

## **THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION**

**If you are in any doubt about the contents of this document or as to what action you should take, you are recommended to seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000, as amended, if you are in the UK or, if not, another appropriately authorised independent financial adviser.**

If you have sold or otherwise transferred all your ordinary shares in NYCE International plc (the **Company**), please forward this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through or by whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, such documents should not be forwarded or transmitted in or into the United States, Canada, Australia, the Republic of South Africa or Japan or any other jurisdiction if to do so would constitute a violation of the laws of such jurisdiction. If you have sold or transferred only part of your holding of shares in the Company, please retain this document and the accompanying Form of Proxy and contact the stockbroker, bank or other agent who arranged the sale or transfer as soon as possible.

Application will be made for the New Ordinary Shares arising from the Share Consolidation to be admitted to trading on Aquis. It is expected that admission will become effective and that dealings in the New Ordinary Shares will commence at 8:00 a.m. on 3 November 2025.

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

### **NYCE INTERNATIONAL PLC**

*(incorporated in England and Wales with company number 13440398)*

## **Notice of General Meeting**

This document should be read in its entirety. Your attention is drawn to the letter from the Executive Chairman of the Company set out on pages 4-6 of this document, which sets out the Directors' recommendations.

Notice of a General Meeting of NYCE International plc to be held at 21 Arlington Street, London SW1A 1RN on 31 October 2025 at 10.00 a.m. is set out at the end of this document. Shareholders are requested to complete, sign and return the Form of Proxy accompanying this document to the Company's registrar, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD as soon as possible but in any event so as to be received by no later than 10.00 a.m. on 29 October 2025 or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting (excluding non-working days). The return of a Form of Proxy will not preclude a Shareholder from attending and voting at the General Meeting in person should he or she subsequently decide to do so.

## **How to vote**

Your votes matter. If you cannot attend the General Meeting, please vote your shares by appointing the Chairman of the Company as your proxy. You can vote by returning the form of proxy that you received with this document. All voting on the resolution at the General Meeting will be conducted on a poll, which means that you should submit your proxy as soon as possible. There will also be an opportunity to submit a separate poll card at the meeting or a revised poll card if you wish to change your vote contained in a previously completed form.

A shareholder may appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the General Meeting, provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a member of the Company. To be valid, the form of proxy provided or other instrument appointing a proxy should be completed, signed and returned as soon as possible to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD. As an alternative to returning a hard copy form of proxy, shareholders may submit their proxy electronically at [www.sharegateway.co.uk](http://www.sharegateway.co.uk) by using their Personal Proxy Registration Code as shown on their form of proxy.

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## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Circular posted to Shareholders	15 October 2025
Latest time and date for receipt of proxy appointments	10:00 a.m. on 29 October 2025
General Meeting	10:00 a.m. on 31 October 2025
Record Date for the Share Consolidation	6:00 p.m. on 31 October 2025
Expected date on which New Ordinary Shares will be admitted to trading on Aquis	8.00 a.m. on 3 November 2025
Expected date on which CREST accounts credited with New Ordinary Shares	3 November 2025
Expected date by which definitive new share certificates are to be dispatched	Week commencing 10 November 2025

The Company's ISIN code is GB00BMD0WG01. The Company's new ISIN code following the Share Consolidation will be announced prior to the GM.

## SHARE INFORMATION

Number of Existing Ordinary Shares in issue at the Last Practicable Date	1,551,285,699
Number of expected Ordinary Shares in issue at the Record Date	1,551,285,750
Total expected number of New Ordinary Shares in issue following the Share Consolidation	10,341,905

## DEFINITIONS

In this document and Form of Proxy, the following words and expressions shall, except where the context requires otherwise, have the following meanings:

