive Investor (EO)	5,546,482	3.18%	2.93%

* Assuming that the interest of the relevant Molten Shareholder as at the Latest Practicable Date does not change, the maximum number of New Molten Shares (being 14,792,679) are issued pursuant to the Acquisition (including as a result of the assumed maximum exercise of the Forward FY23 Options prior to the Scheme becoming Effective pursuant to the terms of the Forward LTIP Letters) and, unless otherwise stated, not taking into account any holdings of Forward Shares.

** BlackRock holds 94,748,939 Forward Shares and, as such, is expected to be issued 10,527,659 New Molten Shares pursuant to the Acquisition. The percentage shown here is inclusive of the 17,760,166 Existing Molten Shares held by certain funds and accounts managed by members of the BlackRock, Inc. group, and the 10,527,659 New Molten Shares expected to be issued thereto pursuant to the Acquisition.

As at the Latest Practicable Date, the Company and the Molten Directors are not aware of any other person who, directly or indirectly, jointly or severally, exercises or could exercise control over the Company. All Molten Shareholders have the same voting rights in respect of the share capital of the Company.

2.1.4 ***Key managing directors***

Martin Davis is the Chief Executive Officer, Benjamin (Ben) Wilkinson is the Chief Financial Officer and Stuart Chapman is an Executive Director. The Company also has five Non-Executive Directors, Laurence Hollingworth (Chair), Grahame Cook (Senior Independent Director), Sarah Gentleman, Gervaise Slowey and Lara Naqushbandi.

2.1.5 ***Identity of statutory auditors***

PricewaterhouseCoopers LLP of 7 More London Riverside, London, SE1 2RT, United Kingdom.

2.2 **What is the key financial information regarding the issuer?**

The selected historical financial information set out below has been extracted without material adjustment from the audited financial statements of the Molten Group for the financial years ended 31 March 2021, 31 March 2022 and 31 March 2023 and the unaudited financial statements of the Molten Group for the six months ended 30 September 2022 and 30 September 2023, which have been incorporated into this document by reference.

Additional information relevant to closed end funds

Share class	*Total NAV[1] (£'m)*	*No. of Molten Shares[2]*	*NAV per Share[1] (p)*
Molten Shares	1,124	174,261,401	735

[1] Unaudited NAV calculated on a UK IFRS basis that conforms with the requirements of EU adopted IFRS as at 30 September 2023.

[2] As at the Latest Practicable Date. As at 30 September 2023, there were 152,999,853 Molten Shares in issue.

Selected consolidated statement of comprehensive income information

	For the year ended 31 March			*For the six months ended 30 September*	
	2023 £'m	*2022 £'m*	*2021 £'m*	*2023 £'m*	*2022 £'m*
Movements on investments held at fair value through profit or (loss)	(240.1)	329.4	276.3	(63.2)	(155.9)
Fee income:					
Management fees	21.6	17.8	12.5	9.3	11.4
Performance fees	–	2.5	–	0.1	–
Promoter's fees	0.9	1.4	–	–	–
Directors' and other fees	0.2	0.1	0.0	0.3	0.0
Total fee income	22.7	21.8	12.5	9.7	11.4
Total investment (loss)/income	(217.4)	351.2	288.8	(53.5)	(144.5)
Total operating expenses	(23.9)	(26.6)	(16.3)	(13.7)	(12.7)
Other income	–	–	0.1	–	–
(Loss)/profit from operations	(241.3)	324.6	272.6	(67.2)	(157.2)
(Loss)/profit before tax	(246.7)	325.0	267.4	(72.4)	(158.0)
(Loss)/profit for the period	(243.4)	300.7	267.4	(72.2)	(155.3)
Total comprehensive (loss)/income for the period	(243.4)	300.7	267.4	(72.2)	(155.3)
(Loss)/earnings per share attributable to owners of the parent:					
Basic (loss)/earnings per weighted average shares (pence)	(159)	200	208	(47)	(102)
Diluted (loss)/earnings per weighted average shares (pence)	(158)	198	206	(47)	(101)

