

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your Existing Ordinary Shares, please immediately forward this document to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of Existing Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

The Directors (whose names and functions appear on page 6 of this document) and the Company (whose registered office appears on page 6 of this document) accept responsibility, both collectively and individually, for the information contained in this document and compliance with the AIM Rules. To the best of the knowledge and belief of the Directors and the Company, the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Existing Ordinary Shares are admitted to trading on AIM. Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is expected that the EIS/VCT Placing Shares will be admitted to AIM and to commence trading at 8.00 a.m. on 27 January 2021; the General Placing Shares are expected to be admitted to AIM and to commence trading at 8.00 a.m. on 28 January 2021; and the Conditional Placing Shares are expected to be admitted to AIM and to commence trading at 8.00 a.m. on 9 February 2021. Each of the EIS/VCT Placing Shares, the Firm Placing Shares and the Conditional Placing Shares will, on First Admission, Second Admission and Third Admission (respectively), rank *pari passu* in all respects with the Existing Ordinary Shares and will rank in full for all dividends and other distributions declared, made or paid on Ordinary Shares after the relevant Admission.

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. AIM securities are not admitted to the Official List of the United Kingdom Listing Authority. 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. The London Stock Exchange has not itself examined or approved the contents of this document. Prospective investors should read this document in its entirety.

This document contains no offer of transferable securities to the public within the meaning of section 102B of the FSMA, the Act or otherwise. Accordingly, this document does not constitute a prospectus within the meaning of section 85 of the FSMA and has not been drawn up in accordance with the Prospectus Regulation Rules or approved by the FCA or any other competent authority.



Actual Experience plc

(Incorporated under the Companies Act 1985 and registered in England and Wales with registered number 06838738)

**Firm Placing of 4,730,672 new Ordinary Shares
Proposed Conditional Placing of 4,793,138 new Ordinary Shares
each at a price of 105 pence per new Ordinary Share
and
Notice of General Meeting**

Nominated Adviser, Sole Broker and Sole Bookrunner
Nplus1 Singer Capital Markets Limited

Your attention is drawn to the letter from the Chairman of the Company which is set out in Part 1 of this document and which contains, amongst other things, the Directors' unanimous recommendation that you vote in favour of the Resolutions to be proposed at the General Meeting.

Nplus1 Singer Advisory LLP (together with its affiliates (“**N+1 Singer**”)), which, in the United Kingdom, is authorised and regulated by the Financial Conduct Authority (the “**FCA**”), is acting as nominated adviser, sole bookrunner and sole broker to the Company in connection with the proposed Placing and the Admissions and will not be acting for any other person (including a recipient of this document) or otherwise be responsible to any person for providing the protections afforded to clients of N+1 Singer or for advising any other person in respect of the proposed Placing and the Admissions or any transaction, matter or arrangement referred to in this document. N+1 Singer’s responsibilities as the Company’s nominated adviser are owed solely to London Stock Exchange and are not owed to the Company or to any Director or to any other person in respect of his decision to acquire shares in the Company in reliance on any part of this document.

Apart from the responsibilities and liabilities, if any, which may be imposed on N+1 Singer by the FSMA or the regulatory regime established thereunder, N+1 Singer does not accept any responsibility whatsoever for the contents of this document, and no representation or warranty, express or implied, is made by N+1 Singer in relation to the contents of this document, including its accuracy, completeness or verification or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company, the Ordinary Shares or the Placing and the Admissions and nothing in this document is, or shall be relied upon as, a promise or representation in this respect, whether as to the past or future. N+1 Singer accordingly disclaims all and any responsibility or liability whether arising in tort, contract or otherwise which it may otherwise have in respect of this document or any such statement.

Notice of a General Meeting of Actual Experience plc, to be held virtually at 11.00 a.m. on 8 February 2021, is set out at the end of this document. In light of public health advice in response to the COVID-19 outbreak, including to limit public gatherings, which would prohibit Shareholders attending the meeting, the Company, with regret, has determined that, in accordance with the Corporate Insolvency and Governance Act 2020 (as amended), the General Meeting will be held virtually as a closed meeting with the minimum number of members legally required to be present.

Notwithstanding the above, it is important to the Company that Shareholders are able to cast their votes and, in order for your vote to be effective at the General Meeting, a proxy vote must be submitted at www.signalshares.com so as to have been received by the Company’s registrars, not less than 48 hours (excluding weekends and public holidays) before the time appointed for the meeting or any adjournment of it. Any power of attorney or other authority under which the proxy is submitted must be returned to the Company’s Registrars, Link Group, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF. If a paper form of proxy is requested from the registrar, it should be completed and returned to Link Group, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF to be received not less than 48 hours before the time of the meeting (excluding any part of a day that is not a working day).

