

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document, or the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

You will not receive a form of proxy for the General Meeting in the post with this document. Instead, Shareholders are being encouraged to vote online by logging on to www.signalshares.com and following the instructions given. You may still request a hard copy form of proxy from the Company's registrars, Link Group, by post to Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL or by calling 0371 664 0371 from the UK (calls are charged at the standard geographical rate and may vary by provider) or +44 371 664 0371 from outside the UK (calls will be charged at the applicable international rate).

If you have sold or transferred all of your Ordinary Shares, please send this document, as soon as possible, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. If you have sold or transferred only part of your holding of Ordinary Shares, please contact the stockbroker, bank or other agent who arranged the sale or transfer as soon as possible.

This document does not constitute an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for), Ordinary Shares or an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for) the Subscription Shares. This document does not contain an offer of transferable securities within the meaning of section 102B of FSMA and does not constitute a prospectus within the meaning of section 85 of FSMA. This document has not been examined or approved by the Financial Conduct Authority, the London Stock Exchange plc or any other regulatory authority.

On the assumption that the Resolutions are passed, the Subscription Shares and Offer Shares will, when issued, rank in full for all dividends and other distributions declared, made or paid on the Ordinary Shares and otherwise rank *pari passu* in all respects with the Reorganised Ordinary Shares.

BIG SOFA TECHNOLOGIES GROUP LIMITED

(Incorporated and registered in England and Wales under the Companies Act 2006 with registered number 07847321)

**Share subscription to raise £1,499,400
Open Offer of up to 730,089,573 New Ordinary Shares
Share capital reorganisation
and
Notice of General Meeting**

You are recommended to read the whole of this document but your attention is drawn to the letter from the Chairman of the Company which is set out on pages 6 to 10 (inclusive) of this document which provides details of the Subscription, the Open Offer and the Reorganisation and recommends you to vote in favour of the Resolutions to be proposed at the General Meeting.

The notice of General Meeting to be held at the offices of Jeffrey Henry LLP at Finsgate, 5 – 7 Cranwood Street, London, EC1V 9EE at 11.00 a.m. on 23 August 2022 is set out at the end of this document. A valid proxy appointment should be received by the Registrars at Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL by no later than 11.00 a.m. on 19 August 2022 (or, in the case of an adjournment of the General Meeting, no later than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the holding of the adjourned meeting). The appointment of a proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

The Subscription Shares and the Offer Shares will not be registered under the United States Securities Act of 1933 (as amended) or under the securities laws of any state of the United States or qualify for distribution under any of the relevant securities laws of Canada, Australia, the Republic of South Africa, the Republic of Ireland or Japan. Accordingly, subject to certain exceptions, the Subscription Shares and the Offer Shares may not be, directly or indirectly, offered, sold, taken up, delivered or transferred in or into the United States, Canada, Australia, the Republic of South Africa, the Republic of Ireland or Japan. Shareholders who are residents or citizens of any country other than the United Kingdom and any person (including, without limitation, custodians, nominees and trustees) who have a contractual or other legal obligation to forward this document to a jurisdiction outside the United Kingdom should seek appropriate advice before taking any action.

This document will be available on the Company's website (www.lifestreamhx.com) from the date of this document, free of charge. Copies of this document will also be available free of charge to the public during normal business hours on any day (Saturdays, Sundays and public holidays excepted) at the registered offices of Big Sofa Technologies Group Limited being Finsgate, 5-7 Cranwood Street, London EC1V 9EE for a period of one month from the date of this document.

FORWARD-LOOKING STATEMENTS

This document includes "forward-looking statements" which include all statements other than statements of historical facts, including, without limitation, those regarding the Company's financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "would", "could" or "similar" expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company's control that could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future. These forward-looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based.

SUBSCRIPTION STATISTICS

Issue Price	0.1 pence
Number of Existing Ordinary Shares	243,363,191
Number of New Ordinary Shares in issue following the Reorganisation	243,363,191
Number of Deferred Shares in issue following the Reorganisation	243,363,191
Number of Subscription Shares to be issued pursuant to the Subscription	1,499,400,000
Maximum number of Offer Shares to be offered to Qualifying Shareholders pursuant to the Open Offer	730,089,573
Number of New Ordinary Shares in issue immediately following completion of the Subscription and Open Offer*	2,472,852,764
Percentage of the Enlarged Share Capital represented by the Subscription Shares and Offer Shares*	90.1%
Gross proceeds of the Subscription**	£1,499,400

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	2022***
Publication and dispatch of this document and Form of Proxy	5 August
Latest time and date for receipt of the Form of Proxy for the General Meeting	11.00 a.m. on 19 August
Time and date of the General Meeting	11.00 a.m. on 23 August
Results of the General Meeting posted on the Company's website	23 August
Despatch of definitive share certificates in respect of the Subscription Shares	within 5 Business Days of the General Meeting
Record Date for entitlements under the Open Offer	6.00 p.m. on 19 August
Dispatch of the Application Form	23 August
Latest time and date for splitting Application Forms (to satisfy a Relevant Transfer)	3.00 p.m. on 8 September
Latest time and date for receipt of the completed Application Form and appropriate payment in respect of Offer Shares or Excess Shares	11.00 a.m. on 14 September
Results of the Open Offer posted on the Company's website	14 September
Despatch of definitive share certificates in respect of the Offer Shares	within 5 Business Days of the close of the Open Offer

* Assuming the Open Offer is fully subscribed.

** The Directors are not anticipating significant take up of the Open Offer and thus anything received will be considered a bonus over and above the Subscription proceeds.