Selected consolidated statement of financial position information

	As at 31 March			*As at 30 September*	
	2023 £'m	*2022 £'m*	*2021 £'m*	*2023 £'m*	*2022 £'m*
Total non-current assets	1,287.9	1,424.0	879.4	1,214.2	1,364.2
Total current assets	27.9	80.9	164.4	26.8	36.3
Total current liabilities	(9.9)	(14.7)	(10.0)	(5.7)	(8.3)
Total non-current liabilities	(111.8)	(56.4)	(0.7)	(111.1)	(112.3)
Net assets	1,194.1	1,433.8	1,033.1	1,124.2	1,279.9
Equity					
Total equity	1,194.1	1,433.8	1,033.1	1,124.2	1,279.9
Net assets per share (pence)	780	937	743	735	837

2.3 What are the key risks that are specific to the issuer?

The attention of investors is drawn to the risks associated with an investment in Molten which, in particular, include the following:

Risks relating to the Group's business

- **Investee company/fund valuations are subject to change:** The Group's investments include securities and other interests for which no or only a limited market exists. Investments held at fair value through the profit and loss for the six months ended 30 September 2023 decreased by £63.2 million, compared to a loss of £155.9 million for the six months ended 30 September 2022. These investments are extremely difficult to value accurately and valuations are only reported twice a year. Further, such valuations cannot by their nature be exact and are liable to change. The aggregate value of the Group's investments may therefore fluctuate and, furthermore, there can be no assurance that the values of investments reported by Molten from time to time will in fact be realised.

- **The Group's direct and indirect investee companies are at an early stage and carry inherent risk:** Many of the Group's investments are, directly or indirectly, in early stage companies. There is no certainty that any of the businesses will: (i) reach the stage where economic benefits resulting from expenditure on research activities become probable; (ii) reach profitability; or (iii) generate any, or any significant, returns (e.g. dividends, proceeds from a share sale or a return on capital from an exit event) for their shareholders (including the members of the Group or any third party entity through which the Group has invested) or that the Group (or the third party entity through which the Group has invested) will be able to secure a profitable exit from its investment in any or all of such investee companies.

- **Dependence on the Molten Executive Directors and the Molten investment team:** The ability of Molten and the wider Group to achieve their investment objectives and strategy is significantly dependent upon the performance of the Molten Executive Directors and the Molten investment team in terms of the making of the Group's investments in investee companies/funds, management of such investments and the determination of any financing arrangements. Failure to manage existing assets effectively and/or identify new investment opportunities could materially adversely affect the Group's business, assets or results of operations.

- **Liquidity risk:** The consolidated cash balance at 30 September 2023 was £25 million (31 March 2023: £23 million). During the six months ended 30 September 2023, the Group received cash proceeds from portfolio realisations and distributions of £33 million as well as management fees. This was offset by investments made during the same period of £17 million, as well as carry, general and administrative expenses, financing activities and working capital movements. Molten may require additional capital in the future for expansion activity, business development, potential follow-on investments in existing investee companies, to satisfy drawdown requests made by the third party-managed funds in which it is invested and for general working capital purposes. As a result of a confluence of geo-political and macro-economic factors, the Molten Shares are currently trading at a discount to Net Asset Value, which may restrict Molten's ability to raise future capital via an equity fundraising. If Molten does not have access to sufficient additional capital when required, including via debt arrangements, the Group may be unable to make new investments, participate in subsequent follow-on funding rounds carried out by existing portfolio companies or fulfil drawdown requests made by the third party-managed funds in which it is invested. This may prevent the Group from capitalising on attractive new investment opportunities and, as regards existing portfolio companies, may either prevent them from raising sufficient further capital (and subsequently their ability to continue executing on their business and growth plan) or alternatively result in the interest which the Group holds in such portfolio companies being diluted and, in turn, result in the Group receiving a smaller percentage of any returns generated by such portfolio companies and losing its preference share protection on a liquidation event as investors participating in later rounds will rank ahead in the preference stack. As regards the third party-managed funds in which the Group is invested, a failure to fulfil drawdown requests as/when made may result in, amongst other things, liability for costs, the loss of rights to distributions from the relevant fund, reallocation of the capital call and/or the forced sale or compulsory redemption of its interest in the fund. Any such circumstances may have a material adverse effect on Molten's business, financial condition and/or results of operations, including ongoing viability, and/or the market price of Molten Shares.