Shareholders are encouraged to submit questions, at least 48 hours prior to the General Meeting, relating to the business to be dealt with at the General Meeting to investors@actual-experience.com. The Company will endeavour to publish these questions and the Company’s responses on the Company’s website (www.actual-experience.com/about/investors/) as soon as practicable after the General Meeting.

The Company is taking these precautionary measures to safeguard its shareholders’ and employees’ health and make the General Meeting as safe and efficient as possible. The Company will update Shareholders, as necessary, via a Regulatory Information Service.

Shareholders who hold their Existing Ordinary Shares in uncertificated form in CREST may alternatively 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 Registrars, Link Group, (ID RA10) by no later than 11.00 a.m. on 4 February 2021 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting). 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.

A copy of this document is available at the Company’s website www.actual-experience.com/about/investors/.

IMPORTANT NOTICE

Cautionary note regarding forward-looking statements

This document includes statements that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “plans”, “projects”, “anticipates”, “expects”, “intends”, “may”, “will”, or “should” or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Directors’ current intentions, beliefs or expectations concerning, among other things, the Group’s results of operations, financial condition, liquidity, prospects, growth, strategies and the Group’s markets.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Actual results and developments could differ materially from those expressed or implied by the forward-looking statements.

Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements in this document are based on certain factors and assumptions, including the Directors’ current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group’s operations, results of operations, growth strategy and liquidity. Whilst the Directors consider these assumptions to be reasonable based upon information currently available, they may prove to be incorrect. Save as required by law or by the AIM Rules, the Company undertakes no obligation to publicly release the results of any revisions to any forward-looking statements in this document that may occur due to any change in the Directors’ expectations or to reflect events or circumstances after the date of this document.

Notice to overseas persons

The distribution of this document in certain jurisdictions may be restricted by law and therefore persons into whose possession these documents comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The Placing Shares have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, (the “**US Securities Act**”) and may not be offered, sold or delivered in, into or from the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. Subject to certain exemptions, this document does not constitute an offer of Ordinary Shares to any person with a registered address, or who is resident in, the United States. There will be no public offer in the United States. Outside of the United States, the Placing Shares are being offered in reliance on Regulation S under the US Securities Act. The Placing Shares will not qualify for distribution under the relevant securities laws of Australia, Canada, the Republic of South Africa or Japan, nor has any prospectus in relation to the Placing Shares been lodged with, or registered by, the Australian Securities and Investments Commission or the Japanese Ministry of Finance. Accordingly, subject to certain exemptions, the Placing Shares may not be offered, sold, taken up, delivered or transferred in, into or from the United States, Australia, Canada, the Republic of South Africa, Japan or any other jurisdiction where to do so would constitute a breach of local securities laws or regulations (each a “**Restricted Jurisdiction**”) or to or for the account or benefit of any national, resident or citizen of a Restricted Jurisdiction. This document does not constitute an offer to issue or sell, or the solicitation of an offer to subscribe for or purchase, any Ordinary Shares to any person in a Restricted Jurisdiction and is not for distribution in, into or from a Restricted Jurisdiction.

The Placing Shares have not been approved or disapproved by the US Securities and Exchange Commission, or any other securities commission or regulatory authority of the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Placing Shares nor have they approved this document or confirmed the accuracy or adequacy of the information contained in this document. Any representation to the contrary is a criminal offence in the US.

Presentation of financial information

Certain data in this document, including financial, statistical and operational information has been rounded. As a result of the rounding, the totals of data presented in this document may vary slightly from the actual arithmetical totals of such data. Percentages in tables have been rounded and, accordingly, may not add up to 100 per cent. In this document, references to “pounds sterling”, “£”, “pence” and “p” are to the lawful currency of the United Kingdom.

Presentation of market, economic and industry data

Where information contained in this document originates from a third party source, it is identified where it appears in this document together with the name of its source. Such third party information has been accurately reproduced and, so far as the Company is aware and is able to ascertain from information published by the relevant third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

No incorporation of website information

The contents of the Company’s website or any hyperlinks accessible from the Company’s website do not form part of this document and Shareholders should not rely on them.

Interpretation

Certain terms used in this document are defined and certain technical and other terms used in this document are explained at the section of this document under the heading “Definitions”. All times referred to in this document are, unless otherwise stated, references to London time. All references to legislation in this document are to the legislation of England and Wales unless the contrary is indicated. Any reference to any provision of any legislation or regulation shall include any amendment, modification, re-enactment or extension thereof. Words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include the feminine or neutral gender.