“Admission”	the admission of the New Ordinary Shares to trading on Aquis becoming effective in accordance with the Aquis Rules
“Aquis”	the Aquis Stock Exchange
“Aquis Rules”	the rules applicable to Aquis companies, as published by the Aquis Stock Exchange from time to time
“Board” or “Directors”	the board of directors of the Company
“certificated” or “in certificated form”	the description of a share or other security which is not in uncertificated form (that is, not in CREST)
“the Company”	NYCE International Plc
“CREST”	the relevant system (as defined in the CREST Regulations) for the paperless settlement of share transfers and the holding of shares in uncertificated form operated by Euroclear UK & International Limited
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No.1/3755) (as amended)
“Excess Ordinary Shares”	the new Existing Ordinary Shares to be issued so that the aggregate nominal value of the ordinary share capital of the Company is exactly divisible by 150
“Existing Ordinary Shares”	the existing ordinary shares of 0.1p each in the Company in issue at the date of this document
“General Meeting” or “GM”	the General Meeting of the Company to be held at 21 Arlington Street, London SW1A 1RN on 31 October 2025 at 10.00 a.m., notice of which is set out at the end of this document
“Form of Proxy”	the form of proxy for use by Shareholders in connection with the General Meeting which may be requested from Neville Registrars
“Fractional Shareholder”	has the meaning ascribed to that expression in the letter from the Chairman on page 5 of this document
“Last Practicable Date”	14 October 2025
“New Ordinary Shares”	the new ordinary shares of 15p each in the Company arising on consolidation of the Existing Ordinary Shares
“Option”	options over Existing Ordinary Shares
“Record Date”	6 p.m. on 31 October 2025 (or such other time and date as the Directors may determine)
“Resolution”	the resolution to be proposed at the GM as set out in the Notice of GM at the end of this document
“Share Consolidation”	the proposed consolidation of the Company’s ordinary share capital resulting in every 150 Existing Ordinary Shares being consolidated into 1 New Ordinary Share
“Shareholder”	a holder of Existing Ordinary Shares
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“uncertificated” or “in uncertificated form”	recorded on the relevant register of the share concerned as being held in uncertificated form in CREST, and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
“Warrants”	warrants for Existing Ordinary Shares issued by the Company

## LETTER FROM THE NON-EXECUTIVE CHAIRMAN

### NYCE INTERNATIONAL PLC

(Incorporated and Registered in England and Wales, with company number 13440398)

#### Directors:

Harmen Brenninkmeijer, *Executive Chairman*  
Farzad Peyman, *CEO*  
Stelios Michaelides, *Chief Financial Officer*  
John May, *Independent Non-Executive Director*

#### Registered Office:

1 Thorn Road, Blaydon-On-Tyne, England NE21 5FE

15 October 2025

To Shareholders and, for information only, to Option holders and holders of Warrants

Dear Shareholder

### PROPOSED SHARE CONSOLIDATION

#### 1. INTRODUCTION

The Company is proposing to implement a consolidation of the Company's ordinary share capital on the basis of 1 New Ordinary Share of 15p for every 150 Existing Ordinary Shares of 0.1p each. The purpose of this document is to provide you with information about the background to and reasons for the proposed Share Consolidation, to explain why the Board considers the Share Consolidation to be in the best interests of the Company and its Shareholders as a whole, and why the Directors recommend that you vote in favour of the Resolution to be proposed at the General Meeting, notice of which is set out at the end of this document.

#### 2. GENERAL UPDATE

The Company's near-term priorities remain focused on scaling operations and diversifying revenue streams across its core and emerging business lines. Key initiatives include:

- **NirmataPlay:** Onboarding of further multi-country operators, supported by an established games portfolio and further investment into licensing and certifications.
- **ClickSpin Media:** Driving growth in the Company's affiliate marketing arm, expanding its performance marketing capabilities to support both traditional operators and the rapidly growing crypto casino channel.
- **NYCE Crypto Advisory:** Following its launch in July 2025, this new division will provide strategic, technical, and product-focused advisory services at the intersection of iGaming and Web3, underpinned by NYCE's partner network and expertise. The advisory service complements existing Company offerings and positions NYCE at the forefront of a market projected to grow significantly in the coming years.
- **Proprietary Content Development:** Investment into the development of proprietary games tailored to the crypto casino segment, further enhancing the Company's ecosystem and providing differentiated offerings to operators.
- **Strategic Technical Ventures (STVs):** Continuing to expand and grow ventures that strengthen the Group's technology-led platform approach, building a broader product marketplace for the betting and gaming industry.