- **Proceeds from the sale of direct and indirect investee companies may vary substantially from year to year:** There can be no guarantee as to when an investment will ultimately be realised by the Group or the relevant third party through which the Group has invested (for example, the funds managed by Earlybird in which Molten is invested and the third party-managed funds in which Molten is invested via the Fund of Funds Programme) and whether it will be realised for an amount exceeding the amount invested by the Group or the relevant third party through which the Group has invested. Wider market conditions can have a significant impact on realisations and recent market conditions have meant that the volume of IPOs has been very low and the level and nature of trade sales and mergers and acquisitions ("**M&A**") transactions has also been impacted – with these conditions expected to prevail at least for the near term, Molten anticipates that the IPO market will remain largely closed as an exit route in the near term and trade sale and M&A exit volumes will continue to be uncertain. Exits from some or all of the direct and indirect investee companies may be difficult to realise in a timely manner, or at an appropriate price, or at all. If the Group or the relevant third party through which the Group has invested is unable to realise value from its investments or is delayed in realising such value in a timely or competitive manner, this could have a material adverse effect on Molten's business (including its ability to repay any financial indebtedness and to re-invest such proceeds), financial condition and/or results of operations, including ongoing viability, and/or the market price of Molten Shares.

- **The Group and its investee companies/funds are subject to competition risk:** The ability of Molten and the wider Group to achieve their investment objectives and strategy depends primarily on the ability of the Group to identify and realise opportunities to make and exit investments. Despite current market conditions, many entities are competing with the Group for investment opportunities. Moreover, increased competition can lead to increased pricing in respect of the Group's investment opportunities. The Group may lose investment opportunities in the future if it does not match investment prices, structures and terms offered by competitors. Alternatively, the Group may experience decreased rates of return and increased risk of loss if it matches investment prices, structures and terms offered by competitors. The third party-managed funds in which the Group is invested (for example, via the Fund of Funds Programme) will be affected by competition risk in the same way. These competitive pressures may have a material adverse effect on Molten's business, financial condition and/or results of operations, including ongoing viability, and/or the market price of Molten Shares.

- **Molten's ability to borrow under its existing Debt Facility and to satisfy the covenants thereunder is dependent on the value of its investment portfolio:** Molten has a £150.0 million debt facility with the Lenders, comprising a £90.0 million term loan and a revolving credit facility of up to £60.0 million. The Term Loan and the Revolving Credit Facility are each repayable in full (subject to any prior refinancing) by 6 September 2025 and the availability period of the Revolving Credit Facility expires on 6 September 2024 such that the Company may not make any further drawdowns under the Revolving Credit Facility during the last 12 months prior to the repayment date. The repayment dates for both the Term Loan and the Revolving Credit Facility, and the availability period of the Revolving Credit Facility, may each be extended by two 12-month periods, subject to the Lenders' willingness to extend and the satisfaction of various conditions (including there being no existing event of default). Should the maximum extension periods be granted, the Term Loan and the Revolving Credit Facility will be repayable in full by 6 September 2027 and the availability period of the Revolving Credit Facility will expire on 6 September 2026.

  The Lenders have first priority security interests over certain Group assets and the availability of the Debt Facility is also subject to financial and non-financial covenants which Molten and certain members of the Group must comply with throughout the term of the Debt Facility. As such, Molten's ability to borrow under the Debt Facility and satisfy its financial and non-financial covenants is dependent on the value of the investment portfolio (excluding third party funds under management). Failure to satisfy these covenants may limit Molten's ability to borrow and/or also trigger events of default, which in some instances could trigger a cash sweep on realisations and/or require Molten to cure those breaches by repaying the Debt Facility (either partially or in full). In order to satisfy any such required repayment, Molten may need to sell investments at short notice; such investments may be difficult to realise and therefore the market price achievable may give rise to a significant loss of value compared to the book value of the relevant investment, as well as a reduction in income from the Group's portfolio.