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DIRECTORS, SECRETARY AND ADVISERS

Directors	Stephen Davidson (<i>Non-Executive Chairman</i>) Dave Page (<i>Chief Executive Officer</i>) Steve Bennetts (<i>Chief Financial Officer</i>) Kirsten English (<i>Non-Executive Director</i>) Sir Bryan Carsberg (<i>Non-Executive Director</i>) All of whose business address is at the Company's registered office
Registered office	Quay House The Ambury Bath Somerset BA1 1UA
Company website	www.actual-experience.com/about/investors/
Company secretary	Steve Bennetts
Nominated Adviser, sole bookrunner and sole broker	Nplus1 Singer Advisory LLP One Bartholomew Lane London EC2N 2AX
Legal advisers to the Company	Osborne Clarke LLP One London Wall London EC2Y 5EB
Legal advisers to the Nominated Adviser, sole bookrunner and sole broker	DAC Beachcroft LLP 25 Walbrook London EC4N 8AF
Registrars	Link Group The Registry 34 Beckenham Road Beckenham Kent BR3 4TU

PLACING STATISTICS

Placing Price	105 pence
Number of Existing Ordinary Shares	47,659,007
Number of Placing Shares being issued by the Company pursuant to the Placing	9,523,810
Number of EIS/VCT Placing Shares being issued by the Company pursuant to the Firm Placing	987,305
Number of Ordinary Shares in issue following First Admission	48,646,312
Number of General Placing Shares being issued by the Company pursuant to the Firm Placing	3,743,367
Number of Ordinary Shares in issue following Second Admission	52,389,679
Number of Conditional Placing Shares being issued by the Company pursuant to the Conditional Placing	4,793,138
Number of Ordinary Shares in issue following Third Admission ⁽¹⁾	57,182,817
Percentage of the existing issued ordinary share capital of the Company being placed pursuant to the Placing	19.98 per cent.
Percentage of the existing issued ordinary share capital of the Company being placed pursuant to the Firm Placing	9.93 per cent.
Percentage of the existing issued ordinary share capital of the Company being placed pursuant to the Conditional Placing	10.06 per cent.
Total gross proceeds of the Placing	£10.0 million
Total gross proceeds of the Firm Placing	£4.97 million
Total gross proceeds of the Conditional Placing	£5.03 million
Estimated expenses of the Placing	£0.5 million
Estimated net proceeds of the Placing receivable by the Company	£9.5 million
Approximate market capitalisation of the Company upon Third Admission ⁽¹⁾	£60.04 million
ISIN	GB00BJ05QC14
SEDOL	BJ05QC1

Note:

- (1) Assumes that, save for the Placing Shares, no new Ordinary Shares are issued following the date of this document and prior to Third Admission

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2021¹

Publication of this document	22 January
First Admission and dealings in the EIS/VCT Placing Shares expected to commence on AIM	8.00 a.m. on 27 January
Second Admission and dealings in the General Placing Shares expected to commence on AIM	8.00 a.m. on 28 January
Latest time and date for receipt of proxy votes and CREST voting instructions	11.00 a.m. on 4 February
General Meeting	11.00 a.m. on 8 February
Third Admission and dealings in the Conditional Placing Shares expected to commence on AIM	8.00 a.m. on 9 February
Where applicable, expected date for CREST accounts to be credited in respect of EIS/VCT Placing Shares in uncertificated form	27 January
Where applicable, expected date for despatch of definitive share certificates for EIS/VCT Placing Shares in certificated form	by 10 February
Where applicable, expected date for CREST accounts to be credited in respect of General Placing Shares in uncertificated form	28 January
Where applicable, expected date for despatch of definitive share certificates for General Placing Shares in certificated form	by 11 February
Where applicable, expected date for CREST accounts to be credited in respect of Conditional Placing Shares in uncertificated form	9 February
Where applicable, expected date for despatch of definitive share certificates for Conditional Placing Shares in certificated form	by 23 February

Notes:

1. Each of the above times and/or dates is subject to change at the absolute discretion of the Company and N+1 Singer. If any of the above times and/or dates should change, the revised times and/or dates will be announced through a Regulatory Information Service.

