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11 February 2025

Recommended Merger

of

Crimson Tide plc ("Crimson Tide") with Checkit plc ("Checkit")

**to be effected by way of a scheme of arrangement
under Part 26 of the Companies Act 2006**

Summary

The boards of Checkit and Crimson Tide are pleased to announce that they have reached agreement on the terms of a recommended all-share merger (the "Merger") pursuant to which Checkit will acquire the entire issued and to be issued share capital of Crimson Tide. The Merger is to be effected by means of a Court-sanctioned scheme of arrangement between Crimson Tide and Crimson Tide Scheme Shareholders under Part 26 of the Companies Act 2006.

Under the terms of the Merger, each Crimson Tide Scheme Shareholder would receive:

For each Crimson Tide Share: 6 Checkit Shares

Under the terms of the Merger, Crimson Tide Scheme Shareholders will receive six new Checkit Shares (the "Exchange Ratio"). Immediately following Completion, Crimson Tide Scheme Shareholders will own approximately 26.8 per cent. of the issued share capital of Checkit (based on the existing issued share capital of Checkit and the fully diluted share capital of Crimson Tide as at 10 February 2025, being the latest practicable date prior to the publication of this Announcement).

The Exchange Ratio has been based in all material respects on the ratio of Checkit's current annual recurring revenues ("ARR") relative to Crimson Tide's. Based on Checkit's middle market closing price of 16.5 pence per Checkit Share on 10 February 2025 (being the last practicable date prior to publication of this Announcement), the Exchange Ratio represents an implied value of 99 pence per Crimson Tide Share and values the entire issued share capital of Crimson Tide at approximately £6.5 million.

Checkit reserves the right to reduce the Exchange Ratio by the amount of any dividend (or any distribution) which is paid or becomes payable by Crimson Tide to its shareholders following this Announcement.

The directors of Checkit and Crimson Tide believe that combining the two companies will create a strong, scaled business, with the platform to accelerate delivery of their strategic objectives and an opportunity for both sets of shareholders to share in the benefits accruing to the Combined Group via the expected realisation of cost and revenue synergies.

1. Background to and reasons for the Merger

Background to the Merger

The Checkit Board has for a long time considered there to be compelling strategic and financial reasons for a business combination of Checkit with Crimson Tide and at various times over the last four years engaged in discussions with the Crimson Tide Board.

In January 2024, the Checkit Board submitted an indicative non-binding proposal to the Crimson Tide Board regarding an all-share merger. As a result of the Crimson Tide Board's rejection of such proposal, the Checkit Board published the Possible Offer Announcement on 4 June 2024 to facilitate direct discussions with shareholders of both Crimson Tide and Checkit.

On 21 June 2024 the Crimson Tide Board announced that it had received a conditional and non-binding proposal from Ideagen Limited regarding a possible cash offer for Crimson Tide. Consequently, on 26 June 2024 the Checkit Board announced that it no longer intended to make an offer to acquire Crimson Tide.

On 11 July 2024 the Crimson Tide Board announced that Ideagen Limited no longer intended to make an offer for Crimson Tide. Following Ideagen Limited's withdrawal of interest, the Boards of Crimson Tide and Checkit re-engaged in discussions regarding the possible benefits of combining the two businesses and have since been engaged in constructive mutual due diligence ahead of this Announcement.

In agreeing the terms of the Merger, the Boards of Crimson Tide and Checkit have calculated the Exchange Ratio based in all material respects on the ratio of Checkit's current ARR relative to Crimson Tide's.

Reasons for the Merger and strategic rationale

The Boards of Checkit and Crimson Tide believe that the combination of their companies presents a compelling strategic opportunity to create a market leader in workflow software solutions, also providing a boost to Checkit's own strategic objectives and a range of benefits to all shareholders of the Combined Group. The key aspects of their rationale for the combination of the two businesses are set out in further detail below.

Strong Checkit management team with a track record of delivery to be enhanced by members of Crimson Tide management

Checkit's management team has proven its ability to deliver against its growth strategy:

- Accelerating US market growth;
- Scaling existing customers by upselling and cross-selling;
- Expanding its presence in the existing verticals it operates in and into new growth markets;

- Growing recurring subscription revenues;
- Driving operating efficiency to accelerate path to profitability; and
- Investing in R&D to drive value creation opportunities.

Checkit's revenue for the year ended 31 January 2025 ("FY25") was £14.0 million (31 January 2024: £12.0 million), representing a year-on-year increase of 17%, as Checkit continues to see strong growth opportunities in the US, where revenues increased by approximately 21%. New booking momentum was strong in the year with £2.1 million of sales booked in the twelve months to 31 January 2025, a 39% year-on-year increase. ARR as at 31 January 2025 was £14.4 million and cash was approximately £5.1 million.

Checkit believes that its management team will be enhanced by the addition of members of the Crimson Tide management team and further details are set out below.

Provision of enhanced product offering to customers of the Combined Group

The Boards of Checkit and Crimson Tide believe that the combination of Crimson Tide and Checkit's product sets will, in due course, provide an enhanced offering that will benefit both companies' customers. By leveraging Checkit's enhanced research and development and recognised go-to-market capabilities, the Combined Group will be able to benefit from the integration of Crimson Tide's solutions while also expanding the product set available to sell to both new and existing customers. Crimson Tide has stated its ambition to expand its IoT sensor offering and there is an opportunity to leverage Checkit's significant expertise in this area to accelerate these expansion plans, providing a technological edge and streamlining the integration process.

Checkit's strategy has been to focus on increasing market share and driving profitable growth. Its successful land and expand strategy has enhanced its customer base and delivered year on year revenue growth. The success of its long term growth strategy, focusing on expanding verticals and geographies, is demonstrated by the growth in revenues that it has achieved in the key US market. In addition, Checkit has delivered a 36% compound annual growth rate ("CAGR") in ARR since 2020, providing good visibility over future revenues and accelerating its path to net cash generation.

Checkit has demonstrated that its products are essential for daily workflow and operations and boost productivity, reduce costs and ensure compliance for its clients. In FY25, Checkit significantly enhanced its product offering by launching Asset Intelligence, its AI/ML analytics platform that provides data insights that will enhance the return on investment on its products.

The Boards of Checkit and Crimson Tide believe that Checkit's successful land and expand strategy can be applied to Crimson Tide's existing customer base to accelerate profitable cash generative growth for the Combined Group. Checkit's go-to-market approach of securing blue chip customers with entry size deals, which are then expanded over time providing additional sales and innovative services, can be applied to Crimson Tide's business model to fuel growth. This will enable the Combined Group to better cultivate mid to large size deals within its existing customer base and generate new organic growth opportunities in focussed verticals.

By implementing a rigorous and systematic approach to pipeline generation, the Combined Group would benefit from a more efficient sales cycle, enabling faster revenue generation. Checkit's unique ability to harness customer data enables deeper insights into customer productivity challenges and will allow customers of the Combined Group to benefit from the development of targeted machine learning and artificial intelligence modules that can complement the core product set.

The benefits of this approach are clear. By offering Crimson Tide's range of bespoke solutions along with Checkit's scalable products, the Combined Group will differentiate itself in the market and meet specific customer needs more effectively. This tailored approach can lead to higher customer satisfaction and loyalty, as well as open new revenue streams. Overall, the combination of Crimson Tide and Checkit's product sets, enhanced by Checkit's strategic initiatives, will create a more robust and competitive company with greater growth potential and long-term stability.

Substantial cross-selling and upselling opportunities to customers from a combination of the two businesses, thereby enhancing competitive standing of the Combined Group in a fragmented workflow management systems market over \$17 billion in size

The combination of Checkit and Crimson Tide would present substantial opportunities for cross-selling and upselling Checkit's product suite to Crimson Tide's customer base and vice versa. Crimson Tide's established presence in sectors such as logistics, transportation, healthcare, and retail align well with Checkit's market focus and growth strategy. This alignment not only expands the verticals for the Combined Group but also supports a unified approach to scaling in the US, where Checkit is already well established with a direct sales team delivering 27% of group ARR.

The ability to offer a broader range of products to customers will allow the Combined Group to position itself as a one-stop shop in a large market, offering integrated solutions that enable inherent efficiency benefits to existing customers whilst opening up further opportunities in new verticals and geographies. This approach, combined with Checkit's innovative use of customer data, will enable the acceleration of growth, and enhance the long-term prospects of the Combined Group.

The combination would enhance the enlarged entity's position in the workflow software solutions market, thereby leveraging the strengths of both organisations for an enhanced competitive advantage.

The market for workflow management systems was valued at US\$17.1 billion in 2024 and is expected to generate a CAGR of 33.5% between 2024 and 2034¹. Growth in the sector will be driven by innovation and the exploitation of data for management information. With the launch of Asset intelligence, Checkit is well positioned to benefit from this market trend and applying these insights to Crimson Tide's more bespoke product offering will bring further benefits and growth opportunities to the Combined Group.

Opportunity to realise synergies from a combination of the two businesses

Under the leadership of the Checkit management team with support from Crimson Tide management, the Combined Group is expected to benefit from significant synergies, efficiencies and growth opportunities:

- **Revenue Synergies:** The integration of Checkit and Crimson Tide is expected to unlock revenue synergies from cross-selling and upselling opportunities. By leveraging Checkit's product suite within Crimson Tide's established sectors such as logistics, transportation, healthcare and retail and vice versa, there is the opportunity to drive additional revenue. Offering more comprehensive solutions to existing customers where there is currently no significant degree of overlap between the two companies such as Tesco, Morrisons, Bookers and the NHS should enhance the value proposition and increase the sales opportunity. It will

¹ Source: [Workflow Management System Market Size To Hit USD 307.64 Bn By 2034](#)

also open further opportunities to expand the addressable market via new verticals and geographies.

- **Cost Synergies:** In order to unlock the significant potential upside from a combination of the two businesses, Checkit management has identified staff and non-staff cost savings in the Combined Group. Elimination of duplicate costs associated with two listings on the London Stock Exchange will provide savings alongside the consolidation of some staff and non-staff functions in sales and marketing, product development, administration and operations which will streamline operations over time and lead to a more efficient and cost-effective organisational structure.
- **Accelerated Growth for Crimson Tide:** Applying Checkit's proven go-to-market strategies, which include both land and expand tactics, and organic growth initiatives, is expected to accelerate Crimson Tide's growth. Checkit's higher ARR growth rate demonstrates its capability to drive revenue expansion effectively. Implementing these strategies within Crimson Tide provides an opportunity to increase Crimson Tide's market penetration and rate of revenue growth.
- **Enhanced Financial Standing:** The Combined Group would, immediately following Completion, boast an ARR of increased scale and a pro forma cash balance (before deal costs) of approximately £7.2 million with the potential for significant future net cash generation. Once profitable, the Combined Group is also expected to grow its profitability faster than either company could as standalone businesses. This enhanced financial position would not only provide stability but also enable strategic investments in innovation and expansion, further reinforcing the Combined Group's financial standing. The robust financial health of the Combined Group should increase investor confidence and provide a solid foundation for sustained long-term profitable growth.

The Combined Group should be a more attractive investment proposition to existing and potential new shareholders

The Boards of Checkit and Crimson Tide believe that the Combined Group with its increased scale and enhanced financial standing would present a more attractive investment opportunity for existing and potential shareholders than either business remaining as standalone entities. The Boards of Checkit and Crimson Tide believe that this, along with the significant potential revenue and cost synergies identified, could result in the Combined Group attracting a wider pool of investors and consequently being attributed higher valuation multiples by the market than either standalone company could reasonably expect to command. A broader investor base could also reasonably be expected to increase liquidity for existing and potential investors.

For the reasons set out above, the Boards of Checkit and Crimson Tide believe that the strategic and financial rationale for the Merger is compelling, in the best interests of both companies' respective shareholders and provides significant opportunities for enhanced value for both sets of shareholders.

2. Board and management of the Combined Group

Subject to Completion, it is proposed that, following the Effective Date, the Checkit Board will comprise:

- Keith Daley, currently Non-Executive Chairman of Checkit, who will remain Non-Executive Chairman of Checkit;

- Kit Kyte, currently Chief Executive Officer of Checkit, who will remain Chief Executive Officer of Checkit;
- Kris Shaw, currently Chief Financial Officer of Checkit, who will remain Chief Financial Officer of Checkit;
- Alex Curran, currently Non-Executive Director of Checkit, who will remain Non-Executive Director of Checkit; and
- Jacqueline Daniell, currently Non-Executive Chairman of Crimson Tide, who will join the Checkit Board as a Non-Executive Director.

Upon completion of the Merger, the other Non-Executive Directors of Crimson Tide would be expected to resign and from that point cease to be directors of Crimson Tide. The executive directors of Crimson Tide are expected to resign from their roles as directors of Crimson Tide but will be appointed to the following senior management roles within the Combined Group:

- Phil Meyers, currently Chief Executive Officer of Crimson Tide, will be appointed as global Chief Operating Officer of the Combined Group;
- Luke Jeffrey, currently Chief Technology Officer of Crimson Tide, will be appointed as Chief Technology Officer of the Combined Group; and
- Peter Hurter, currently Chief Financial Officer of Crimson Tide, will be appointed as head of the integration process of Crimson Tide into Checkit and will be employed by the Combined Group for a period to be agreed from Completion.

3. Current trading

Current trading of Checkit

Checkit's revenue for the year ended 31 January 2025 ("FY25") was £14.0 million (31 January 2024: £12.0 million), representing a year-on-year increase of 17%, as Checkit continues to see strong growth opportunities in the US, where revenues increased by approximately 21%.

New booking momentum was strong in the year with £2.1 million of sales booked in the twelve months to 31 January 2025, a 39% year-on-year increase. Expansion revenue from existing customers continues to drive the majority of revenue growth, complemented by several key new customer wins that are expected to provide further expansion opportunities in the coming years. New customer signings in both the UK and US have strengthened Checkit's growing care home use case, while additional wins in Checkit's core blood plasma and hospitality verticals offer further land and expand opportunities. As noted in its interim results to 31 July 2024, Checkit's sales performance in FY25 was partly impacted by the non-renewal of low margin and non-core business, but taking into account the growth in sales bookings, ARR as at 31 January 2025 was £14.4 million and cash was approximately £5.1 million.

By increasing revenue whilst maintaining gross margin and cost control, strong progress towards the Company's longer-term financial objectives including its path to profitability using its existing financial resources has been maintained in FY25, with overall trading and year end cash in line with Board expectations.

Current trading of Crimson Tide

Crimson Tide was pleased in its interim results for the six months to 30 June 2024 ("Crimson Tide FY24 Interims") to report revenue up 3.3% to £3.14m (H1 2023: £3.04m), EBITDA up c209% at £0.33m (H1 2023: £0.11m) and gross margins of 88.2%, up nearly 4 percentage points on the prior year. Crimson Tide has at the same time increased ARR to £5.94m (FY2023: £5.75m) with cash reserves healthy at

£2.5m (H1 2023: £2.9m). Crimson Tide has and will continue to develop and invest in the core mpro5 product such that the product is in the best shape possible, and the Board is confident in its competitive advantage and market readiness.

Crimson Tide further referred to these achievements coming despite the impact of two key client losses in the prior year, both occasioned by factors beyond its control, and the distraction of two unsolicited takeover bids. Crimson Tide also indicated execution risks arising from the limitations of capacity in sales areas, against which investment was being made, and a market-wide pattern of opportunities going to competitive tender and sales cycles generally becoming extended, a feature which has persisted during the second half of FY24.

The Company has continued to trade in line with the Board's expectations since the date of the Crimson Tide FY24 Interims with the second half of the year unfolding as envisaged, with ARR at the year-end of approximately £5.2m and cash of approximately £2.1m. As predicted Crimson Tide experienced further ARR churn in the second half as certain covid-era deals came to an end, though the Crimson Tide Board has taken action to adjust Crimson Tide's cost base in response to changes in its sales cycle and customer requirements, incurring some exceptional costs in doing so, but has been disciplined to ensure that the Company's commitment to ongoing investment in capacity or product was not prejudiced.

Notwithstanding the performance of the business since the FY24 interims the Crimson Tide Board believes that in the current economic climate client buying behaviour is unlikely to improve in the short term, with sales cycles only likely to become more protracted, however well invested the mpro5 platform may be. With that in mind the Crimson Tide Board sees little scope to make top-line progress during the current financial year, with any growth not now anticipated until FY26.

4. Recommendations

Crimson Tide

The Crimson Tide Directors, who have been so advised by Cavendish as to the financial terms of the Merger, unanimously consider the terms of the Merger to be fair and reasonable. In providing advice to the Crimson Tide Directors, Cavendish has taken into account the commercial assessments of the Crimson Tide Directors. Cavendish is providing independent financial advice to the Crimson Tide Directors for the purposes of Rule 3 of the Takeover Code.

Accordingly, the Crimson Tide Directors intend to recommend unanimously that Crimson Tide Scheme Shareholders vote in favour of the Scheme at the Crimson Tide Court Meeting and that Crimson Tide Shareholders vote in favour of the Crimson Tide Resolution to be proposed at the Crimson Tide General Meeting.

Checkit

In order to implement the Merger, Checkit will require the approval of the Checkit Shareholders to allot the New Checkit Shares at the Checkit General Meeting. The Merger is accordingly conditional on such approval being obtained.

The Checkit Directors consider the Merger to be in the best interests of Checkit Shareholders as a whole and accordingly intend to recommend unanimously that Checkit Shareholders vote in favour of the Checkit Resolution to be proposed at the Checkit General Meeting.

5. Irrevocable Undertakings & Letters of Intent

In respect of the Crimson Tide Shareholder Meetings

The Crimson Tide Directors who are interested in Crimson Tide Shares have irrevocably undertaken to vote (or procure votes) in favour of the Scheme at the Crimson Tide Court Meeting and in favour of the Crimson Tide Resolution to be proposed at the Crimson Tide General Meeting, in respect of their own beneficial holdings (or the holdings of certain persons connected with them) of 90,858 Crimson Tide Shares representing, in aggregate, approximately 1.38 per cent. of Crimson Tide's issued ordinary share capital as at the close of business on the Latest Practicable Date.

In addition, Checkit has received an Irrevocable Undertaking to vote in favour of the Scheme at the Crimson Tide Court Meeting and to vote in favour of the Crimson Tide Resolution to be proposed at the Crimson Tide General Meeting in respect of 347,666 Crimson Tide Shares, being approximately 5.29 per cent. of Crimson Tide Shares in issue as at 10 February 2025 (being the latest practicable date prior to the publication of this Announcement).

