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If you sell or transfer or have sold or otherwise have transferred all of your Existing Ordinary Shares, please send this document and the accompanying Form of Proxy as soon as possible to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred some (but not all) of your Existing Ordinary Shares, please retain these documents and consult the stockbroker or other agent through whom the sale or transfer was effected.

This document does not constitute a prospectus for the purposes of the Prospectus Rules of the Financial Conduct Authority nor does it comprise an admission document prepared in accordance with the AIM Rules. Accordingly, this document has not been approved by or filed with the Financial Conduct Authority, London Stock Exchange plc or any other regulatory authority. This document does not constitute or form part of any offer or invitation to sell or issue, or a solicitation of any offer to acquire, purchase or subscribe for, Ordinary Shares.

Application has been made to London Stock Exchange plc for the New Ordinary Shares to be admitted to trading on AIM. It is expected that Admission will occur and dealings will commence in the New Ordinary Shares on 16 May 2023. The New Ordinary Shares will, when issued, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends or other distributions declared, made or paid on or after they are issued.

CT Automotive Group plc

(Incorporated and registered in England and Wales with company number 10451211)

Placing and subscription of 22,664,259 new ordinary shares

at an Issue Price of 34 pence per share

and

Notice of General Meeting

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's Financial Conduct 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.

Your attention is also drawn to the letter from the Chairman set out in Part I of this document recommending you vote in favour of the Resolutions to be proposed at the General Meeting which is referred to below. You should read the whole of this document carefully. Capitalised words and phrases used in this document shall have the meanings given to them in definitions section of this document.

Notice convening the General Meeting of the Company to be held at the offices of Fieldfisher LLP, Riverbank House, 2 Swan Lane, London EC4R 3TT on 15 May 2023 at 11:30 a.m. is set out in Part II of this document.

The accompanying Form of Proxy for use in connection with the General Meeting should be completed by Shareholders and returned as soon as possible but, in any event, so as to be received by Link Group, PXS 1, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL no later than 11:30 a.m. on 11 May 2023 (or, in the case of an adjournment of the General Meeting, not later than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the holding of the adjourned meeting). Alternatively, Shareholders will be able to vote electronically using the website www.signalshares.com. You will need to log into your signal shares account or register if you have not previously done so. To register you will need your Investor Code; this is detailed on your share certificate or available from the Registrars, Link Group.

Shareholders who hold their shares in uncertificated form may use the CREST electronic proxy appointment service. In order for a proxy appointment made using the CREST service to be valid, the appropriate CREST message must be properly authenticated and contain the information required for such instructions as described in the CREST Manual. The message must be transmitted so as to be received by the Registrars, Link Group, PXS 1, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL (ID RA10), by no later than 11:30 a.m. on 11 May 2023. Completion and return of a Form of Proxy will not preclude you from attending, speaking and voting at the General Meeting should you so wish.

Liberum Capital Limited, which is authorised and regulated by the Financial Conduct Authority and is a member of the London Stock Exchange, is acting as nominated adviser and broker to the Company and no one else in connection with the Placing. Liberum's responsibilities as the Company's nominated adviser under the AIM Rules are owed solely to the London Stock Exchange and are not owed to the Company or to any Director or any other person.

No representation or warranty, express or implied, is made by Liberum as to any of the contents of this document, for which the Company is responsible (without limiting the statutory rights of any person to whom this document is issued). Liberum has not authorised the contents of, or any part of, this document, and no liability whatsoever is accepted by Liberum for the accuracy of information or opinions contained in this document or for the omission of any material information. Liberum will not be offering advice and will not otherwise be responsible for providing customer protections to recipients of this document in respect of the Placing or any acquisition of shares in the Company.

Apart from the responsibilities and liabilities, if any, which may be imposed on Liberum by FSMA or the regulatory regime established thereunder, Liberum does not accept any responsibility whatsoever for 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 or the Placing. Liberum accordingly disclaims all and any liability whether arising in tort, contract or otherwise (save as referred to above) in respect of this document or any such statement.

The distribution of this document and the offer of the New Ordinary Shares in certain jurisdictions may be restricted by law. Accordingly, this document must not be distributed or published in any jurisdiction except under circumstances that will result in full compliance with any applicable laws and regulations. Persons outside of the UK into whose possession this document comes should inform themselves about and observe any such restrictions.