DEFINITIONS

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

“Act”	the Companies Act 2006 (as amended)
“Admissions”	First Admission, Second Admission and Third Admission
“AIM”	the AIM Market operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies published by the London Stock Exchange from time to time
“certificated form” or “in certificated form”	an Ordinary Share recorded on a company’s share register as being held in certificated form (namely, not in CREST)
“Company” or “Actual Experience”	Actual Experience plc, a company incorporated and registered in England and Wales under the Companies Act 1985 with registered number 06838738
“Conditional Placing”	the conditional placing of the Conditional Placing Shares by N+1 Singer, as agent on behalf of the Company, pursuant to the Placing Agreement, further details of which are set out in this document
“Conditional Placing Shares”	the 4,793,138 new Ordinary Shares to be issued and allotted, conditional upon the passing of the Resolutions, pursuant to the Conditional Placing
“CREST”	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in those regulations)
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (S.I. 2001 No. 3755)
“Dealing Day”	a day on which the London Stock Exchange is open for business in London
“Directors” or “Board”	the directors of the Company whose names are set out on page 6 of this document, or any duly authorised committee thereof
“EIS/VCT Placing”	the conditional placing of the EIS/VCT Placing Shares by N+1 Singer, as agent on behalf of the Company, pursuant to the Placing Agreement, further details of which are set out in this document
“EIS/VCT Placing Shares”	<p>the 987,305 new Ordinary Shares to be issued pursuant to the Firm Placing, comprising</p> <ul style="list-style-type: none">(a) such number of new Ordinary Shares which are to be allotted and issued pursuant to the Firm Placing to certain persons seeking to invest in “eligible shares” for the purposes of the Enterprise Investment Scheme; and(b) such number of new Ordinary Shares which are to be allotted and issued pursuant to the Firm Placing to certain persons seeking to invest in “eligible shares” through venture capital trusts
“Enlarged Share Capital”	the ordinary share capital of the Company as enlarged by the Placing (on the assumption that Third Admission occurs)

“Euroclear”	Euroclear UK & Ireland Limited, the operator of CREST
“Existing Ordinary Shares”	the 47,659,007 Ordinary Shares in issue at the date of this document, all of which are admitted to trading on AIM
“FCA”	the UK Financial Conduct Authority
“Firm Placing”	the firm placing of the Firm Placing Shares by N+1 Singer, as agent on behalf of the Company, pursuant to the Placing Agreement, further details of which are set out in this document
“Firm Placing Shares”	together, the EIS/VCT Placing Shares and the General Placing Shares
“First Admission”	admission of the EIS/VCT Placing Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules
“FSMA”	the Financial Services and Markets Act 2000 (as amended)
“General Meeting”	the general meeting of the Company to be virtually at 11.00 a.m. on 8 February 2021 (or any adjournment thereof), notice of which is set out at the end of this document
“General Placing”	the conditional placing of the General Placing Shares by N+1 Singer, as agent on behalf of the Company, pursuant to the Placing Agreement, further details of which are set out in this document
“General Placing Shares”	the 3,743,367 new Ordinary Shares to be issued and allotted pursuant to the Firm Placing
“Group”	the Company, its subsidiaries and its subsidiary undertakings
“London Stock Exchange”	London Stock Exchange plc
“N+1 Singer”	Nplus1 Singer Advisory LLP (together with its affiliates), the Company’s nominated adviser and broker
“Notice of General Meeting”	the notice convening the General Meeting which is set out at the end of this document
“Ordinary Shares”	ordinary shares of 0.2 pence each in the capital of the Company
“Placing”	together, the Firm Placing and the Conditional Placing
“Placing Agreement”	the conditional agreement dated 21 January 2021 and made between N+1 Singer and the Company in relation to the Placing, further details of which are set out in this document
“Placing Price”	105 pence per Placing Share
“Placing Shares”	the 9,523,810 new Ordinary Shares to be issued pursuant to the Placing
“Prospectus Regulation Rules”	the prospectus regulation rules made by the FCA pursuant to section 73A of the FSMA
“Regulatory Information Service”	a service approved by the FCA for the distribution to the public of regulatory announcements and included within the list maintained on the FCA’s website
“Resolutions”	the resolutions set out in the Notice of General Meeting

“Second Admission”	admission of the General Placing Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules
“Shareholders”	holders of Ordinary Shares from time to time
“Third Admission”	admission of the Conditional Placing Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“US” or “United States”	the United States of America, each State thereof, its territories and possessions (including the District of Columbia) and all other areas subject to its jurisdiction
“uncertificated” or “in uncertificated form”	an Ordinary Share recorded on a company’s share register 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

LETTER FROM THE NON-EXECUTIVE CHAIRMAN OF ACTUAL EXPERIENCE PLC**Actual Experience plc**

(Incorporated under the Companies Act 1985 and registered in England and Wales with registered number 06838738)

Directors:

Stephen Davidson (*Non-Executive Chairman*)
Dave Page (*Chief Executive Officer*)
Steve Bennetts (*Chief Financial Officer*)
Kirsten English (*Non-Executive Director*)
Sir Bryan Carsberg (*Non-Executive Director*)

Registered office:

Quay House
The Ambury
Bath
Somerset BA1 1UA

22 January 2021

To Shareholders

Dear Shareholder,

Firm Placing of 4,730,672 new Ordinary Shares
Proposed Conditional Placing of 4,793,138 new Ordinary Shares
each at a price of 105 pence per new Ordinary Share
and
Notice of General Meeting

1. Introduction

It was announced on 21 January 2021 that the Company had conditionally raised £10.0 million (before expenses) through the placing of 9,523,810 new Ordinary Shares at 105 pence per new Ordinary Share.

