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If you have sold or otherwise transferred all of your Ordinary Shares please forward this Document and the accompanying Form of Proxy at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have sold or otherwise transferred only some of your Ordinary Shares you should retain this Document and consult with the stockbroker, bank or other agent through whom the sale or transfer was effected.

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**LIFT GLOBAL VENTURES PLC**

*(Incorporated and registered in England and Wales with  
registered number 13392915)*



**AQSE Growth Market Corporate Adviser and Sole Broker**

Optiva Securities Ltd

**PROPOSED ACQUISITION OF MIRIAD LIMITED &**

**NOTICE OF GENERAL MEETING**

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**Notice of the General Meeting of the Company to be held at The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW on 5 September 2022 at 10:00 a.m. is set out on pages 14 to 16 of this Document. A form of proxy is also enclosed at the end of this Document for use at the Meeting. Forms of proxy should be completed and returned to the Company's Registrars, Share Registrars Limited, at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX as soon as possible and in any event so as to be received not later than 48 hours before the time fixed for the General Meeting.**

Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the Meeting should they so wish. For full details on proxy appointments, see the notes to the notice of the General Meeting set out at the end of this Document and accompanying form of proxy.

Copies of this Document are available from the Company Secretary's office at 48 Warwick Street, London, England, W1B 5AW from the date of this Document until the date of the General Meeting. This Document will also be available for download from the Company's website: [www.liftgv.com/](http://www.liftgv.com/).

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## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Date of this Document	8 August 2022
Latest time and date for receipt of Forms of Proxy	10 a.m. on 1 September 2022
Date and time of General Meeting	10 a.m. on 5 September 2022
Date of completion of Acquisition	5 September 2022

## KEY STATISTICS

Issue Price per Consideration Share	£0.04 (4p)
Number of Existing Shares	91,543,334
Number of Consideration Shares to be issued in connection with Acquisition	4,166,666
Enlarged Share Capital immediately following completion of the Acquisition	95,710,000
Consideration Shares as a percentage of the Enlarged Share Capital on completion of the Acquisition	4.35%

### NOTES:

- (1) Each of the times and dates in the above timetable is subject to change. If any of the above times and/or dates change, the revised times and/or dates will be notified to Shareholders by announcement through a Regulatory Information Service.
- (2) References to time in this Document are to London time. The timetable above assumes that the resolutions are passed at the General Meeting.

## DIRECTORS, SECRETARY AND ADVISERS

<b>Directors</b>	Paul Terence Gazzard (Non-Executive Chairman) Saqib (“ <b>Zak</b> ”) Ahmed Mir (Chief Executive Officer) Timothy (“ <b>Tim</b> ”) William Daniel (Executive Director)
<b>Registered Office</b>	Suite 1 15 Ingestre Place London W1F 0DU
<b>Company Secretary</b>	Westend Corporate LLP 48 Warwick Street London W1B 5AW
<b>AQSE Growth Market Corporate Adviser and Sole Broker</b>	Optiva Securities Ltd 49 Berkeley Square London W1J 5AZ
<b>Solicitors to the Company</b>	Hill Dickinson LLP The Broadgate Tower 20 Primrose Street London EC2A 2EW
<b>Registrar</b>	Share Registrars Limited 3 The Millennium Centre Crosby Way Farnham Surrey GU9 7XX

## DEFINITIONS

<b>“Acquisition”</b>	proposed acquisition of the entire issued share capital of Miriad by the Company
<b>“Act” or “Companies Act”</b>	the Companies Act 2006, as amended
<b>“Announcement”</b>	means the announcement made by the Company on 8 August 2022 providing details of the Acquisition and the RPT
<b>“Approval”</b>	the approval by the Shareholders of the terms of the Acquisition as a substantial property transaction pursuant to section 190 of the Act
<b>“Articles” or “Articles of Association”</b>	the articles of association of the Company from time to time
<b>“Aquis Exchange” or “AQSE”</b>	Aquis Stock Exchange PLC, a UK based stock market providing primary and secondary markets for equity and debt products and which is permissioned as a recognised investment exchange under section 290 of FSMA
<b>“AQSE Growth Market”</b>	the AQSE Growth Market operated by the Aquis Exchange
<b>“AQSE Rules”</b>	the rules contained in the AQSE Growth Market Access Rulebook, which set out the admission requirements and continuing obligations of companies seeking admission to and whose shares are admitted to trading on the Access Segment of the AQSE Growth Market issued by Aquis Exchange
<b>“Board” or “Directors”</b>	the directors of the Company, whose names are set out on page 4 of this Document
<b>“Business Day”</b>	a day other than Saturday or Sunday or a public holiday in England and Wales