**** All references to times in this timetable are to London times and each of the times and dates are indicative only and may be subject to change. Any such change will be notified by an announcement on the Company's website at www.lifestreamhx.com.*

DIRECTORS, SECRETARY AND ADVISERS

Directors	Nicholas (Nick) Mustoe Sam Curtis Matthew (Matt) Lynch Christina (Kirsty) Fuller Andrew Briggs Steven Metcalfe John Haworth	<i>Non-Executive Chairman</i> <i>Chief Executive Officer</i> <i>Chief Strategy Officer</i> <i>Non-Executive Director</i> <i>Non-Executive Director</i> <i>Non-Executive Director</i> <i>Non-Executive Director</i>
Registered Office	Finsgate 5-7 Cranwood Street London EC1V 9EE	
Solicitors to the Company	BPE Solicitors LLP St James House St James Square Cheltenham GL50 3PR	
Registrars	Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL	

PART 1

LETTER FROM THE CHAIRMAN OF BIG SOFA TECHNOLOGIES GROUP LIMITED

BIG SOFA TECHNOLOGIES GROUP LIMITED

(Incorporated and registered in England and Wales under the Companies Act 2006 with registered number 07847321)

Directors:

Nicholas (Nick) Mustoe – *Non-Executive Chairman*
Sam Curtis – *Chief Executive Officer*
Matthew (Matt) Lynch – *Chief Strategy Officer*
Andrew Briggs – *Non-Executive Director*
Christina (Kirsty) Fuller – *Non-Executive Director*
Steven Metcalfe – *Non-Executive Director*
John Haworth – *Non-Executive Director*

Registered office:

Finsgate
5-7 Cranwood Street
London
EC1V 9EE

5 August 2022

To Shareholders

**Share subscription to raise £1,499,400
Open offer of up to 730,089,573 new Ordinary Shares
Share capital reorganisation
and
Notice of General Meeting**

Introduction

The Company has agreed the terms of conditional subscriptions to raise £1,499,400 before expenses by the issue and allotment by the Company of 1,499,400,000 new Ordinary Shares at the issue price of 0.1 pence per share.

At the same time, in order to give Shareholders who have not participated in the Subscription with an opportunity to participate in the proposed issue of New Ordinary Shares, the Company is providing all Qualifying Shareholders with the opportunity to subscribe at the Issue Price (payable in full on application) for up to 730,089,573 New Ordinary Shares on the basis of 3 New Ordinary Shares for every 1 Existing Ordinary Shares held on the Record Date.

The Subscription and the Open Offer are conditional upon Shareholders approving the Resolutions at the General Meeting. The Resolutions are contained in the notice of General Meeting at the end of this document.

It is further proposed to reorganise the issued share capital of the Company. This will reduce the nominal value (currently £0.03) of each Existing Ordinary Shares to £0.001. Each Existing Ordinary Share will be sub-divided into one Ordinary Share of 0.1 pence (£0.001) and one Deferred Share of 2.9 pence (£0.029). The Reorganisation requires Shareholder approval and the Resolutions required to authorise the Reorganisation are contained in the notice of General Meeting at the end of this document.

The purpose of this document is to explain the background to and reasons for the Subscription and Open Offer, why the Directors are seeking authority from Shareholders to undertake the Reorganisation and to recommend that you vote in favour of the Resolutions.

Background to and reasons for the Subscription

During the course of the year, the Company has struggled to build revenues in the insight market fast enough to arrest its cash burn. For this reason, it has been developing its technology to deliver in two new areas. Firstly, building a subscription model targeted at the consumer insight market with the new At Home product where the Company owns the data and its customers get better value insight data. Secondly, a Customer Experience product initially focussing on the Quick Serve Restaurant business

where there is great scope to access a large and unserved market. Both initiatives were launched in March and are showing good early progress.

Now that these two new product initiatives have been built and launched, we have sought to cut our cost base to the absolute minimum saving an annualised £950k annually representing 29% of our costs until the Company becomes cash positive

Nevertheless, the slow revenue build has stretched the Company's resources necessitating a further fundraise. The Company set out in April to raise £1.25m and had reassurances from a broker this was achievable at 3p per share. The broker's efforts and indeed the Board's own attempts to raise funds have come up short perhaps not surprisingly in the face of the market conditions caused by the Ukrainian War, energy and inflation crisis.

The consequences of this has led to the Board looking at whether there is a way forward for the Company to survive given its now urgent need for cash. We find ourselves in a position where the only offer of funding on the table is at an issue price of 0.1p per New Ordinary Share valuing the Company at under £250,000. Several Directors are choosing to join this funding as we believe that the Company does have a positive future now that the technology has reached maturity.

Our plan is to accept this lifeline but to offer shareholder the right to invest at the same price.

Current trading

As referenced above, whilst the Company has repivoted its strategy to service two new areas, it continues to be loss making and cash consumptive hence the requirement for the Subscription to provide working capital to support the next stage of the Company's growth.

Use of proceeds

The proceeds of the Subscription and the Open Offer will provide additional working capital for the business and support the Company's growth strategy.

Details of the Reorganisation

Under the Companies Act 2006, a company is unable to issue shares at a subscription price which is less than the par value of shares of the same class. This means that, as the par value of the Existing Ordinary Shares is currently 3 pence, the Company could not issue further Ordinary Shares at a price of less than 3 pence per share. The Issue Price is 0.1 pence per New Ordinary Share, which will only be possible if the Company sub-divides the Existing Ordinary Shares in the manner set out below.

It is therefore proposed to sub-divide each of the 243,363,191 Existing Ordinary Shares into one New Ordinary Share and one Deferred Share. Resolutions to effect the Reorganisation will be proposed at the General Meeting.

Immediately following the Reorganisation, each Shareholder will hold one New Ordinary Share and one Deferred Share in place of every one Existing Ordinary Share previously held in the capital of the Company. The rights of the New Ordinary Shares will be, in all material respects, the same as the Existing Ordinary Shares. The Deferred Shares (the rights of which will be set out in the Articles) will have no economic value. **No share certificates for the Reorganised Ordinary Shares will be issued following the Reorganisation as Shareholders' shareholdings will not change and the only change will be to the nominal value of the Ordinary Shares. Share certificates for the Deferred Shares will not be issued.**

The Existing Ordinary Shares are not admitted to trading on any public market or exchange and the Company does not intend to make any application for the New Ordinary Shares or the Deferred Shares to be admitted to trading on any public market or exchange.

Resolutions will be proposed at the General Meeting to effect the Reorganisation and to amend the Company's existing Articles to include provision in respect of the rights and restrictions attaching to the Deferred Shares. Resolution 1, which effects the Reorganisation, is conditional on the passing of Resolution 2.

The Articles are proposed to be amended to allow for the issue of the Deferred Shares, which are proposed to be issued as part of the Reorganisation. Resolution 2 amends the Company's existing Articles to include provision in respect of the rights and restrictions attaching to the Deferred Shares. This resolution is conditional on the passing of Resolution 1.

Details of the Subscription

The Company has conditionally raised £1,499,400 before expenses by separate subscriptions for, in aggregate, 1,499,400,000 New Ordinary Shares at the Issue Price.

The Subscription is conditional on the passing of the Resolutions and if the Resolutions are not passed, the Subscription Shares will not be issued.

The Subscription is not being underwritten.

The Directors currently have sufficient share capital authorities under the Act to allot the Subscription Shares.

