

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, TO US PERSONS OR INTO OR WITHIN THE UNITED STATES, AUSTRALIA, CANADA, NEW ZEALAND, SOUTH AFRICA OR JAPAN, OR ANY MEMBER STATE OF THE EEA, OR ANY OTHER JURISDICTION WHERE, OR TO ANY OTHER PERSON TO WHOM, TO DO SO MIGHT CONSTITUTE A VIOLATION OR BREACH OF ANY APPLICABLE LAW OR REGULATION. PLEASE SEE THE IMPORTANT NOTICE AT THE END OF THIS ANNOUNCEMENT.

THE COMMUNICATION OF THIS ANNOUNCEMENT AND ANY OTHER DOCUMENTS OR MATERIALS RELATING TO THE RETAIL OFFER AS A FINANCIAL PROMOTION IS ONLY BEING MADE TO, AND MAY ONLY BE ACTED UPON BY, THOSE PERSONS IN THE UNITED KINGDOM FALLING WITHIN ARTICLE 43 OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005, AS AMENDED (WHICH INCLUDES AN EXISTING MEMBER OF BLACKBIRD PLC). ANY INVESTMENT OR INVESTMENT ACTIVITY TO WHICH THIS ANNOUNCEMENT RELATES IS AVAILABLE ONLY TO SUCH PERSONS AND WILL BE ENGAGED IN ONLY BY SUCH PERSONS. THIS ANNOUNCEMENT IS FOR INFORMATIONAL PURPOSES ONLY, AND DOES NOT CONSTITUTE OR FORM PART OF ANY OFFER OR INVITATION TO SELL OR ISSUE, OR ANY SOLICITATION OF AN OFFER TO PURCHASE OR SUBSCRIBE FOR, ANY SECURITIES OF BLACKBIRD PLC.

3 July 2025

**Blackbird plc**  
(the "Company")

**Retail Offer to raise up to £200,000**

**Investor Presentation via Investor Meet Company**

Blackbird plc (AIM:BIRD), the technology licensor, developer and seller of the market-leading cloud video editing platform, Blackbird®, and developer of the online collaborative video editing and content creation platform, elevate.io, is pleased to announce a retail offer via the BookBuild platform (the "**Retail Offer**") of new ordinary shares of 0.8 pence each ("**Ordinary Shares**") in the capital of the Company (the "**Retail Offer Shares**") at an issue price of 3p per New Ordinary Share (as defined below) (the "**Issue Price**").

In addition to the Retail Offer, the Company also announced earlier today that it has conditionally raised £2.0 million before expenses through a placing and subscription of new Ordinary Shares (the "**Placing and Subscription Shares**") and together with the Retail Offer Shares, the "**New Ordinary Shares**") at the Issue Price (the "**Placing and Subscription**" and, together with the Retail Offer, the "**Fundraising**").

A separate announcement has been made earlier today with details of the Placing and Subscription and their respective terms and conditions and setting out the background to the Fundraising and use of proceeds. The net proceeds of the Retail Offer will be utilised in the same way as the proceeds of the Placing and Subscription.

The Issue Price represents a discount of approximately 29.4 per cent. to the closing share price of 4.25p per existing Ordinary Share on 2 July 2025.

The Retail Offer is not part of the Placing and Subscription. Completion of the Placing and Subscription is not conditional on the completion of the Retail Offer. The Retail Offer is conditional, inter alia, upon (i) the passing of a resolution to authorise the issue, inter alia, of the Retail Offer Shares and disapply

pre-emption rights (the "**Resolution**") to be put to shareholders of the Company at a general meeting of the Company (the "**General Meeting**"); (ii) completion of the Placing and Subscription in accordance with their respective terms; and (iii) Admission (as defined below) occurring on or before 8.00 a.m. on 28 July 2025 (or such later time and/or date as the Company and Allenby Capital may agree, but in any event by no later than 8.00 a.m. on 11 August 2025).

The General Meeting is proposed to be held at 10.00 a.m. on 24 July 2025. A circular which will provide further details of the Fundraising and include a notice convening the General Meeting, will be sent to shareholders (or, where permitted, notified to shareholders as available on the Company's website) following the close of the Retail Offer. A further announcement will be made to confirm this in due course.

Application will be made to London Stock Exchange plc for the Retail Offer Shares to be admitted to trading on AIM ("**Admission**"). It is currently anticipated that Admission will become effective and that dealings in the Retail Offer Shares will commence on AIM at 8.00 a.m. on or around 28 July 2025.

