

PUBLIC OPENING POSITION DISCLOSURE BY A PARTY TO AN OFFER
Rules 8.1 and 8.2 of the Takeover Code (the “Code”)

1. KEY INFORMATION

(a) Full name of discloser:	Network International Holdings plc
(b) Owner or controller of interests and short positions disclosed, if different from 1(a):	N/A
(c) Name of offeror/offeree in relation to whose relevant securities this form relates:	Network International Holdings plc
(d) Is the discloser the offeror or the offeree?	Offeree
(e) Date position held:	24 April 2023
(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer?	N/A

2. POSITIONS OF THE PARTY TO THE OFFER MAKING THE DISCLOSURE

- (a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates**

Class of relevant security:	Ordinary shares			
	Interests		Short positions	
	Number	%	Number	%
(1) Relevant securities owned and/or controlled:	Nil	-	Nil	-
(2) Cash-settled derivatives:	Nil	-	Nil	-
(3) Stock-settled derivatives (including options) and agreements to purchase/sell:	Nil	-	Nil	-
TOTAL:	Nil	-	Nil	-

- (b) Rights to subscribe for new securities**

Class of relevant security in relation to which subscription right exists:	N/A
Details, including nature of the rights concerned and relevant percentages:	N/A

3. POSITIONS OF PERSONS ACTING IN CONCERT WITH THE PARTY TO THE OFFER MAKING THE DISCLOSURE

Details of any interests, short positions and rights to subscribe (including directors' and other employee options) of any person acting in concert with the party to the offer making the disclosure:

(a) Interests held by directors of Network International Holdings plc and their close relatives and related trusts (excluding options and awards set out below)

Name	Number of ordinary shares	Percentage of total issued ordinary share capital (%)
Rohinton Kalifa	599,156 ⁽¹⁾	0.11247
Darren Pope	8,824	0.00166
Victoria Hull	66,319	0.01245
Diane Radley	30,000	0.00563
Nandan Mer	80,885	0.01518
Rohit Malhotra	196,762	0.03693

(1) 35,000 ordinary shares held directly and 564,156 ordinary shares held through RMK Consulting Services Limited

(b) Options and awards held by directors of Network International Holdings plc in Network International Holdings plc shares

(i) Nandan Mer

Description of award	Date of award	Number of shares	Exercise Price (£)	Vesting Date
2021 LTIP	26 April 2021	278,120	Nil	26 April 2024
2022 LTIP	25 April 2022	297,397	Nil	25 April 2025
2021 ADBP – Tranche 1	8 March 2022	46,602	Nil	31 August 2023
2021 ADBP – Tranche 2	8 March 2022	84,667	Nil	28 February 2025
2022 ADBP – Tranche 1	2 March 2023	11,896	Nil	2 September 2024
2022 ADBP – Tranche 2	2 March 2023	107,073	Nil	2 March 2026

(ii) Rohit Malhotra

Description of award	Date of award	Number of shares	Exercise Price (£)	Vesting Date
2020 LTIP	19 August 2020	101,514	Nil	19 August 2023
2021 LTIP	26 April 2021	154,215	Nil	26 April 2024
2022 LTIP	25 April 2022	247,355	Nil	25 April 2025
2021 ADBP – Tranche 1	8 March 2022	38,761	Nil	31 August 2023
2021 ADBP – Tranche 2	8 March 2022	70,420	Nil	28 February 2025
2022 ADBP – Tranche 1	2 March 2023	9,895	Nil	2 September 2024
2022 ADBP – Tranche 2	2 March 2023	89,056	Nil	2 March 2026

(c) **Interests and short positions of Network International Holdings plc connected advisers in Network International Holdings shares**

(i) **Citibank N.A**

Class of relevant security:	Ordinary shares			
	Interests		Short positions	
	Number	%	Number	%
(1) Relevant securities owned and/or controlled:	9,261	0.00174	Nil	-
(2) Cash-settled derivatives:	Nil	-	Nil	-
(3) Stock-settled derivatives (including options) and agreements to purchase/sell:	Nil	-	Nil	-
TOTAL:	9,261	0.00174	Nil	-

(ii) **Citibank Europe plc**

Class of relevant security:	Ordinary shares			
	Interests		Short positions	
	Number	%	Number	%
(1) Relevant securities owned and/or controlled:	28,290	0.00531	Nil	-
(2) Cash-settled derivatives:	Nil	-	Nil	-
(3) Stock-settled derivatives (including options) and agreements to purchase/sell:	Nil	-	Nil	-
TOTAL:	28,290	0.00531	Nil	-

4. **OTHER INFORMATION**

(a) **Indemnity and other dealing arrangements**

Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer making the disclosure or any person acting in concert with it:

Irrevocable commitments and letters of intent should not be included. If there are no such agreements, arrangements or understandings, state "none"

None

(b) Agreements, arrangements or understandings relating to options or derivatives

<p>Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer making the disclosure, or any person acting in concert with it, and any other person relating to:</p> <p>(i) the voting rights of any relevant securities under any option; or (ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:</p> <p><i>If there are no such agreements, arrangements or understandings, state "none"</i></p>
None

(c) Attachments

Are any Supplemental Forms attached?

Supplemental Form 8 (Open Positions)	No
Supplemental Form 8 (SBL)	No

Date of disclosure:	27 April 2023
Contact name:	Jaishree Razzaq, Company Secretary
Telephone number:	+971 (4) 4065184