The Subscription Shares will be issued free of all liens, charges and encumbrances and will, when issued and fully paid, rank *pari passu* in all respects with the Reorganised Ordinary Shares and Offer Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of their issue.

No application will be made for the Subscription Shares to be admitted to trading on any exchange or market.

Details of the Open Offer

The Company is proposing to raise up to approximately £0.7 million (before expenses) through the Open Offer. A total of 730,089,573 New Ordinary Shares are available to Qualifying Shareholders pursuant to the Open Offer at the Issue Price, payable in full on acceptance. Any Offer Shares not subscribed for by Qualifying Shareholders will be available (subject to the Board's discretion) to Qualifying Shareholders under the Excess Application Facility.

The Open Offer will commence following the conclusion of the General Meeting.

Qualifying Shareholders may apply for New Ordinary Shares under the Open Offer at the Issue Price on the following basis:

Three New Ordinary Share for every One Existing Ordinary Share

and so in proportion for any number of Existing Ordinary Shares held on the Record Date.

Entitlements of Qualifying Shareholders will be rounded down to the nearest whole number of Ordinary Shares. Fractional entitlements which would otherwise arise will not be issued to the Qualifying Shareholders and will be aggregated under the Excess Application Facility. The Excess Application Facility enables Qualifying Shareholders to apply (at the Directors' absolute discretion) for Excess Shares in excess of their Open Offer Entitlement. Not all Shareholders will be Qualifying Shareholders. Shareholders who are located in, or are citizens of, or have a registered office in, certain overseas jurisdictions will not qualify to participate in the Open Offer. The attention of Overseas Shareholders is drawn to paragraph 6 of Part 2 of this document.

Valid applications by Qualifying Shareholders will be satisfied in full up to their Open Offer Entitlements as shown on the Application Form. Applicants can apply for less or more than their entitlements under the Open Offer but the Company cannot guarantee that any application for Excess Shares under the Excess Application Facility will be satisfied as this will depend in part on the extent to which other Qualifying Shareholders apply for less than or more than their own Open Offer Entitlements. The Company may satisfy valid applications for Excess Shares in whole or in part but reserves (at the Directors' absolute discretion) the right to scale back, or not to satisfy at all, applications made in excess of Open Offer Entitlements.

The Offer Shares must be paid in full on application. The latest time and date for receipt of completed Application Forms and payment in respect of the Open Offer is 11.00 a.m. on 14 September 2022.

Qualifying Shareholders should note that the Open Offer is not a rights issue and therefore the Offer Shares which are not applied for by Qualifying Shareholders will not be sold in the market for the benefit of the Qualifying Shareholders who do not apply under the Open Offer. The Application Form is not a document of title and cannot be traded or otherwise transferred.

Further details of the Open Offer and the terms and conditions on which it is being made, including the procedure for application and payment, are contained in Part 2 of this document and on the Application Form.

The Open Offer is conditional on the passing of all of the Resolutions at the General Meeting. Accordingly, if this condition is not satisfied or waived (where capable of waiver), the Open Offer will not proceed, the Offer Shares will not be issued and all monies received by the Registrars will be returned to the applicants (at the applicants' risk and without interest) as soon as possible thereafter.

The Directors currently have sufficient share capital authorities under the Act to allot the Offer Shares.

The Offer Shares will be issued free of all liens, charges and encumbrances and will, when issued and fully paid, rank *pari passu* in all respects with the Reorganised Ordinary Shares and the Subscription Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of their issue.

No application will be made for the Offer Shares to be admitted to trading on any exchange or market.

Management participation in the Subscription and Open Offer

Certain of the Directors and senior employees of the Company have agreed to subscribe for Subscription shares and/or have indicated their intention to subscribe for their Open Offer Entitlements as set out below. The other Directors do not currently intend to take up their entitlement to subscribe for New Ordinary Shares under the Open Offer.

	<i>Number of Existing Ordinary Shares held on the date of this document</i>	<i>Number of Subscription Shares subscribed for</i>	<i>Number of Offer Shares intended to be applied for</i>	<i>Number of Ordinary Shares to be held following the Subscription and Open Offer</i>	<i>Percentage of the Enlarged Share Capital*</i>
Andrew Briggs	2,000,000	165,000,000	-	167,000,000	6.8%
Nick Mustoe	12,966,088	235,200,000	-	248,166,088	10.0%
Steven Metcalfe	12,317,911	130,000,000	-	142,317,911	5.8%
Kirsty Fuller	7,859,035	30,000,000	-	37,859,035	1.5%
Sam Curtis	-	51,700,000	-	51,700,000	2.1%
Matt Lynch	4,121,470	25,000,000	-	29,121,470	1.2%

*following the Subscription and assuming the Open Offer is fully subscribed.

Overseas Shareholders

The attention of Qualifying Shareholders who have registered addresses outside the United Kingdom, or who are citizens or residents of countries other than the United Kingdom, or who are holding Existing Ordinary Shares for the benefit of such persons, (including, without limitation, custodians, nominees, trustees and agents) or who have a contractual or other legal obligation to forward this document or the Application Form to such persons, is drawn to the information which appears in paragraph 6 of Part 2 of this document.

In particular, Qualifying Shareholders who have registered addresses in or who are resident in, or who are citizens of, countries other than the UK (including without limitation the United States), should consult their professional advisers as to whether they require any governmental or other consents or need to observe any other formalities to enable them to take up their entitlements under the Open Offer.

Total voting rights

Following completion of the Reorganisation, the Subscription and the Open Offer, the Company's issued share capital will consist of 2,472,852,764 New Ordinary Shares and 243,363,191 Deferred Shares. Each Ordinary Share carries the right to one vote but the Deferred Shares do not carry any voting rights. The Company does not hold any Existing Ordinary Shares or New Ordinary Shares in treasury.

General Meeting

A notice is set out at the end of this document convening the General Meeting to be held at the offices of Jeffrey's Henry LLP at Finsgate, 5 – 7 Cranwood Street, London, EC1V 9EE at 11.00 a.m. on 23 August 2022 at which the following Resolutions will be proposed:

- (A) Resolution 1, which will be proposed as an ordinary resolution and which is subject to the passing of Resolution 2, is to sub-divide the Existing Ordinary Shares into New Ordinary Shares and Deferred Shares;
- (B) Resolution 2, which will be proposed as a special resolution and which is subject to the passing of Resolution 1, is to amend the Articles to set out the rights attaching to the Deferred Shares.