FORWARD LOOKING STATEMENTS

This document includes forward looking statements (that is, statements other than statements of historical facts), including (without limitation) those regarding the Group's financial position, business strategy, plans and objectives of management for future operations, and any statement preceded or followed by, or including, words such as "target", "believe", "expect", "aim", "intend", "will", "may", "anticipate", "would" or "could", or negatives of such words. Such forward looking statements involve known and unknown risks, uncertainties and other factors beyond the Group's control, that could cause the actual results, performance or achievements of the Company to be materially different to future results, performance or achievements expressed or implied by such statements. Such forward looking statements are based on numerous assumptions regarding the Group's present and future business strategies and the environment in which the Group will operate in the future. They speak only as at the date of this document. The Company expressly disclaims any obligation to disseminate any update or revision to any forward looking statement in this document to reflect any change in the Company's expectations or any change in events, conditions or circumstances on which any such statement is based, unless required to do so by applicable law or the AIM Rules.

Copies of this document will be available free of charge from the Company's registered office during normal business hours on each day (excluding Saturday, Sunday and public holidays) from the date hereof until the date of the General Meeting. Copies will also be available from the Company's website at <https://ct-automotive.net/>.

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DIRECTORS AND ADVISERS

Directors	Simon Phillips – Executive Chairman Scott McKenzie – Chief Executive Officer Anna Brown – Chief Financial Officer Tracey James – Senior Independent Non-executive Director Francesca Ecsery – Non-executive Director Raymond Bench – Non-executive Director
Company Secretary	MSP Corporate Services Limited 27-28 Eastcastle Street London W1W 8DH
Registered Office	1000 Lakeside North Harbour Western Road Portsmouth England PO6 3EN
Nominated Adviser and Sole Broker	Liberum Capital Limited Level 12, Ropemaker Place 25 Ropemaker Street London EC2Y 9LY
Solicitors to the Company	Fieldfisher LLP Riverbank House 2 Swan Lane London EC4R 3TT
Solicitors to the Nominated Adviser and Sole Broker	Osborne Clarke LLP One London Wall London EC2Y 5EB
Registrars	Link Group 10th Floor, Central Square 29 Wellington Street Leeds LS1 4DL

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document, the Notice of General Meeting and the Form of Proxy	28 April 2023
Latest time and date for receipt of Forms of Proxy	11:30 a.m. on 11 May 2023
General Meeting	11:30 a.m. on 15 May 2023
Results of the General Meeting	15 May 2023
Admission of the New Ordinary Shares to trading on AIM and commencement of dealings	8:00 a.m. on 16 May 2023
CREST accounts to be credited for New Ordinary Shares to be held in uncertificated form	16 May 2023
Dispatch of definitive share certificates for New Ordinary Shares to be held in certificated form	by 31 May 2023

PLACING AND SUBSCRIPTION

Issue Price	34 pence
Number of Existing Ordinary Shares in issue at the date of this document	50,933,289
Total number of Placing Shares to be issued by the Company pursuant to the Placing	15,265,745
Total number of Subscription Shares and Director Subscription Shares to be issued by the Company pursuant to the Subscription and the Director Subscription	7,398,514
Total gross proceeds receivable by the Company pursuant to the Fundraising	£7.7 million
Estimated cash proceeds of the Fundraising receivable by the Company (net of expenses)	approximately £7.3 million
Number of Ordinary Shares in issue immediately following Admission	73,597,548
Percentage of the Enlarged Share Capital represented by the New Ordinary Shares	31 per cent.
Market capitalisation of the Company at Admission at the Issue Price	approximately £25 million
Ordinary Share ISIN	GB00BMHYGR77
SEDOL	BMHYGR7

Notes:

- (a) Unless otherwise specified, references in this document to time are to London time.
- (b) The times and dates above are indicative only. If there is any change, revised times and dates will be notified to Shareholders by means of an announcement through a Regulatory Information Service.
- (c) All references in this document to "pounds sterling", "sterling", "£", "pence" or "p" are to the lawful currency of the United Kingdom and all references to "dollars", "USD" or "\$" are to the lawful currency of the United States of America.