#### 3. BACKGROUND TO AND REASONS FOR THE PROPOSED SHARE CONSOLIDATION

As at 14 October 2025 (being the latest practicable date prior to the publication of this document), the Company had 1,551,285,699 Existing Ordinary Shares in issue. With shares of low denominations, small absolute movements in the share price can represent large percentage movements resulting in volatility. In addition, some retail stockbrokers' systems do not permit clients to participate in fundraisings if company shares prices are below one pence. The Board also believes that the bid-offer spread on shares priced at low absolute levels can be disproportionate to the share price and therefore to the detriment of Shareholders. The Board is of the view that it would benefit the Company and Shareholders to reduce the number of Existing Ordinary Shares in issue with a resulting adjustment in the market price of such shares, by consolidating the Existing Ordinary Shares on the basis of 1 New Ordinary Share of

15p for every 150 Existing Ordinary Shares of 0.1p each. This is expected to enable the Company's shares to be offered by more retail platforms and to assist in reducing the volatility in the Company's share price and enable a more consistent valuation of the Company, making the Company's shares more attractive to institutional investors.

#### 4. DETAILS OF THE PROPOSED SHARE CONSOLIDATION

Upon implementation of the Share Consolidation, Shareholders on the register of members of the Company on the Record Date, which is expected to be 6 p.m. on 31 October 2025, will exchange every 150 Existing Ordinary Shares they hold for 1 New Ordinary Share. The proportion of the issued ordinary share capital of the Company held by each Shareholder following the Share Consolidation will, save for fractional entitlements and subject to the exercise of share options and warrants, be unchanged.

To effect the Share Consolidation it will be necessary to issue such minimum number of additional Excess Ordinary Shares (not exceeding 150 in total) so that the aggregate nominal value of the ordinary share capital of the Company is exactly divisible by 150. It is therefore proposed that in order to facilitate the Share Consolidation, 51 Excess Ordinary Shares will be issued so that, prior to the Share Consolidation, the Company's issued share capital will be exactly divisible by 150.

The Share Consolidation will result in an adjustment to the number of existing Warrants and Options. As of 14 October 2025, there were 366,975,850 Warrants and 100,000,000 Options. After the Share Consolidation which will exchange every 150 Existing Ordinary Shares for 1 New Ordinary Share there will be 2,446,505 outstanding Warrants and 666,666 outstanding Options, and the subscription price for the Warrants and the exercise price for the Options will be multiplied by 150.

Other than the change in nominal value, the New Ordinary Shares arising on implementation of the Share Consolidation will have the same rights as the Existing Ordinary Shares, including voting, dividend and other rights.

No Shareholder will be entitled to a fraction of a New Ordinary Share and where, as a result of the consolidation of Existing Ordinary Shares described above, any Shareholder would otherwise be entitled to a fraction of a New Ordinary Share in respect of their holding of Existing Ordinary Shares at the Record Date (a "Fractional Shareholder"), such fractions shall be aggregated with the other fractions of New Ordinary Shares to which other Fractional Shareholders of the Company may be entitled so as to form full New Ordinary Shares and sold in the market. The costs, including the associated professional fees and expenses, that would be incurred in distributing such proceeds are likely to exceed the total net proceeds distributable to such Fractional Shareholders.

The Board is therefore of the view that, as a result of the disproportionate costs in such circumstances, it would not be in the Company's best interests to distribute such proceeds of sale and the proceeds will instead be retained for the benefit of the Company in accordance with the Resolution. Furthermore, any shareholders holding fewer than 150 Existing Ordinary Shares as at 6 p.m. on the Record Date will cease to be a shareholder of the ordinary shares in the Company. The minimum threshold to receive New Ordinary Shares will be 150 Existing Ordinary Shares.