<b>“Company” or “Lift”</b>	Lift Global Ventures Plc, a public limited company registered in England and Wales with company number 13392915 and whose registered office is located at Suite 1, 15 Ingestre Place, London, W1F 0DU
<b>“Consideration Shares”</b>	shares to be issued by the Company in connection with the Acquisition, being 4,166,666 new Ordinary Shares
<b>“CREST”</b>	the computerised settlement system (as defined in the CREST Regulations) to facilitate the transfer of title in shares and the holding of shares in uncertificated form which is operated by Euroclear UK & Ireland Limited
<b>“CREST Regulations”</b>	the Uncertificated Securities Regulations 2001 (SI 2001/3755) (as amended from time to time)
<b>“Document”</b>	this document and its contents
<b>“Enlarged Share Capital”</b>	the entire issued ordinary share capital of the Company immediately following the Acquisition, comprising of the Existing Shares and the Consideration Shares
<b>“Existing Shares”</b>	the issued ordinary share capital of the Company immediately prior to the Acquisition, being 91,543,334 Ordinary Shares
<b>“Independent Directors”</b>	Paul Terence Gazzard and Timothy William Daniel
<b>“Miriad” or the “Target”</b>	Miriad Limited, a private limited company registered in England and Wales with company number 04009984 and whose registered office is located at Scala House Floor 5 Unit 5 R11-14, Holloway Circus Queensway, Birmingham, England, B1 1EQ
<b>“Optiva” or “Corporate Adviser”</b>	Optiva Securities Ltd, AQSE Growth Market Corporate Adviser to the Company, which is authorised and regulated by the FCA

<b>“Ordinary Shares”</b>	ordinary shares of £0.01 (1 pence) each in the capital of the Company
<b>“Related Party Transaction” or “RPT”</b>	means a related party transaction as defined by the AQSE Rules, and the related party transaction under consideration in the context of the Acquisition
<b>“Resolutions”</b>	the resolutions set out in the Notice of General Meeting
<b>“Seller” or “Sellers”</b>	the shareholders of Miriad, which includes Zak Mir
<b>“Shareholders”</b>	the persons who are registered as the holders of Ordinary Shares from time to time
<b>“Share Purchase Agreement” or “SPA”</b>	The share purchase agreement entered into between the Company and each of the Sellers, in connection with the Acquisition
<b>“UK”</b>	the United Kingdom of Great Britain and Northern Ireland





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## PART 1

### LETTER FROM THE CHAIRMAN

*Directors:*

Paul Terence Gazzard (Non-Executive Chairman and an Independent Director)  
Saqib (“Zak”) Ahmed Mir (Chief Executive Officer)  
Timothy (“Tim”) William Daniel (Executive Director and an Independent Director)

*Registered Office:*

Suite 1  
15 Ingestre Place  
London  
W1F 0DU

8 August 2022

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

Dear Shareholder

### **Proposed Acquisition of Miriad and Notice of General Meeting**

#### **1. Introduction**

The Company announced its intention to undertake the acquisition of Miriad, subject to the satisfaction of certain conditions pursuant to the Announcement.

The Acquisition is conditional upon, among other things, the passing of the Resolutions at the General Meeting. Director, Saqib (“**Zak**”) Ahmed Mir (together with his spouse) owns the entire issued share capital of Miriad and Zak Mir is also the sole director of Miriad. The proposed Acquisition would therefore constitute a substantial property transaction for the purpose of section 190 of the Act. The Resolutions include the approval by the Company’s shareholders of the Acquisition for the purposes of section 190 of the Act.

The transaction is also a Related Party Transaction, as the matter concerns a transaction between the Company and a related party, Zak Mir. Further details of the Related Party Transaction are set out in the Announcement and at paragraph 4 of this Part.

Paul Gazzard and Tim Daniel are considered independent for the purposes of considering and

approving the terms of the transaction on behalf of the Board. The Independent Directors have considered the terms of the proposed Acquisition and believe the transaction to be in the best interest of Shareholders, as a whole.

The purpose of this letter is therefore to explain the background to and reasons for the Acquisition, to summarise the terms of the Acquisition and to give notice of a General Meeting of the Company to be held at Hill Dickinson LLP, the Broadgate Tower, 20 Primrose Street, London, EC2A 2EW, United Kingdom on 5 September 2022 at 10 a.m., the formal notice of which is set out at the end of this Document. Further details of the action to be taken by Shareholders and concerning the General Meeting are set out at paragraphs 6 and 7 of Part 1 of this Document.