Checkit has also received non-binding letters of support to vote in favour of the Crimson Tide Resolution to be proposed at the Crimson Tide General Meeting, in respect of 1,358,333 Crimson Tide Shares representing, in aggregate, approximately 20.66 per cent. of Crimson Tide's issued ordinary share capital as at the close of business on the Latest Practicable Date.

Checkit has therefore received Irrevocable Undertakings and letters of intent to vote in favour of the Crimson Tide Resolution in respect of a total number of 1,796,857 Crimson Tide Shares representing, in aggregate, approximately 27.33 per cent. of Crimson Tide's issued ordinary share capital as at the close of business on the Latest Practicable Date.

The Irrevocable Undertakings summarised above, inter alia, prohibit the Shareholders concerned from selling all or any part of their holdings of Crimson Tide Shares to anyone other than Checkit and, in the case of the Irrevocable Undertakings given by Crimson Tide Directors, remain binding in the event of any competing offer. All of the Irrevocable Undertakings will cease to be binding if the Merger lapses or is otherwise withdrawn. The Irrevocable Undertaking from a shareholder which is not a Crimson Tide Director will also lapse if, within ten business days after the despatch of the Scheme Document, a third party announces a firm intention to make an offer to acquire all the issued and to be issued equity share capital of Crimson Tide for a consideration per share which represents at least 10 per cent. greater than the value of the consideration per share available under the Merger as at the date of such announcement and Checkit does not within 14 business days of such announcement increase the consideration payable under the Merger to an amount which is equal to or exceeds the value of such third party offer.

In respect of the Checkit General Meeting

The Checkit Directors intend to give Irrevocable Undertakings to vote (or procure votes) in favour of the Checkit Resolution to be proposed at the Checkit General Meeting in respect of their own beneficial holdings (or the holdings of certain persons connected with them) of 21,966,976 Checkit Shares representing, in aggregate, approximately 20.34 per cent. of Checkit's issued ordinary share capital as at the close of business on the Latest Practicable Date.

Further details of these Irrevocable Undertakings and letters of intent are set out in Appendix III of this Announcement.

6. Merger Structure & Conditions

The Merger is expected to be effected by means of a Court-sanctioned scheme of arrangement between Crimson Tide and Crimson Tide Scheme Shareholders under Part 26 of the Companies Act 2006, further details of which are contained in the full text of this Announcement (and will be included in the Scheme Document). Checkit also reserves the right to implement the Merger by way of a Takeover Offer, subject to the Panel's consent.

The Merger will also be subject to the conditions and further terms set out in Appendix I to this Announcement and to be set out in the Scheme Document. The Conditions include:

- (i) the approval by the requisite majorities of, respectively, the Crimson Tide Scheme Shareholders and Crimson Tide Shareholders of (A) the Scheme at the Court Meeting and (B) the Crimson Tide Resolution at the Crimson Tide General Meeting;
- (ii) the sanction of the Scheme by the Court;
- (iii) an ordinary resolution granting the Checkit Directors' authority to issue the New Checkit Shares to be issued in connection with the Merger being proposed at the Checkit General Meeting and passed (without amendment); and
- (iv) the London Stock Exchange having acknowledged to Checkit or its agent (and such acknowledgement not having been withdrawn) that the New Checkit Shares will be admitted to trading on AIM;

Further details relating to these conditions are set out in paragraph 9 of the second part of this Announcement.

It is expected that the Scheme Document (including notices of the Crimson Tide Shareholder Meetings) together with the relevant Crimson Tide Forms of Proxy will be sent to Crimson Tide Shareholders within 28 days of the date of this Announcement (or on such later date as may be agreed by Checkit and Crimson Tide with the consent of the Panel).

It is expected that the Checkit Circular, which will contain a notice of the Checkit General Meeting, will be published and mailed to Checkit Shareholders at or around the same time as the Scheme Document is posted to Crimson Tide Shareholders.

The Scheme Document and the Checkit Circular will each be made available by Checkit on its website at www.checkit.net and by Crimson Tide on its website at www.crimsontide.co.uk.

The Scheme Document and Checkit Circular will contain details of the dates, times and locations of the Crimson Tide Shareholder Meetings and Checkit General Meeting. The Scheme is expected to be Effective in the second quarter of 2025, subject to satisfaction or (where applicable) waiver of the Conditions and certain further terms set out in Appendix I to this Announcement.

Listing & Trading of Crimson Tide Shares and Checkit Shares

Crimson Tide Shares are admitted to trading on the London Stock Exchange's AIM market. Subject to Completion, it is intended that application will be made for the cancellation of trading of the Crimson Tide Shares on the London Stock Exchange's AIM market to take effect on or shortly after the Effective Date. Crimson Tide is also expected to be re-registered as a private company after Completion.

Checkit will seek approval for the New Checkit Shares to be admitted to trading on the London Stock Exchange's AIM market alongside the existing Checkit Shares.

7. About Crimson Tide

Crimson Tide is the provider of mpro5, the process management app. mpro5 is delivered on all modern devices and enables organisations to digitally transform their business with a view to improving customer experience, safety and compliance and operational efficiency. In doing so Crimson Tide is able to help customers overcome inefficiencies, unlocking substantial cost savings and productivity gains whilst strengthening customer workforces with smart mobile working. Integrating with IoT sensors (such as temperature, or humidity) mpro5 provides customers with a strong data foundation enabling them to make informed and actionable decisions about their day to day operations.

Crimson Tide is trusted by businesses across a wide variety of verticals including facilities management, transportation, catering, retail and healthcare estates and is currently deployed in over 260,000 sites in 11 countries.

mpro5 offers Crimson Tide's customers a highly scalable and secure solution and is typically provided on a long term contracted monthly subscription basis, whilst the Crimson Tide team is able to provide maintenance and customer specific adaptations of the solution, allowing organisations to further refine, automate and adapt their processes to maximise efficiency and return on their investment in mpro5.

8. About Checkit

Checkit is the augmented workflow solution for frontline workers and smart sensor automation, enabling large multinational and complex organisations to operate more safely, efficiently and sustainably – driving them towards achieving intelligent operations.

Checkit has hundreds of customers across the globe, including Global Fortune 500 and public health organisations. Checkit's customers are digitising their manual processes through Checkit's highly customisable workflow software and top-of-the-line Internet of Things (IoT) sensors, increasingly aided by Machine Learning and AI. More than 12 billion sensor readings and millions of completed workflows per year are sent through Checkit's platform enabling customers to become more efficient, ensure safety and deliver complete operational visibility.

This summary should be read in conjunction with, and is subject to, the full text of this Announcement and the Appendices. The Merger will be subject to the satisfaction or, where applicable, waiver of the Conditions and certain further terms set out in Appendix I to this announcement and to the full terms and conditions to be set out in the Scheme Document. Appendix II to this announcement contains sources of information and bases of calculations of certain information contained in this Announcement. A summary of the Irrevocable Undertakings and letters of intent received by Checkit in relation to the Merger is set out in Appendix III to this announcement. Further details of the FY25 Checkit Profit Estimate and the FY24 Crimson Tide Profit Estimate are set out in Appendix IV to this Announcement. Certain terms used in this summary and this Announcement are defined in Appendix V to this Announcement.

The individual responsible for releasing this announcement is Kit Kyte, Chief Executive Officer of Checkit.

Enquiries:
Checkit plc

+44 (0) 1223 643313

www.Checkit.net
Kit Kyte (Chief Executive Officer)
Kris Shaw (Chief Financial and Operations Officer)

Singer Capital Markets (Financial Adviser, Nominated Adviser & Broker to Checkit) **+44 (0) 20 7496 3000**

Shaun Dobson / Peter Steel / James Fischer

Yellowstone Advisory (Investor Relations)

Alex Schlich

+44 (0) 203 951 8907

alex@yellowstoneadvisory.com

Crimson Tide plc

www.CrimsonTide.com

Jacqueline Daniell (Chair)

Phil Meyers (Chief Executive Officer)

Peter Hurter (Chief Financial Officer)

+44 1892 542444

Cavendish Capital Markets (Financial Adviser, Nominated Adviser, Rule 3 Adviser and Corporate Broker to Crimson Tide)

Julian Blunt / Henrik Persson / Dan Hodgkinson – Corporate Finance

Andrew Burdis – Corporate Broking

+44 (0) 20 7220 0500

Alma PR (Financial PR)

Josh Royston

+44 (0) 7780 901979

Important notices relating to financial advisers

Singer Capital Markets Advisory LLP, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as Financial Adviser, Nominated Adviser and Broker exclusively for Checkit and no-one else in connection with the matters set out in this announcement and will not regard any other person as their client in relation to such matters and will not be responsible to anyone other than Checkit for providing the protections afforded to clients of Singer Capital Markets nor for providing advice in relation to the Merger or any matter referred to in this announcement.

Cavendish Capital Markets Limited, which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for Crimson Tide and for no one else in connection with the subject matter of this Announcement and will not be responsible to anyone other than Crimson Tide for providing the protections afforded to clients of Cavendish or for providing advice in relation to the contents of this Announcement or any matters referred to in this Announcement.

Further information

This Announcement is for information purposes only. It is not intended to and does not constitute, or form part of, any offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Merger or otherwise, nor shall there be any sale, issuance or transfer of securities of Crimson Tide pursuant to the Merger or otherwise in any jurisdiction in contravention of applicable law. The Merger will be implemented solely by means of the Scheme Document (or, in the event that the Merger is to be implemented by means of a Takeover Offer, the offer document)

which will contain the full terms and conditions of the Merger, including details of how to vote in respect of the Merger (or, in the case of a Takeover Offer, to accept the offer).

Crimson Tide will prepare the Scheme Document to be distributed to Crimson Tide Shareholders. Crimson Tide and Checkit urge Crimson Tide Shareholders to read the Scheme Document carefully as it will contain important information relating to the Merger, the New Checkit Shares and the Combined Group. Any decision to vote in respect of resolutions to be proposed at the Crimson Tide Shareholder Meetings to approve the Merger, the Scheme or related matters, should be made only on the basis of the information contained in the Scheme Document.

It is expected that the Scheme Document (including notices of the Crimson Tide Shareholder Meetings) together with the relevant Crimson Tide Forms of Proxy will be sent to Crimson Tide Shareholders within 28 days of the date of this Announcement (or on such later date as may be agreed by Checkit and Crimson Tide with the consent of the Panel).

Checkit will prepare the Checkit Circular to be distributed to Checkit Shareholders and which will be available on Checkit's website at www.checkit.net and Crimson Tide's website at www.crimsontide.co.uk. Checkit urges Checkit Shareholders to read the Checkit Circular when it becomes available. Any decision to vote in respect of the Checkit Resolution should be made only on the basis of the information in the Checkit Circular. It is expected that the Checkit Circular (including the notice of the Checkit General Meeting) together with the Checkit Form of Proxy, will be posted to Checkit Shareholders as soon as is reasonably practicable and in any event within 28 days of this Announcement, unless otherwise agreed with the Panel.

The statements contained in this Announcement are made as at the date of this Announcement, unless some other time is specified in relation to them.

This Announcement does not constitute a prospectus or prospectus equivalent document. The New Checkit Shares to be issued pursuant to the Merger are not being offered to the public by means of this Announcement. The Merger will be subject to the applicable requirements of the Takeover Code, the Panel, the London Stock Exchange, the AIM Rules for Companies and the FCA.

Please be aware that addresses, electronic addresses and certain other information provided by Crimson Tide Shareholders, persons with information rights and other relevant persons for the receipt of communication by Crimson Tide may be provided to Checkit during the Offer Period as required by section 4 of Appendix 4 to the Takeover Code.

Overseas Shareholders

This Announcement has been prepared for the purpose of complying with English law, the Takeover Code, the Market Abuse Regulation, the AIM Rules and the Disclosure Guidance and Transparency Rules and the information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside of the United Kingdom.

The release, publication or distribution of this Announcement in jurisdictions other than the United Kingdom may be restricted by law and/or regulation. Persons who are not resident in the United Kingdom, or who are subject to the laws of other jurisdictions should inform themselves of, and observe, any applicable legal or regulatory requirements. In particular, the ability of persons who are not resident in the United Kingdom or who are subject to the laws of another jurisdiction to participate in the Merger or to vote their Crimson Tide Shares in respect of the Scheme at the Crimson Tide Court

Meeting, or to execute and deliver Crimson Tide Forms of Proxy appointing another to vote at the Crimson Tide Court Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located or to which they are subject. Any failure to comply with the applicable requirements may constitute a violation of the laws and/or regulations of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Merger disclaim any responsibility or liability for the violation of such restrictions by any person.

Unless otherwise determined by Checkit or required by the Takeover Code and permitted by applicable law and regulation, participation in the Merger will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Merger by any such use, means, instrumentality or form within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this Announcement and all documentation relating to the Merger are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this Announcement and all documents relating to the Merger (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions as doing so may invalidate any purported vote in respect of the Merger.

If the Merger is implemented by way of a Takeover Offer (unless otherwise permitted by applicable law and regulation), the Takeover Offer may not be made, directly or indirectly, in or into or by use of the mails or any other means or instrumentality (including, without limitation, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Takeover Offer will not be capable of acceptance by any such use, means, instrumentality or facilities or from within any Restricted Jurisdiction.

The availability of the New Checkit Shares under the Merger to Crimson Tide Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are resident or to which they are subject. Persons who are not resident in the United Kingdom or who are subject to the laws of other jurisdictions should inform themselves of, and observe, any applicable legal or regulatory requirements.

Further details in relation to Overseas Shareholders will be contained in the Scheme Document.

Profit forecasts, estimates or quantified financial benefits statements

Checkit

The FY25 Checkit Profit Estimate is a profit estimate within the meaning of Rule 28.1 of the Takeover Code. The FY25 Checkit Profit Estimate, the assumptions and basis of preparation on which it is based and the Checkit Directors' confirmation as required by Rule 28 of the Takeover Code, are set out in Appendix IV of this Announcement.

Other than the FY25 Checkit Profit Estimate, no statement in this Announcement is intended as a profit forecast or estimate for any period or a quantified financial benefits statement and no statement in this Announcement should be interpreted to mean that earnings or earnings per share for Checkit for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Checkit.

Crimson Tide

The FY24 Crimson Tide Profit Estimate is a profit estimate within the meaning of Rule 28.1 of the Takeover Code. The FY24 Crimson Tide Profit Estimate, the assumptions and basis of preparation on which it is based and the Crimson Tide Directors' confirmation as required by Rule 28 of the Takeover Code, are set out in Appendix IV of this Announcement.

Other than the FY24 Crimson Tide Profit Estimate, no statement in this Announcement is intended as a profit forecast or estimate for any period or a quantified financial benefits statement and no statement in this Announcement should be interpreted to mean that earnings or earnings per share for Crimson Tide for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Crimson Tide.

Disclosure requirements of the Code:

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 p.m. (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m. (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by Crimson Tide and by any offeror and Dealing Disclosures must also be made by Crimson Tide, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should

contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

The defined terms used in this section "Disclosure requirements of the Code" are defined in the Code which can be found on the Takeover Panel's website.

Publication on a website

In accordance with Rule 26.1 of the Code, a copy of this announcement will be made available (subject to certain restrictions relating to persons resident in restricted jurisdictions) on Checkit's website at www.Checkit.net by no later than 12 noon (London time) on the business day following the date of this announcement. For the avoidance of doubt, the content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.

Forward Looking Statements

This announcement may contain "forward-looking statements" relating to each of Checkit, Crimson Tide and/or the Combined Group and the business sectors in which they operate. Generally, the words "will", "may", "should", "continue", "believes", "expects", "intends", "anticipates", "forecast", "plan" and "project" or similar expressions identify forward-looking statements. Such statements reflect Checkit's current views with respect to future events and are subject to risks, assumptions and uncertainties that could cause the actual results to differ materially from those expressed or implied in the forward-looking statements. Many of these risks, assumptions and uncertainties relate to factors that are beyond Checkit's abilities to control or estimate precisely, such as future market conditions, changes in general economic and business conditions and the behaviour of other market participants. Checkit cannot give any assurance that the forward-looking statements will prove to have been correct. The reader should not, therefore, place undue reliance on these forward-looking statements, which speak only as of the date of this announcement. Checkit does not undertake any obligation to update or revise publicly any of the forward-looking statements set out in this announcement, whether as a result of new information, future events or otherwise, except to the extent legally required.

Rounding

Certain figures included in this announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF THAT JURISDICTION.

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION AS STIPULATED UNDER THE MARKET ABUSE REGULATION NO. 596/2014 (AS INCORPORATED INTO UK LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 AS AMENDED BY VIRTUE OF THE MARKET ABUSE (AMENDMENT) (EU EXIT) REGULATIONS 2019). UPON THE PUBLICATION OF THIS ANNOUNCEMENT VIA A REGULATORY INFORMATION SERVICE, THIS INSIDE INFORMATION IS NOW CONSIDERED TO BE IN THE PUBLIC DOMAIN.

11 February 2025

Recommended Merger

of

Crimson Tide plc ("Crimson Tide") with Checkit plc ("Checkit")

**to be effected by way of a scheme of arrangement
under Part 26 of the Companies Act 2006**

1. Introduction

The boards of Checkit and Crimson Tide are pleased to announce that they have reached agreement on the terms of a recommended all-share merger pursuant to which Checkit will acquire the entire issued and to be issued share capital of Crimson Tide. The Merger is to be effected by means of a Court-sanctioned scheme of arrangement between Crimson Tide and Crimson Tide Scheme Shareholders under Part 26 of the Companies Act 2006.

2. The Merger

Under the terms of the Merger, each Crimson Tide shareholder would receive:

For each Crimson Tide Share: 6 Checkit Shares

Under the terms of the Merger, Crimson Tide Scheme Shareholders will receive six new Checkit Shares (the "Exchange Ratio"). Immediately following Completion, Crimson Tide Scheme Shareholders will own approximately 26.8 per cent. of the issued share capital of Checkit (based on the existing issued share capital of Checkit and the fully diluted share capital of Crimson Tide as at 10 February 2025, being the latest practicable date prior to the publication of this Announcement).

The Exchange Ratio has been based in all material respects on the ratio of Checkit's current annual recurring revenues ("ARR") relative to Crimson Tide's. Based on Checkit's middle market closing price of 16.5 pence per Checkit Share on 10 February 2025 (being the last practicable date prior to publication of this Announcement), the Exchange Ratio represents an implied value of 99 pence per Crimson Tide Share and values the entire issued share capital of Crimson Tide at approximately £6.5 million.