DEFINITIONS

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

“Admission”	the admission of the New Ordinary Shares to trading on AIM becoming effective in accordance with the AIM Rules
“AIM”	the market of that name operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies, as published by the London Stock Exchange, as amended from time to time
“Announcements”	the announcements released by the Company on 27 April 2023 relating to the Fundraising and the publication of this document
“Articles”	the articles of association of the Company
“Board”	the board of directors of the Company
“certificated” or “in certificated form”	an Ordinary Share which is not in uncertificated form (that is, not in CREST)
“Closing Price”	the closing middle market quotation of an Ordinary Share
“Company” or “CT Automotive”	CT Automotive Group plc, a public limited company (incorporated and registered in England and Wales with registered number 10451211) whose registered office is at 1000 Lakeside North Harbour, Western Road, Portsmouth, England, PO6 3EN
“Companies Act”	the Companies Act 2006 as amended
“CREST”	the computerised settlement system operated by Euroclear which facilitates the transferring of title to shares in uncertificated form
“CREST Manual”	the CREST Manual, as published by Euroclear, as amended
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No. 2001/3755), as amended
“CREST Sponsor”	a direct member of CREST under the CREST Regulations
“Directors”	the directors of the Company whose names are set out in this document
“Director Subscribers”	Simon Phillips and Scott McKenzie
“Director Subscription Agreements”	the conditional agreements entered into by the Director Subscribers in relation to the Director Subscription
“Director Subscription”	the conditional subscription of the Director Subscription Shares at the Issue Price by the Director Subscribers
“Director Subscription Shares”	295,940 new Ordinary Shares to be issued by the Company pursuant to the Director Subscription
“Enlarged Share Capital”	the 73,597,548 Ordinary Shares in issue on Admission, including the New Ordinary Shares
“Euroclear”	Euroclear UK & International Limited
“Existing Ordinary Shares”	the 50,933,289 Ordinary Shares in issue as at the date of this document

“FCA”	the Financial Conduct Authority
“Form of Proxy”	the form of proxy for use at the General Meeting and enclosed with this document
“FSMA”	the Financial Services and Markets Act 2000, as amended
“Fundraising”	the Placing, the Director Subscription and the Subscription
“General Meeting”	the general meeting of the Company to be held at the offices of Fieldfisher LLP, Riverbank House, 2 Swan Lane, London EC4R 3TT at 11:30 a.m. on 15 May 2023, or any adjournment thereof, notice of which is set out in Part II of this document
“Group”	the Company and its subsidiaries
“Issue Price”	34 pence per New Ordinary Share
“Liberum”	Liberum Capital Limited (registered in England and Wales with registered number 05912554) whose registered office is at Ropemaker Place, Level 12, 25 Ropemaker Street, London, EC2Y 9LY, the Company’s nominated adviser and broker
“London Stock Exchange”	London Stock Exchange plc
“MAR”	the Market Abuse Regulation (EU/596/2014) as it forms part of the domestic law of England and Wales by virtue of the European Union (Withdrawal) Act 2018
“New Ordinary Shares”	the Placing Shares, the Director Subscription Shares and the Subscription Shares
“Notice”	the notice of General Meeting set out at the end of this document
“Official List”	the official list of the FCA in its capacity as the UK Listing Authority
“Ordinary Shares”	the ordinary shares of £0.005 each in the capital of the Company
“Placing”	the conditional placing of the Placing Shares by Liberum at the Issue Price pursuant to the Placing Agreement
“Placing Agreement”	the conditional agreement dated 27 April 2023 between the Company and Liberum relating to the Placing
“Placing Shares”	15,265,745 new Ordinary Shares to be issued by the Company pursuant to the Placing
“Registrars” or “Link Group”	Link Group, PXS 1, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL
“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, https://www.fca.org.uk/
“Resolutions”	the resolutions to be proposed at the General Meeting as set out in the Notice
“Shareholders”	holders from time to time of Ordinary Shares
“Subscribers”	means those persons subscribing for Subscription Shares pursuant to the terms of the Subscription Agreements

“Subscription”	the conditional subscription of the Subscription Shares at the Issue Price by the Subscribers
“Subscription Agreements”	the conditional agreements entered into by the Subscribers in relation to the Subscription
“Subscription Shares”	the 7,102,574 new Ordinary Shares to be issued by the Company pursuant to the Subscription
“uncertificated” or “in uncertificated form”	recorded on a register of securities maintained by Euroclear in accordance with the CREST Regulations as being in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland

PART I

LETTER FROM THE CHAIRMAN

CT Automotive Group plc

(Registered in England and Wales with company number 10451211)

Directors:

Simon Phillips – Executive Chairman
Scott McKenzie – Chief Executive Officer
Anna Brown – Chief Financial Officer
Tracey James – Senior Independent Non-executive Director
Francesca Ecsery – Non-executive Director
Raymond Bench – Non-executive Director

Registered Office:

1000 Lakeside North Harbour
Western Road
Portsmouth PO6 3EN

To holders of Ordinary Shares in the Company and, for information only, to holders of share options