Action to be taken

Whether or not you intend to be present in person at the General Meeting, you are strongly encouraged to complete a valid proxy appointment. Proxy appointments should be made electronically, by post or, during normal business hours only, by hand, to Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL, as soon as possible but in any event so as to arrive by no later than 11.00 a.m. on 19 August 2022 (or, in the case of an adjournment of the General Meeting, no later than 48 hours before the time fixed for the holding of the adjourned meeting).

Appointing a proxy in accordance with the instructions set out above will enable your vote to be counted at the General Meeting in the event of your absence. The completion and return of a valid proxy appointment will not preclude you from attending and voting in person at the General Meeting, or any adjournment thereof, should you wish to do so.

Recommendation

The Directors consider the Subscription, the Open Offer and the Reorganisation to be in the best interests of the Company and the Shareholders as a whole and, accordingly, unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting as they intend to do in respect of their own beneficial holdings amounting, in aggregate, to 39,264,504 Existing Ordinary Shares, representing approximately 16 per cent. of the Existing Ordinary Shares.

Yours faithfully

Nick Mustoe
Chairman

PART 2

TERMS AND CONDITIONS OF THE OPEN OFFER

Introduction

As explained in the letter from the Chairman set out in Part 1 of this document, the Company is proposing to raise up to £1.5 million by way of the Subscription and under the Open Offer Qualifying Shareholders will be invited to apply to subscribe for up to 730,089,573 New Ordinary Shares at the Issue Price. The Open Offer has not been underwritten.

The Record Date for entitlements under the Open Offer for Qualifying Shareholders is 6.00 p.m. on 19 August 2022. Application Forms will be despatched to Qualifying Shareholders by no later than 23 August 2022.

Subject to availability, the Excess Application Facility will enable Qualifying Shareholders to apply for Excess Shares. Further details in relation to the Excess Application Facility are set out in paragraph 3(f) of this Part 2 and the Application Form.

The latest time and date for receipt of a completed Application Form and payment in full under the Open Offer is expected to be 11.00am on 14 September 2022.

This document and the Application Form will contain the formal terms and conditions of the Open Offer. Your attention is drawn to paragraph 3 of this Part 2 which gives details of the procedure for application and payment for the Offer Shares and any Excess Shares applied for pursuant to the Excess Application Facility.

The Offer Shares will, when issued and fully paid, rank equally in all respects with the Subscription Shares and the Reorganised Ordinary Shares, including the right to receive all dividends or other distributions made, paid or declared, if any, by reference to a record date after the date of their issue.

The Open Offer is an opportunity for Qualifying Shareholders to apply for up to 730,089,573 Offer Shares *pro rata* (excepting fractional entitlements) to their current holdings at the Issue Price in accordance with the terms of the Open Offer.

Qualifying Shareholders are also being offered the opportunity to apply for additional Offer Shares in excess of their Open Offer Entitlement to the extent that other Qualifying Shareholders do not take up their Open Offer Entitlement in full. The Excess Application Facility enables Qualifying Shareholders to apply for Excess Shares in excess of their Open Offer Entitlement as at the Record Date.

Any Qualifying Shareholder who has sold or transferred all or part of their registered holding(s) of Ordinary Shares prior to or after the Record Date is advised to consult their stockbroker, bank or other agent (if any) through or to whom the sale or transfer was effected, or contact the purchaser, as soon as possible since the invitation to apply for Offer Shares under the Open Offer may be a benefit which may be claimed from them by the purchaser.

1. The Open Offer

Subject to the terms and conditions set out below and in the Application Form, Qualifying Shareholders are being given the opportunity under the Open Offer to subscribe for Offer Shares at the Issue Price *pro rata* to their holdings, payable in full on application.

Qualifying Shareholders have basic entitlements of:

Three New Ordinary Share for every One Existing Ordinary Share

registered in their name on the Record Date. Entitlements under the Open Offer will be rounded down to the nearest whole number of Offer Shares, with fractional entitlements being aggregated and made available under the excess facility.

Holdings of Existing Ordinary Shares will be treated as separate holdings for the purpose of calculating entitlements under the Open Offer, as will holdings under different designations and in different accounts.

The Application Form will show the number of Existing Ordinary Shares registered in your name on the Record Date (in Box 6), your Open Offer Entitlement (in Box 7) and the amount payable if you take up all your Open Offer Entitlement (in Box 8).

Subject to availability, the Excess Application Facility will enable Qualifying Shareholders, provided they have taken up their Open Offer Entitlement in full, to apply for further Offer Shares in excess of their Open Offer Entitlement. Further details in relation to the Excess Application Facility are set out in paragraph 3 (f) of this Part 2 and the Application Form.

If applications under the Excess Application Facility are received for more than the total number of Offer Shares available following take up of Open Offer Entitlements, Offer Shares will be scaled back *pro rata* to the number of Excess Shares applied for by Qualifying Shareholders under the Excess Application Facility, however, the Directors reserve the right to allocate the Excess Shares in such manner as the Directors may determine in their absolute discretion and no assurance can be given that excess applications by Qualifying Shareholders will be met in full or in part or at all.

Please refer to paragraph 3(f) of this Part 2 for further details of the Excess Application Facility.

Qualifying Shareholders should be aware that the Open Offer is not a rights issue. Qualifying Shareholders should also note that their respective Application Forms are not negotiable documents and cannot be traded. Offer Shares not applied for under the Open Offer will not be sold for the benefit of those who do not apply under the Open Offer. Any Offer Shares which are not applied for by Qualifying Shareholders under the Open Offer will not be issued by the Company as the Open Offer is not underwritten.

The attention of Overseas Shareholders is drawn to paragraph 6 of this Part 2.

The Offer Shares will when issued and fully paid, rank in full for all dividends and other distributions declared, made or paid after the date of this document and otherwise *pari passu* in all respects with the Reorganised Ordinary Shares. The Offer Shares are not being made available in whole or in part to the public except under the terms of the Open Offer.

2. Conditions and further terms of the Open Offer

The Open Offer is conditional on the passing of all of the Resolutions at the General Meeting.

Accordingly, if these conditions are not satisfied or waived (where capable of waiver), the Open Offer will not proceed and any applications made by Qualifying Shareholders will be rejected. In such circumstances, application monies will be returned (at the applicant's sole risk), without payment of interest, as soon as practicable thereafter.

No temporary documents of title will be issued in respect of Offer Shares. Definitive certificates in respect of Offer Shares taken up are expected to be posted to Qualifying Shareholders who have taken up their Open Offer Entitlement within 5 Business Days of the close of the Open Offer.