Checkit reserves the right to reduce the Exchange Ratio by the amount of any dividend (or any distribution) which is paid or becomes payable by Crimson Tide to its shareholders following this Announcement.

The New Checkit Shares will be issued credited as fully paid and will rank pari passu in all respects with the Checkit Shares in issue at the time the New Checkit Shares are issued pursuant to the Merger, including the right to receive and retain dividends and other distributions declared, made or paid by reference to a record date falling after the Effective Date. Application will be made to the London Stock Exchange for the New Checkit Shares to be admitted to trading on AIM.

In the event that the Merger is to be implemented instead by way of a Takeover Offer, the Crimson Tide Shares will be acquired pursuant to such Merger fully paid and free from all liens, charges, equitable interests, encumbrances and rights of pre-emption and any other interests of any nature whatsoever and together with all rights attaching to them.

3. Background to and reasons for the Merger

Background to the Merger

The Checkit Board has for a long time considered there to be compelling strategic and financial reasons for a business combination of Checkit with Crimson Tide and at various times over the last four years engaged in discussions with the Crimson Tide Board.

In January 2024, the Checkit Board submitted an indicative non-binding proposal to the Crimson Tide Board regarding an all-share merger. As a result of Crimson Tide's rejection of such proposal, the Checkit Board published the Possible Offer Announcement on 4 June 2024 to facilitate direct discussions with shareholders of both Crimson Tide and Checkit.

On 21 June 2024 the Crimson Tide Board announced that it had received a conditional and non-binding proposal from Ideagen Limited regarding a possible cash offer for Crimson Tide. Consequently, on 26 June 2024 the Checkit Board announced that it no longer intended to make an offer to acquire Crimson Tide.

On 11 July 2024 the Crimson Tide Board announced that Ideagen Limited no longer intended to make an offer for Crimson Tide. Following Ideagen Limited's withdrawal of interest, the Board's of Crimson Tide and Checkit re-engaged in discussions regarding the possible benefits of combining the two businesses and have since been engaged in constructive mutual due diligence ahead of this Announcement.

In agreeing the terms of the Merger, the Boards of Crimson Tide and Checkit have calculated the Exchange Ratio based in all material respects on the ratio of Checkit's current ARR relative to Crimson Tide's.

Reasons for the Merger and strategic rationale

The Boards of Checkit and Crimson Tide believe that the combination of their companies presents a compelling strategic opportunity to create a market leader in workflow software solutions also providing a boost to Checkit's own strategic objectives and a range of benefits to all shareholders of the Combined Group. The key aspects of their rationale for the combination of the two businesses set are out in further detail below.

Strong Checkit management team with a track record of delivery to be enhanced by members of Crimson Tide management

Checkit's management team has proven its ability to deliver against its growth strategy:

- Accelerating US market growth;
- Scaling existing customers by upselling and cross-selling;
- Expanding its presence in the existing verticals it operates in and into new growth markets;
- Growing recurring subscription revenues;
- Driving operating efficiency to accelerate path to profitability; and
- Investing in R&D to drive value creation opportunities.

Checkit's revenue for the year ended 31 January 2025 ("FY25") was £14.0 million (31 January 2024: £12.0 million), representing a year-on-year increase of 17%, as Checkit continues to see strong growth opportunities in the US, where revenues increased by approximately 21%. New booking momentum was strong in the year with £2.1 million of sales booked in the twelve months to 31 January 2025, a 39% year-on-year increase. ARR as at 31 January 2025 was £14.4 million and cash was approximately £5.1 million.

Checkit believes that its management team will be enhanced by the addition of members of the Crimson Tide management team and further details are set out below.

Provision of enhanced product offering to customers of the Combined Group

The Boards of Checkit and Crimson Tide believe that the combination of Crimson Tide's and Checkit's product sets will, in due course, provide an enhanced offering that will benefit both companies' customers. By leveraging Checkit's enhanced research and development and recognised go-to-market capabilities, the Combined Group will be able to benefit from the integration of Crimson Tide's solutions while also expanding the product set available to sell to both new and existing customers. Crimson Tide has stated its ambition to expand its IoT sensor offering and there is an opportunity to leverage Checkit's significant expertise in this area to accelerate these expansion plans, providing a technological edge and streamlining the integration process.

Checkit's strategy has been to focus on increasing market share and driving profitable growth. Its successful land and expand strategy has enhanced its customer base and delivered year on year revenue growth. The success of its long term growth strategy, focusing on expanding verticals and geographies is demonstrated by the growth in revenues that it has achieved in the key US market. In addition, Checkit has delivered a 36% CAGR in ARR since 2020, providing good visibility over future revenues and accelerating its path to net cash generation.

Checkit has demonstrated that its products are essential for daily workflow and operations and boost productivity, reduce costs and ensure compliance for its clients. In FY25, Checkit significantly enhanced its product offering by launching Asset Intelligence, its AI/ML analytics platform that provides data insights that will enhance the return on investment on its products.

The Boards of Checkit and Crimson Tide believe that Checkit's successful land and expand strategy can be applied to Crimson Tide's existing customer base to accelerate profitable cash generative growth for the Combined Group. Checkit's go-to-market approach of securing blue chip customers with entry size deals, which are then expanded over time providing additional sales and innovative services, can be applied to Crimson Tide's business model to fuel growth. This will enable the Combined Group to better cultivate mid to large size deals within its existing customer base and generate new organic growth opportunities in focussed verticals.

By implementing a rigorous and systematic approach to pipeline generation, the Combined Group would benefit from a more efficient sales cycle, enabling faster revenue generation. Checkit's unique ability to harness customer data enables deeper insights into customer productivity challenges and will allow customers of the Combined Group to benefit from the development of targeted machine learning and artificial intelligence modules that can complement the core product set.

The benefits of this approach are clear. By offering Crimson Tide's range of bespoke solutions along with Checkit's scalable products, the Combined Group will differentiate itself in the market and meet specific customer needs more effectively. This tailored approach can lead to higher customer satisfaction and loyalty, as well as open new revenue streams. Overall, the combination of Crimson Tide and Checkit's product sets, enhanced by Checkit's strategic initiatives, will create a more robust and competitive company with greater growth potential and long-term stability.

Substantial cross-selling and upselling opportunities to customers from a combination of the two businesses, thereby enhancing competitive standing of the Combined Group in a fragmented workflow management systems market over \$17 billion in size

The combination of Checkit and Crimson Tide would present substantial opportunities for cross-selling and upselling Checkit's product suite to Crimson Tide's customer base and vice versa. Crimson Tide's established presence in sectors such as logistics, transportation, healthcare, and retail align well with Checkit's market focus and growth strategy. This alignment not only expands the verticals for the Combined Group but also supports a unified approach to scaling in the US, where Checkit is already well established with a direct sales team delivering 27% of group ARR.

The ability to offer a broader range of products to customers will allow the Combined Group to position itself as a one-stop shop in a large market, offering integrated solutions that enable inherent efficiency benefits to existing customers whilst opening up further opportunities in new verticals and geographies. This approach, combined with Checkit's innovative use of customer data, will enable the acceleration of growth, and enhance the long-term prospects of the Combined Group.

The combination would enhance the enlarged entity's position in the workflow software solutions market, thereby leveraging the strengths of both organisations for an enhanced competitive advantage.

The market for workflow management systems was valued at US\$17.1 billion in 2024 and is expected to generate a CAGR of 33.5% between 2024 and 2034². Growth in the sector will be driven by innovation and the exploitation of data for management information. With the launch of Asset intelligence, Checkit is well positioned to benefit from this market trend and applying these insights to Crimson Tide's more bespoke product offering will bring further benefits and growth opportunities to the Combined Group.

Opportunity to realise synergies from a combination of the two businesses

Under the leadership of the Checkit management team with support from Crimson Tide management, the Combined Group is expected to benefit from significant synergies, efficiencies and growth opportunities:

- **Revenue Synergies:** The integration of Checkit and Crimson Tide is expected to unlock revenue synergies from cross-selling and upselling opportunities. By leveraging Checkit's

² Source: Workflow Management System Market Size To Hit USD 307.64 Bn By 2034

product suite within Crimson Tide's established sectors such as logistics, transportation, healthcare and retail and vice versa, there is the opportunity to drive additional revenue. Offering more comprehensive solutions to existing customers where there is currently no significant degree of overlap between the two companies such as Tesco, Morrisons, Bookers and the NHS should enhance the value proposition and increase the sales opportunity. It will also open further opportunities to expand the addressable market via new verticals and geographies.

- **Cost Synergies:** In order to unlock the significant potential upside from a combination of the two businesses, Checkit management has identified staff and non-staff cost savings in the Combined Group. Elimination of duplicate costs associated with two listings on the London Stock Exchange will provide savings alongside the consolidation of some staff and non-staff functions in sales and marketing, product development, administration and operations which is expected to streamline operations over time and lead to a more efficient and cost-effective organisational structure.
- **Accelerated Growth for Crimson Tide:** Applying Checkit's proven go-to-market strategies, which include both land and expand tactics, and organic growth initiatives, will accelerate Crimson Tide's growth. Checkit's higher ARR growth rate demonstrates its capability to drive revenue expansion effectively. Implementing these strategies within Crimson Tide provides an opportunity to increase Crimson Tide's market penetration and rate of revenue growth.
- **Enhanced Financial Standing:** The Combined Group would, immediately following Completion, boast an ARR of increased scale and a pro forma cash balance (before deal costs) of approximately £7.2 million with the potential for significant future net cash generation. Once profitable, the Combined Group is also expected to grow profitability faster than either company could as standalone businesses. This enhanced financial position would not only provide stability but also enable strategic investments in innovation and expansion, further reinforcing the Combined Group's financial standing. The robust financial health of the Combined Group should increase investor confidence and provide a solid foundation for sustained long-term profitable growth.

The Combined Group should be a more attractive investment proposition to existing and potential new shareholders

The Boards of Checkit and Crimson Tide believe that the Combined Group with its increased scale and enhanced financial standing would present a more attractive investment opportunity for existing and potential shareholders than either business remaining as standalone entities. The Boards of Checkit and Crimson Tide believe that this, along with the significant potential revenue and cost synergies identified, could result in the Combined Group attracting a wider pool of investors and consequently being attributed higher valuation multiples by the market than either standalone company could reasonably expect to command. A broader investor base could also reasonably be expected to increase liquidity for existing and potential investors.

For the reasons set out above, the Boards of Checkit and Crimson Tide believe that the strategic and financial rationale for the Merger is compelling, in the best interests of both companies' respective shareholders and provides significant opportunities for enhanced value for both sets of shareholders.

4. Board of the Combined Group

Subject to Completion, it is proposed that, following the Effective Date, the Checkit Board will comprise:

- Keith Daley, currently Non-Executive Chairman of Checkit, who will remain Non-Executive Chairman of Checkit;
- Kit Kyte, currently Chief Executive Officer of Checkit, who will remain Chief Executive Officer of Checkit;
- Kris Shaw, currently Chief Financial Officer of Checkit, who will remain Chief Financial Officer of Checkit;
- Alex Curran, currently Non-Executive Director of Checkit, who will remain Non-Executive Director of Checkit; and
- Jacqueline Daniell, currently Non-Executive Chairman of Crimson Tide, who will join the Checkit Board as a Non-Executive Director.

Upon completion of the Merger, the other Non-Executive Directors of Crimson Tide would be expected to resign and from that point cease to be directors of Crimson Tide. The executive directors of Crimson Tide are expected to resign from their roles as directors of Crimson Tide but will be appointed to the following senior management roles within the Combined Group:

- Phil Meyers, currently Chief Executive Officer of Crimson Tide, will be appointed as global Chief Operating officer of the Combined Group;
- Luke Jeffrey, currently Chief Technology Officer of Crimson Tide, will be appointed as Chief Technology Officer of the Combined Group; and
- Peter Hurter, currently Chief Financial Officer of Crimson Tide, will be appointed as head of the integration process of Crimson Tide into Checkit and will be employed by the Combined Group for a period to be agreed from Completion.

5. Governance, Management, Employees, Pensions, Research and Development and Locations of Business

Strategic plans for Crimson Tide

The Boards of Checkit and Crimson Tide believe, as set out in paragraph 3 above, that the Merger has a compelling strategic rationale, with the key aspects of the Checkit Board's growth plan to create a market leader in workflow software solutions as follows:

- Crimson Tide's mpro5 product with Checkit branding will be retained for at least the first 12 months following Completion and run during that period separate to the ecosystem for Checkit's existing product suite. Thereafter, the Checkit Board may integrate mpro5 into the Combined Group's wider offering (including application of Checkit's expertise in IoT machine learning to the mpro5 product), such that it can be sold increasingly alongside Checkit's existing product suite, with cross-selling opportunities expected to arise as a result.
- Crimson Tide's sales and marketing function will be integrated into Checkit's existing go-to-market direct sales infrastructure. The Checkit Board believes that the application of Checkit's successful land and expand strategy can be applied to Crimson Tide, thereby accelerating the Combined Group's profitable cash generative growth.
- Crimson Tide's US footprint will be integrated into Checkit's already well-established existing US go-to-market direct sales offering.

- Checkit will apply its customer success programme to Crimson Tide's customer base which is expected to increase cross-selling and upselling opportunities across the customer base of the Combined Group.

Employees and management

Checkit recognises the contribution made by existing Crimson Tide management and employees to Crimson Tide's development to date, however, in order to recognise the significant potential upside from a combination of the two businesses, Checkit management has identified staff cost savings in the Combined Group.

Subject to the Merger completing, Checkit proposes that, following Completion, the board of the Combined Group will consist of the existing members of the Checkit Board with the addition of Jacqueline Daniell, currently Non-Executive Chair of Crimson Tide, who will join the Checkit Board as a Non-Executive Director. Upon Completion, the other Non-Executive directors of Crimson Tide are expected to resign and from that point cease to be directors of Crimson Tide. The executive directors of Crimson Tide, being Phil Meyers, Luke Jeffrey and Peter Hurter, are expected to resign from their roles as directors of Crimson Tide but will be appointed to the senior management roles within the Combined Group as set out in paragraph 4.

Ahead of this Announcement, Checkit conducted detailed due diligence on Crimson Tide's operations and employees and has made an assessment on the future prospects of the Combined Group. This has included a detailed review with Crimson Tide management to identify potential cost synergies from a combination of the two companies, including identifying duplicate and redundant positions thereby informing the process for integrating the Crimson Tide business into the operations of Checkit.

Checkit's analysis during due diligence identified potential cost synergies across Checkit and Crimson Tide due to a degree of duplication within certain functions between the two companies and certain existing roles within Crimson Tide that will no longer be necessary to the Combined Group. In order to streamline operations in the Combined Group and to realise the benefits of the Merger, Checkit will make headcount reductions in Crimson Tide following Completion. Checkit has not as yet formulated its plans as to the number of headcount reductions it will make in Crimson Tide and intends to assess on Completion, in coordination with Crimson Tide management, the extent to which headcount reductions are necessary. Based on Checkit's analysis to date, it expects that headcount reductions in Crimson Tide following Completion will be between 5 and 10 employees (from 36 employees as at the date of this Announcement) with these expected to be in the areas of sales and marketing, product development, head office administrative functions and operations in order of materiality. As part of its analysis, Checkit has conducted a review of Crimson Tide's existing US operations and has worked with Crimson Tide to evaluate the opportunities that Crimson Tide's market presence provides in the context of Checkit's existing US strategy. Checkit expects that the Combined Group will have a reduced overall sales and marketing presence in the US thereby reducing the losses currently incurred by Crimson Tide in the US.

Following Completion, Checkit also intends to make some reductions to the existing Checkit headcount with Checkit management also intending to implement these reductions regardless of the Merger completing. By consolidating operations across the two companies, Checkit intends to streamline operations in the Combined Group which Checkit believes will lead to a more efficient and cost-effective organisational structure.

No proposals have been finalised yet as to how any such headcount reductions will be implemented but Checkit intends to work with Crimson Tide's management to this effect following Completion.

During the integration period following completion of the Acquisition, Checkit intends to complete a comprehensive organisational review, engagement and planning exercise which will involve a range of stakeholders, including any affected employees and any appropriate employee representative bodies. Checkit's intention is to approach management and employee integration with the aim of retaining and motivating the best talent to augment its focus on creating a best-in-class organisation.

No headcount reductions will proceed without comprehensive planning or the appropriate conclusion of all applicable information and consultation procedures with employees and their representatives. Checkit confirms that the intention is for any individuals impacted to be treated in a manner consistent with Checkit and Crimson Tide's high standards and culture and that Checkit will observe Crimson Tide's existing redundancy practices and policies, including undertaking appropriate consultation with affected employees.

The Checkit Board confirms that, upon the Merger completing, the existing contractual and statutory employment rights, including pension rights, of all management and employees of Crimson Tide will be fully safeguarded.

Existing rights and pension schemes

Checkit confirms that, following completion of the Merger, the existing statutory and contractual rights and terms and conditions of employment of management and employees of Crimson Tide, including in relation to pensions, will be fully safeguarded in accordance with applicable law. Checkit has no intention to make any material modifications to the conditions of employment of management or employees of the Crimson Tide Group, unless otherwise agreed upon with the respective employees. There are no plans to make any immediate changes to any defined contribution scheme(s) operated by Crimson Tide but in due course Checkit would expect to harmonise terms between the two businesses.

Incentivisation and retention arrangements

Checkit believes that the ongoing participation of senior management of Crimson Tide is important to the future success of Crimson Tide. No discussions in relation to incentivisation arrangements have yet taken place and no discussions are expected to take place prior to completion of the Merger, but Checkit intends to put in place appropriate arrangements for selected members of senior management of the Crimson Tide Group following completion of the Merger. Such incentivisation would be expected to include the granting of Checkit options following Completion.

Location of business, fixed assets and headquarters; research and development

The Checkit Board recognises the importance of a global office network for the Combined Group. The growing importance of a distributed workforce, whether in the office, remote or at a customer site is changing the needs of, and providing flexibility for, both the employee and the customer.

The Checkit Directors intend that, following completion of the Merger, the Combined Group should regularly review its property footprint alongside the best working practices and commitments on ESG to optimise office space across each region in which the Combined Group operates.

Following completion of the Merger, Checkit intends to commence a review in relation to the Combined Group's office space. No decisions have yet been reached, but this review is likely to lead to a rationalisation and closure of Crimson Tide's current office space in Tunbridge Wells, Dublin and

any presence in the US. The Checkit Directors intend that Checkit's office in Cambridge will be the corporate headquarters for the Combined Group.