- **Use of borrowings:** While the use of borrowings should enhance total returns where the return on the Group's portfolio exceeds the cost of borrowing, it will have the opposite effect if the return on the Group's portfolio is lower than the cost of borrowing. Any further increases in Sterling interest rates will have an adverse impact on Molten's cost of borrowing and may negatively impact upon the Company's ability to secure borrowing facilities. The Group may also find it difficult, costly or not possible to refinance the Debt Facility on its maturity in September 2025 or any future indebtedness or find that terms become more expensive, particularly in the event that interest rates rise. Any of the foregoing events may have a material adverse effect on the performance of the Group, Molten's earnings, financial performance and business prospects, which could, in turn, have a material adverse effect on the market price of Molten Shares.

Risks relating to the Acquisition

- **The Acquisition may be delayed or may not occur at all:** Completion of the Acquisition is subject to the Conditions being satisfied (or, if permitted, waived). There is no guarantee that the Conditions will be satisfied in the necessary time frame (or waived, if applicable) and the Acquisition may, therefore, be delayed or not complete. Delay in completing the Acquisition will prolong the period of uncertainty for the Molten Group and the Forward Group and both delay and failure to complete may result in the accrual of additional costs to their businesses without any of the potential benefits of the Acquisition having been achieved. The aggregate consequences of a material delay in the Acquisition completing, or failure to complete, may have a material adverse effect on the business, results of operations, financial condition and ongoing viability of the Molten Group, the Forward Group and, in the case of a delay only, the Enlarged Molten Group.

Risks relating to the Group's operating environment

- **The Group may be subject to certain risks arising from the direct and indirect impact of geo-political events.** Geo-political events including: (i) the ongoing war in Ukraine; (ii) the Israel-Hamas war; (iii) relations between China and Taiwan continuing to deteriorate; (iv) increased tensions between China and the US both in respect of Taiwan and broader economic and political relations; (v) legacy Brexit issues affecting the relationship between the UK and Ireland and the UK and the EU; (vi) political instability in the US with the potential for polarising regime change at the upcoming US presidential elections; and (vii) political instability in the UK, including the potential for future government change, may have unforeseen, long term and far reaching consequences locally and globally. In particular, this geo-political backdrop could have a number of consequences, both short and long term, for the Group, including: (i) inter-governmental policies presenting additional hurdles to cross-border M&A opportunities limiting the route to a meaningful exit; (ii) international protectionism fuelling the escalation of geo-political tensions, impacting upon supply chains; (iii) raised tariffs and other ongoing supply chain issues making it harder for portfolio supply chains and deeptech hardware companies to obtain required materials or make sales of their own products; and (iv) the sanctions imposed on the Russian Federation in response to Russia's invasion of Ukraine having an impact on flows of capital, goods or services. This could, in turn, result in there being a material adverse effect on Molten's performance, financial condition, ongoing viability and ability to continue trading and/or business prospects.

- **The impact of the current volatility of global public and private markets arising as a result of macro-economic factors:** A combination of the occurrence and after-effects of the COVID-19 pandemic, the Russia-Ukraine war, the Israel-Hamas war, energy price volatility and the necessary rescue of a number of banks has led to a high inflationary environment accompanied by rapidly rising interest rates with market uncertainty and volatility following as a result. This environment could have a number of consequences, both short and long term, for the Group, including: (i) diminishing revenues of direct and indirect investee companies leading to reduced returns and an extension of the period for realisations/distributions; (ii) further volatility in the price of Molten Shares and any listed assets held in Molten's portfolio from time to time; (iii) enhanced direct and indirect investee company requirements for liquidity; (iv) reduced confidence in, and resulting in lower valuations for, growth stocks relative to value stocks; (v) Molten Shares continuing to trade at a discount to Net Asset Value, restricting Molten's ability to raise further capital; and (vi) increased cost of servicing and refinancing borrowings. The effects of this macro-economic environment could result in there being a material adverse effect on Molten's performance, financial condition and/or business prospects.

3 KEY INFORMATION ON THE SECURITIES

3.1 What are the main features of the securities?

3.1.1 *Type, class and ISIN*

The Molten Shares are ordinary shares with a nominal value of £0.01 each in the capital of the Company. The ISIN is GB00BY7QYJ50.