28 April 2023

Dear Shareholder,

**Placing and subscription of 22,664,259 new ordinary shares
at an Issue Price of 34 pence per share
and
Notice of General Meeting**

1. Introduction

It was announced on 27 April 2023 that the Company had conditionally raised £7.7 million before fees and expenses through a Placing of 15,265,745 Placing Shares with certain existing and new institutional investors and a Subscription of 7,102,574 Subscription Shares with certain existing Shareholders and a further Director Subscription of (in aggregate) 295,940 Director Subscription Shares by Simon Phillips and Scott McKenzie at the Issue Price of 34 pence per share. The Issue Price of 34 pence represents a 31 per cent. discount to the Closing Price of 49 pence on 26 April 2023, being the latest practicable date prior to the announcement of the Fundraising.

The net proceeds of the Fundraising are intended to predominately be used to strengthen the balance sheet and to provide the Group with flexibility to take advantage of growth opportunities. Additionally, a small portion of the net proceeds are expected to be deployed to realise further efficiency savings including through investment in injection moulding production processes and robotics.

Completion of the Fundraising is conditional, *inter alia*, upon Shareholder approval of the Resolutions to be proposed at a general meeting of the Company, expected to be held at the offices of Fieldfisher LLP, Riverbank House, 2 Swan Lane, London, EC4R 3TT at 11:30 a.m. on 15 May 2023.

The purpose of this document is to provide you with information about the background to and the reasons for the Fundraising, to explain why the Board considers the Fundraising 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.

The Directors intend to vote in favour of the Resolutions in respect of their legal and/or beneficial shareholdings amounting, in aggregate, to 23,048,933 Ordinary Shares representing approximately 45 per cent. of the issued share capital of the Company as at the date of this document.

2. Background to and reasons for the Fundraising

During the year to 31 December 2022, the automotive sector was impacted by the continuation of global supply chain challenges, including a shortage of semi-conductors, which resulted in a global reduction in OEM production volumes. While revenue was relatively stable, the increased variability and short-term nature of orders as the Group's customers reacted to available supply elsewhere in their respective supply chains, increased the Group's production costs as it reacted to maintain service and this impacted on profitability. Furthermore, enforcement of the Chinese Government's zero-COVID policy resulted in the temporary closure of some of the Group's manufacturing facilities and those of local suppliers, leading to significant destocking and increased costs as the Group caught up on lost production and expedited delivery of materials from local suppliers, as well as finished goods to customers, at a higher cost.

The Group incurred non-recurring costs in FY2022 primarily in connection with:

- Production inefficiencies and expedited air freight costs, not all of which the Group was able to pass on to customers, as a result of lockdowns in China due to the “zero-COVID” policy;
- Foreign exchange losses caused by unfavourable exchange rates movements against the US dollar, particularly the Turkish Lira; and,
- Higher finance costs due to increased interest rates and utilisation of debt facilities.

Overall, non-recurring costs had a total impact on the Group's profitability in FY2022 of \$13.3 million.

In addition, the Group incurred a number of exceptional costs in the year. These predominately related to higher than anticipated costs to set up and commence production at the Group's new site in Mexico, as well as increased costs of transporting required components to the site. Following the closure of the Group's UK production site the Group has also recognised a charge for the write-down of certain assets and also an accounting charge on account of hyper-inflation in Turkey.

A summary of key FY2022 financial items is set out below:

	<i>FY2022</i> <i>(unaudited)</i>	<i>FY2021</i>
Revenue	\$125.3m	\$127.7m
Adjusted EBITDA	\$(4.9)m	\$11.0m
Adjusted operating profit/(loss)	\$(9.6)m	\$5.7m
Exceptional costs	\$(4.8)m	\$(5.6)m
Operating profit/(loss)	\$(14.4)m	\$0.1m
Underlying loss before tax	\$(11.4)m	\$(1.8)m
Loss before tax*	\$(16.3)m	\$(4.9)m
Net debt	\$12.6m	\$9.6m

Note: FY2022 results are unaudited, continuing operations excluding UK manufacturing

While the Group was impacted by these exceptional and non-recurring items, the Directors do not believe that these items will continue to impact performance in FY2023. As the trading environment firstly stabilises and subsequently volumes recover to normalised pre-COVID levels, the Group's established relationships and pipeline provide a foundation for growth. The Group also made good progress with several strategic initiatives in FY2022 that will further support margin improvements.