Following completion of the Merger, Checkit intends to commence a review of Crimson Tides new product development function. Checkit's expectation is that this review will result in some rationalisation of Crimson Tide's existing product development roadmap, and this will likely result in reduced third party development expenditure.

Trading Facilities

Crimson Tide Shares are admitted to trading on the London Stock Exchange's AIM market. As set out in paragraph 19, it is intended that an application will be made for the cancellation of trading of the Crimson Tide Shares on the London Stock Exchange's AIM market to take effect on or shortly after the Effective Date.

It is intended that Crimson Tide be re-registered as a private limited company on, or as soon as practicable following, the Effective Date.

Name of Checkit

On Completion, Checkit intends that the name of Checkit will remain Checkit plc.

Statements

No statements in this paragraph 5 constitute "post-offer undertakings" for the purposes of Rule 19.5 of the Code.

6. Recommendations

Crimson Tide

The Crimson Tide Directors, who have been so advised by Cavendish as to the financial terms of the Merger, unanimously consider the terms of the Merger to be fair and reasonable. In providing advice to the Crimson Tide Directors, Cavendish has taken into account the commercial assessments of the Crimson Tide Directors. Cavendish is providing independent financial advice to the Crimson Tide Directors for the purposes of Rule 3 of the Takeover Code.

Accordingly, the Crimson Tide Directors intend to recommend unanimously that Crimson Tide Shareholders vote in favour of the Scheme at the Crimson Tide Court Meeting and in favour of the Crimson Tide Resolution to be proposed at the Crimson Tide General Meeting, as those Crimson Tide Directors who are interested in Crimson Tide Shares have irrevocably undertaken to do in respect of their own beneficial holdings (or have undertaken to procure the vote in respect of the Crimson Tide Shares in which certain of their connected persons are interested) of 90,858 Crimson Tide Shares representing, in aggregate, approximately 1.38 per cent. of Crimson Tide's issued ordinary share capital as at the close of business on the Latest Practicable Date.

Checkit

In order to implement the Merger, Checkit will require the approval of the Checkit Shareholders to allot the New Checkit Shares at the Checkit General Meeting. The Merger is accordingly conditional on such approval being obtained.

The Checkit Directors consider the Merger to be in the best interests of Checkit Shareholders as a whole and accordingly intend to recommend unanimously that Checkit Shareholders vote in favour of the Checkit Resolution to be proposed at the Checkit General Meeting, as those Checkit Directors who are interested in Checkit Shares intend to irrevocably undertake to do in respect of their own beneficial holdings (or intend to undertake to procure the vote in respect of the Checkit Shares in which certain of their connected persons are interested) of 21,966,976 Checkit Shares representing, in aggregate, approximately 20.34 per cent. of Checkit's issued ordinary share capital as at the close of business on the Latest Practicable Date.

7. Background to and reasons for the recommendation of the Crimson Tide Board

The Crimson Tide Directors believe that the proposed Merger with Checkit creates a timely and strategically compelling opportunity to combine two businesses which share much in common. Both businesses provide workflow software and related services with a view to improving and driving efficiencies within client operations, helping them to run their businesses on a more data-centric basis, driving improved decision making, compliance, safety and customer experience. The proposed Merger provides a valuable opportunity therefore to create a market leader in workflow software solutions, enabling Crimson Tide Shareholders to participate in a larger, more resilient and better diversified business, whilst participating fully in anticipated future value accretion, and any potential re-rating.

Accretive opportunities are expected to be considerable post completion. These are largely anticipated to be cost synergies in the short-term, from eliminating duplicated operating costs and costs of Crimson Tide being admitted to trading on AIM. However, in the medium term, revenue synergies are anticipated to arise from combining the proven functionality of mpro5 with Checkit's effective sales and marketing function, enabling accelerated sales and cross-selling opportunities and an enhanced product offering with which to drive Checkit's proven land and expand strategy.

In considering the recommendation of the Merger to the Crimson Tide Shareholders, the Crimson Tide Directors have given due consideration to Checkit's stated intentions with respect to the strategy and future operation of the business as set out in paragraph 5 above. The Crimson Tide Directors welcome Checkit's growth plan to create a market leader in workflow software solutions and its clear commitment to Crimson Tide's current executive team whose expertise will, the Crimson Tide Directors believe, be critical in realising the shared vision of the Checkit Board and Crimson Tide Board for the Combined Group. The Crimson Tide Directors also welcome the fact that Crimson Tide's Board will have representation on the Board of the Combined Group.

The Crimson Tide Directors also welcome that Checkit has no intention to make material changes to the terms and conditions of employment of Crimson Tide employees as a result of the Merger and that the existing contractual and statutory employment rights, including in relation to pensions, of all of Crimson Tide's management and employees will be fully safeguarded in accordance with applicable law and regulation.

The Crimson Tide Directors note, however, that property footprint rationalisation may occur following Completion and that headcount reductions are anticipated by the removal of duplicative functions across Crimson Tide's administrative and head office functions, as well as in functions such as sales and marketing, operations, and product development. The Crimson Tide Directors note Checkit's clear commitment to involve the senior Crimson Tide management team in the post-merger headcount reduction process and acknowledge that, whilst regrettable, steps of this nature are likely to be necessary in order to achieve the expected benefits of the Merger and welcome that any individuals affected will be subject to full consultation procedures and treated in a manner consistent with the high standards, culture and practices of both Checkit and Crimson Tide. The Crimson Tide Directors

further acknowledge the fact that cost savings are expected to be shared within both Crimson Tide and Checkit.

8. Irrevocable Undertakings & Letters of Intent

In respect of the Crimson Tide Shareholder Meetings

The Crimson Tide Directors who are interested in Crimson Tide Shares have irrevocably undertaken to vote (or procure votes) in favour of the Scheme at the Crimson Tide Court Meeting and in favour of the Crimson Tide Resolution to be proposed at the Crimson Tide General Meeting, in respect of their own beneficial holdings (or the holdings of certain persons connected with them) of 90,858 Crimson Tide Shares representing, in aggregate, approximately 1.38 per cent. of Crimson Tide's issued ordinary share capital as at the close of business on the Latest Practicable Date.

In addition, Checkit has received an Irrevocable Undertaking to vote in favour of the Scheme at the Crimson Tide Court Meeting and to vote in favour of the Crimson Tide Resolution to be proposed at the Crimson Tide General Meeting in respect of 347,666 Crimson Tide Shares, being approximately 5.29 per cent. of Crimson Tide Shares in issue as at 10 February 2025 (being the latest practicable date prior to the publication of this Announcement).

Checkit has also received non-binding letters of support to vote in favour of the Crimson Tide Resolution to be proposed at the Crimson Tide General Meeting, in respect of 1,358,333 Crimson Tide Shares representing, in aggregate, approximately 20.66 per cent. of Crimson Tide's issued ordinary share capital as at the close of business on the Latest Practicable Date.

Checkit has therefore received Irrevocable Undertakings and letters of intent to vote in favour of the Crimson Tide Resolution in respect of a total number of 1,796,857 Crimson Tide Shares representing, in aggregate, approximately 27.33 per cent. of Crimson Tide's issued ordinary share capital as at the close of business on the Latest Practicable Date.

The Irrevocable Undertakings summarised above, inter alia, prohibit the Shareholders concerned from selling all or any part of their holdings of Crimson Tide Shares to anyone other than Checkit and, in the case of the Irrevocable Undertakings given by Crimson Tide Directors, remain binding in the event of any competing offer. All of the Irrevocable Undertakings will cease to be binding if the Merger lapses or is otherwise withdrawn. The Irrevocable Undertaking from a shareholder which is not a Crimson Tide Director will also lapse if, within ten business days after the despatch of the Scheme Document, a third party announces a firm intention to make an offer to acquire all the issued and to be issued equity share capital of Crimson Tide for a consideration per share which represents at least 10 per cent. greater than the value of the consideration per share available under the Merger as at the date of such announcement and Checkit does not within 14 business days of such announcement increase the consideration payable under the Merger to an amount which is equal to or exceeds the value of such third party offer.

In respect of the Checkit General Meeting

The Checkit Directors intend to give irrevocable undertakings to vote (or procure votes) in favour of the Checkit Resolution to be proposed at the Checkit General Meeting in respect of their own beneficial holdings (or the holdings of certain persons connected with them) of 21,966,976 Checkit Shares representing, in aggregate, approximately 20.34 per cent. of Checkit's issued ordinary share capital as at the close of business on the Latest Practicable Date.

Further details of these Irrevocable Undertakings and letters of intent are set out in Appendix III of this Announcement.

9. Merger Structure & Conditions

Scheme of Arrangement

It is intended that the Merger will be effected by means of a Court-sanctioned scheme of arrangement between Crimson Tide and Crimson Tide Scheme Shareholders under Part 26 of the Companies Act. The procedure involves, among other things, an application by Crimson Tide to the Court to sanction the Scheme, in consideration for which Crimson Tide Scheme Shareholders, who are on the register of members at the Scheme Record Time, will receive New Checkit Shares on the basis set out in paragraph 2 of this part of this Announcement. The purpose of the Scheme is to provide for Checkit to become the owner of the entire issued and to be issued ordinary share capital of Crimson Tide.

The New Checkit Shares will be issued in registered form and will be capable of being held in both certificated and uncertificated form. The New Checkit Shares will be issued by Checkit to Crimson Tide Shareholders no later than 14 days after the Effective Date. Fractions of New Checkit Shares will not be allotted or issued pursuant to the Merger, but entitlements of Crimson Tide Shareholders will be rounded down to the nearest whole number of New Checkit Shares and all fractions of New Checkit Shares will be aggregated and sold in the market as soon as practicable after the Effective Date. The net proceeds of such sale (after deduction of all expenses and commissions incurred in connection with the sale) will be distributed in due proportions to Crimson Tide Shareholders who would otherwise have been entitled to such fractions (rounded down to the nearest penny), save that individual entitlements to amounts of less than £5.00 will be retained for the benefit of the Combined Group.

Conditions

Implementation of the Scheme

The implementation of the Scheme will be subject to the Conditions and further terms which are set out in Appendix I of this Announcement and the further terms and conditions to be set out in the Scheme Document (and the related Crimson Tide Forms of Proxy when issued) including, among other things:

1. the Scheme becoming Effective by 11:59 p.m. on the Long Stop Date, failing which the Scheme will lapse and the Merger will not take place (unless the Panel otherwise consents);
2. the approval of the Scheme by a majority in number of the Crimson Tide Scheme Shareholders, representing not less than 75 per cent. in value of the Crimson Tide Scheme Shares held by those Crimson Tide Scheme Shareholders, present and voting, either in person or by proxy, at the Crimson Tide Court Meeting or at any adjournment of it, such meeting to be held on or before the 22nd day after the expected date of the Crimson Tide Court Meeting (or such later date as may be agreed between Checkit and Crimson Tide and the Court may allow);
3. the passing of the Crimson Tide Resolution by the requisite majority at the Crimson Tide General Meeting or at any adjournment of it, such meeting to be held on or before the 22nd day after the expected date of the Crimson Tide General Meeting (or such later date as may be agreed between Checkit and Crimson Tide and the Court may allow);
4. the passing of the Checkit Resolution by the requisite majority at the Checkit General Meeting;

5. the sanction by the Court of the Scheme at the Court Hearing, such hearing to be held on or before the 22nd day after the expected date of the Court Hearing (or such later date as may be agreed between Checkit and Crimson Tide and the Court may allow);
6. delivery to the Registrar of Companies in England and Wales of the Court Order sanctioning the Scheme for registration; and
7. the London Stock Exchange having acknowledged to Checkit or its agent (and such acknowledgement not having been withdrawn) that the New Checkit Shares will be admitted to trading on AIM.

Scheme becoming Effective

Once the necessary approvals from Crimson Tide Shareholders have been obtained and the other Conditions have been satisfied, or (where applicable) waived, to become Effective the Scheme must be sanctioned by the Court. The Scheme will become Effective in accordance with its terms upon a copy of the Court Order being delivered to the Registrar of Companies for registration. Upon the Scheme becoming Effective, it will be binding on all Crimson Tide Shareholders, irrespective of whether or not they attended or voted at the Crimson Tide Court Meeting or the Crimson Tide General Meeting (and if they attended and voted, whether or not they voted in favour).

The Merger is subject to the terms and Conditions in Appendix I to this Announcement and on the further terms and conditions that will be set out in the Scheme Document.

10. Indicative Timing

Further details of the Scheme, including an indicative timetable for its implementation, will be set out in the Scheme Document, which is expected to be despatched to Crimson Tide Shareholders as soon as reasonably practicable and, in any event, within 28 days of the date of this Announcement (unless otherwise agreed with the Panel). The timing of events which relate to the implementation of the Merger is, however, subject to the approval of the Court and is therefore subject to change.

It is currently expected that the Merger will have an Effective Date in the second quarter of 2025.

11. Election to switch

Subject to obtaining the consent of the Panel, Checkit reserves the right to elect to implement the Merger by way of a Takeover Offer as an alternative to the Scheme. In any such event, a Takeover Offer would be implemented on the same terms, so far as applicable, as those which apply to the Scheme. Further details relating to this right are set out in the terms and Conditions in Appendix I to this Announcement. If Checkit does elect to implement the Merger by way of a Takeover Offer, and if sufficient acceptances of such Takeover Offer are received and/or sufficient Crimson Tide Shares are otherwise acquired, it is the intention of Checkit to apply the provisions of sections 979 to 982 (inclusive) of the Companies Act to acquire compulsorily any remaining Crimson Tide Shares to which such Takeover Offer relates.

12. Checkit Shareholder approval to issue New Checkit Shares

The Merger involves the issue of New Checkit Shares to Crimson Tide Shareholders. Accordingly, Checkit will be required to seek the approval of Checkit Shareholders for the allotment and issue of New Checkit Shares at the Checkit General Meeting. The Merger will be conditional on, among other

things, the Checkit Resolution being passed by the requisite majority of Checkit Shareholders at the Checkit General Meeting.

Checkit will prepare the Checkit Circular which will contain a notice convening the Checkit General Meeting. It is expected that the Checkit Circular will be published and posted to Checkit Shareholders at the same time as the Scheme Document is posted to Crimson Tide Shareholders. The Checkit Circular will be made available by Checkit on its website at www.checkit.net and by Crimson Tide on its website at www.crimsontide.co.uk.

13. Admission of New Checkit Shares

Prior to the Effective Date, an application will be made to the London Stock Exchange for the New Checkit Shares to be admitted to AIM. It is expected that Admission will become effective and that unconditional dealings in the New Checkit Shares will commence at 8.00 a.m. on the first Business Day following the Effective Date. The New Checkit Shares will not be listed on any stock exchange other than AIM, and have not been, and will not be, registered under the US Securities Act or under any laws of any state or other jurisdiction of the United States.

14. About Crimson Tide

Crimson Tide is the provider of mpro5, the process management app. mpro5 is delivered on all modern devices and enables organisations to digitally transform their business with a view to improving customer experience, safety and compliance and operational efficiency. In doing so Crimson Tide is able to help customers overcome inefficiencies, unlocking substantial cost savings and productivity gains whilst strengthening customer workforces with smart mobile working. Integrating with IoT sensors (such as temperature, or humidity) mpro5 provides customers with a strong data foundation enabling them to make informed and actionable decisions about their day to day operations.

Crimson Tide is trusted by businesses across a wide variety of verticals including facilities management, transportation, catering, retail and healthcare estates and is currently deployed in over 260,000 sites in 11 countries.

mpro5 offers Crimson Tide's customers a highly scalable and secure solution, hosted in the cloud on Microsoft Azure. mpro5 is typically provided on a long term contracted monthly subscription basis, whilst the Crimson Tide team is also able to provide maintenance and customer specific adaptations of the solution, allowing organisations to further refine and adapt their processes to maximise efficiency and return on their investment in mpro5, ultimately driving contract renewal and customer longevity.

15. About Checkit

Checkit is the augmented workflow solution for frontline workers and smart sensor automation, enabling large multinational and complex organisations to operate more safely, efficiently and sustainably – driving them towards achieving intelligent operations.

Checkit has hundreds of customers across the globe, including Global Fortune 500 and public health organisations. Checkit's customers are digitising their manual processes through Checkit's highly customisable workflow software and top-of-the-line Internet of Things (IoT) sensors, increasingly aided by Machine Learning and AI. More than 12 billion sensor readings and millions of completed workflows per year are sent through Checkit's platform enabling customers to become more efficient, ensure safety and deliver complete operational visibility.

16. Current trading

Current trading of Checkit

Checkit's revenue for the year ended 31 January 2025 ("FY25") was £14.0 million (31 January 2024: £12.0 million), representing a year-on-year increase of 17%, as Checkit continues to see strong growth opportunities in the US, where revenues increased by approximately 21%.

New booking momentum was strong in the year with £2.1 million of sales booked in the twelve months to 31 January 2025, a 39% year-on-year increase. Expansion revenue from existing customers continues to drive the majority of revenue growth, complemented by several key new customer wins that are expected to provide further expansion opportunities in the coming years. New customer signings in both the UK and US have strengthened Checkit's growing care home use case, while additional wins in Checkit's core blood plasma and hospitality verticals offer further land and expand opportunities. As noted in its interim results to 31 July 2024, Checkit's sales performance in FY25 was partly impacted by the non-renewal of low margin and non-core business, but taking into account the growth in sales bookings, ARR as at 31 January 2025 was £14.4 million and cash was approximately £5.1 million.

By increasing revenue whilst maintaining gross margin and cost control, strong progress towards the Company's longer-term financial objectives including its path to profitability using its existing financial resources has been maintained in FY25, with overall trading and year end cash in line with Board expectations.

Current trading of Crimson Tide

Crimson Tide was pleased in its interim results for the six months to 30 June 2024 ("Crimson Tide FY24 Interims") to report revenue up 3.3% to £3.14m (H1 2023: £3.04m), EBITDA up c209% at £0.33m (H1 2023: £0.11m) and gross margins of 88.2%, up nearly 4 percentage points on the prior year. Crimson Tide has at the same time increased ARR to £5.94m (FY2023: £5.75m) with cash reserves healthy at £2.5m (H1 2023: £2.9m). Crimson Tide has and will continue to develop and invest in the core mpro5 product such that the product is in the best shape possible, and the Board is confident in its competitive advantage and market readiness.

Crimson Tide further referred to these achievements coming despite the impact of two key client losses in the prior year, both occasioned by factors beyond its control, and the distraction of two unsolicited takeover bids. Crimson Tide also indicated execution risks arising from the limitations of capacity in sales areas, against which investment was being made, and a market-wide pattern of opportunities going to competitive tender and sales cycles generally becoming extended, a feature which has persisted during the second half of FY24.