3.1.2 *Currency, denomination, par value, number of securities issued and duration*

The currency of the Molten Shares is Sterling. The issued share capital of the Company as at the date of this document is £1,742,614.01, comprising 174,261,401 Molten Shares of £0.01 each, all of which are fully paid or credited as fully paid.

3.1.3 *Rights attached to the Molten Shares*

The rights attaching to the Molten Shares are uniform in all respects and they form a single class for all purposes, including with respect to voting and any dividends or other distributions declared, made or paid on the ordinary share capital of the Company. At a general meeting, on a show of hands, every Molten Shareholder who is present in person or by proxy or by representative shall have one vote, and on a poll, every Molten Shareholder present in person or by proxy or by representative shall have one vote per Molten Share held by it.

3.1.4 *Rank of securities in the issuer's capital structure in the event of insolvency*

The Molten Shares do not carry any rights to participate in a distribution (including on a winding-up) other than those that exist under the Companies Act. The Molten Shares rank *pari passu* in all respects.

3.1.5 *Restrictions on the free transferability of Molten Shares*

The Molten Shares are free from restrictions on transfer, subject to compliance with applicable securities laws.

3.1.6 *Dividend policy*

It is the current intention of the Molten Directors to reinvest any income received from investee companies as well as the net proceeds of any realisations in the Group's portfolio. However, the Molten Directors may consider the payment of dividends (or other methods of returning net proceeds to Molten Shareholders in a tax efficient manner) in the future when, in their view, the Company has sufficient distributable profits after taking into account the working capital needs of, and investment opportunities available to, the Group.

3.2 Where will the securities be traded?

The Existing Molten Shares are admitted to the premium listing segment of the Official List and to trading on the Main Market and to a secondary listing on the Euronext Dublin Daily Official List and to trading on the Euronext Dublin Market. Application will be made to the FCA for the New Molten Shares to be admitted to the premium listing segment of the Official List and to the London Stock Exchange for the New Molten Shares to be admitted to trading on the Main Market. Application will also be made for the New Molten Shares to be admitted to a secondary listing on the Euronext Dublin Daily Official List and to trading on the Euronext Dublin Market.

3.3 What are the key risks specific to the securities?

The attention of investors is drawn to the risks associated with an investment in Molten Shares which, in particular, include the following:

- the value of an investment in the Company, and the returns derived from it, if any, may go down as well as up and an investor may not get back the amount invested or any return at all;
- the market price of Molten Shares may fluctuate independently of the Net Asset Value per Molten Share and may trade at a discount or premium to the Net Asset Value per Molten Share at different times – Molten Shares have been trading at a discount to Net Asset Value for a sustained period;
- it may be difficult for Molten Shareholders to realise their investment as there may not be a liquid market in Molten Shares; and
- the Company may issue additional Molten Shares, which may cause the market price of the then existing Molten Shares to decline and/or be dilutive to existing Molten Shareholders who cannot, or choose not to, participate.

4 KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND/OR ADMISSION TO TRADING ON A REGULATED MARKET

4.1 Under which conditions and timetable can I invest in this security?

On 27 November 2023, the boards of Molten and Forward announced that they had reached agreement on the terms and conditions of a recommended all-share offer pursuant to which Molten will acquire the entire issued and to be issued share capital of Forward (other than the Forward Shares already beneficially owned by any member of the Molten Group). The Acquisition is intended to be implemented by way of a Court-sanctioned scheme of arrangement between Forward and Scheme Shareholders under Part 26 of the Companies Act.

Under the terms of the Acquisition:

for each 9 Scheme Shares held, Scheme Shareholders will be entitled to receive
1 New Molten Share (the "**Exchange Ratio**").

Based on the Exchange Ratio and the Closing Price of 279.6 pence per Molten Share on 24 November 2023 (being the last Business Day prior to the publication of the Rule 2.7 Announcement), the Acquisition implies an offer value of 31.1 pence per Scheme Share and values the entire issued ordinary share capital of Forward at approximately £41.4 million on a fully diluted basis.