3. Implementation of efficiency programme

The Group commenced an efficiency programme in the second half of FY2022 to improve profit margin across the Group's operations and to reflect the changing demand environment in the short term.

In aggregate, the Group has identified a roadmap to realise an approximately nine percentage point improvement in pre-tax profit margin compared to the underlying pre-tax profit margin in FY2022, with savings expected across labour and materials with further benefits from improved pricing and inflation-based customer cost recovery. The Group also successfully negotiated improved payment terms with customers and suppliers to reduce the Group's working capital requirements and improve overall cash flow.

Savings identified under the efficiency programme include proposals to increase the flexibility of the Group's workforce and increase the agility of the Group in response to elevated variability in customer order volumes. These proposals aim to ensure that the Group maximises its profitability while global automotive volumes continue to recover, and the Directors believe that these actions will ensure that the Group is well placed to further benefit from anticipated increased production volumes going forward.

While the full benefits of these initiatives will be felt in FY2024, action already taken to date is expected to result in a run rate pre-tax profit margin of approximately 7.6 per cent. Action to be taken later in the year, including from investing a portion of the proceeds of the Fundraising, is expected to realise a further approximately 3 percentage points of margin, resulting in a run rate pre-tax profit margin by the end of the year of 10.5 per cent. This includes investment in robotics to realise efficiencies in the injection moulding process, with equipment expected to be deployed at the Group's manufacturing facilities in China by Q4 2023, with a short payback period.

4. New Business Wins

During FY2022 the Group deepened its relationships with customers and was awarded a number of new contracts. These awards are a demonstration of the strength of the CT Automotive proposition and are expected to deliver annual revenues of over \$19.5 million with the associated programmes from these new awards anticipated to commence in the second half of FY2024 and into FY2025. In addition to the new production awards, the Group also expects to generate engineering, design and development revenues associated with the preparation and commencement of new programmes. New production wins are expected to result in engineering, design and development revenues of approximately \$10.8 million, the majority of which is expected to be recognised in H2 2023 and FY2024.

New business tendering continues, and the Group has an identified pipeline of opportunities with an estimated annual production value of approximately \$72.6 million. These production programmes have associated engineering, design and development revenues of approximately \$34.0 million.

5. Net Assets

The Board has continued to actively manage its working capital and net debt as at 31 December 2022 was \$12.6 million. Net debt includes amounts drawn on the Group's trade loans and invoice finance facilities with HSBC, which can be withdrawn on three months' notice from HSBC. The Directors believe that should the HSBC facilities be withdrawn, alternative funding options would be available to the Group.

	<i>FY2022</i> <i>(unaudited)</i>	<i>FY2021</i>
Intangible assets & Goodwill	\$3.0m	\$3.0m
Tangible fixed assets	\$8.9m	\$10.3m
Right of use assets	\$8.7m	\$6.9m
Deferred Tax	\$3.1m	\$1.7m
Inventories	\$38.4m	\$39.6m
Trade and other receivables	\$30.9m	\$41.8m
Cash	\$4.5m	\$13.4m
Other interest bearing loans and borrowings*	\$(17.1)m	\$(23.0)m
Trade and other payables and provisions	\$(48.9)m	\$(48.0)m
Right of use liabilities	\$(9.1)m	\$(7.5)m
Net assets	\$22.5m	\$38.2m

6. Use of proceeds from the Fundraising

The Company has conditionally raised £7.7 million before expenses pursuant to the Placing, the Subscription and Director Subscription.

The net proceeds of the Fundraising of approximately £7.3 million will predominately be used to strengthen the balance sheet and to provide the Group with flexibility to take advantage of growth opportunities. Additionally, a small portion of the net proceeds are expected to be deployed to realise

further efficiency savings including through investment in injection moulding production processes and robotics.

7. Positive current trading and outlook

Trading in the first three months of the year has been encouraging with strong customer demand and order books building into the new financial year. While this period included the Chinese New Year which represents a seasonal low for the Group due to local site closures, the Board is encouraged that the Group has traded profitably across this period. The Group's manufacturing facilities have recovered from the specific operational challenges experienced in Q4 last year:

- The Group has seen a rapid recovery in manufacturing at the Group's facilities in China following the lifting of the Government's "zero-COVID" policy measures.
- The Group's new facility in Puebla, Mexico is now fully operational.

The cost savings programme launched in the second half of 2022 continues to progress in line with plan. Efficiency initiatives have started to come on stream and are delivering the margin improvements described above.