#### **Investor Presentation via Investor Meet Company**

The Company is pleased to announce that Ian McDonough, Executive Chair, Steve White Chief Operating and Financial Officer, Sumit Rai, Chief Product Officer, and Kell Lowinsky, Head of Marketing, will provide a live Investor Presentation relating to the Retail Offer via Investor Meet Company on 3 July 2025, 1.00 p.m.

Questions can be submitted pre-event via your Investor Meet Company dashboard up until 3 July 2025, 11.30 a.m., or at any time during the live presentation.

Investors can sign up to Investor Meet Company for free and add to meet Blackbird plc via:

<https://www.investormeetcompany.com/blackbird-plc/register-investor>

Investors who already follow Blackbird plc on the Investor Meet Company platform will automatically be invited.

#### **Expected Timetable in relation to the Retail Offer**

<b>Retail Offer opens</b>	03/07/2025, 07:05
<b>Latest time and date for commitments under the Retail Offer</b>	07/07/2025, 09:00
<b>Results of the Retail Offer announced</b>	07/07/2025, <i>as soon as possible after the Retail Offer has closed</i>
<b>Admission and dealings in the Retail Offer Shares issued pursuant to the Retail Offer commence</b>	28/07/2025, 08:00

Any changes to the expected timetable set out above will be notified by the Company through a Regulatory Information Service. References to times are to London times unless otherwise stated.

#### **Dealing Codes**

<b>Ticker</b>	BIRD
---------------	------

ISIN for the Ordinary Shares	GB0004740477
SEDOL for the Ordinary Shares	0474047

## Retail Offer

The Company values its retail shareholder base which has supported the Company alongside institutional investors. Given the support of its existing retail shareholders, the Company believes that it is appropriate to provide its existing retail shareholders in the United Kingdom the opportunity to participate in the Retail Offer.

The Company is therefore making the Retail Offer available in the United Kingdom through the financial intermediaries which will be listed, subject to certain access restrictions, on the following website: <https://www.bookbuild.live/deals/076NG7/authorised-intermediaries>

Allenby Capital Limited will be acting as retail offer coordinator in relation to this Retail Offer (the “**Retail Offer Coordinator**”).

Existing retail shareholders can contact their broker or wealth manager to participate in the Retail Offer. In order to participate in the Retail Offer, each intermediary must be on-boarded onto the BookBuild platform and agree to the final terms and the retail offer terms and conditions, which regulate, inter alia, the conduct of the Retail Offer on market standard terms and provide for the payment of commission to any intermediary that elects to receive a commission and/or fee (to the extent permitted by the FCA Handbook Rules) from the Retail Offer Coordinator (on behalf of the Company).

Any expenses incurred by any intermediary are for its own account. Investors should confirm separately with any intermediary whether there are any commissions, fees or expenses that will be applied by such intermediary in connection with any application made through that intermediary pursuant to the Retail Offer.

The Retail Offer will be open to eligible shareholders in the United Kingdom at 7.05 a.m. on 03/07/2025. The Retail Offer is expected to close at 9.00 a.m. on 07/07/2025. Investors should note that financial intermediaries may have earlier closing times. The Retail Offer may close early if it is oversubscribed.

If any intermediary has any questions about how to participate in the Retail Offer on behalf of existing retail shareholders, please contact BookBuild at [support@bookbuild.live](mailto:support@bookbuild.live).

The Retail Offer the subject of this announcement is and will, at all times, only be made to, directed at and may only be acted upon by those persons who are, shareholders in the Company. To be eligible to participate in the Retail Offer, applicants must meet the following criteria before they can submit an order for Retail Offer Shares: (i) be a customer of one of the participating intermediaries listed on the above website; (ii) be resident in the United Kingdom and (iii) be a shareholder in the Company (which may include individuals aged 18 years or over, companies and other bodies corporate, partnerships, trusts, associations and other unincorporated organisations and includes persons who hold their shares in the Company directly or indirectly through a participating intermediary). For the avoidance of doubt, persons who only hold CFDs, spreadbets and/or similar derivative instruments in relation to shares in the Company are not eligible to participate in the Retail Offer.

The Company reserves the right to scale back any order at its discretion. The Company reserves the right to reject any application for subscription under the Retail Offer without giving any reason for such rejection.

It is vital to note that once an application for Retail Offer Shares has been made and accepted via an intermediary, it cannot be withdrawn.

The Retail Offer Shares will, when issued, be credited as fully paid and will rank pari passu in all respects with existing Ordinary Shares including the right to receive all dividends and other distributions declared, made or paid after their date of issue.

The Retail Offer is an offer to subscribe for transferable securities, the terms of which ensure that the Company is exempt from the requirement to issue a prospectus under Regulation (EU) 2017/1129 as it forms part of UK law by virtue of the European Union (Withdrawal) Act 2018. It is a term of the Retail Offer that the aggregate total consideration payable for the Retail Offer Shares will not exceed £199,999.98 (or the equivalent in Euros). Accordingly, the exemption from the requirement to publish a prospectus, set out in section 86(1)(e) of the Financial Services and Markets Act 2000 (as amended), will apply to the Retail Offer.