If for any reason it becomes necessary to adjust the expected timetable as set out in this document, the Company will notify Shareholders via the Company's website at www.lifestreamhx.com giving details of the revised dates.

3. Procedure for application and payment

Qualifying Shareholders will be sent an Application Form by post as soon as reasonably practicable following the General Meeting. The Application Form will show the number of Existing Ordinary Shares held at the Record Date. It will also show each Qualifying Shareholder their Open Offer Entitlement.

Qualifying Shareholders who hold their Ordinary Shares in CREST should note that the Open Offer is not being made available via CREST, their Open Offer Entitlements will not be credited to their CREST accounts and Qualifying Shareholders will not be able to take up their Open Offer Entitlements in CREST. Instead, such Qualifying Shareholders will receive

an Application Form and will have to complete the Application Form and return it to the Company as if they were a Qualifying Shareholder holding Ordinary Shares in certificated format.

Qualifying Shareholders who do not want to apply for the Offer Shares under the Open Offer should take no action and should not complete or return the Application Form.

(a) *General*

Subject to paragraph 6 this Part 2 in relation to Overseas Shareholders, all Qualifying Shareholders will be sent an Application Form. The Application Form will show the number of Existing Ordinary Shares registered in their name on the Record Date in Box 6. It will also show the Open Offer Entitlement allocated to them set out in Box 7. Entitlements to Offer Shares are rounded down to the nearest whole number and any fractional entitlements to Offer Shares will be aggregated and made available under the excess facility. Box 8 will show how much they would need to pay if they wish to take up their Open Offer Entitlement in full. Qualifying Shareholders may apply for less than their entitlement should they wish to do so. Qualifying Shareholders may also hold such an Application Form by virtue of a Relevant Transfer.

Under the Excess Application Facility, provided they have agreed to take up their Open Offer Entitlement in full, Qualifying Shareholders may apply for more than the amount of their Open Offer Entitlement should they wish to do so. The Excess Application Facility enables Qualifying Shareholders to apply for Excess Shares in excess of their Open Offer Entitlement at the Record Date. It is intended that the Excess Shares will be allocated *pro rata*, however, the Directors reserve the right to allocate in such manner as the Directors may determine in their absolute discretion and no assurance can be given that excess applications by Qualifying Shareholders will be met in full or in part or at all.

The instructions and other terms set out in the Application Form form part of the terms of the Open Offer in relation to Qualifying Shareholders.

(b) *Transfer of Application Forms following a Relevant Transfer*

Applications to acquire Offer Shares may only be made on the Application Form and may only be made by the Qualifying Shareholder named in it or by a transferee under a Relevant Transfer. Application Forms may not be sold, assigned, transferred or split except in the case of a Relevant Transfer. The Application Form is not a negotiable document and cannot be separately traded. A Qualifying Shareholder who has entered into a Relevant Transfer in respect of all or part of their holding of Existing Ordinary Shares, should contact the stockbroker, bank or other agent through whom the sale or transfer was effected (if any) or the Registrars as the Existing Ordinary Shares transferred pursuant to the Relevant Transfer will carry a right for the transferee to participate in the Open Offer.

Qualifying Shareholders who have sold all or part of their registered holding should complete Box 10 on the Application Form and immediately send it to the stockbroker, bank or other agent (if any) through whom the sale or transfer was effected or the transferee for transmission to the purchaser or transferee. The Application Form should not, however be forwarded to or transmitted in or into the United States, any Restricted Jurisdiction, nor in or into any other jurisdiction where the extension of the Open Offer would breach any applicable law or regulation. The beneficiary of the claim should follow the procedures set out in the Application Form.

(c) *Application procedures*

Qualifying Shareholders wishing to apply to acquire Offer Shares (whether in respect of all or part of their Open Offer Entitlement or in addition to their Open Offer Entitlement under the Excess Application Facility) should complete the Application Form in accordance with the instructions printed on it. Qualifying Shareholders may only apply for Excess Shares if they have agreed to take up their Open Offer Entitlements in full. It is intended that the Excess Shares will be allocated *pro rata*, however, the Directors reserve the right to allocate the Excess Shares in such manner as the Directors may determine in their absolute discretion and no assurance can be given that excess applications by Qualifying Shareholders will be met in full or in part or at

all.

Completed Application Forms should be posted to Big Sofa Technologies Group Ltd, Finsgate, 5-7 Cranwood Street, EC1V 9EE, or returned by hand (during normal business hours only) so as to be received by the registered office by no later than 11.00 a.m. on 14 September 2022. The Company reserves the right to treat any application not strictly complying with the terms and conditions of application as nevertheless valid. The Company further reserves the right (but shall not be obliged) to accept either Application Forms or remittances received after 11.00a.m. on 14 September 2022. Qualifying Shareholders should note that applications, once made, will be irrevocable and receipt thereof will not be acknowledged. Multiple applications will not be accepted. If an Application Form is being sent by first-class post in the UK, Qualifying Shareholders are recommended to allow at least four Business Days for delivery.

The Company may in its sole discretion, but shall not be obliged to, treat an Application Form as valid and binding on the person by whom or on whose behalf it is lodged, even if not completed in accordance with the relevant instructions or not accompanied by a valid power of attorney where required, or if it otherwise does not strictly comply with the terms and conditions of the Open Offer. The Company further reserves the right (but shall not be obliged) to accept either:

- (i) Application Forms received after 11.00a.m. on 14 September 2022; or
- (ii) Applications in respect of which remittances are received before 11.00 a.m. on 14 September 2022 from authorised persons (as defined in FSMA) specifying the Offer Shares applied for and undertaking to lodge the Application Form in due course but, in any event, within two Business Days.

All documents and remittances sent by post by, to, from or on behalf of an applicant (or as the applicant may direct) will be sent entirely at the applicant's own risk.

(d) *Payments*

All payments must be in pounds sterling and made by bank transfer using the following details:

- Account name: Big Sofa Technologies Group Ltd
- Account number: 02190419
- Sort code: 18-00-02
- IBAN: GB36 COUT 1800 0202 1904 19
- Bank: Coutts & Co
- Bank address: 440 Strand, London, WC2R 0QS
- Reference: Shareholder name as per application form

No interest will be paid on payments made before they are due. If the Open Offer does not become unconditional, no Offer Shares will be issued and all monies will be returned (at the applicant's sole risk), without payment of interest, to applicants as soon as practicable following the lapse of the Open Offer.