The Board is encouraged by stabilising order volumes since the start of 2023 and visibility for the year ahead. While macroeconomic uncertainty remains, there are signs that customer schedules are strengthening and OEM automotive supply chain issues are resolving.

As a result, the Board remains confident of achieving market expectations for FY2023, supported by the benefit expected from efficiency savings.

8. Intended Appointment of non-executive director

The Board intends to appoint a further non-executive director following completion of the Fundraising, with the individual to be a representative of one of the Company's significant shareholders. A further announcement will be made in due course.

9. Details of the Fundraising

The Company has conditionally raised approximately £7.7 million before expenses pursuant to the Fundraising. The Issue Price represents a discount of approximately 31 per cent. to the Closing Price on 26 April 2023, being the latest practicable date prior to the announcement of the Fundraising. The Fundraising is conditional *inter alia* on the passing of the Resolutions at the General Meeting and also on Admission occurring no later than 8:00 a.m. on 16 May 2023 (or such later date as the Company and Liberum may agree, being no later than 30 May 2023).

The Placing Shares have been conditionally placed by Liberum as agent for the Company, with institutional investors. The Company has entered into Subscription Agreements with certain existing Shareholders for the issue of the Subscription Shares and into Director Subscription Agreements with the Director Subscribers. The New Ordinary Shares issued pursuant to the Fundraising will represent approximately 30.8 per cent. of the Enlarged Share Capital on Admission.

Placing Agreement

Pursuant to the Placing Agreement, Liberum agreed to use its reasonable endeavours as agent of the Company to procure subscribers for the Placing Shares. Neither the Placing nor the Subscription or the Director Subscription has been underwritten by Liberum nor by anyone else. The Company has agreed to pay Liberum certain fees and commissions in connection with its appointment and the Fundraising.

The Placing is conditional, *inter alia*, upon:

- the Resolutions being passed (without amendment) at the General Meeting or any adjournment thereof;
- each of the warranties provided by the Company to Liberum in the Placing Agreement being and remaining accurate and not misleading on Admission;

- the Company having complied in all material respects with its obligations and having satisfied the conditions under the Placing Agreement which are to be performed or satisfied prior to Admission;
- the Placing Agreement having become unconditional in all respects and not having been terminated by Liberum in accordance with its terms; and
- Admission of the New Ordinary Shares taking place by no later than 8:00 a.m. on 16 May 2023 (or such later date as the Company may agree with Liberum).

If any of the relevant conditions are not satisfied, the New Ordinary Shares (as the case may be) will not be issued and any monies received from the placees and subscribers will be returned to them (at the placees' and subscribers' risk and without interest) as soon as possible thereafter.

The Placing Agreement contains customary warranties given by the Company to Liberum as to matters relating to the Company and its business and as to matters relevant to the Company and an indemnity to Liberum in respect of liabilities arising out of or in connection with the Placing. The Placing Agreement also contains customary rights of termination which could enable Liberum to terminate the Placing in certain limited circumstances.

Subscription Agreements and Director Subscription Agreements

Simon Phillips and Scott McKenzie have entered into the Director Subscription Agreements with the Company in respect of the issue of the Director Subscription Shares. The Company has further entered into the Subscription Agreements with the Subscribers in respect of the issue of the Subscription Shares.

Pursuant to the terms of the proposed Director Subscription Agreements and the Subscription Agreements, each are conditional on:

- the Resolutions being passed (without amendment) at the General Meeting or any adjournment thereof;
- the relevant Director or Subscriber complying with their obligations under the respective agreements; and
- Admission of the Director Subscription Shares or Subscription Shares (as the case may be) taking place by no later than 8:00 a.m. on 30 May 2023.

Settlement and dealings

Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. Subject to the passing of the Resolutions, it is expected that Admission will become effective and that dealings in the New Ordinary Shares will commence on or around 16 May 2023. The New Ordinary Shares will, when issued, be credited as fully paid and will rank equally in all respects with the Existing Ordinary Shares already in issue, including the right to receive all dividends and other distributions declared, made or paid in respect of such shares after the date of issue of the New Ordinary Shares.

10. Related Party Transaction

Otus Capital Management is considered to be a related party of the Company for the purposes of the AIM Rules by virtue of its status as a substantial shareholder of the Company.

Otus Capital Management have subscribed for 8,286,337 New Ordinary Shares as part of the Placing.

The Directors, other than Simon Phillips and Scott McKenzie, having consulted with the Company's Nominated Adviser, Liberum, consider that the terms of the participation in the Placing by Otus Capital Management are fair and reasonable insofar as the shareholders of the Company are concerned.