## **2. Background to and reasons for the Acquisition**

Miriad Limited is a private limited company incorporated in England on 7 June 2000 having company registration number 04009984. Miriad Limited is a successful financial PR and IR consulting company run by well-known stock market commentator, Zak Mir. Small/mid-cap entities in the UK engage Miriad to provide a bespoke, personalised service and to access Zak's deep market insights, vast industry connections and significant social media following.

For the year ended 30 June 2022, Miriad reported revenue of £340,684 and an operating profit of £265,098. However, based on the annualised amount of current client retainers, current revenue can be measured slightly higher at £420,000 (spread across 26 companies).

The valuation of Miriad was assessed by the Independent Directors on an earnings multiple basis. The consideration payable of £366,667 represents approximately one times earnings. The Independent Directors consider the purchase price to be reasonable, considering, that the company has a demonstrable track record of profit generation across a diversified pool of clients. Furthermore, the Acquisition of Miriad will help to achieve the Directors' goal of covering Lift's fixed costs and providing, not just stability during a time of market turmoil, but an ideal platform from which to launch into the next phase of the Company's growth strategy.

Following the Acquisition, Lift will seek to build on and strengthen Miriad's client base by offering companies the opportunity to work with a listed company at the epicentre of the small/mid-cap arena.

Lift will also continue to seek complimentary acquisitions and other business growth opportunities which echo the Company's strategy and broaden its hold in its field of expertise.

## **3. Details of the Acquisition**

The Company has entered into the Share Purchase Agreement which will govern the terms of the conditional acquisition of Miriad. The Independent Directors are satisfied that the terms of

the Acquisition are based on normal arms' length terms, having been agreed following reasonable and proportionate due diligence on the business and assets of Miriad.

The total aggregate consideration payable by the Company for the acquisition of Miriad is £366,667 (the **Consideration**). Subject to the completion of the transaction, the Consideration is to be satisfied partly in cash and partly in shares, as summarised below:

- a) £200,000 will be paid in cash (in aggregate) by the Company to the Sellers in accordance with their pro-rata proportion of the share capital of Miriad; and
- b) the Company will issue and allot a total of 4,166,666 new Ordinary Shares to the Sellers at an issue price of £0.04 (4 pence) per share (the "**Consideration Shares**").

There is no deferred consideration or "earn out" payable by the Company to the Sellers in connection with the proposed transaction.

In accordance with the terms of the Share Purchase Agreement, the Consideration Shares issued to the Sellers will be subject to a lock-in restriction for a period of 12 months from Completion of the transaction. The lock-in restriction is subject to normal customary exceptions.

The Acquisition is conditional upon the satisfaction of certain conditions including, *inter alia*, (a) the approval of the Resolutions; and (b) Miriad passing a resolution of its shareholders to approve the substantial property transaction for the purposes of section 190 of the Act.

Under the terms of the Share Purchase Agreement, the Sellers are providing title and capacity warranties, and various warranties in connection with the Miriad shares owned by the Sellers and the business and assets of Miriad and a tax covenant.

#### **4. Related Party Transaction**

Zak Mir is a director and shareholder of Miriad and the Acquisition is therefore a Related Party Transaction. The Company issued the Announcement providing the background to and reasons for the transaction, and to outline the impact of the Acquisition on the Company (among other things) in accordance with Rule 4.6 of the AQSE Growth Market Access Rulebook.

Following completion of the Acquisition, Zak Mir together with his related parties will have a combined holding of 13,500,000 Ordinary Shares, representing approximately 14.11 per cent of the Enlarged Share Capital. The Consideration Shares will represent approximately 4.35 per cent of the Enlarged Share Capital.

## **5. Substantial Property Transaction**

The Acquisition is a substantial property transaction involving a director of the Company for the purpose of section 190 of the Act. Accordingly, the Acquisition is subject to and conditional upon the approval of the Shareholders under section 190 of the Act and the passing of the other Resolutions.

## **6. General Meeting**

Set out at the end of this Document is a notice convening the General Meeting of the Company to be held at the Offices of the Company's Solicitors, being the Broadgate Tower, 20 Primrose Street, London, EC2A 2EW at 10 a.m. on 5 September 2022. The Resolutions to be proposed at the General Meeting are as follows.