On this basis (and assuming the full exercise of the Forward FY23 Options prior to the Scheme becoming Effective pursuant to the terms of the Forward LTIP Letters), upon completion of the Acquisition, existing Molten Shareholders will hold in aggregate approximately 92.2 per cent. and Scheme Shareholders will hold in aggregate approximately 7.8 per cent. respectively of the Enlarged Share Capital and each Molten Shareholder who is not also a Forward Shareholder will suffer a maximum dilution of approximately 7.8 per cent. to their ownership and voting interests in Molten.

The requisite majority of Scheme Voting Shareholders voted in favour of the Scheme and the requisite majority of Forward Shareholders voted in favour of the Forward Resolution required to give effect to the Acquisition at the Forward Meetings, which took place on 17 January 2024. Upon the Scheme becoming Effective it will be binding on all Scheme Shareholders, irrespective of whether or not they attended or voted at the Forward Meetings (and if they attended and voted, whether or not they voted in favour). It is expected that, subject to the satisfaction or (where relevant) waiver of the outstanding Conditions, the Scheme will become Effective and Admission will occur in March 2024. Any updates as regards the expected timetable for completion of the Acquisition will be notified to Molten Shareholders and Forward Shareholders by announcement through a Regulatory Information Service.

The New Molten Shares will be issued in registered form, credited as fully paid, and will be capable of being held in both certificated and uncertificated form. They will rank *pari passu* in all respects with the Existing Molten Shares, including the right to receive all dividends and other distributions (if any) declared, paid or made by Molten by reference to a record date falling after the Effective Date. Applications will be made to the FCA for the New Molten Shares to be admitted to the premium listing segment of the Official List and to the London Stock Exchange for the New Molten Shares to be admitted to trading on the Main Market. Applications will also be made for the New Molten Shares to be admitted to a secondary listing on the Euronext Dublin Daily Official List and to trading on the Euronext Dublin Market. The New Molten Shares will trade under the same ISIN as the Existing Molten Shares.

4.2 Why is this prospectus being produced?

The proposed issue and Admission of Molten Shares to which this document relates is being made in connection with the proposed recommended all-share offer pursuant to which Molten will acquire the entire issued and to be issued share capital of Forward (other than the Forward Shares already beneficially owned by any member of the Molten Group). The Molten Board believes there is a strong strategic and financial rationale for the Acquisition which is consistent with Molten's investment objective and policy. There are no cash proceeds receivable by Molten as a result of the issue of New Molten Shares pursuant to the Acquisition. The issue of New Molten Shares is not being underwritten. There are no material conflicts of interest pertaining to the Acquisition or Admission.

On 15 December 2023, Molten issued 21,261,548 Issue Shares pursuant to an equity fundraise comprising a Placing, Subscription, Retail Offer and Offer for Subscription at an Issue Price of 270 pence per Molten Share, raising net proceeds of c.£55.4 million which further capitalised the Molten platform. Molten is using, and will continue to use, the net proceeds of the Issue to:

- Support its existing high-growth technology portfolio of investments, investing in selective follow on investment opportunities as its portfolio companies continue to grow.
- Make primary investments in new portfolio companies to capture exceptional opportunities as the valuation environment stabilises.
- Access exceptional secondary investments at attractive valuations.
- Where appropriate and value enhancing, continue to appraise complementary acquisition opportunities.
- Fund the Company's operational capital costs.

No decision has been taken as to how the net proceeds of the Issue will be allocated between the above different uses. The Issue was not underwritten and there were no material conflicts of interest pertaining to the Issue. The Molten Board remains cognisant of the need to comply with the requisite provisions of the Prospectus Regulation and the EU Prospectus Regulation when issuing Molten Shares and, more particularly, the rolling requirement that the Company should not issue more than 20 per cent. of its share capital during any preceding twelve-month period without having published a prospectus. Accordingly, as the 21,261,548 Issue Shares that the Company issued pursuant to the Issue and the up to 14,792,679 New Molten Shares proposed to be issued to Scheme Shareholders pursuant to the Acquisition represent, in aggregate, 20.7 per cent. of Molten's issued share capital as at the Latest Practicable Date, this document is being published in order to 'reset' Molten's 20 per cent. capacity to issue further Molten Shares by way of further issues afforded under the Prospectus Regulation and EU Prospectus Regulation.

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