(e) *Incorrect sums*

If the amount remitted to the Company's bank account is different from the amount set out in the Application Form, the Company reserves the right:

- (i) to reject the application in full and refund the payment to the Qualifying Shareholder in question; or
- (ii) in the case that an insufficient sum is paid, to treat the application as a valid application for such lesser whole number of Offer Shares as would be able to be applied for with that payment at the Issue Price, refunding any unutilised sum to the Qualifying Shareholder in question, save that any sums of less than £1 will be retained for the benefit of the Company; or
- (iii) in the case that an excess sum is paid, to treat the application as a valid application for all of the Offer Shares referred to in the Application Form, refunding any unutilised sums to the Qualifying Shareholder in question, save that any sums of less than £1 will be retained for the benefit of the Company.

(f) *The Excess Application Facility*

Provided they choose to take up their Open Offer Entitlement in full, the Excess Application Facility enables a Qualifying Shareholder to apply for Excess Shares. Qualifying Shareholders wishing to apply for Excess Shares may do so by completing Box 3 of the Application Form.

If applications under the Excess Application Facility are received for more than the total number of Offer Shares available following take up of Open Offer Entitlements, the Excess Shares will be scaled back *pro rata* to the number of Excess Shares applied for by Qualifying Shareholders under the Excess Application Facility. However, the Directors reserve the right to allocate in such manner as the Directors may determine in their absolute discretion and no assurance can be given that applications under the Excess Application Facility by Qualifying Shareholders will be met in full or in part or at all. Qualifying Shareholders who wish to apply for Excess Shares must complete the Application Form in accordance with the instructions set out on the Application Form.

Should the Open Offer become unconditional and applications under the Open Offer exceed 730,089,573 Ordinary Shares, resulting in a scale back of applications, each Qualifying Shareholder who has made a valid application for Excess Shares and from whom payment in full for the Excess Shares has been received will receive a pounds sterling amount equal to the number of Excess Shares applied and paid for but not allocated to the relevant Qualifying Shareholder multiplied by the Issue Price. Monies will be returned as soon as reasonably practicable thereafter, without payment of interest and at the applicant's sole risk. These provisions apply in the same manner to any Qualifying Shareholder whose application for Excess Shares has been scaled back or refused by the Directors.

(g) *Effect of application*

All documents and remittances sent by post by, to, from, or on behalf of or to an applicant (or as the applicant may direct) will be sent entirely at the applicant's own risk. By completing and delivering an Application Form the applicant:

- (i) represents and warrants to the Company that they have the right, power and authority, and have taken all action necessary, to make the application under the Open Offer and to execute, deliver and exercise their rights, and perform their obligations, under any contracts resulting therefrom and that they are not a person otherwise prevented by legal or regulatory restrictions from applying for Offer Shares or acting on behalf of any such person on a non-discretionary basis;
- (ii) agrees with the Company that all applications under the Open Offer and contracts resulting therefrom, and any non-contractual obligations related thereto, shall be governed by, and construed in accordance with, the laws of England;
- (iii) confirms to the Company that in making the application they are not relying on any information or representation in relation to the Company other than that contained in this document, and the applicant accordingly agrees that no person responsible solely or jointly for this document or any part thereof, or involved in the preparation thereof, shall have any liability for any such information or representation not so contained and further agrees that, having had the opportunity to read this document, they will be deemed to have had notice of all information in relation to the Company contained in this document (including information incorporated by reference);
- (iv) represents and warrants to the Company that they are the Qualifying Shareholder originally entitled to the Open Offer Entitlement or that, if they have received some or all of their Open Offer Entitlements from a person other than the Company, they are entitled to apply under the Open Offer in relation to such Open Offer Entitlements by virtue of a Relevant Transfer;
- (v) requests that the Offer Shares to which they will become entitled be issued to them on the terms set out in this document and the Application Form, subject to the articles of association of the Company from time to time;
- (vi) represents and warrants to the Company that they are not, nor are they applying on behalf of any person who is, in the United States or is a citizen or resident, or which is a corporation, partnership or other entity created or organised in or under any laws, of the United States,

any Restricted Jurisdiction or any other jurisdiction in which the application for Offer Shares is prevented by law and they are not applying with a view to re-offering, re-selling, transferring or delivering any of the Offer Shares which are the subject of their application in the United States or to, or for the benefit of, a person who is a citizen or resident or which is a corporation, partnership or other entity created or organised in or under any laws of the United States, any Restricted Jurisdiction or any other jurisdiction in which the application for Offer Shares is prevented by law (except where proof satisfactory to the Company has been provided to the Company they are able to accept the invitation by the Company free of any requirement which it (in its absolute discretion) regards as unduly burdensome), nor acting on behalf of any such person on a non-discretionary basis nor (a) person(s) otherwise prevented by legal or regulatory restrictions from applying for Offer Shares under the Open Offer;

- (vii) represents and warrants to the Company that they are not, and nor are they applying as nominee or agent for, a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred to in sections 67, 70, 93 or 96 (depository receipts and clearance services) of the Finance Act 1986; and
- (viii) confirms that in making the application they are not relying and have not relied on the Company or any person affiliated with the Company in connection with any investigation of the accuracy of any information contained in this document or their investment decision.

All enquiries in connection with the procedure for application and completion of the Application Form should be addressed to, Big Sofa Technologies Group Ltd, Finsgate, 5-7 Cranwood Street, EC1V 9EE or by email to investors@lifestreamhx.com.

Qualifying Shareholders who do not want to take up or apply for the Ordinary Shares under the Open Offer should take no action and should not complete or return the Application Form.

(h) Company's discretion as to the rejection and validity of applications

The Company may in its sole discretion treat as valid an application which does not comply in all respects with the requirements as to validity set out or referred to in this Part 2.

(i) Lapse of the Open Offer

In the event that the Open Offer does not become unconditional by 8.00 a.m. on 14 September 2022 or such later time and date as the Company may determine in its absolute discretion (being no later than 8.00 a.m. on 14 September 2022), the Open Offer will lapse and the Company will refund the amount paid by a Qualifying Shareholder, without interest, as soon as practicable thereafter.

4. Money Laundering Regulations

To ensure compliance with the Money Laundering Regulations, the Company may require, at its absolute discretion, verification of the identity of the person by whom or on whose behalf the Application Form is lodged with payment (which requirements are referred to below as the "verification of identity requirements"). If the Application Form is submitted by a UK regulated broker or intermediary acting as agent and which is itself subject to the Money Laundering Regulations, any verification of identity requirements are the responsibility of such broker or intermediary and not of the Company. In such case, the lodging agent's stamp should be inserted on the Application Form.