If you hold a share certificate in respect of your Existing Ordinary Shares in the Company, your certificate will no longer be valid from the time the proposed Share Consolidation becomes effective. If you hold 150 or more Existing Ordinary Shares on the Record Date you will be sent a new share certificate evidencing the New Ordinary Shares to which you are entitled under the Share Consolidation. Such certificates are expected to be dispatched no later than week commencing 10 November 2025. The certificates will be dispatched by 1st class post, at the risk of the shareholder. Upon receipt of the new certificate, you should destroy any old certificates. Pending the dispatch of the new certificates, transfers of certificated New Ordinary Shares will be certified against the Company's share register.

If you hold your Existing Ordinary Shares in uncertificated form, you should expect to have your CREST account credited with the New Ordinary Shares to which you are entitled on implementation of the Share Consolidation on 3 November 2025 or as soon as practicable after the Share Consolidation becomes effective.

The Company's new ISIN code following the Share Consolidation will be announced prior to the GM.

#### 5. ADMISSION TO AQUIS

The Share Consolidation is conditional upon permission being granted by the Aquis Stock Exchange for the New Ordinary Shares to be admitted to trading on Aquis. Application for such Admission will be made so as to enable the New Ordinary Shares to be admitted to trading on Aquis as soon as practicable following the Record Date. It is expected that Admission will become effective at 8:00 a.m. on 3 November 2025 whereupon the Share Consolidation will be effective.

## 6. EFFECTS OF THE PROPOSED SHARE CONSOLIDATION ON SHARE OPTIONS AND WARRANTS

The rules of existing share options and warrants provide that in the event of any consolidation or subdivision of the share capital of the Company, then the number of shares subject to an option or warrant instrument and the exercise price payable on exercise of an option or the price payable for warrant shares may be adjusted by the Board in such manner and with effect from such date as the Board may determine to be appropriate.

The effect of these provisions will be that, following the Share Consolidation, the number of shares subject to any option held under share options will decrease broadly to one one hundred and fiftieth of their number prior to consolidation whilst the price payable for the exercise of each option will increase broadly by a multiple of 150.

Likewise, the number of warrants will decrease broadly to one one hundred and fiftieth in number, and the price will increase broadly by a multiple of 150.

There should, therefore, be no material alteration to the current potentially dilutive effects of the options granted under share options.

## 7. GENERAL MEETING

In order to give effect to the Share Consolidation, approval by Shareholders in a general meeting is needed. You will therefore find set out at the end of this document a notice convening the General Meeting to be held at 21 Arlington Street, London SW1A 1RN on 31 October 2025 at 10.00 a.m. (GMT) at which the Resolution will be proposed.

To be passed, the resolution requires a simple majority of those voting in favour in person or on a poll.

## 8. ACTION TO BE TAKEN

Shareholders will find enclosed a Form of Proxy for use at the GM. Shareholders are encouraged to complete and return the Form of Proxy to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD in accordance with the instructions printed thereon as soon as possible. As an alternative to returning a hard copy form of proxy, shareholders may submit their proxy electronically at [www.sharegateway.co.uk](http://www.sharegateway.co.uk) by using their Personal Proxy Registration Code as shown on their form of proxy. To be valid, the Form of Proxy provided or other instrument appointing a proxy must be received by the Company's registrar, at the address shown on the Form of Proxy. For proxy appointments to be valid, they must be received no later than 10.00 a.m. on 29 October 2025.

Although shareholders are encouraged to vote by proxy, completion and return of a Form of Proxy will not prevent you from attending the GM and submitting a poll card in the event of a poll.

Your votes do matter. Information about how to vote at the GM is given on page 8 of this notice. If you cannot attend the meeting, please vote your shares by appointing a proxy.

## 9. RECOMMENDATION

The Directors consider that the proposed Share Consolidation is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the Resolution being proposed at the General Meeting, as they intend to do or procure to be done in respect of their own and their connected persons' beneficial holdings.