The Company has continued to trade in line with the Board's expectations since the date of the Crimson Tide FY24 Interims with the second half of the year unfolding as envisaged, with ARR at the year-end of approximately £5.2m and cash of approximately £2.1m. As predicted Crimson Tide experienced further ARR churn in the second half as certain covid-era deals came to an end, though the Crimson Tide Board has taken action to adjust Crimson Tide's cost base in response to changes in its sales cycle and customer requirements, incurring some exceptional costs in doing so, but has been disciplined to ensure that the Company's commitment to ongoing investment in capacity or product was not prejudiced.

Notwithstanding the performance of the business since the FY24 interims the Crimson Tide Board believes that in the current economic climate client buying behaviour is unlikely to improve in the short term, with sales cycles only likely to become more protracted, however well invested the mpro5 platform may be. With that in mind the Crimson Tide board sees little scope to make top-line progress during the current financial year, with any growth not now anticipated until FY26.

17. Overseas Shareholders

The distribution of this Announcement to, and the availability of the New Checkit Shares to be issued pursuant to the Merger to, persons who are not resident in the United Kingdom may be affected by the laws of their relevant jurisdiction. Such persons should inform themselves of and observe any applicable legal or regulatory requirements of their jurisdiction. Further details in relation to Overseas Shareholders of Crimson Tide will be found in the Scheme Document.

This Announcement is provided for information purposes only. This Announcement is not intended to, and does not constitute, or form part of, an offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, exchange, sell or otherwise dispose of any securities, nor is it a solicitation of any vote or approval in any jurisdiction, nor will there be any purchase or transfer of the securities referred to in this Announcement in any jurisdiction in contravention of applicable law or regulation.

The New Checkit Shares to be issued under the terms of the Merger have not been and will not be registered under the US Securities Act or under any laws or with any securities regulatory authority of any state or other jurisdiction of the United States. Accordingly, unless an exemption under relevant securities laws is available, including the exemption from the registration requirements of the US Securities Act provided by section 3(a)(10) of that Act, the New Checkit Shares are not being, and may not be, offered, sold, resold, delivered or distributed, directly or indirectly, in, into or from the United States. Neither the US Securities and Exchange Commission nor any US state securities commission has approved or disapproved of the New Checkit Shares, or determined if this Announcement is accurate or complete. Any representation to the contrary is a criminal offence.

18. Crimson Tide Option Holders

Participants in the Crimson Tide Share Scheme and other option holders will be contacted regarding the effect of the Merger on their rights under such schemes or options and an appropriate proposal in accordance with Rule 15 of the Code will be made by Checkit to such participants in due course. Details of the proposals will be set out in separate letters to be sent to participants in Crimson Tide option schemes and other option holders.

19. Cancellation of admission to trading on AIM & Re-registration

Prior to the Scheme becoming Effective, it is intended that an application will be made to the London Stock Exchange for the cancellation of the trading of the Crimson Tide Shares on the London Stock Exchange's AIM market with effect from or shortly after the Effective Date. The last day of dealings in Crimson Tide Shares on AIM is expected to be the date of the Court Hearing and no transfers will be registered after 6.00 p.m. on that date.

On the Effective Date, Crimson Tide will become a subsidiary of Checkit and share certificates in respect of Crimson Tide Shares will cease to be valid and should be destroyed. In addition, entitlements to Crimson Tide Shares held within the CREST system will be cancelled on the Effective Date.

Upon the Scheme becoming Effective, Checkit will acquire the Crimson Tide Shares fully paid and free from all liens, equitable interests, charges, encumbrances and other third party rights of any nature whatsoever and together with all rights attaching to them including the right to receive and retain all dividends and distributions (if any) declared, made or paid by reference to a record date falling on or after the Effective Date.

It is also intended that, following the Effective Date, Crimson Tide will be re-registered as a private company under the relevant provisions of the Companies Act.

20. Disclosure of interests in Crimson Tide

As at the close of business on 10 February 2025, being the last Business Day prior to this Announcement, save for the irrevocable undertakings referred to in paragraph 8 (*Irrevocable undertakings & Letters of Intent*) above, so far as Checkit is aware, no person acting, or deemed to be acting, in concert with Checkit:

- had an interest in, or right to subscribe for, relevant securities of Crimson Tide;
- had any short position in (whether conditional or absolute and whether in the money or otherwise), including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery of, relevant securities of Crimson Tide;
- had procured an irrevocable commitment or letters of intent to accept the terms of the Merger in respect of relevant securities of Crimson Tide; or
- had borrowed or lent any Crimson Tide Shares (including, for these purposes, any financial collateral arrangements of the kind referred to in Note 4 to Rule 4.6 of the Code).

Furthermore, save for the irrevocable undertakings described in paragraph 8 (*Irrevocable undertakings & Letters of Intent*) above, no arrangement exists between Checkit or Crimson Tide or a person acting in concert with Checkit or Crimson Tide in relation to Crimson Tide Shares. For these purposes, an “arrangement” includes any indemnity or option arrangement, any agreement or any understanding, formal or informal, of whatever nature, relating to Crimson Tide Shares which may be an inducement to deal or refrain from dealing in such securities.

Checkit is not aware of any dealings in Crimson Tide Shares that would require a minimum level, or particular form of consideration that it would be obliged to offer under Rule 6 or Rule 11 of the Code (as appropriate).

21. Documents Available For Inspection

Copies of the following documents are available, or will be made available promptly and by no later than 12 noon (London time) on the Business Day following this announcement, on www.checkit.net subject to certain restrictions relating to persons resident in restricted jurisdictions:

- This Announcement;
- The irrevocable undertakings and letters of intent listed in Appendix III;
- The consent letters referred to in Section 22 below; and

- The investor presentation titled "Creating a market leader in workflow software solutions".

For the avoidance of doubt, the contents of any website referred to in this announcement are not incorporated into and do not form part of this announcement.

22. General

The Scheme will be governed by English law and will be subject to the jurisdiction of the courts of England and Wales. The Scheme will be subject to the applicable requirements of the Takeover Code, the Panel, the London Stock Exchange and the FCA.

The bases and sources of certain information contained in this announcement are set out in Appendix II. Certain terms used in this announcement are defined in Appendix V.

It is expected that the Scheme Document will be published as soon as reasonably practicable and in any event within 28 days of the date of this Announcement (unless agreed otherwise with the Panel). Further information about the Merger will be set out in the Scheme Document.

This Announcement contains inside information for the purposes of Article 7 of the Market Abuse Regulation. For such purposes, the person responsible for this Announcement on behalf of Checkit is Kit Kyte, Chief Executive Officer of Checkit. The person responsible for this Announcement on behalf of Crimson Tide is Philip Meyers, Chief Executive Officer of Crimson Tide.

The LEI of Checkit is 213800556WJOWQNT2R68 and the LEI of Crimson Tide is 213800YUNLNBVYR3G129.

Each of Singer Capital Markets Advisory LLP and Cavendish Capital Markets Limited has given and not withdrawn its consent to the inclusion in this announcement of references to its name in the form and context in which it appears.

Important notices relating to financial advisers

Singer Capital Markets Advisory LLP, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as Financial Adviser, Nominated Adviser and Broker exclusively for Checkit and no-one else in connection with the matters set out in this announcement and will not regard any other person as their client in relation to such matters and will not be responsible to anyone other than Checkit for providing the protections afforded to clients of Singer Capital Markets nor for providing advice in relation to the Merger or any matter referred to in this announcement.

Cavendish Capital Markets Limited, which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for Crimson Tide and for no one else in connection with the subject matter of this Announcement and will not be responsible to anyone other than Crimson Tide for providing the protections afforded to clients of Cavendish or for providing advice in relation to the contents of this Announcement or any matters referred to in this Announcement.

Further information

This Announcement is for information purposes only. It is not intended to and does not constitute, or form part of, any offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Merger or otherwise, nor shall there be any sale, issuance or transfer

of securities of Crimson Tide pursuant to the Merger or otherwise in any jurisdiction in contravention of applicable law. The Merger will be implemented solely by means of the Scheme Document (or, in the event that the Merger is to be implemented by means of a Takeover Offer, the offer document) which will contain the full terms and conditions of the Merger, including details of how to vote in respect of the Merger (or, in the case of a Takeover Offer, to accept the offer).

Crimson Tide will prepare the Scheme Document to be distributed to Crimson Tide Shareholders. Crimson Tide and Checkit urge Crimson Tide Shareholders to read the Scheme Document carefully as it will contain important information relating to the Merger, the New Checkit Shares and the Combined Group. Any decision to vote in respect of resolutions to be proposed at the Crimson Tide Shareholder Meetings to approve the Merger, the Scheme or related matters, should be made only on the basis of the information contained in the Scheme Document.

It is expected that the Scheme Document (including notices of the Crimson Tide Shareholder Meetings) together with the relevant Crimson Tide Forms of Proxy will be sent to Crimson Tide Shareholders within 28 days of the date of this Announcement (or on such later date as may be agreed by Checkit and Crimson Tide with the consent of the Panel).

Checkit will prepare the Checkit Circular to be distributed to Checkit Shareholders and which will be available on Checkit's website at www.checkit.net and Crimson Tide's website at www.crimsontide.co.uk. Checkit urges Checkit Shareholders to read the Checkit Circular when it becomes available. Any decision to vote in respect of the Checkit Resolution should be made only on the basis of the information in the Checkit Circular. It is expected that the Checkit Circular (including the notice of the Checkit General Meeting) together with the Checkit Form of Proxy, will be posted to Checkit Shareholders as soon as is reasonably practicable and in any event within 28 days of this Announcement, unless otherwise agreed with the Panel.

The statements contained in this Announcement are made as at the date of this Announcement, unless some other time is specified in relation to them.

This Announcement does not constitute a prospectus or prospectus equivalent document. The New Checkit Shares to be issued pursuant to the Merger are not being offered to the public by means of this Announcement. The Merger will be subject to the applicable requirements of the Takeover Code, the Panel, the London Stock Exchange, the AIM Rules for Companies and the FCA.

Please be aware that addresses, electronic addresses and certain other information provided by Crimson Tide Shareholders, persons with information rights and other relevant persons for the receipt of communication by Crimson Tide may be provided to Checkit during the Offer Period as required by section 4 of Appendix 4 to the Takeover Code.

Overseas Shareholders

This Announcement has been prepared for the purpose of complying with English law, the Takeover Code, the Market Abuse Regulation, the AIM Rules and the Disclosure Guidance and Transparency Rules and the information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside of the United Kingdom.

The release, publication or distribution of this Announcement in jurisdictions other than the United Kingdom may be restricted by law and/or regulation. Persons who are not resident in the United Kingdom, or who are subject to the laws of other jurisdictions should inform themselves of, and

observe, any applicable legal or regulatory requirements. In particular, the ability of persons who are not resident in the United Kingdom or who are subject to the laws of another jurisdiction to participate in the Merger or to vote their Crimson Tide Shares in respect of the Scheme at the Crimson Tide Court Meeting, or to execute and deliver Crimson Tide Forms of Proxy appointing another to vote at the Crimson Tide Court Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located or to which they are subject. Any failure to comply with the applicable requirements may constitute a violation of the laws and/or regulations of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Merger disclaim any responsibility or liability for the violation of such restrictions by any person.

Unless otherwise determined by Checkit or required by the Takeover Code and permitted by applicable law and regulation, participation in the Merger will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Merger by any such use, means, instrumentality or form within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this Announcement and all documentation relating to the Merger are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this Announcement and all documents relating to the Merger (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions as doing so may invalidate any purported vote in respect of the Merger.

If the Merger is implemented by way of a Takeover Offer (unless otherwise permitted by applicable law and regulation), the Takeover Offer may not be made, directly or indirectly, in or into or by use of the mails or any other means or instrumentality (including, without limitation, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Takeover Offer will not be capable of acceptance by any such use, means, instrumentality or facilities or from within any Restricted Jurisdiction.

The availability of the New Checkit Shares under the Merger to Crimson Tide Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are resident or to which they are subject. Persons who are not resident in the United Kingdom or who are subject to the laws of other jurisdictions should inform themselves of, and observe, any applicable legal or regulatory requirements.

Further details in relation to Overseas Shareholders will be contained in the Scheme Document.

Profit forecasts, estimates or quantified financial benefits statements

Checkit

The FY25 Checkit Profit Estimate is a profit estimate within the meaning of Rule 28.1 of the Takeover Code. The FY25 Checkit Profit Estimate, the assumptions and basis of preparation on which it is based and the Checkit Directors' confirmation as required by Rule 28 of the Takeover Code, are set out in Appendix IV of this Announcement.

Other than the FY25 Checkit Profit Estimate, no statement in this Announcement is intended as a profit forecast or estimate for any period or a quantified financial benefits statement and no statement in this Announcement should be interpreted to mean that earnings or earnings per share for Checkit for

the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Checkit.

Crimson Tide

The FY24 Crimson Tide Profit Estimate is a profit estimate within the meaning of Rule 28.1 of the Takeover Code. The FY24 Crimson Tide Profit Estimate, the assumptions and basis of preparation on which it is based and the Crimson Tide Directors' confirmation as required by Rule 28 of the Takeover Code, are set out in Appendix IV of this Announcement.

Other than the FY24 Crimson Tide Profit Estimate, no statement in this Announcement is intended as a profit forecast or estimate for any period or a quantified financial benefits statement and no statement in this Announcement should be interpreted to mean that earnings or earnings per share for Crimson Tide for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Crimson Tide.

Disclosure requirements of the Code:

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 p.m. (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m. (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by Crimson Tide and by any offeror and Dealing Disclosures must also be made by Crimson Tide, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

The defined terms used in this section "Disclosure requirements of the Code" are defined in the Code which can be found on the Takeover Panel's website.

Rule 2.9 Disclosure

In accordance with Rule 2.9 of the Takeover Code, Crimson Tide announces that, as at close of business on the Latest Practicable Date, it has 6,574,863 Crimson Tide Shares in issue and admitted to trading on the London Stock Exchange. Crimson Tide has no Crimson Tide Shares held in treasury. The International Securities Identification Number (ISIN) of the Crimson Tide Shares is GB00BRJRV969.

In accordance with Rule 2.9 of the Takeover Code, Checkit announces that as at close of business on the Latest Practicable Date, it has 108,008,562 Checkit Shares in issue and admitted to trading on AIM. Checkit has no Checkit Shares held in treasury. The ISIN of the Checkit Shares is GB00B0C5RG72.

Publication on a website

In accordance with Rule 26.1 of the Code, a copy of this announcement will be made available (subject to certain restrictions relating to persons resident in restricted jurisdictions) on Checkit's website at www.Checkit.net by no later than 12 noon (London time) on the business day following the date of this announcement. For the avoidance of doubt, the content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.

Requesting Hard Copy Documents

Pursuant to Rule 30.3 of the Takeover Code, a person so entitled may request a copy of this Announcement and any information incorporated into it by reference to another source in hard copy form. A person may also request that all future documents, announcements and information to be sent to that person in relation to the Merger should be in hard copy form.

Checkit Shareholders may request a hard copy of this Announcement (and any information incorporated by reference in this Announcement) by writing to MUFG Corporate Markets, Central Square, 29 Wellington Street, Leeds LS1 4DL or by calling MUFG Corporate Markets on +44 (0) 371 664 0321. 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. The helpline is open between 9.00 am – 5.30 pm, Monday to Friday excluding public holidays in England and Wales. Please note that MUFG Corporate Markets cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes. It is important that you note that unless you make such a request, a hard copy of this Announcement and any such information incorporated by reference in it will not be sent to you. You may also request that all future documents, announcements and information to be sent to you in relation to the Merger should be in hard copy form.

Crimson Tide Shareholders may request a hard copy of this Announcement (and any information incorporated by reference in this Announcement) by writing to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD or by calling Neville Registrars on +44 (0) 121 585 1131.

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. The helpline is open between 9.00 am – 5.00 pm, Monday to Friday excluding public holidays in England and Wales. Please note that Neville Registrars cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes. It is important that you note that unless you make such a request, a hard copy of this Announcement and any such information incorporated by reference in it will not be sent to you. You may also request that all future documents, announcements and information to be sent to you in relation to the Merger should be in hard copy form.

Forward Looking Statements

This announcement may contain "forward-looking statements" relating to each of Checkit, Crimson Tide and/or the Combined Group and the business sectors in which they operate. Generally, the words "will", "may", "should", "continue", "believes", "expects", "intends", "anticipates", "forecast", "plan" and "project" or similar expressions identify forward-looking statements. Such statements reflect Checkit's current views with respect to future events and are subject to risks, assumptions and uncertainties that could cause the actual results to differ materially from those expressed or implied in the forward-looking statements. Many of these risks, assumptions and uncertainties relate to factors that are beyond Checkit's abilities to control or estimate precisely, such as future market conditions, changes in general economic and business conditions and the behaviour of other market participants. Checkit cannot give any assurance that the forward-looking statements will prove to have been correct. The reader should not, therefore, place undue reliance on these forward-looking statements, which speak only as of the date of this announcement. Checkit does not undertake any obligation to update or revise publicly any of the forward-looking statements set out in this announcement, whether as a result of new information, future events or otherwise, except to the extent legally required.

Rounding

Certain figures included in this announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

APPENDIX I

CONDITIONS AND FURTHER TERMS OF THE MERGER

Part A: The Conditions

1. The Merger will be conditional upon the Scheme becoming unconditional and becoming Effective, subject to the Takeover Code, by not later than 11.59 p.m. on the Long Stop Date.