The Retail Offer is not being made into any jurisdiction other than the United Kingdom or to US Persons (as defined in Regulation S of the US Securities Act 1933, as amended).

No offering document, prospectus or admission document has been or will be prepared or submitted to be approved by the Financial Conduct Authority (or any other authority) in relation to the Retail Offer, and investors' commitments will be made solely on the basis of the information contained in this announcement and information that has been published by or on behalf of the Company prior to the date of this announcement by notification to a Regulatory Information Service in accordance with the Financial Conduct Authority's Disclosure Guidance and Transparency Rules and the Market Abuse Regulation (EU Regulation No. 596/2014) ("MAR") as it forms part of United Kingdom law by virtue of the European Union (Withdrawal) Act 2018 (as amended).

There is a minimum subscription of £100 per investor under the terms of the Retail Offer which is open to investors in the United Kingdom subscribing via the intermediaries which will be listed, subject to certain access restrictions, on the following website:  
<https://www.bookbuild.live/deals/076NG7/authorised-intermediaries>

There is no maximum application amount to apply in the Retail Offer. The terms and conditions on which investors subscribe will be provided by the relevant financial intermediaries including relevant commission or fee charges.

**Investors should make their own investigations into the merits of an investment in the Company. Nothing in this announcement amounts to a recommendation to invest in the Company or amounts to investment, taxation or legal advice.**

**It should be noted that a subscription for Retail Offer Shares and investment in the Company carries a number of risks. Investors should take independent advice from a person experienced in advising on investment in securities such as the Retail Offer Shares if they are in any doubt.**

For further information, please contact:

**Blackbird plc**

Tel: +44 (0)20 8879 7245

Ian McDonough, Chief Executive Officer

Stephen White, Chief Operating and Financial Officer

**Allenby Capital Limited (Nominated Adviser and Broker)**

Tel: +44 (0)20 3328 5656

Nick Naylor / Piers Shimwell (Corporate Finance)

Amrit Nahal / Guy McDougall (Sales and Corporate Broking)

**About Blackbird plc**

Blackbird plc operates in the fast-growing SaaS, Media and Entertainment and content creation markets. Blackbird plc's patented technology allows for frame accurate navigation, playback, viewing and editing in the cloud and it has two products.

Blackbird® a market leading suite of cloud-native computing applications, is used by rights holders, broadcasters, sports and news video specialists, live events and content owners, post production houses, other mass market digital video channels and corporations.

elevate.io is the company's new online collaborative content creation platform currently in general release. elevate.io is built using Blackbird's core technology and is aimed at professional teams and the fast growing Creator Economy.

Blackbird plc also licences its core video technology, under its 'Powered by Blackbird' licensing model, enabling video companies to accelerate their path to true cloud business models.

[www.blackbird.video](http://www.blackbird.video)

[www.linkedin.com/company/blackbird-cloud](http://www.linkedin.com/company/blackbird-cloud)

[www.twitter.com/blackbirdcloud](http://www.twitter.com/blackbirdcloud)

[www.facebook.com/blackbirdplc](http://www.facebook.com/blackbirdplc)

[www.youtube.com/c/blackbirdcloud](http://www.youtube.com/c/blackbirdcloud)

[www.elevate.io](http://www.elevate.io)

The Company's LEI is 2138006DWRVTIAVW3415.

This announcement should be read in its entirety. In particular, the information in the "Important Notices" section of the announcement should be read and understood.

**Important Notices**

The Retail Offer is only open to investors in the United Kingdom who fall within Article 43 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (which includes an existing member of the Company).

This announcement and the information contained herein is not for release, publication or distribution, directly or indirectly, in whole or in part, in or into or from the United States (including its territories and possessions, any state of the United States and the District of Columbia (the "United States" or "US")), Australia, Canada, New Zealand, Japan, the Republic of South Africa, any member

state of the EEA or any other jurisdiction where to do so might constitute a violation of the relevant laws or regulations of such jurisdiction.

The Retail Offer Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "US Securities Act") or under the applicable state securities laws of the United States and may not be offered or sold directly or indirectly in or into the United States or to or for the account or benefit of any US person (within the meaning of Regulation S under the US Securities Act) (a "US Person"). No public offering of the Retail Offer Shares is being made in the United States. The Retail Offer Shares are being offered and sold outside the United States in "offshore transactions", as defined in, and in compliance with, Regulation S under the US Securities Act. In addition, the Company has not been, and will not be, registered under the US Investment Company Act of 1940, as amended.