11. Directors' participation

Certain of the Directors have agreed to subscribe for Director Subscription Shares. The number of Director Subscription Shares subscribed for by each of these Directors pursuant to the Director Subscription, and their resulting shareholdings on Admission, are set out below:

<i>Name</i>	<i>Number of Existing Ordinary Shares</i>	<i>Percentage of existing issued share capital</i>	<i>Number of Director Subscription Shares subscribed for</i>	<i>Number of Ordinary Shares held on Admission</i>	<i>Percentage of Enlarged Share Capital on Admission</i>
Simon Phillips	19,483,702	38.3%	236,752	19,720,454	26.8%
Scott McKenzie	2,185,570	4.3%	59,188	2,244,758	3.1%

Each of the above Director's participation is conditional upon certain matters and events including, amongst other things, the passing of the Resolutions, the Placing Agreement having become unconditional and Admission of the Director Subscription Shares becoming effective on or before 8:00 a.m. on 16 May 2023 (but in any event by no later than 8:00 a.m. on 30 May 2023).

12. Admission and dealings

Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. It is expected that, subject to the passing of the Resolutions, Admission will occur and dealings will commence in the New Ordinary Shares on 16 May 2023 at 8:00 a.m. or such later date as Liberum and the Company may agree, being not later than 8:00 a.m. on 30 May 2023).

13. General Meeting

You will find in Part II of this document the Notice convening the General Meeting to be held at the offices of Fieldfisher LLP, Riverbank House, 2 Swan Lane, London, EC4R 3TT, United Kingdom on 15 May 2023 at 11:30 a.m.

The purpose of the General Meeting is to consider and, if thought appropriate, pass the following Resolutions:

Resolution 1 – ordinary resolution

To allot Ordinary Shares and to grant rights to subscribe for or to convert any security into Ordinary Shares up to an aggregate nominal amount of £113,321.30 pursuant to the Fundraising.

Resolution 2 – special resolution

Subject to and conditional upon the passing of resolution 1, to allot equity securities for cash free of statutory pre-emption rights up to an aggregate nominal amount of £113,321.30 pursuant to the Fundraising.

14. Action to be taken in respect of the General Meeting

You can vote in respect of your shareholding by appointing the Chairman of the meeting as your proxy to attend the General Meeting and vote on your behalf. If you appoint a proxy, you may still attend and vote at the General Meeting in person should you decided to do so.

Whether or not you propose to attend the General Meeting in person, you are requested to appoint a proxy who will be able to vote for you if you are prevented from attending.

Proxies may be appointed by either:

- completing and returning the enclosed Form of Proxy;
- voting electronically using the link www.signalshares.com; or
- using the CREST electronic proxy appointment service (for CREST members only).

In any case, the completion of a form of proxy should reach the Company's Registrars, Link Group, PXS 1, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL by no later than 11:30 a.m.

on 11 May 2023. Please refer to the Notes to the Notice and the enclosed Form of Proxy for detailed instructions.

The attention of Shareholders is drawn to paragraph 15, including the voting intentions of the Directors, as set out below.

15. Importance of the Vote and Recommendation

The Directors believe that the Fundraising will promote the success of the Company for the benefit of the Shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do in respect of their legal and/or beneficial holdings, amounting, in aggregate to 23,048,933 Ordinary Shares, representing approximately 45 per cent. of the share capital of the Company as at the date of this document.

Shareholders are reminded that the Fundraising is conditional, amongst other things, on the passing of the Resolutions to be proposed at the General Meeting. Should the Resolutions not be passed, the Fundraising will not proceed and all subscription monies will be returned to investors.

Yours faithfully

Simon Phillips
Chairman

PART II

CT Automotive Group plc

(Registered in England and Wales with company number 10451211)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of CT Automotive Group plc (the “**Company**”) will be held on 15 May 2023 at 11:30 a.m. at the offices of Fieldfisher LLP, Riverbank House, 2 Swan Lane, London EC4R 3TT. The business of the meeting will be to consider and, if thought appropriate, to pass the following ordinary and special resolutions:

ORDINARY RESOLUTION

1. **THAT** in addition to all existing authorities for the allotment of shares by the Directors, the Directors of the Company be and they are hereby authorised, pursuant to section 551 of the Companies Act 2006 (the “**2006 Act**”) to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company (“**Rights**”) up to an aggregate nominal amount of £113,321.30 pursuant to the Fundraising (as such term is defined in the circular to shareholders of which this notice forms part (“**Circular**”)) provided that this authorisation shall, unless previously revoked by resolution of the Company, expire at the conclusion of the annual general meeting of the Company to be held in 2023. The Company may, at any time before such expiry, make offers or enter into agreements which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement as if this authorisation had not expired.