Yours faithfully

**Harmen Brenninkmeijer**  
**Executive Chairman**

**NYCE INTERNATIONAL PLC**  
(Registered in England and Wales under No.  
13440398)

**NOTICE OF GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a General Meeting of the Company will be held at 21 Arlington Street, London SW1A 1RN on 31 October 2025 at 10.00 a.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as an Ordinary Resolution.

**ORDINARY RESOLUTION**

That all of the ordinary shares of 0.1p each in the capital of the Company be consolidated into ordinary shares of 15p each on the basis of 1 new ordinary share of 15p for every 150 existing ordinary shares of 0.1p each, each such new ordinary share having the rights and being subject to the restrictions set out in the Company's articles of association, provided that any fractions of ordinary shares of 0.1p each to which any holder of ordinary shares would otherwise be entitled arising from such consolidation shall be aggregated and consolidated so far as is possible into ordinary shares of 15p each and sold for the benefit of the Company. Fractional entitlements will not be paid to individual shareholders. For the purposes of implementing the provisions of this paragraph the Board may appoint any other person to execute sales, transfers or renunciations on behalf of persons otherwise entitled to such fractions and generally may make all arrangements which appear to them to be necessary or appropriate for the settlement and disposal of new ordinary shares representing such fractions.

Registered Office:

1 Thorn Road, Blaydon-On-Tyne, England NE21 5FE  
United Kingdom

Company number: 13440398

15 October 2025

**BY ORDER OF THE BOARD**

Richard Croft  
Company Secretary

1. Shareholders will only be entitled to attend and vote at the General Meeting if they are registered as the holders of Ordinary Shares at 6.00 p.m. on 29 October 2025. If the General Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to vote at the adjourned meeting is 48 hours (excluding non-working days) prior to the date and time fixed for the adjourned meeting. Changes to entries on the register of members of the Company later than the time and date falling 48 hours (excluding non-working days) prior to the meeting (or any adjournment thereof) will be disregarded in determining the rights of any person to vote at the meeting.
2. A shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, vote and speak at the meeting provided each proxy is appointed to exercise rights attached to different shares. A proxy need not be a shareholder of the Company.
3. Shareholders can:
  - appoint a proxy or proxies and give proxy instructions by returning the enclosed form of proxy by post or online (see note 4); or
  - if a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see note 5-8).
4. A form of proxy is enclosed for use by the shareholders of the Company. To be effective, it must be deposited with the Company's registrars, **Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD**, or submitted via [www.sharegateway.co.uk](http://www.sharegateway.co.uk), so as to be received no later than 48 hours (excluding non-working days) before the time appointed for holding the meeting. Shareholders will need to use their Personal proxy Registration Code as printed on their form of Proxy to facilitate an online vote. Completion of the proxy or online vote does not preclude a shareholder from subsequently attending and voting at the meeting if he or she so wishes. In the case of a shareholder which is a company, the form of proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.
5. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). 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.
6. For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear 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 the issuer's agent (ID: 7RA11) no later than 10.00 a.m. on 29 October 2025, or, in the event of an adjournment of the General Meeting, 48 hours (excluding non-working days) before the 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 the issuer's agent 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.
7. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is 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/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.
8. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
9. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting.
10. The notes to the form of proxy explain how to direct your proxy how to vote on each resolution or withhold their vote.
11. Any person to whom this Notice of Meeting is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a **Nominated Person**) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such Proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of Proxies in paragraphs 2 and 3 above does not apply to Nominated Persons. The rights described in those paragraphs can only be exercised by shareholders of the Company.
12. Any shareholder attending a meeting of the Company has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:
  - a. to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
  - b. the answer has already been given on a website in the form of an answer to a question; or
  - c. it is undesirable in the interests of the Company or the good order of the meeting that the questions be answered
13. As at 14 October 2025 (being the latest practicable date before publication of this notice) the Company had 1,551,285,699 Ordinary Shares in issue, each with a nominal value of 0.1 pence per share. Each Ordinary Share carries one vote. The Company holds 1,546,341 Ordinary Shares in treasury. Therefore the total number of voting rights in the Company is 1,549,738,358.