Scheme conditions

2. In addition, subject to Part B of this Appendix I and to the requirements of the Panel, the Scheme will be conditional upon:

(a)

- (i) the approval of the Scheme by a majority in number of Crimson Tide Scheme Shareholders representing not less than 75 per cent. of the voting rights attaching to the Crimson Tide Scheme Shares held by such Crimson Tide Scheme Shareholders (or the relevant class or classes thereof) who are on the register of members of Crimson Tide at the Voting Record Time, present and voting, either in person or by proxy, at the Crimson Tide Court Meeting and at any separate class meeting which may be required by the Court or at any adjournment of any such meetings;
- (ii) the Crimson Tide Court Meeting and any separate class meeting which may be required by the Court or any adjournment of any such meeting being held on or before the 22nd day after the expected date of the Crimson Tide Court Meeting, to be set out in the Scheme Document in due course (or such later date, if any, as may be agreed by Checkit and Crimson Tide in writing and, if required, the Court may allow);

(b)

- (i) all resolutions necessary to approve and implement the Scheme being duly passed by the requisite majority or majorities at the Crimson Tide General Meeting, or at any adjournment of that meeting;
- (ii) the Crimson Tide General Meeting or any adjournment of that meeting being held on or before the 22nd day after the expected date of the Crimson Tide General Meeting, to be set out in the Scheme Document in due course (or such later date, if any, as may be agreed by Checkit and Crimson Tide in writing and, if required, the Court may allow);

(c)

- (i) the sanction of the Scheme by the Court with or without modification (but subject to any such modification being acceptable to Checkit and Crimson Tide) and the delivery of the Court Order to the Registrar of Companies; and
- (ii) the Court Hearing being held on or before the 22nd day after the expected date of the Court Hearing to be set out in the Scheme Document in due course (or

such later date, if any, as Checkit and Crimson Tide may agree and, if required, the Court may allow);

Other conditions

3. In addition, subject to Part B of this Appendix I and to the requirements of the Panel, the Merger will be conditional upon the following conditions and, accordingly, the necessary actions to make the Scheme Effective will only be taken on the satisfaction or, where relevant, waiver of the following conditions:

Checkit General Meeting

- (a) the passing at the Checkit General Meeting of any resolution required to approve and implement the Merger and to authorise the allotment and issue of the New Checkit Shares to Crimson Tide Scheme Shareholders pursuant to the Merger;

Admission to trading on AIM

- (b) the London Stock Exchange having acknowledged to Checkit or its agent (and such acknowledgement not having been withdrawn) that the New Checkit Shares will be admitted to trading on AIM;

General Third Party official authorisations and regulatory clearances

- (c) no Third Party having given notice of a decision to take, institute, implement or threaten any action, proceeding, suit, investigation, enquiry or reference (and, in each case, not having withdrawn the same), or having enacted, made or proposed any statute, regulation, decision or order, or change to published practice or having taken any other steps, and there not continuing to be outstanding any statute, regulation, decision or order, which in each case would or might reasonably be expected to:
- (i) require, prevent or delay the divestiture, or materially alter the terms envisaged for any proposed divestiture by any member of the Wider Checkit Group or any member of the Wider Crimson Tide Group of all or any portion of their respective businesses, assets or property or impose any limitation on the ability of any of them to conduct their respective businesses (or any of them) or to own any of their respective assets or properties or any part thereof which, in any such case, is material in the context of the Wider Checkit Group or the Wider Crimson Tide Group in either case taken as a whole;
 - (ii) require, prevent or delay the divestiture by any member of the Wider Checkit Group of any shares or other securities in Crimson Tide;
 - (iii) impose any material limitation on, or result in a delay in, the ability of any member of the Wider Checkit Group directly or indirectly to acquire or to hold or to exercise effectively any rights of ownership in respect of shares or loans or securities convertible into shares or any other securities (or the equivalent) in any member of the Wider Crimson Tide Group or the Wider Checkit Group or to exercise voting or management control over any such member;
 - (iv) otherwise adversely affect the business, assets, profits or prospects of any member of the Wider Checkit Group or of any member of the Wider Crimson

Tide Group to an extent which is material in the context of the Wider Checkit Group or the Wider Crimson Tide Group in either case taken as a whole;

- (v) make the Merger or its implementation or the offer or proposed offer by Checkit or any member of the Wider Checkit Group of any shares or other securities in, or control of Crimson Tide void, illegal, and/or unenforceable under the laws of any jurisdiction, or otherwise, directly or indirectly, restrain, restrict, prohibit, delay or otherwise interfere with the same, or impose additional conditions or obligations with respect thereto;
 - (vi) except pursuant to the implementation of the Merger or, if applicable, sections 974 to 991 of the Companies Act, require any member of the Wider Checkit Group or the Wider Crimson Tide Group to offer to acquire any shares or other securities (or the equivalent) or interest in any member of the Wider Crimson Tide Group or the Wider Checkit Group owned by any third party;
 - (vii) impose any limitation on the ability of any member of the Wider Crimson Tide Group to co-ordinate its business, or any part of it, with the businesses of any other members which is adverse to and material in the context of the Wider Crimson Tide Group taken as a whole or in the context of the Merger; or
 - (viii) result in any member of the Wider Crimson Tide Group ceasing to be able to carry on business under any name under which it presently does so, and all applicable waiting and other time periods (including any extensions thereof) during which any such Third Party could institute, implement or threaten any action, proceeding, suit, investigation, enquiry or reference or any other step under the laws of any jurisdiction in respect of the Merger or proposed offer for any Crimson Tide Shares having expired, lapsed or been terminated;
- (d) the waiver (or non-exercise within any applicable time limits) by any Third Party of any termination right, right of pre-emption, first refusal or similar right (which is material in the context of the Wider Crimson Tide Group taken as a whole) arising as a result of or in connection with the Merger including, without limitation, its implementation and financing or the proposed direct or indirect offer for any shares or other securities in, or control or management of, Crimson Tide by Checkit or any member of the Wider Checkit Group;
- (e) all necessary filings or applications having been made in connection with the Merger and all statutory or regulatory obligations in any jurisdiction having been complied with in connection with the Merger or the offer by any member of the Wider Checkit Group for any shares or other securities in, or control of, Crimson Tide and all authorisations, orders, grants, recognitions, determinations, confirmations, consents, licences, clearances, permissions, exemptions and approvals reasonably deemed necessary or appropriate by Checkit or any member of the Wider Checkit Group for or in respect of the Merger including without limitation, its implementation and financing or the proposed direct or indirect offer for any shares or other securities in, or control of, Crimson Tide or any member of the Wider Crimson Tide Group by any member of the Wider Checkit Group having been obtained in terms and in a form satisfactory to Checkit from all appropriate Third Parties or persons with whom any member of the Wider Crimson Tide Group has entered into contractual arrangements and all such material authorisations, orders, grants, recognitions, determinations, confirmations, consents, licences, clearances, permissions, exemptions and approvals

necessary or appropriate to carry on the business of any member of the Wider Crimson Tide Group which is material in the context of the Checkit Group or the Crimson Tide Group as a whole or of the financing of the Merger remaining in full force and effect and all filings necessary for such purpose having been made and there being no notice or intimation of any intention to revoke or not to renew any of the same at the time at which the Merger becomes otherwise unconditional and all necessary statutory or regulatory obligations in any jurisdiction having been complied with;

Certain matters arising as a result of any arrangement, agreement etc.

- (f) save as Disclosed, there being no provision of any agreement, arrangement, licence, permit or other instrument to which any member of the Wider Crimson Tide Group is a party or by or to which any such member or any of its assets may be bound, entitled or subject, or any circumstance which in consequence of the Merger or the proposed offer for any shares or other securities (or equivalent) in Crimson Tide or because of a change in the control or management of Crimson Tide or otherwise, could or might result in any of the following to an extent which is material and adverse in the context of the Wider Crimson Tide Group, or the Wider Checkit Group, in either case taken as a whole, or in the context of the Merger:
- (i) any monies borrowed by or any other indebtedness or liabilities (actual or contingent) of, or grant available to any such member, being or becoming repayable or capable of being declared repayable immediately or earlier than their or its stated maturity date or repayment date or the ability of any such member to borrow moneys or incur any indebtedness being withdrawn or inhibited or being capable of becoming or being withdrawn or inhibited;
 - (ii) any such agreement, arrangement, licence, permit or instrument or the rights, liabilities, obligations or interests of any such member thereunder being terminated or adversely modified or affected or any obligation or liability arising or any action being taken or arising thereunder;
 - (iii) any asset or interest of any such member being or failing to be disposed of or charged or ceasing to be available to any such member or any right arising under which any such asset or interest could be required to be disposed of or charged or could cease to be available to any such member otherwise than in the ordinary course of business;
 - (iv) the creation or enforcement of any mortgage, charge or other security interest over the whole or any part of the business, property, assets or interest of any such member;
 - (v) the rights, liabilities, obligations or interests of any such member, or the business of any such member with, any person, firm, company or body (or any arrangement or arrangements relating to any such interest or business) being terminated, adversely modified or affected;
 - (vi) the value of any such member or its financial or trading position or prospects being prejudiced or adversely affected;
 - (vii) any such member ceasing to be able to carry on business under any name under which it presently does so; or

- (viii) the creation or acceleration of any liability, actual or contingent, by any such member (including any material tax liability or any obligation to obtain or acquire any material Authorisation, notice, waiver, concession, agreement or exemption from any Third Party or any person) other than trade creditors or other liabilities incurred in the ordinary course of business or in connection with the Merger,

and no event having occurred which, under any provision of any agreement, arrangement, licence, permit or other instrument to which any member of the Wider Crimson Tide Group is a party or by or to which any such member or any of its assets may be bound, entitled or subject, would or might reasonably be expected to result in any of the events or circumstances as are referred to in sub-paragraphs (i) to (viii) of this Condition;

Certain events occurring since Last Accounts Date

- (g) save as Disclosed, no member of the Wider Crimson Tide Group having, since the Last Accounts Date:
 - (i) save as between Crimson Tide and wholly-owned subsidiaries of Crimson Tide or for Crimson Tide Shares issued under or pursuant to the exercise of options and vesting of awards granted under the Crimson Tide Share Scheme, issued or agreed to issue, authorised or proposed the issue of additional shares of any class;
 - (ii) save as between Crimson Tide and wholly-owned subsidiaries of Crimson Tide or for the grant of options and awards and other rights under the Crimson Tide Share Scheme, issued or agreed to issue, authorised or proposed the issue of securities convertible into shares of any class or rights, warrants or options to subscribe for, or acquire, any such shares or convertible securities;
 - (iii) other than to another member of the Crimson Tide Group, prior to completion of the Merger, recommended, declared, paid or made any dividend or other distribution payable in cash or otherwise or made any bonus issue;
 - (iv) save for intra-Crimson Tide Group transactions, merged or demerged with any body corporate or acquired or disposed of or transferred, mortgaged or charged or created any security interest over any assets or any right, title or interest in any asset (including shares and trade investments) or authorised or proposed or announced any intention to propose any merger, demerger, disposal, transfer, mortgage, charge or security interest, in each case, other than in the ordinary course of business and, in each case, to the extent which is material in the context of the Wider Crimson Tide Group taken as a whole;
 - (v) save for intra-Crimson Tide Group transactions, made or authorised or proposed or announced an intention to propose any change in its loan capital in each case, to the extent which is material in the context of the Wider Crimson Tide Group taken as a whole;
 - (vi) issued, authorised or proposed the issue of, or made any change in or to, any debentures or (save for intra-Crimson Tide Group transactions), save in the

ordinary course of business, incurred or increased any indebtedness or become subject to any contingent liability;

- (vii) purchased, redeemed or repaid or announced any proposal to purchase, redeem or repay any of its own shares or other securities or reduced or, save in respect to the matters mentioned in sub-paragraphs (i) or (ii) above, made any other change to any part of its share capital in each case, to the extent which is material in the context of the Wider Crimson Tide Group taken as a whole;
- (viii) save for intra-Crimson Tide Group transactions, implemented, or authorised, proposed or announced its intention to implement, any reconstruction, merger, demerger, amalgamation, scheme, commitment or other transaction or arrangement otherwise than in the ordinary course of business;
- (ix) entered into or varied or authorised, proposed or announced its intention to enter into or vary any contract, transaction or commitment (whether in respect of capital expenditure or otherwise) which is of a long term, onerous or unusual nature or magnitude or which involves or could involve an obligation of such a nature or magnitude other than in the ordinary course of business, in each case, to the extent which is material in the context of the Wider Crimson Tide Group taken as a whole;
- (x) (other than in respect of a member which is dormant and was solvent at the relevant time) taken any corporate action or steps or had any legal proceedings started or threatened against it in relation to the suspension of payments, a moratorium of any indebtedness, its winding-up, dissolution or reorganisation or for the appointment of a receiver, administrative receiver, administrator, manager, trustee or similar officer of all or any part of its assets or revenues or any analogous proceedings in any jurisdiction or appointed any analogous person in any jurisdiction or had any such person appointed, in each case, to the extent which is material in the context of the Wider Crimson Tide Group taken as a whole;
- (xi) entered into any contract, transaction or arrangement which would be restrictive on the business of any member of the Wider Crimson Tide Group or the Wider Checkit Group other than of a nature and extent which is normal in the context of the business concerned;
- (xii) waived or compromised any claim otherwise than in the ordinary course of business which is material in the context of the Wider Crimson Tide Group taken as a whole;
- (xiii) made any material alteration to its memorandum or articles of association or other incorporation documents;
- (xiv) been unable, or admitted in writing that it is unable, to pay its debts or commenced negotiations with one or more of its creditors with a view to rescheduling or restructuring any of its indebtedness, or having stopped or suspended (or threatened to stop or suspend) payment of its debts generally or ceased or threatened to cease carrying on all or a substantial part of its business;

- (xv) entered into any contract, commitment, arrangement or agreement otherwise than in the ordinary course of business or passed any resolution or made any offer (which remains open for acceptance) with respect to or announced any intention to, or proposed to, effect any of the transactions, matters or events referred to in this Condition 3(g);
- (xvi) made or agreed or consented to any change to:
 - (A) the terms of the trust deeds constituting the pension scheme(s) established by any member of the Wider Crimson Tide Group for its directors, employees or their dependents;
 - (B) the contributions payable to any such scheme(s) or to the benefits which accrue or to the pensions which are payable thereunder;
 - (C) the basis on which qualification for, or accrual or entitlement to, such benefits or pensions are calculated or determined; or
 - (D) the basis upon which the liabilities (including pensions) of such pension schemes are funded, valued or made, in each case, to the extent which is material in the context of the Wider Crimson Tide Group taken as a whole;
- (xvii) proposed, agreed to provide or modified the terms of the Crimson Tide Share Scheme or other benefit constituting a material change relating to the employment or termination of employment of a material category of persons employed by the Wider Crimson Tide Group or which constitutes a material change to the terms or conditions of employment of any senior employee of the Wider Crimson Tide Group, save as agreed by the Panel (if required) and by Checkit, or entered into or changed the terms of any contract with any director or senior executive;
- (xviii) taken (or agreed or proposed to take) any action which requires, or would require, the consent of the Panel or the approval of Crimson Tide Shareholders in general meeting in accordance with, or as contemplated by, Rule 21.1 of the Code;
- (xix) entered into or varied in a material way the terms of, any contracts, agreement or arrangement with any of the directors or senior executives of any members of the Wider Crimson Tide Group; or
- (xx) waived or compromised any claim which is material in the context of the Wider Crimson Tide Group taken as a whole, otherwise than in the ordinary course;

No adverse change, litigation, regulatory enquiry or similar

- (h) except as Disclosed, since the date of the Last Accounts Date:
 - (i) no adverse change or deterioration having occurred in the business, assets, financial or trading position or profits or prospects or operational performance of any member of the Wider Crimson Tide Group which, in any such case, is material in the context of the Wider Crimson Tide Group taken

as a whole and no circumstances have arisen which would or might reasonably be expected to result in such adverse change or deterioration;

- (ii) no litigation, arbitration proceedings, prosecution or other legal proceedings to which any member of the Wider Crimson Tide Group is or may become a party (whether as a plaintiff, defendant or otherwise) and no enquiry, review or investigation by, or complaint or reference to, any Third Party or other investigative body against or in respect of any member of the Wider Crimson Tide Group having been instituted, announced, implemented or threatened by or against or remaining outstanding in respect of any member of the Wider Crimson Tide Group which in any such case has had or might reasonably be expected to have a material adverse effect on the Wider Crimson Tide Group taken as a whole or in the context of the Merger;
- (iii) no contingent or other liability of any member of the Wider Crimson Tide Group having arisen or become apparent to Checkit or increased which has had or might reasonably be expected to have a material adverse effect on the Wider Crimson Tide Group taken as a whole or in the context of the Merger;
- (iv) no enquiry or investigation by, or complaint or reference to, any Third Party having been threatened, announced, implemented, instituted by or remaining outstanding against or in respect of any member by or the Wider Crimson Tide Group which in any case is material in the context of the Wider Crimson Tide Group taken as a whole;
- (v) no member of the Wider Crimson Tide Group having conducted its business in breach of any applicable laws and regulations and which is material in the context of the Wider Crimson Tide Group as a whole or material in the context of the Merger; and
- (vi) no steps having been taken which are likely to result in the withdrawal, cancellation, termination or modification of any licence or permit held by any member of the Wider Crimson Tide Group which is necessary for the proper carrying on of its business and the withdrawal, cancellation, termination or modification of which has had, or would reasonably be expected to have, a material adverse effect on the Wider Crimson Tide Group taken as a whole;

No discovery of certain matters

- (i) save as Disclosed, Checkit not having discovered:
 - (i) that any financial or business or other information concerning the Wider Crimson Tide Group disclosed at any time by or on behalf of any member of the Wider Crimson Tide Group, whether publicly, to any member of the Wider Checkit Group or otherwise, is materially misleading or contains any material misrepresentation of fact or omits to state a fact necessary to make any information contained therein not misleading, in each case to an extent which is material in the context of the Wider Crimson Tide Group taken as a whole;
or

- (ii) that any member of the Wider Crimson Tide Group is subject to any liability (actual or contingent) which is material in the context of the Wider Crimson Tide Group taken as a whole; or
- (iii) any information which affects the import of any information disclosed at any time by or on behalf of any member of the Wider Crimson Tide Group and which is material in the context of the Wider Crimson Tide Group taken as a whole;