The Placing Shares represent approximately 19.98 per cent. of the Existing Ordinary Shares and approximately 16.66 per cent. of the Enlarged Share Capital. The Placing Price represents a 13.9 per cent. discount to the closing mid-market price of 122.0 pence per Ordinary Share on 20 January 2021, being the latest Dealing Day prior to the announcement of the Placing.

The Placing is being conducted in three tranches, the EIS/VCT Placing, the General Placing and the Conditional Placing.

The EIS/VCT Placing and the General Placing (together the Firm Placing) are being made pursuant to existing authorities to allot shares for cash and disapply pre-emption rights under section 551 and section 570, respectively, of the Act, which were granted to the Directors at the annual general meeting of the Company held on 12 March 2020. The Firm Placing is only conditional upon First Admission in respect of the EIS/VCT Placing Shares and Second Admission in respect of the General Placing Shares. Accordingly, it is expected that the EIS/VCT Placing Shares will be admitted to AIM and to commence trading at 8.00 a.m. on 27 January 2021 and the General Placing Shares are expected to be admitted to AIM and to commence trading at 8.00 a.m. on 28 January 2021.

The Company will require further share authorities to allot the Conditional Placing Shares. Accordingly, the Conditional Placing is conditional, *inter alia*, upon Shareholders approving the Resolutions at the General Meeting and Third Admission. Subject to the passing of the Resolutions, Third Admission is expected to occur at 8.00 a.m. on 9 February 2021 or such later time and/or date as N+1 Singer and the Company may agree, not being later than 8.00 a.m. on 15 February 2021.

The purpose of this document is, amongst other things, to provide you with information about the background to and the reasons for the Placing, to explain why the Board considers the Placing to be in the best interests of the Company and its Shareholders as a whole and why the Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the General Meeting as they intend to do or procure so in respect of their beneficial holdings and those of their connected persons amounting, in aggregate, to 2,142,124 Existing Ordinary Shares, representing approximately 4.50 per cent. of the existing issued ordinary share capital of the Company, notice of which is set out at the end of this document.

2. Background to and reasons for the Placing

In the first six months of the financial year 2020, the Company completed its pivot from a managed services-led offering to that of professional services. The COVID-19 pandemic initially slowed down the implementation of the professional services offering as it diverted attention of all of the Company's Channel Partners towards implementing business continuity processes, not just for their customers but for their own organisations.

However, as the Channel Partners and their customers have adapted to new ways of conducting their businesses in light of the pandemic, with a shift to remote and home working, the relevance of and opportunity for the Company's offering has increased significantly.

The Company has been working closely with new and existing Channel Partners to support their customers in this new environment and has seen early indications of increasing levels of engagement and shorter sales cycles as a result.

During the period, the Company secured amendments to the framework agreements with two of its existing Channel Partners enabling them to sell the Company's new Human Experience Management ("**HXM**") offering. A third Channel Partner made no amendments to its agreement as it is already in a position to sell the HXM offering. The introduction of HXM is expected to result in a reduction in sales cycles, as well as facilitating a recurring seat-based revenue model. Since August 2020, the Company's Channel Partners have rapidly established a list of target customers amounting to over 4 million addressable employees or seats and this number continues to grow.

In November 2020, the Company announced it received a Purchase Order from one of its Channel Partners in connection with a major deployment of its HXM offering. This opportunity represented a significant milestone for the Company and will represent the first large-scale deployment of a Business Impact Assessment ("**BIA**") project. The Company's software will analyse the digital experience of 10,000 home and office-based employees for one month. This confirms the emerging opportunity for the BIA offering to meet the urgent need of its Channel Partners and their enterprise customers as they address the continued challenges of COVID-19-related changes and newly established ways of working across the world.

Most recently, the Company also secured an initial order from Oracle Corporation and signed a three-year framework agreement with an American multinational computer technology company, both for the HXM offering.

The Company believes that it now has a solid operational platform and sales funnel with its Channel Partners to enable it to effect customer deployments more quickly, efficiently and on a larger scale.