**Resolution 1** approves the Acquisition as a substantial property transaction for the purposes of section 190 of the Act.

**Resolution 2** approves the issue of the Consideration Shares in relation to the payment to the Sellers as part consideration for the Acquisition.

This authority will expire at the conclusion of the next annual general meeting or, if earlier, 15 months after the date of the resolution, except in so far as commitments to allot shares have been entered into before that date.

## **7. Action to be taken in respect of the General Meeting**

You can vote in respect of your shareholding by attending the General Meeting or by appointing one or more proxies to attend the meeting and vote on your behalf. If you appoint a proxy, you may still attend and vote at the General Meeting in person should you decide to do so.

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

Proxies may be appointed by either:

- completing and returning the enclosed proxy form in hard copy or via the online system; or
- using the CREST electronic proxy appointment service (for CREST members only).

In either case, the notice of appointment of a proxy should reach the Company's registrars, Share

Registrars Limited, at 3 Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX by no later than 10 a.m. on 1 September 2022. Please refer to the Notes to the Notice of General Meeting starting on page 15 and the enclosed proxy form for detailed instructions.

The attention of Shareholders is drawn to the voting intentions of the Independent Directors set out below.

#### **8. Recommendation**

The Independent Directors believe that the proposed Acquisition is in the best interests of the Company and its Shareholders. Accordingly, the Independent Directors recommend that Shareholders vote in favour of the Resolutions, as they intend to do in respect of their individual holdings amounting in aggregate to approximately 2 per cent. of the Company's current issued share capital.

**Yours sincerely**

**Paul Terence Gazzard**

*Chairman*

**LIFT GLOBAL VENTURES PLC**

*(incorporated and registered in England and Wales no 13392915)*

**NOTICE OF A GENERAL MEETING**

Notice is hereby given that a general meeting of Lift Global Ventures PLC (Company) will be held at the Broadgate Tower, 20 Primrose Street, London, EC2A 2EW at 10 a.m. on 5 September 2022 to consider and, if thought fit, pass the following ordinary resolutions:

1. **THAT** the Acquisition by the Company of the entire issued share capital of Miriad Limited (Miriad), on the terms and subject to the conditions contained in the Share Purchase Agreement, is approved for the purposes of section 190 of the Companies Act 2006 and that the Independent Directors (as defined in the circular to shareholders dated 8 August 2022) be and are hereby authorised to take all steps necessary or, in the opinion of the Independent Directors, desirable to give effect to the Acquisition and the terms of the Share Purchase Agreement.
2. **THAT**, subject to the passing of resolution 1 above, in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot ordinary shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £50,000 in relation to the payment of Ordinary Shares to the Sellers as part consideration for the acquisition of Miriad Limited.

By order of the board

Westend Corporate LLP  
*Company Secretary*

Date: 8 August 2022

Registered office:

Suite 1

15 Ingestre Place

London

W1F 0DU

## Notes to the Notice of the General Meeting:

- 1 A member of the Company entitled to attend, speak and vote at the meeting convened by this notice may appoint one or more proxies to attend, speak and vote in his place. A proxy need not be a member of the Company. A form of proxy is enclosed for use at this meeting.
- 2 Completing and returning a form of proxy does not preclude a member from attending and voting at the Meeting.
- 3 You can register your vote(s) for the General Meeting either:
  - by logging on to [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the “Proxy Vote” button and then following the on-screen instructions;
  - by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in notes 4-8 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 10 a.m. on 1 September 2022.

- 4 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the general meeting and any adjournment(s) thereof by using the procedures, and to the address, described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)) subject to the provisions of the Company’s articles of association. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 5 In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear UK and International Limited’s (‘Euroclear’) specifications and must contain the information required for such instructions, as described in the CREST Manual.
- 6 The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer’s agent (7RA36) by the latest time(s) for receipt of proxy appointments specified in the notice of the general meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 7 CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned

to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

8 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

9 For the purposes of determining who is entitled to attend or vote (whether on a show of hands or a poll) at the meeting a person must be entered on the register of members not later than close of business on 1 September 2022, or if the meeting is adjourned, you must be entered on the register at close of business on the date which is two days prior to the date of any adjourned meeting.

10 In the case of joint holders of shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.

11 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together.

12 As at the close of business on 5 August 2022 (the last business day prior to the publication of this notice), the Company's issued ordinary share capital comprised 91,543,334 Ordinary Shares. Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at the time and date given above is 91,543,334.