Environmental

- (j) save as Disclosed, Checkit not having discovered:
 - (i) any past or present member of the Wider Crimson Tide Group has not complied in all material respects with all applicable legislation or regulations of any jurisdiction relating to the use, treatment, storage, carriage, disposal, discharge, spillage, release, leak or emission of any waste or hazardous substance or any substance likely to impair the environment (including property) or harm human health or otherwise relating to environmental matters or the health and safety of any person, or that there has otherwise been any such use, treatment, handling, storage, transport, release, disposal, discharge, spillage, leak or emission (whether or not this constituted a non-compliance by any person with any legislation or regulations and wherever the same may have taken place), which non-compliance would be likely to give rise to any material liability including any penalty for non-compliance (whether actual or contingent) or cost on the part of any member of the Wider Crimson Tide Group, which in any case is material in the context of the Wider Crimson Tide Group as a whole; or
 - (ii) there is, or is likely to be, for any reason whatsoever, any liability (actual or contingent) of any past or present member of the Wider Crimson Tide Group to make good, remediate, repair, reinstate or clean up any property or any controlled waters now or previously owned, occupied, operated or made use of or controlled by any such past or present member of the Wider Crimson Tide Group (or on its behalf) or by any person for which a member of the Wider Crimson Tide Group is or has been responsible, or in which any such member may have or previously have had or be deemed to have had an interest, under any environmental legislation, regulation, notice, circular or order of any Third Party and which is material in the context of the Wider Crimson Tide Group taken as a whole or the Merger; or
 - (iii) circumstances exist (whether as a result of the making of the Merger or otherwise) which would be reasonably likely to lead to any Third Party instituting, or whereby any member of the Wider Checkit Group or any present or past member of the Wider Crimson Tide Group would be likely to be required to institute, an environmental audit or take any other steps which would in any such case be reasonably likely to result in any liability (whether actual or contingent) to improve, modify existing or install new plant, machinery or equipment or carry out changes in the processes currently carried out or make good, remediate, repair, re-instate or clean up any land or other asset currently or previously owned, occupied or made use of by any past or present member of the Wider Crimson Tide Group (or on its behalf) or

by any person for which a member of the Wider Crimson Tide Group is or has been responsible, or in which any such member may have or previously have had or be deemed to have had an interest which is material in the context of the Wider Crimson Tide Group taken as a whole or the Merger; or

- (iv) circumstances exist whereby a person or class of persons would be likely to have any claim or claims in respect of any product or process of manufacture or materials used therein currently or previously manufactured, sold or carried out by any past or present member of the Wider Crimson Tide Group which claim or claims would be likely, materially and adversely, to affect any member of the Wider Crimson Tide Group and which is material in the context of the Wider Crimson Tide Group taken as a whole or the Merger;

Anti-corruption, economic sanctions, criminal property and money laundering

- (k) save as Disclosed, Checkit not having discovered:

- (i) (A) any past or present member, director, officer or employee of the Wider Crimson Tide Group is or has at any time engaged in any activity, practice or conduct which would constitute an offence under the Bribery Act 2010, the US Foreign Corrupt Practices Act of 1977 or any other applicable anti-corruption or anti-bribery law, rule or regulation or any other applicable law, rule, or regulation concerning improper payments or kickbacks or (B) any person that performs or has performed services for or on behalf of the Wider Crimson Tide Group is or has at any time engaged in any activity, practice or conduct in connection with the performance of such services which would constitute an offence under the Bribery Act 2010, the US Foreign Corrupt Practices Act of 1977 or any other applicable anti-corruption or anti-bribery law, rule or regulation or any other applicable law, rule, or regulation concerning improper payments or kickbacks; or
- (ii) any asset of any member of the Wider Crimson Tide Group constitutes criminal property as defined by section 340(3) of the Proceeds of Crime Act 2002 (but disregarding paragraph (b) of that definition) or proceeds of crime under any other applicable law, rule, or regulation concerning money laundering or proceeds of crime or any member of the Wider Crimson Tide Group is found to have engaged in activities constituting money laundering under any applicable law, rule, or regulation concerning money laundering; or
- (iii) any past or present member, director, officer or employee of the Wider Crimson Tide Group, or any other person for whom any such person may be liable or responsible, is or has engaged in any business with, made any investments in, made any funds or assets available to or received any funds or assets from:
 - (A) any government, entity or individual in respect of which US, UK or European Union persons, or persons operating in those territories, are prohibited from engaging in activities or doing business, or from receiving or making available funds or economic resources, by US, UK or European Union laws or regulations, including the economic sanctions administered by the United States Office of Foreign Assets Control, or HMRC; or

- (B) any government, entity or individual targeted by any of the economic sanctions of the United Nations, the United States, the United Kingdom, the European Union or any of its member states, save that this shall not apply if and to the extent that it is or would be unenforceable by reason of breach of any applicable Blocking Law; or
- (iv) any past or present member, director, officer or employee of the Wider Crimson Tide Group, or any other person for whom any such person may be liable or responsible:
 - (A) has engaged in conduct which would violate any relevant anti-terrorism laws, rules, or regulations, including but not limited to the U.S. Anti-Terrorism Act; or
 - (B) has engaged in conduct which would violate any relevant anti-boycott law, rule, or regulation or any applicable export controls, including but not limited to the Export Administration Regulations administered and enforced by the U.S. Department of Commerce or the International Traffic in Arms Regulations administered and enforced by the U.S. Department of State; or
 - (C) has engaged in conduct which would violate any relevant laws, rules, or regulations concerning human rights, including but not limited to any law, rule, or regulation concerning false imprisonment, torture or other cruel and unusual punishment, or child labour; or
 - (D) is debarred or otherwise rendered ineligible to bid for or to perform contracts for or with any government, governmental instrumentality, or international organization or found to have violated any applicable law, rule, or regulation concerning government contracting or public procurement; or
 - (E) any member of the Wider Crimson Tide Group is or has been engaged in any transaction which would cause Checkit to be in breach of any law or regulation in connection with the Merger, including but not limited to the economic sanctions of the United States Office of Foreign Assets Control, or HMRC, or any other relevant government authority; and

Intellectual Property

- (I) save as Disclosed, no circumstance having arisen or event having occurred in relation to any intellectual property owned or used by any member of the Wider Crimson Tide Group which would have a material adverse effect on the Wider Crimson Tide Group taken as a whole or is otherwise material in the context of the Merger, including:
 - (i) any member of the Wider Crimson Tide Group losing its title to any intellectual property, or any intellectual property owned by the Wider Crimson Tide Group being revoked, cancelled or declared invalid; or
 - (ii) any claim being asserted in writing or threatened in writing by any person challenging the ownership of any member of the Wider Crimson Tide Group to, or the validity or effectiveness of, any of its intellectual property; or

- (iii) any agreement regarding the use of any intellectual property licensed to or by any member of the Wider Crimson Tide Group being terminated or varied.

For the purpose of these Conditions:

1. **“Third Party”** means any central bank, government, government department or governmental, quasi-governmental, supranational, statutory, regulatory, environmental or investigative body, authority, court, trade agency, association, institution or professional or environmental body in any relevant jurisdiction, including, for the avoidance of doubt, the Panel; and
2. a Third Party shall be regarded as having **“intervened”** if it has given notice to take, institute, implement or threaten any action, proceeding, suit, investigation, enquiry or reference or made, proposed or enacted any statute, regulation, decision or order or taken any measures or other steps or required any action to be taken or information to be provided or otherwise having done anything and **“intervene”** shall be construed accordingly.

Part B: Further terms of the Merger and the Scheme

Waiver and Invocation of Conditions

1. Subject to the requirements of the Panel, Checkit reserves the right in its sole discretion to waive in whole or in part, all or any of the Conditions set out in Part A above, except Conditions 2(a)(i), 2(b)(i), 2(c)(i), 3(a) and 3(b) which cannot be waived. If any of the Conditions 2(a)(ii), 2(b)(ii) or 2(c)(ii) is not satisfied by the relevant deadline specified in the relevant Condition, Checkit shall make an announcement by 8.00 a.m. on the Business Day following such deadline confirming whether it has invoked the relevant Condition, waived the relevant deadlines or agreed with Crimson Tide to extend the relevant deadline.
2. Conditions 2(a)(i), 2(b)(i) and 3(a) to 3(l) (inclusive) in Part A above must each be fulfilled by, or (if capable of waiver) be waived by, Checkit or Crimson Tide (as the case may be) by no later than 11.59 p.m. on the date immediately preceding the date of the Court Hearing (or such later date as Checkit, Crimson Tide, the Panel and, if required, the Court may allow) failing which the Scheme will lapse.
3. Under Rule 13.5(a) of the Code, Checkit may not invoke a Condition that is subject to Rule 13.5(a) of the Code so as to cause the Scheme not to proceed, to lapse or to be withdrawn unless the circumstances which give rise to the right to invoke the condition are of material significance to Checkit in the context of the Merger. Checkit may only invoke a Condition that is subject to Rule 13.5(a) of the Code with the consent of the Panel and any Condition that is subject to Rule 13.5(a) of the Code may be waived by Checkit. Conditions 1, 2(a)(i), 2(b)(i) and 2(c)(i), 3(a) and 3(b) in Part A above and, if applicable, any acceptance condition (if the Merger is implemented by means of a Takeover Offer), are not subject to Rule 13.5(a) of the Code.
4. Checkit shall not be under any obligation to waive (if capable of waiver), to determine to be or remain satisfied or to treat as fulfilled any of the Conditions by a date earlier than the latest date of the fulfilment of that Condition notwithstanding that the other Conditions to the Merger may at such earlier date have been waived or fulfilled and that there are at such earlier date no circumstances indicating that any such conditions may not be capable of fulfilment.

Implementation by way of Takeover Offer

5. Subject to obtaining the consent of the Panel, Checkit reserves the right to elect to implement the Merger by way of a Takeover Offer as an alternative to the Scheme.
6. In such event, such Takeover Offer will be implemented on the same terms and conditions and conditions so far as applicable, as those which would apply to the Scheme (subject to appropriate amendments, including an acceptance condition set at up to 90 per cent. of the Crimson Tide Shares to which the Takeover Offer relates (or such lower percentage as the Panel may agree provided that if the Takeover Offer became or was declared unconditional in all respects, it would result in Checkit holding Crimson Tide Shares carrying greater than 50 per cent. of the voting rights in Crimson Tide)).

Rights attaching to Crimson Tide Shares and Dividends

7. Crimson Tide Shares will be acquired by Checkit fully paid and free from all liens, charges, encumbrances and other third party rights of any nature whatsoever and together with all rights attaching to them, including the right to receive and retain all dividends and distributions (if any) declared, made or paid or becoming payable by reference to a record date falling on or after the Effective Date.

8. The New Checkit Shares will be issued credited as fully paid and will rank pari passu in all respects with the existing Checkit Shares. Application will be made to the London Stock Exchange for the New Checkit Shares to be admitted to trading on the AIM Market of the London Stock Exchange.
9. Fractions of New Checkit Shares will not be allotted or issued pursuant to the Merger, but entitlements of Crimson Tide Shareholders will be rounded down to the nearest whole number of New Checkit Shares and all fractions of New Checkit Shares will be aggregated and sold in the market as soon as practicable after the Merger becomes Effective. The net proceeds of such sale (after deduction of all expenses and commissions incurred in connection with the sale) will be distributed in due proportions to Crimson Tide Shareholders who would otherwise have been entitled to such fractions (rounded down to the nearest penny), save that individual entitlements to amounts of less than £5.00 will be retained for the benefit of the Combined Group.
10. If, on or after the date of this Announcement, and prior to the Merger becoming Effective, any dividend, distribution or return of capital or value is declared, made or paid or becomes payable in respect of Crimson Tide Shares with a record date on or before the Effective Date (a “**Crimson Tide Dividend**”), Checkit reserves the right (without prejudice to any right of Checkit, with the consent of the Panel, to invoke the Condition set out in paragraph 3(g)(iii) of Part A of this Appendix I) to reduce Exchange Ratio accordingly so as to reflect the aggregate value attributable to any such Crimson Tide Dividend. Any exercise by Checkit of its rights to reduce the Exchange Ratio in the circumstances described above shall be the subject of an announcement but, for the avoidance of doubt, shall not be regarded as constituting any revision or variation of the terms of the Merger. For the avoidance of doubt, to the extent that a dividend, distribution or other return of value in respect of Crimson Tide Shares has been declared, paid, made or is payable, and is or shall be: (i) transferred pursuant to the Merger on a basis which entitles Checkit to receive the dividend, distribution or other return of value and to retain it; or (ii) cancelled before the Effective Date, the Exchange Ratio payable and the terms of the Merger shall not be subject to change and shall not be reduced in accordance with the above.

Other terms of the Merger

11. If Checkit is required by the Panel to make an offer for Crimson Tide Shares under the provisions of Rule 9 of the Code, Checkit may make such alterations to the Conditions and certain further terms of the Merger as are necessary to comply with the provisions of that Rule.
12. The availability of the Merger to persons not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions. Persons who are not resident in the United Kingdom or who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about and observe any applicable requirements. Further details in relation to Overseas Shareholders will be contained in the Scheme Document.
13. The Merger will not be made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality (including, without limitation, facsimile transmission, telephone, internet or e-mail) of interstate or foreign commerce of, or of any facility of a national securities exchange of, any Restricted Jurisdiction and it will not be capable of acceptance by any such use, means, instrumentality or facility or from within any Restricted Jurisdiction.

14. The New Checkit Shares to be issued pursuant to the Merger have not been and will not be registered under the US Securities Act or under any laws or with any securities regulatory authority of any state or other jurisdiction of the United States nor under any of the relevant securities laws of any Restricted Jurisdiction. Accordingly, the New Checkit Shares may not be offered, sold or delivered, directly or indirectly, into the United States, or any other Restricted Jurisdiction, except pursuant to exemptions from applicable requirements of any such jurisdiction.
15. The Merger will be subject, *inter alia*, to the Conditions and certain further terms which are set out in this Appendix I and to the full terms and conditions which will be set out in the Scheme Document and such further terms as may be required to comply with the AIM Rules and the provisions of the Code.
16. This announcement and any rights or liabilities arising hereunder are, and the Merger, the Scheme, and any proxies will be, governed by English law and will be subject to the jurisdiction of the courts of England and Wales. The Scheme will be subject to the applicable requirements of the Code, the Panel, the London Stock Exchange, the FCA and the AIM Rules.
17. Each of the Conditions shall be regarded as a separate Condition and shall not be limited by reference to any other Condition.

APPENDIX II

SOURCES OF INFORMATION AND BASES OF CALCULATION

- (i) As at 10 February 2024 (being the latest practicable day prior to this Announcement), there were 6,574,863 Crimson Tide Shares in issue. The International Securities Identification number for Crimson Tide Shares is GB00BRJRV969.
- (ii) As at 10 February 2024 (being the latest practicable day prior to this Announcement), there were 108,008,562 Checkit Shares in issue. The International Securities Identification number for Checkit Shares is GB00B0C5RG72.
- (iii) Any reference to the issued and to be issued share capital of Crimson Tide are based on the 6,574,863 Crimson Tide Shares referred to in paragraph (i).
- (iv) The value of the Merger by reference to the existing issued share capital of Crimson Tide is based on the issued and to be issued share capital of Crimson Tide (as set out in paragraph (iii) above).
- (v) Unless otherwise stated, all prices and closing prices for the Crimson Tide Shares and Checkit Shares are closing middle market quotations derived from the Daily Official List.
- (vi) The enlarged share capital of 147,457,740 shares in Checkit immediately following Completion has been calculated as the sum of:
 - a. The current share capital of Checkit; plus
 - b. 39,449,178 New Checkit Shares, which may be issued under the terms of the Merger (calculated as the number of the issued and to be issued ordinary share capital of Crimson Tide as set out in paragraph (iii) above multiplied by the Exchange Ratio).
- (vii) The percentage of the share capital of Checkit that Crimson Tide Shareholders will own following Completion is calculated on the basis of:
 - a. The issued share capital of Checkit (as set out in paragraph (ii) above); and
 - b. The 39,449,178 New Checkit Shares that Crimson Tide Shareholders will receive under the terms of the Merger, based on the fully diluted share capital of Crimson Tide (as set out in paragraph (iii) and an exchange ratio of 6 New Checkit Shares for each Crimson Tide Share.
- (viii) The pro forma cash balance (before deal costs) of the Enlarged Group following Completion of approximately £7.2 million has been calculated as the sum of:
 - a. Checkit's cash balance as at 31 January 2025 of approximately £5.1 million; and
 - b. Crimson Tide's cash balance as at 31 December 2024 of approximately £2.1 million.
- (ix) Based on a valuation of 16.5 pence per New Checkit Share (being the middle market closing price of a Checkit Share on 10 February 2024, being the latest practicable day prior to this Announcement), the Merger values each Crimson Tide Share at 99 pence.
- (x) Unless otherwise stated, the financial information relating to the Checkit Group is extracted (without adjustment) from the audited financial statements of the Checkit Group for the 12 months ended 31 January 2024 and the unaudited interim results of the Checkit Group for the 6 months ended 31 July 2024.

- (xi) Unless otherwise stated, the financial information relating to the Crimson Tide Group is extracted (without adjustment) from the audited financial statements of the Crimson Tide Group for the 12 months ended 31 December 2023 and the unaudited interim results of the Crimson Tide Group for the 6 months ended 30 June 2024.
- (xii) All information relating to Checkit has been provided by persons duly authorised by the Checkit Board.
- (xiii) All information relating to Crimson Tide has been provided by persons duly authorised by the Crimson Tide Board.
- (xiv) Certain figures contained in this announcement have been subject to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

APPENDIX III

DETAILS OF IRREVOCABLE UNDERTAKINGS AND LETTERS OF INTENT

Irrevocable Undertakings and letters of support in connection with the Crimson Tide Shareholder Meetings

PART A – Irrevocable undertakings in respect of Crimson Tide Shares from Crimson Tide Directors

The following Crimson Tide Directors have given irrevocable undertakings in respect of their entire beneficial holdings of Crimson Tide Shares (and in respect of the Crimson Tide Shares in which certain of their connected persons are interested) to vote, or procure votes, in favour of the Scheme at the Crimson Tide Court Meeting and in favour of the Crimson Tide Resolution to be proposed at the Crimson Tide General Meeting (or in the event that the Merger is implemented by way of a Takeover Offer, accept or procure the acceptance of the Takeover Offer), in relation to 90,858 Crimson Tide Shares, representing, in aggregate, approximately 1.38 per cent. of Crimson Tide's existing issued ordinary share capital as at the Latest Practicable Date:

Name of Crimson Tide Director	Number of Crimson Tide Shares	Percentage of issued ordinary share capital of Crimson Tide as at the Latest Practicable Date
Jacqueline Daniell	16,722	0.25
Philip Meyers	-	-
Luke Jeffrey	73,251	1.11
Pieter Hurter	885	0.01
Janet Morris	-	-
James Joyce	-	-

These irrevocable undertakings will continue to be binding in the event that a higher competing offer is made for Crimson Tide.

Each of these irrevocable undertakings will lapse, among other things:

- if Checkit announces, with the consent of the Panel, that it does not intend to proceed with the Merger;
- if any competing offer for Crimson Tide becomes or is declared unconditional in all respects or otherwise becomes effective; or
- on and from the earlier of (a) the Long Stop Date or (b) the time and date on which the Merger is withdrawn, lapses or otherwise terminates in accordance with its terms (provided that the reason is not because Checkit has elected to proceed by way of a Takeover Offer rather than by way of a Scheme or vice versa).