3. Use of proceeds

The Directors intend that the net proceeds of the Placing of £9.5 million will be used to:

- expand the Company's sales and support teams in response to the expanding pipeline of sales prospects, and to enable the Company to have sufficient resources to smoothly on-board the Company's new partners;
- expand the Company's technology development team to facilitate the development of enhanced cloud efficiency and scalability, as well as increased automation of report generation for professional services engagements;

- strengthen the Company's balance sheet in order to enable to build credibility with larger blue-chip customers; and
- fund the Company's general working capital requirements.

4. The Placing

The Company proposes to raise approximately £4.47 million (net of expenses) through the issue of the Firm Placing Shares and approximately £5.03 million (net of expenses) through the issue of the Conditional Placing Shares, each at the Placing Price. The Placing Price represents a discount of 13.9 per cent. to the closing middle market price of 122.0 pence per Existing Ordinary Share on 20 January 2021, being the latest Dealing Day prior to the announcement of the Placing. The Placing Shares will represent approximately 16.66 per cent. of the Company's Enlarged Share Capital.

The Placing Agreement

Pursuant to the terms of the Placing Agreement, N+1 Singer, as agent for the Company, has conditionally agreed to use its reasonable endeavours to procure subscribers for the Placing Shares. N+1 Singer has conditionally placed the Placing Shares with certain existing and new institutional and other investors at the Placing Price. The Placing has not been underwritten by N+1 Singer.

The Placing Agreement:

- (a) in respect of the EIS/VCT Placing Shares, is conditional upon, *inter alia*, EIS/VCT Admission becoming effective on or before 8.00 a.m. on 27 January 2021 (or such later time and/or date as the Company and N+1 Singer may agree, but in any event by no later than 8.00 a.m. on 15 February 2021);
- (b) in respect of the General Placing Shares, is conditional upon, *inter alia*, Second Admission becoming effective on or before 8.00 a.m. on 28 January 2021 (or such later time and/or date as the Company and N+1 Singer may agree, but in any event by no later than 8.00 a.m. on 15 February 2021); and
- (c) in respect of the Conditional Placing Shares, is conditional upon, *inter alia*, the Resolutions being duly passed at the General Meeting and Third Admission becoming effective on or before 8.00 a.m. on 9 February 2021 (or such later time and/or date as the Company and N+1 Singer may agree, but in any event by no later than 8.00 a.m. on 15 February 2021).

The Placing Agreement contains customary warranties from the Company in favour of N+1 Singer in relation to, *inter alia*, the accuracy of the information in this document and other matters relating to the Group and its business. In addition, the Company has agreed to indemnify N+1 Singer in relation to certain liabilities it may incur in respect of the Placing. N+1 Singer has the right to terminate the Placing Agreement in certain circumstances prior to the Admissions, in particular, in the event of a breach of the warranties given to N+1 Singer in the Placing Agreement, the failure of the Company to comply in any respect with any of its obligations under the Placing Agreement, the occurrence of a force majeure event or a material adverse change affecting the condition, or the earnings or business affairs or prospects of the Group as a whole, whether or not arising in the ordinary course of business.

Settlement and dealings

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is expected that First Admission will become effective at 8.00 a.m. on 27 January 2021, Second Admission will become effective at 8.00 a.m. on 28 January 2021 and Third Admission will become effective at before 8.00 a.m. on 9 February 2021.

Each of the EIS/VCT Placing Shares, the Firm Placing Shares and the Conditional Placing Shares will, on First Admission, Second Admission and Third Admission (respectively), rank *pari passu* in all respects with the Existing Ordinary Shares and will rank in full for all dividends and other distributions declared, made or paid on Ordinary Shares after the relevant Admission.

5. The General Meeting

Set out at the end of this document is a notice convening the General Meeting to be held virtually, in accordance with the Corporate Insolvency and Governance Act 2020 (as amended), at 11.00 a.m. on 8 February 2021, at which the Resolutions will be proposed for the purposes of implementing the Conditional Placing.

Resolution 1, which will be proposed as an ordinary resolution, is to authorise the Directors to allot the Conditional Placing Shares provided that such authority shall expire on the date falling 18 months after the date of the resolution or on the date of the next annual general meeting of the Company, whichever is the earlier.

Resolution 2, which will be proposed as a special resolution and which is conditional upon the passing of Resolution 1, disapplies Shareholders' statutory pre-emption rights in relation to the issue of the Conditional Placing and in connection with an offer of equity securities to Shareholders but subject to such exclusions or other arrangements, such as fractional entitlements and overseas shareholders as the Director's consider necessary. Resolution 2 grants further authority to allot equity securities for cash on a non-pre-emptive basis up to an aggregate nominal amount of £9,474.00 provided that such authority shall expire on the date falling 18 months after the date of the resolution or on the date of the next annual general meeting of the Company, whichever is the earlier.