The person lodging the Application Form with payment and in accordance with the other terms as described above (the "acceptor"), including any person who appears to the Company to be acting on behalf of some other person, accepts the Open Offer in respect of such number of Offer Shares as is referred to therein (for the purposes of this paragraph 4 the "relevant Offer Shares") shall thereby be deemed to agree to provide The Company with such information and other evidence as they may require to satisfy the verification of identity requirements.

If the Company determines that the verification of identity requirements apply to any acceptor or application, the relevant Offer Shares (notwithstanding any other term of the Open Offer) will not be issued to the relevant acceptor unless and until the verification of identity requirements have been satisfied in respect of that acceptor or application. The Company is entitled, in its absolute discretion,

to determine whether the verification of identity requirements apply to any acceptor or application and whether such requirements have been satisfied, and the Company will not be liable to any person for any loss or damage suffered or incurred (or alleged), directly or indirectly, as a result of the exercise of such discretion.

If the verification of identity requirements apply, failure to provide the necessary evidence of identity within a reasonable time may result in delays in the despatch of share certificates. If, within a reasonable time following a request for verification of identity, the Company has not received evidence satisfactory to it as aforesaid, the Company may, in its absolute discretion, treat the relevant application as invalid, in which event the monies payable on acceptance of the Open Offer will be returned (at the acceptor's risk) without interest to the account of the bank or building society on which the relevant cheque was drawn.

Submission of an Application Form with the appropriate remittance will constitute a warranty to the Company from the applicant that the Money Laundering Regulations will not be breached by application of such remittance.

The verification of identity requirements will not usually apply:

- (i) if the applicant is an organisation required to comply with the Money Laundering Directive (the Council Directive on prevention of the use of the financial system for the purpose of money laundering (no.91/308/EEC));
- (ii) if the acceptor is a regulated United Kingdom broker or intermediary acting as agent and is itself subject to the Money Laundering Regulations;
- (iii) if the applicant (not being an applicant who delivers their application in person) makes payment by way of a cheque drawn on an account in the applicant's name; or
- (iv) if the aggregate subscription price for the Offer Shares is less than €15,000 (approximately £13,000).

In other cases the verification of identity requirements may apply. Satisfaction of these requirements may be facilitated in the following ways:

- (a) if payment is made by bank transfer from a branch in the United Kingdom of a bank or building society which has a UK bank sort code the following applies. Transfers from third party may not be accepted. The account name of the transferee should be the same as that shown on the Application Form; or
- (b) if the Application Form is lodged with payment by an agent which is an organisation of the kind referred to in (i) above or which is subject to anti-money laundering regulation in a country which is a member of the Financial Action Task Force, the agent should provide with the Application Form written confirmation that it has that status and a written assurance that it has obtained and recorded evidence of the identity of the person for whom it acts and that it will on demand make such evidence available to the Company. If the agent is not such an organisation, it should contact the Company at Finsgate, 5-7 Cranwood Street, EC1V 9EE or investors@lifestreamhx.com.

To confirm the acceptability of any written assurance referred to in (b) above, or in any other case, the acceptor should contact the Company. Please note that the Company cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

Please note the Company cannot provide financial or taxation advice or comment on the merits of the Open Offer or as to whether applicants should take up their Open Offer Entitlement.

If, within a reasonable period of time following a request for verification of identity, and in any case by no later than 11.00a.m. on 14 September 2022, the Company has not received evidence satisfactory to it as aforesaid, the Company may, at its discretion, reject the relevant application, in which event the monies submitted in respect of that application will be returned without interest to the applicant at the applicant's risk (without prejudice to the rights of the Company to undertake proceedings to recover monies in respect of the loss suffered by it as a result of the failure to produce satisfactory evidence as aforesaid).

5. Settlement

The result of the Open Offer is expected to be announced on the Company's website (www.lifestreamhx.com) on 14 September 2022.

No temporary documents of title will be issued and, transfers will be certified against the UK share register of the Company. All documents or remittances sent by, to, from or on behalf of applicants, or as they may direct, will (in the latter case) be sent through the post and will (in both cases) be at the risk of the applicant. For more information as to the procedure for application, Qualifying Shareholders are referred to paragraph 3 above and their respective Application Form.

6. Overseas Shareholders

The comments set out in this paragraph 6 are intended as a general guide only and any Overseas Shareholders who are in any doubt as to their position should consult their professional advisers without delay.

6.1 General

The distribution of this document and the making or acceptance of the Open Offer to or by persons who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, or which are corporations, partnerships or other entities created or organised under the laws of countries other than the United Kingdom or to persons who are nominees of or custodians, trustees or guardians for citizens, residents in or nationals of, countries other than the United Kingdom, may be affected by the laws or regulatory requirements of the relevant jurisdictions. It is the responsibility of those persons to consult their professional advisers as to whether they require any governmental or other consents or need to observe any applicable legal requirement or other formalities to enable them to apply for Ordinary Shares under the Open Offer.

No action has been or will be taken by the Company, or any other person, to permit a public offering or distribution of this document (or any other offering or publicity materials or application form(s) relating to the Offer Shares) in any jurisdiction where action for that purpose may be required, other than in the United Kingdom.

Receipt of this document and/or an Application Form will not constitute an invitation or offer of securities for subscription, sale or purchase in those jurisdictions in which it would be illegal to make such an invitation or offer and, in those circumstances, this document and/or the Application Form must be treated as sent for information only and should not be copied or redistributed.

Application Forms will not be sent to persons with registered addresses in the United States or a Restricted Jurisdiction or their agent or intermediary, except where the Company is satisfied that such action would not result in the contravention of any registration or other legal requirement in any jurisdiction.

No person receiving a copy of this document and/or an Application Form in any territory other than the United Kingdom may treat the same as constituting an invitation or offer to them, nor should they in any event use any such Application Form unless, in the relevant territory, such an invitation or offer could lawfully be made to them and such Application Form could lawfully be used, and any transaction resulting from such use could be effected, without contravention of any registration or other legal or regulatory requirements. In circumstances where an invitation or offer would contravene any registration or other legal or regulatory requirements, this document and/or the Application Form must be treated as sent for information only and should not be copied or redistributed.