PART B – Irrevocable undertakings in respect of Crimson Tide Shares from other Crimson Tide Shareholders

The following Crimson Tide Shareholder (other than Crimson Tide Directors) has given an irrevocable undertaking in respect of the Crimson Tide Shares in which it is interested to vote, or procure votes, in favour of the Scheme at the Crimson Tide Court Meeting and in favour of the Crimson Tide

Resolution to be proposed at the Crimson Tide General Meeting (or in the event that the Merger is implemented by way of a Takeover Offer, accept or procure the acceptance of the Takeover Offer), in relation to 347,666 Crimson Tide Shares, representing, in aggregate, approximately 5.29 per cent. of Crimson Tide's existing issued ordinary share capital as at the Latest Practicable Date:

Name of Crimson Tide Shareholder	Number of Crimson Tide Shares	Percentage of issued ordinary share capital of Crimson Tide as at the Latest Practicable Date
William Currie Investments Limited	347,666	5.29

This irrevocable undertaking will lapse, among other things:

- if Checkit announces, with the consent of the Panel, that it does not intend to proceed with the Merger;
- if any competing offer for Crimson Tide becomes or is declared unconditional in all respects or otherwise becoming effective;
- on and from the earlier of (a) the Long Stop Date or (b) the time and date on which the Merger is withdrawn, lapses or otherwise terminates in accordance with its terms (provided that the reason is not because Checkit has elected to proceed by way of a Takeover Offer rather than by way of a Scheme or vice versa); or
- if, within ten business days after the despatch of the Scheme Document, a third party announces, in accordance with Rule 2.7 of the Takeover Code, a firm intention to make an offer to acquire all the issued and to be issued equity share capital of Crimson Tide for a consideration per share which represents at least 10 per cent. greater than the value of the consideration per share available under the Merger as at the date of such third party announcement and Checkit does not within 14 business days of such third party announcement increase the consideration payable under the Merger to an amount which is equal to or exceeds the value of such third party offer.

PART C – Letters of support in respect of Crimson Tide Shares from Crimson Tide Shareholders

The following Crimson Tide Shareholders have given a non-binding letter of support indicating their intention to vote, or procure votes, in favour of the Crimson Tide Resolution to be proposed at the Crimson Tide General Meeting, in relation to 1,358,333 Crimson Tide Shares, representing, in aggregate, approximately 20.66 per cent. of Crimson Tide's existing issued ordinary share capital as at close of business on the Latest Practicable Date:

Name of Crimson Tide Shareholder	Number of Crimson Tide Shares	Percentage of issued share capital of Crimson Tide as at the Latest Practicable Date
Canaccord Genuity Asset Management Limited	720,000	10.95

Herald Investment Management Limited	323,333	4.92
Octopus Investments	315,000	4.79

Copies of these irrevocable undertakings and letters of intent will be made available promptly and by no later than 12 noon (London time) on the Business Day following this announcement, on www.Checkit.net, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, until the end of the Merger.

APPENDIX IV

PROFIT ESTIMATES

Part A: Checkit Profit Estimate

On 25 April 2024, in the announcement of its final results for the year ended 31 January 2024, Checkit updated the market in relation to FY25 trading with reference to the market expectations immediately prior to that announcement and which were for Adjusted LBITDA of £2.3 million:

“Trading since the start of the new financial year has seen continued momentum in line with the Board's and market expectations.”

“Looking forward, the Board is optimistic about meeting market expectations for FY25.”

On 12 September 2024, in the announcement of its interim results for the six months ended 31 July 2024, Checkit again updated the market in relation to FY25 with reference to the market expectations immediately prior to that announcement which were for Adjusted LBITDA of £2.3 million.

“the Board remains confident of delivering market expectations for revenue and LBITDA for this financial year.”

“we remain on track to meet market revenue and LBITDA expectations for the current year.”

Application of Rule 28 to the Checkit Profit Estimate

The statements from Checkit above set an expectation for the 12 months ended 31 January 2025 (the **"FY25 Checkit Profit Estimate"**). The FY25 Checkit Profit Estimate is a profit estimate for the purposes of Rule 28.1 of the Takeover Code.

Checkit Directors' confirmation

The Checkit Directors have considered the FY25 Checkit Profit Estimate and confirm that it remains valid as at the date of this Announcement. The Checkit Directors confirm that the FY25 Checkit Profit Estimate has been properly compiled and that the basis of accounting used is consistent with Checkit's accounting policies which are in accordance with International Financial Reporting Standards and those that Checkit applied in preparing its financial statements for the year ended 31 January 2024.

Basis of preparation and assumptions

The Checkit Profit Estimate is based on the unaudited management accounts of Checkit for the year ended 31 January 2025. The Checkit Profit Estimate is not based on any assumptions.

Part B: FY24 Crimson Tide Profit Estimate

On 26 September 2024, in the announcement of its interim results for the six months to 30 June 2024, Crimson Tide updated the market in relation to trading for the full year to 31 December 2024 with reference to board expectations immediately prior to that announcement:

“Given the increased sales cycle, our expectation is that revenue and EBITDA for H2 2024 will be broadly in line with H1 2024, evidencing good year on year EBITDA growth, albeit on flat revenues.”

Application of Rule 28 to the FY24 Crimson Tide Profit Estimate

The FY24 Crimson Tide Profit Estimate is a profit estimate for the purpose of Rule 28.1 of the Takeover Code.

Crimson Tide Directors' confirmation

The Crimson Tide Directors have considered the FY24 Crimson Tide Profit Estimate and confirm that it remains valid as at the date of this Announcement. The Crimson Tide Directors confirm that the FY24 Crimson Tide Profit Estimate has been properly compiled and that the basis of accounting used is consistent with Crimson Tide's accounting policies which are in accordance with International Financial Reporting Standards and those that Crimson Tide applied in preparing its financial statements for the year ended 31 December 2023.

Basis of preparation and assumptions

The FY24 Crimson Tide Profit Estimate is based on the unaudited management accounts of Crimson Tide for the year ended 31 December 2024. The FY24 Crimson Tide Profit Estimate is not based on any assumptions.

APPENDIX V

DEFINITIONS

Admission	admission of the New Checkit Shares to trading on AIM
AIM	the AIM Market operated by the London Stock Exchange
AIM Rules	the AIM Rules for Companies published by the London Stock Exchange (as amended from time to time)
Announcement	this Announcement of which the Appendices form part
Appendices	the appendices to this Announcement
Authorisations	authorisations, orders, grants, recognitions, determinations, certificates, confirmations, consents, licences, clearances, provisions, permissions and approvals;
Blocking Law	Council Regulation EC No 2271/1996 of 22 November 1996 (" Blocking Regulation ") or any law or regulation implementing the Blocking Regulation in any member state of the European Union or the United Kingdom
Board	board of directors
Business Day	a day (excluding Saturdays, Sundays and public holidays) on which banks are open for business in the City of London and Jersey
Cavendish	Cavendish Capital Markets Limited
Checkit	Checkit plc
Checkit Circular	the circular relating to the Checkit Resolution and convening the Checkit General Meeting to be published and sent by Checkit to the Checkit Shareholders
Checkit Directors	the directors of Checkit at the time of this announcement
Checkit Form of Proxy	the form of proxy which will accompany the Checkit Circular
Checkit General Meeting	the general meeting of Checkit to be convened in connection with the Merger, notice of which will

	be set out in the Checkit Circular, including any adjournment thereof
Checkit Group	Checkit and its subsidiaries as at the date of this Announcement
Checkit Resolution	the resolution to be proposed at the Checkit General Meeting to authorise the allotment of the New Checkit Shares
Checkit Shareholders	the holders of Checkit Shares
Checkit Shares	the allotted and issued ordinary shares of 5 pence each in the capital of Checkit
Closing Price	the closing middle market quotation of a share derived from the AIM Appendix to the Daily Official List of the London Stock Exchange
Code or Takeover Code	the City Code on Takeovers and Offers
Combined Group	the Checkit Group as enlarged by the acquisition of the Crimson Tide Group following Completion
Companies Act	the UK Companies Act 2006, as amended from time to time
Completion	the date on which the Merger becomes Effective
Conditions	the conditions to the Merger set out in Appendix I of this Announcement, and Condition means any one of them
Court	the High Court of Justice in England and Wales;
Court Hearing	the hearing by the Court of the application to sanction the Scheme;
Court Order	the order of the Court sanctioning the Scheme under section 899 of the Companies Act;
CREST	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear UK & International Limited which facilitates the transfer of title to shares in uncertificated form
CREST Regulations	the Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended
Crimson Tide	Crimson Tide plc
Crimson Tide Court Meeting	the meeting of the Crimson Tide Scheme Shareholders to be convened by order of the Court pursuant to section 896 of the Companies Act, for the purpose of approving the Scheme, including

	any adjournment of it, notice of which shall be contained in the Scheme Document
Crimson Tide Directors	the directors of Crimson Tide at the time of this announcement
Crimson Tide Forms of Proxy	the forms of proxy for voting at the Crimson Tide Shareholder Meetings which will accompany the Scheme Document;
Crimson Tide General Meeting	the general meeting of Crimson Tide to be convened in connection with the Scheme, including any adjournment of it, and expected to be held immediately following the Crimson Tide Court Meeting and notice of which shall be contained in the Scheme Document
Crimson Tide Group	Crimson Tide and its subsidiaries as at the date of this Announcement
Crimson Tide Resolution	the special resolution to be proposed at the Crimson Tide General Meeting authorising the Crimson Tide Directors to take all required action in relation to the Scheme and amending Crimson Tide's articles of association and such other matters as may be necessary to implement the Scheme
Crimson Tide Scheme Shareholders	the holders of Crimson Tide Scheme Shares from time to time
Crimson Tide Scheme Shares	<p>the Crimson Tide Shares:</p> <ul style="list-style-type: none"> (a) in issue at the date of the Scheme Document; (b) (if any) issued after the date of the Scheme Document and before the Voting Record Time; and (c) (if any) issued at or after the Voting Record Time but at or before the Scheme Record Time, either on terms that the original or any subsequent holders of such shares are to be bound by the Scheme or in respect of which their holders are, or shall by such time have agreed in writing to be, bound by the Scheme, <p>and, in each case, remaining in issue at the Scheme Record Time but excluding any Crimson Tide Scheme Shares held as treasury shares at any relevant date or time and any Crimson Tide Scheme Shares registered in the name of, or beneficially owned by, Checkit or its nominees or</p>

	any other member of the Checkit Group at any relevant date or time
Crimson Tide Shareholder Meetings	together, the Crimson Tide Court Meeting and the Crimson Tide General Meeting
Crimson Tide Shareholders	the holders of Crimson Tide Shares
Crimson Tide Shares	the allotted and issued ordinary shares of 10 pence each in the capital of Crimson Tide
Crimson Tide Share Scheme	Crimson Tide's Enterprise Management Incentive share option scheme
Daily Official List	the Daily Official List published by the London Stock Exchange
Dealing Disclosure	an announcement pursuant to Rule 8 of the Takeover Code containing details of dealings in the relevant securities of a party to an offer
Disclosed	the information fairly disclosed by or on behalf of Crimson Tide: (i) in the annual report and accounts of Crimson Tide for the financial year ended 31 December 2023 and the interim results for the period 30 June 2024; (ii) in any other public announcement made by Crimson Tide on a Regulatory Information Service before the date of the Announcement; (iii) in this Announcement; (iv) in the information made available to Checkit in the data room established by Crimson Tide (or Crimson Tide's advisers) for the purposes of the Merger on or before 6.30 p.m. on 10 February 2025; or (v) as otherwise fairly disclosed by or on behalf of Crimson Tide to Checkit (or its officers, employees, agents or advisers) before the date of this Announcement
Disclosure Guidance and Transparency Rules	the disclosure rules and transparency rules made by the FCA pursuant to section 73A of FSMA
Effective	<p>in the context of the Merger:</p> <p>(i) if the Merger is implemented by way of a Scheme of Arrangement, the Scheme having become effective in accordance with its terms; or</p> <p>(ii) if the Merger is implemented by way of a takeover offer as defined in Chapter 3 of Part 28 of the Companies Act, the Merger having been declared or become unconditional in accordance with the requirements of the Code</p>

Effective Date	the date on which the Merger becomes or is declared Effective
EMI Scheme	Crimson Tide's Enterprise Management Incentive Scheme
Exchange Ratio	6 new Checkit Shares for every 1 Crimson Tide Share and, where the terms of the Merger allow, any subsequent adjustment thereof
FCA	the Financial Conduct Authority or its successor from time to time
FSMA	the Financial Services and Markets Act 2000 (as amended from time to time)
"FY24 Crimson Tide Profit Estimate"	the profit estimate included within Crimson Tide's interim results announcement released on 26 September 2024 in respect of the six months to 30 June 2024, as set out in Appendix IV to this Announcement
Irrevocable Undertakings	the irrevocable undertakings obtained by Checkit as detailed in Appendix III;
Last Accounts Date	17 April 2024, being the date to which the last audited financial statements of Crimson Tide were published
Latest Practicable Date	10 February 2025, being the latest practicable date before the date of this Announcement
London Stock Exchange	London Stock Exchange plc or its successor from time to time
Long Stop Date	11.59 p.m. on 30 June 2025 or such later date (if any) as may be agreed in writing by Checkit and Crimson Tide (with the Panel's consent and as the Court may approve (if such approval(s) are required))
Market Abuse Regulation	the Market Abuse Regulation (EU) (No 596/2014) incorporated into UK law by virtue of the European Union (Withdrawal) Act 2018 as amended by virtue of the Market Abuse (Amendment)(EU Exit) Regulations 2019)
Merger	the proposed acquisition by Checkit of the entire issued and to be issued ordinary share capital of Crimson Tide (other than any Crimson Tide Shares already held by the Checkit Group) to be implemented by way of the Scheme as described in this Announcement or (should Checkit so elect,

	subject to the consent of the Panel (where necessary)) by way of a Takeover Offer
Neville Registrars	Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD, the registrars to Crimson Tide
New Checkit Shares	the new Checkit Shares proposed to be issued credited as fully paid to the Crimson Tide Scheme Shareholders pursuant to the Scheme (and any other Crimson Tide Shareholders whose Crimson Tide Shares are issued after the Scheme becomes Effective)
Offer Period	the period commencing on the date of this Announcement and ending on (i) the earlier of the date on which the Scheme becomes Effective and/or the date on which the Scheme lapses or is withdrawn (or such other date as the Panel may decide) or (ii) the earlier of the date on which the Takeover Offer has become or has been declared unconditional as to acceptances and/or the date on which the Takeover Offer lapses or is withdrawn (or such other date as the Panel may decide), in each case other than where such lapsing or withdrawal is a result of Checkit exercising its right to implement the Merger by way of a Takeover Offer
Opening Position Disclosure	an announcement containing details of interests or short positions in, or rights to subscribe for, any relevant securities of a party to the Merger if the person concerned has such a position, as defined in Rule 8 of the Takeover Code
Overseas Shareholders	Crimson Tide Shareholders who have a registered address in, or are citizens, residents or nationals of, a jurisdiction outside the UK
Panel or Takeover Panel	the Panel on Takeovers and Offers
Possible Offer Announcement	the announcement on 4 June 2024 of a possible offer by Checkit for Crimson Tide
Registrar of Companies	the Registrar of Companies in England and Wales
Regulatory Information Service	the regulatory information service as defined in the handbook of rules and guidance made by the FCA
Restricted Jurisdiction	any jurisdiction where the release, publication or distribution in whole or in part, in, into or from or where the extension of the Merger would constitute a violation of the relevant laws of the

	jurisdiction or would result in a requirement to comply with any governmental or other consent or any registration, filing or other formality which Checkit regards as unduly onerous, in particular the United States of America, Canada, Japan or Australia
Restricted Overseas Shareholder	any Crimson Tide Shareholder not resident in, or nationals or citizens of the United Kingdom who have not prior to the Effective Date been able to satisfy Checkit in its absolute discretion that receipt of New Checkit Shares pursuant to the Merger is exempt from or not subject to the registration or other legal or regulatory requirements or restrictions of the relevant jurisdiction
Scheme or Scheme of Arrangement	the proposed scheme of arrangement under Part 26 of the Companies Act between Crimson Tide and the Crimson Tide Scheme Shareholders the terms of which are to be set out in the Scheme Document
Scheme Document	the document to be dispatched to (among others) Crimson Tide Shareholders including, among other things, the Scheme and the notices convening the Crimson Tide Court Meeting and the Crimson Tide General Meeting
Scheme Record Time	the time and date to be specified in the Scheme Document by reference to which the entitlements of Crimson Tide Shareholders under the Scheme will be determined, expected to be 6.00 p.m. on the Business Day before the Scheme becomes Effective
Significant Interest	in relation to an undertaking, a direct or indirect interest of 20 per cent. or more of: (i) the total voting rights conferred by the equity share capital (as defined in section 548 of the Companies Act) of such undertaking or (ii) the relevant partnership interest;
Singer Capital Markets	Singer Capital Markets Advisory LLP, financial adviser to Checkit
Takeover Offer	should the Merger be implemented by way of a takeover offer as defined in section 974 of the Companies Act, the takeover offer to be made by or on behalf of Checkit to acquire the entire issued and to be issued ordinary share capital of Crimson Tide and, where the context requires, any

	subsequent revision, variation, extension or renewal of such takeover offer
Third Party	any government, government department or governmental, quasi-governmental, supranational, statutory, regulatory, environmental or investigative body or association, institution or agency (including, without limitation, any trade agency) or authority (including, without limitation, any anti-trust or merger control authority), any court or professional or environmental body or any other person or body whatsoever in any relevant jurisdiction;
UK or United Kingdom	the United Kingdom of Great Britain and Northern Ireland
US Person	a US person as defined in Regulation S under the United States Securities Act of 1933, as amended
US Securities Act	the United States Securities Act of 1993
Voting Record Time	the time and date specified in the Scheme Document by reference to which entitlement to vote at the Crimson Tide Court Meeting will be determined, expected to be 6.00 p.m. on the day two days prior to the Crimson Tide Court Meeting or any adjournment of it (as the case may be)
Wider Checkit Group	Checkit and its subsidiary undertakings and associated undertakings and any other body corporate partnership, joint venture or person in which Checkit and all such undertakings (aggregating their interests) have a Significant Interest (other than any member of the Wider Crimson Tide Group)
Wider Crimson Tide Group	Crimson Tide and its subsidiaries, subsidiary undertakings, associated undertakings and any other body corporate, partnership, joint venture or person in which Crimson Tide and all such undertakings (aggregating their interests) have a Significant Interest.