6. Action to be taken

In view of current guidance issued by the UK Government restricting social gatherings, which would prohibit Shareholders attending the meeting, the Company with regret, requests that Shareholders do not attend the meeting in person irrespective of whether the restrictions on social gatherings remain in place.

Notwithstanding the above, it is important to the Company that Shareholders are able to cast their votes and in order for your vote to be effective at the General Meeting, a proxy vote must be submitted at www.signalshares.com so as to have been received by the Company's registrars. not less than 48 hours (excluding weekends and public holidays) before the time appointed for the meeting or any adjournment of it. By registering on the Signal shares portal at www.signalshares.com, you can manage your shareholding, including:

- cast your vote**
- change your dividend payment instruction**
- update your address**
- select your communication preference.**

Any power of attorney or other authority under which the proxy is submitted must be returned to the Company's Registrars, Link Group, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF. If a paper form of proxy is requested from the registrar, it should be completed and returned to Link Group, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF to be received not less than 48 hours before the time of the meeting (excluding any part of a day that is not a working day).

If you hold your Existing Ordinary Shares in uncertificated form in CREST, you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual. Further details are also set out in the notes accompanying the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by Link Group (ID RA10) by no later than 11.00 a.m. on 4 February 2021 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

Shareholders are encouraged to submit questions, at least 48 hours prior to the General Meeting, relating to the business to be dealt with at the General Meeting to investors@actual-experience.com. The Company will endeavour to publish these questions and the Company's responses on the Company's website (www.actual-experience.com/about/investors/) as soon as practicable after the General Meeting.

7. Related party transactions

M&G Investment Management Limited (“**M&G**”) and Lombard Odier Asset Management Limited (“**Lombard Odier**”) are substantial shareholders of the Company (the “**Substantial Shareholders**”) and therefore classified as related parties under the AIM Rules.

M&G has participated in the Placing in respect of 857,143 Placing Shares and Lombard Odier has participated in the Placing in respect of 1,000,000 Placing Shares (in each case, such participation being split between Firm Placing Shares and Conditional Placing Shares). The participation of each of M&G and Lombard Odier in the Placing is considered related party transactions under the AIM Rules.

The Directors, having consulted with the Company’s nominated adviser, N+1 Singer, consider that the terms of the Substantial Shareholders’ respective participation in the Placing are fair and reasonable insofar as the Company’s Shareholders are concerned.

8. Recommendation

The Directors consider the Placing to be in the best interests of the Company and its Shareholders as a whole and accordingly recommend unanimously Shareholders to vote in favour of the Resolutions to be proposed at the General Meeting as they intend to do so or procure in respect of their beneficial holdings and those of their connected persons amounting, in aggregate, to 2,142,124 Existing Ordinary Shares, representing approximately 4.50 per cent. of the existing issued ordinary share capital of the Company.

Yours faithfully

Stephen Davidson

Non-Executive Chairman

NOTICE OF GENERAL MEETING

Actual Experience plc

(Incorporated under the Companies Act 1985 and registered in England and Wales with registered number 06838738)

NOTICE IS HEREBY GIVEN THAT a general meeting of Actual Experience plc (the “**Company**”) will be held virtually at 11.00 a.m. on 8 February 2021 to consider and, if thought fit, to pass the following resolutions of which resolution 1 will be proposed as an ordinary resolution of the Company and resolution 2 will be proposed as a special resolution of the Company. In light of public health advice in response to the COVID-19 outbreak, including to limit public gatherings, which would prohibit Shareholders attending the meeting, the Company, with regret, has determined that, in accordance with the Corporate Insolvency and Governance Act 2020 (as amended), the General Meeting will be held virtually as a closed meeting with the minimum number of members legally required to be present.

ORDINARY RESOLUTION

1. THAT, in substitution for 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 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 shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being “**relevant securities**”) provided that this authority shall be limited to the allotment of up to 9,523,810 new ordinary shares of 0.2 pence each in the capital of the Company in connection with the Conditional Placing (as such term is defined in the circular to shareholders of the Company dated 22 January 2021) and unless previously renewed, revoked, varied or extended, this authority shall expire at the earlier of the date which is 18 months from the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company except that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired.