This announcement does not constitute an offer to sell or issue or a solicitation of an offer to buy or subscribe for Retail Offer Shares in the United States, Australia, Canada, New Zealand, Japan, the Republic of South Africa, any member state of the EEA or any other jurisdiction in which such offer or solicitation is or may be unlawful. No public offer of the securities referred to herein is being made in any such jurisdiction.

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

Allenby Capital Limited ("**Allenby Capital**") which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for the Company and for no-one else and will not regard any other person (whether or not a recipient of this announcement) as its client in relation to the Retail Offer and will not be responsible to anyone other than the Company for providing the protections afforded to its clients, nor for providing advice in connection with the Retail Offer, Admission and the other arrangements referred to in this announcement.

The value of Ordinary Shares and the income from them is not guaranteed and can fall as well as rise due to stock market and currency movements. When you sell your investment, you may get back less than you originally invested. Figures refer to past performance and past performance is not a reliable indicator of future results. Returns may increase or decrease as a result of currency fluctuations.

Certain statements in this announcement are forward-looking statements which are based on the Company's expectations, intentions and projections regarding its future performance, anticipated events or trends and other matters that are not historical facts. These forward-looking statements, which may use words such as "aim", "anticipate", "believe", "intend", "estimate", "expect" and words of similar meaning, include all matters that are not historical facts. These forward-looking statements involve risks, assumptions and uncertainties that could cause the actual results of operations, financial condition, liquidity and dividend policy and the development of the industries in which the Company's businesses operate to differ materially from the impression created by the forward-looking statements. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Given those risks and uncertainties, prospective investors are cautioned not to place undue reliance on forward-looking statements.

These forward-looking statements speak only as at the date of this announcement and cannot be relied upon as a guide to future performance. Each of the Company and Allenby Capital expressly disclaims any obligation or undertaking to update or revise any forward-looking statements contained

herein to reflect actual results or any change in the assumptions, conditions or circumstances on which any such statements are based unless required to do so by the Financial Conduct Authority, the London Stock Exchange or applicable law.

The information in this announcement is for background purposes only and does not purport to be full or complete. None of Allenby Capital or any of its directors, employees or other affiliates, accepts any responsibility or liability whatsoever for, or makes any representation or warranty, express or implied, as to this announcement, including the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of the announcement or its contents or otherwise arising in connection therewith. Allenby Capital and its directors, employees and other affiliates, accordingly disclaims all and any liability whether arising in tort, contract or otherwise which it might otherwise be found to have in respect of this announcement or its contents or otherwise arising in connection therewith.

Any indication in this announcement of the price at which the Ordinary Shares have been bought or sold in the past cannot be relied upon as a guide to future performance. Persons needing advice should consult an independent financial adviser. No statement in this announcement is intended to be a profit forecast and no statement in this announcement should be interpreted to mean that earnings or target dividend per share of the Company for the current or future financial years would necessarily match or exceed the historical published earnings or dividends per share of the Company.

Neither the content of the Company's website (or any other website) nor the content of any website accessible from hyperlinks on the Company's website (or any other website) is incorporated into or forms part of this announcement. The Retail Offer Shares to be issued or sold pursuant to the Retail Offer will not be admitted to trading on any stock exchange other than the London Stock Exchange.

### **UK Product Governance Requirements**

Solely for the purposes of the product governance requirements of Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (the "UK MiFIR Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the UK MiFIR Product Governance Requirements) may otherwise have with respect thereto, the Retail Offer Shares have been subject to a product approval process, which has determined that the Retail Offer Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in paragraphs 3.5 and 3.6 of COBS; and (ii) eligible for distribution through all permitted distribution channels (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Retail Offer Shares may decline and investors could lose all or part of their investment; the Retail Offer Shares offer no guaranteed income and no capital protection; and an investment in the Retail Offer Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to any contractual, legal or regulatory selling restrictions in relation to the Retail Offer.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of Chapters 9A or 10A respectively of COBS; or (b) a

recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Retail Offer Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Retail Offer Shares and determining appropriate distribution channels.

### **EU Product Governance Requirements**

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Retail Offer Shares have been subject to a product approval process, which has determined that the Retail Offer Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "EU Target Market Assessment"). Notwithstanding the EU Target Market Assessment, distributors should note that: the price of the Retail Offer Shares may decline and investors could lose all or part of their investment; the Retail Offer Shares offer no guaranteed income and no capital protection; and an investment in the Retail Offer Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The EU Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Retail Offer.

For the avoidance of doubt, the EU Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase or take any other action whatsoever with respect to the Retail Offer Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Retail Offer Shares and determining appropriate distribution channels.