SPECIAL RESOLUTION

2. **THAT**, subject to and conditional upon the passing of resolution 1, the Directors be and they are hereby empowered pursuant to section 570 of the 2006 Act to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash pursuant to the authority conferred by resolution 1 as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall, unless previously revoked by resolution of the Company, expire at the conclusion of the annual general meeting of the Company to be held in 2023. The Company may, at any time before the expiry of this power, make offers or enter into agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if this power had not expired.

BY ORDER OF THE BOARD

MSP Corporate Services Limited
Company Secretary

1000 Lakeside North Harbour
Western Road
Portsmouth PO6 3EN

Notes to the Notice of General Meeting:

Entitlement to vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that only Shareholders entered on the register of members of the Company at close of business on 11 May 2023 (or in the event that this meeting is adjourned, on the register of members not later than 48 hours before the time of the adjourned meeting) shall be entitled to vote at the meeting in respect of the number of Ordinary Shares of the Company registered in their name at that time. Changes to the register after the relevant time shall be disregarded in determining the rights of any person to vote at the meeting.

Appointment of proxies

2. A Shareholder is entitled to appoint one or more proxies to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a Shareholder of the Company. A Shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder.

Appointment of proxy using the accompanying form of proxy

3. A proxy form is enclosed. Please name the Chairman of the meeting as your proxy, stating 'Chairman of the meeting' and the number of shares in relation to which such proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) in the boxes indicated on the form. Please also indicate if the proxy form is one of multiple forms being returned. All proxy forms must be signed and should be returned together in the same envelope. In the case of joint Shareholders, the signature of any one of them will suffice, but the names of all joint holders should be stated.
4. To be valid, a duly completed proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be delivered by hand or sent by post to the offices of the Company's Registrars, Link Group, PXS 1, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL, so as to be received not less than 48 hours before the time fixed for the holding of the meeting or any adjournment of the meeting (as the case may be).

Electronic voting - via www.signalshares.com

5. Alternatively, if you wish, you will be able to vote electronically using the website www.signalshares.com. To be effective, the proxy vote must be submitted at www.signalshares.com so as to have been received by the 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; and
 - select your communication preference.
6. If you need help with voting online, please contact the Registrar, Link Group by email at shareholderenquiries@linkgroup.co.uk, or you may call Link Group 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. Link Group are open between 9:00 a.m. and 5:30 p.m., Monday to Friday excluding public holidays in England and Wales.

Appointment of proxy through CREST

7. CREST members who wish to appoint a proxy or proxies for the meeting, including any adjournments of the meeting, through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via 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.
8. In order for a proxy appointment 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 & International Limited's ("**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 Link Group CREST ID RA10, PXS 1, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL no later than 48 hours before the time fixed for the holding of the meeting or any adjournment of the meeting (as the case may be). 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 Company's registrars, Link Group, PXS 1, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL 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.
9. 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 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.

10. 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.
11. Unless otherwise indicated on the Form of Proxy, CREST or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion or withhold from voting.

Changing proxy instructions

12. To change your proxy instructions, simply submit a new proxy appointment using one of the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If the Company receives more than one appointment of a proxy in respect of any one share, the appointment received last revokes each earlier appointment and the Company's decision as to which appointment was received last is final.

Termination of proxy appointments

13. In order to revoke a proxy appointment you must notify the Company of the termination at least three hours before the commencement of the meeting.

Joint Shareholders

14. In the case of joint Shareholders, the vote of the senior who tenders a vote, whether in person (including by corporate representative) or by proxy, shall be accepted to the exclusion of the votes of the other joint Shareholders. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members.

Corporate representatives

15. A corporation which is a Shareholder may, by resolution of its directors or other governing body, authorise one or more persons to act as its representative at the meeting. Corporate representatives should bring with them to the meeting: (i) an original or certified copy of the resolution authorising them; or (ii) an original letter on the Shareholder's letterhead, signed by an authorised signatory, confirming that they are so authorised.

Issued shares and total voting rights

16. As at the date of this Notice of General Meeting, the Company's issued share capital comprised 50,933,289 ordinary shares of £0.005 each fully paid. The Company does not hold any shares in treasury. Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at the date of this Notice of General Meeting is 50,933,289.