SPECIAL RESOLUTION

2. THAT, conditional upon the passing of Resolution 1 and in substitution for any existing authorities and powers given to the directors pursuant to section 570 of the Act prior to the passing of this resolution, the directors be and they are empowered pursuant to section 570(1) and 571(1) of the Act, as applicable, to allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authority of the directors under section 551 of the Act conferred by Resolution 1, and/or where such allotment constitutes an allotment of equity securities by virtue of section 560(2) of the Act, as if section 561(1) of the Act did not apply to such allotment provided that the power conferred by this resolution shall be limited to:
 - (a) the allotment of 9,523,810 new ordinary shares of 0.2 pence each in the capital of the Company in connection with the Conditional Placing;
 - (b) the allotment of equity securities in connection with an invitation or offer of equity securities to the holders of ordinary shares in the capital of the Company (excluding any shares held by the Company as treasury shares (as defined in section 724(5) of the Act)) on a fixed record date in proportion (as nearly as practicable) to their respective holdings of such shares or in accordance with the rights attached to such shares (but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or as a result of legal or practical problems under the laws of, or the requirements of any regulatory body or any stock exchange in any territory or otherwise howsoever); and

- (c) the allotment (otherwise than pursuant to sub-paragraphs (a) and (b) above) of equity securities up to an aggregate nominal value equal to £9,474.00,

and unless previously renewed, revoked, varied or extended this power shall expire on the earlier of the conclusion of the next annual general meeting of the Company and the date falling 18 months after the date of the passing of this resolution except that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted under this authority after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

Dated: 22 January 2021

Registered Office:

Quay House
The Ambury
Bath
Somerset BA1 1UA

By order of the Board:

Steve Bennetts
Company Secretary

Notes:

The following notes remain subject to Government restrictions that may be in place at the time of the General Meeting arising from the COVID-19 situation.

1. In light of public health advice in response to the COVID-19 outbreak, including to limit public gatherings, which would prohibit Shareholders attending the meeting, the Company, with regret, has determined that, in accordance with the Corporate Insolvency and Governance Act 2020 (as amended), the General Meeting will be held virtually as a closed meeting with the minimum number of members legally required to be present.
2. The right to vote at the meeting is determined by reference to the register of members. Only those shareholders registered in the register of members of the Company as at close of business on 4 February 2021 (or, if the meeting is adjourned, close of business on the date which is two working days before the date of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the meeting.
3. A member entitled to attend and vote at the meeting may appoint one or more proxies to exercise all or any of the member's rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company but must attend the meeting for the member's vote to be counted. If a member appoints more than one proxy to attend the meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by the member. If a member wishes to appoint more than one proxy they may do so at www.signalshares.com. The appointment of a proxy will not preclude a shareholder from attending and voting in person at the meeting.
4. You will not receive a proxy card in the post. You may vote your shares electronically at www.signalshares.com. On the home page search 'Actual Experience PLC' and then log in or register using your Investor Code. To vote, click on the 'Vote Online Now' button. To be effective, the proxy vote must be submitted at www.signalshares.com so as to have been received by the Company's registrars, not less than 48 hours (excluding weekends and public holidays) before the time appointed for the meeting or any adjournment of it. By registering on the Signal shares portal at www.signalshares.com, you can manage your shareholding, including:
 - cast your vote
 - change your dividend payment instruction
 - update your address
 - select your communication preference.
5. Any power of attorney or other authority under which the proxy is submitted must be returned to the Company's Registrars, Link Group, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF. If a paper form of proxy is requested from the registrar, it should be completed and returned to Link Group, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF to be received not less than 48 hours before the time of the meeting.
6. If you need help with voting online, or require a paper proxy form, please contact our Registrar, Link Group by email at enquiries@linkgroup.co.uk, or you may call Link on 0371 664 0391. 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. We are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. Submission of a proxy vote shall not preclude a member from attending and voting in person at the meeting in respect of which the proxy is appointed or at any adjournment thereof.
7. If you need help with voting online, or require a paper proxy form, please contact our Registrar, Link Group by email at enquiries@linkgroup.co.uk, or you may call Link on 0871 664 0391 if calling from the UK, or +44 (0) 371 664 0391 if calling from outside of the UK. We are open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Submission of a Proxy vote shall not preclude a member from attending and voting in person at the meeting in respect of which the proxy is appointed or at any adjournment thereof.
8. Any electronic address provided either in this Notice or in any related documents may not be used to communicate with the Company for any purposes other than those expressly stated.

9. CREST members who wish to appoint a proxy or proxies for the meeting (or any adjournment of it) through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), 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. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Link Group (ID RA10) no later than 11.00 a.m. on 4 February 2021 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Link Group is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, 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 messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) 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.

10. A shareholder which is a corporation may authorise one or more persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares.
11. As at the date of this Notice of General Meeting, the Company’s issues share capital comprised 47,659,007 ordinary shares of 0.2 pence each. Each ordinary share carries one vote.