It is the responsibility of any person (including, without limitation, custodians, agents, nominees and trustees) outside the United Kingdom wishing to apply for Offer Shares under the Open Offer to satisfy themselves as to the full observance of the laws of any relevant territory in connection therewith, including obtaining any governmental or other consents that may be required, observing any other formalities required to be observed in such territory and paying any issue, transfer or other taxes due in such territory.

None of the Company or any of its representatives, is making any representation to any offeree or purchaser of the Offer Shares regarding the legality of an investment in the Offer Shares by such offeree or purchaser under the laws applicable to such offeree or purchaser.

Persons (including, without limitation, custodians, agents, nominees and trustees) receiving a copy of this document and/or an Application Form, in connection with the Open Offer or otherwise, should not distribute or send either of those documents in or into any jurisdiction where to do so would or might contravene local securities laws or regulations. If a copy of this document and/or an Application Form is received by any person in any such territory, or by their custodian, agent, nominee or trustee, they must not seek to apply for Ordinary Shares in respect of the Open Offer unless the Company determines that such action would not violate applicable legal or regulatory requirements. Any person (including, without limitation, custodians, agents, nominees and trustees) who does forward a copy of this document and/or an Application Form into any such territory, whether pursuant to a contractual or legal obligation or otherwise, should draw the attention of the recipient to the contents of this Part 2 and specifically the contents of this paragraph 6.

The Company reserves the right to treat as invalid any application or purported application for Offer Shares that appears to the Company or its agents to have been executed, effected or dispatched from the United States or a Restricted Jurisdiction or in a manner that may involve a breach of the laws or regulations of any other jurisdiction or if the Company or its agents believe that the same may violate applicable legal or regulatory requirements or if it provides an address for delivery of the share certificates of Offer Shares in the United States or a Restricted Jurisdiction or any other jurisdiction outside the United Kingdom in which it would be unlawful to deliver such share certificates.

Notwithstanding any other provision of this document or the relevant Application Form, the Company reserves the right to permit any person to apply for Ordinary Shares in respect of the Open Offer if the Company, in its sole and absolute discretion, is satisfied that the transaction in question is exempt from, or not subject to, the legislation or regulations giving rise to the restrictions in question.

Overseas Shareholders who wish, and are permitted, to apply for Offer Shares should note that payment must be made in sterling denominated cheques. Due to restrictions under the securities laws of the United States and the Restricted Jurisdictions, and subject to certain exceptions, Qualifying Shareholders in the United States or who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, any Restricted Jurisdiction will not qualify to participate in the Open Offer and will not be sent an Application Form. No public offer of Offer Shares is being made by virtue of this document or the Application Forms into the United States or any Restricted Jurisdiction. Receipt of this document and/or an Application Form will not constitute an invitation or offer of securities for subscription, sale or purchase in those jurisdictions in which it would be illegal to make such an invitation or offer and, in those circumstances, this document and/or the Application Form must be treated as sent for information only and should not be copied or redistributed.

6.2 United States

The New Ordinary Shares have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and, accordingly, may not be offered or sold, re-sold, taken up, transferred, delivered or distributed, directly or indirectly, within the United States except in reliance on an exemption from the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States.

Accordingly, the Company is not extending the Open Offer (or the Subscription) into the United States unless an exemption from the registration requirements of the Securities Act is available and, subject to certain exceptions, neither this document nor the Application Form constitutes or will constitute an offer or an invitation to apply for or an offer or an invitation to acquire any New Ordinary Shares in the United States. Subject to certain exceptions, neither this document nor an Application Form will be sent to any Qualifying Shareholder with a registered address in the United States. Subject to certain exceptions, Application Forms sent from or postmarked in the United States will be deemed to be invalid and all persons acquiring New Ordinary Shares and wishing to hold such New Ordinary Shares in registered form must provide an address for

registration of the New Ordinary Shares issued upon exercise thereof outside the United States.

Subject to certain exceptions, any person who acquires New Ordinary Shares will be deemed to have declared, warranted and agreed, by accepting delivery of this document or the Application Form and delivery of the New Ordinary Shares, that they are not, and that at the time of acquiring the New Ordinary Shares they will not be, in the United States or acting on behalf of, or for the account or benefit of a person on a non-discretionary basis in the United States or any state of the United States.

The Company reserves the right to treat as invalid any Application Form that appears to the Company or its agents to have been executed in, or despatched from, the United States, or that provides an address in the United States for the receipt of New Ordinary Shares, or which does not make the warranty set out in the Application Form to the effect that the person completing the Application Form does not have a registered address and is not otherwise located in the United States and is not acquiring the New Ordinary Shares with a view to the offer, sale, resale, transfer, delivery or distribution, directly or indirectly, of any such New Ordinary Shares in the United States or where the Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements.

The Company will not be bound to allot or issue any New Ordinary Shares to any person with an address in, or who is otherwise located in, the United States in whose favour an Application Form or any New Ordinary Shares may be transferred. In addition, until 45 days after the commencement of the Open Offer, an offer, sale or transfer of the New Ordinary Shares within the United States by a dealer (whether or not participating in the Subscription or the Open Offer) may violate the registration requirements of the Securities Act.

6.3 Restricted Jurisdictions

Due to restrictions under the securities laws of the Restricted Jurisdictions and subject to certain exemptions, Shareholders who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, any Restricted Jurisdiction will not qualify to participate in the Open Offer and will not be sent an Application Form. The Offer Shares have not been and will not be registered under the relevant laws of any Restricted Jurisdiction or any state, province or territory thereof and may not be offered, sold, resold, delivered or distributed, directly or indirectly, in or into any Restricted Jurisdiction or to, or for the account or benefit of, any person with a registered address in, or who is resident or ordinarily resident in, or a citizen of, any Restricted Jurisdiction except pursuant to an applicable exemption.

No offer or invitation to apply for Offer Shares is being made by virtue of this document or the Application Form into any Restricted Jurisdiction.

6.4 Other overseas territories

Application Forms will be sent to Qualifying Shareholders. Qualifying Shareholders in jurisdictions other than the United States or the Restricted Jurisdictions may, subject to the laws of their relevant jurisdiction, participate in the Open Offer in accordance with the instructions set out in this document and the Application Form. Qualifying Shareholders who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, countries other than the United Kingdom should, however, consult appropriate professional advisers as to whether they require any governmental or other consents or need to observe any further formalities to enable them to participate in the Open Offer.

6.5 Representations and warranties relating to Overseas Shareholders

Any person completing and returning an Application Form or requesting registration of the Offer Shares comprised therein represents and warrants to the Company and the Registrars that, except where proof has been provided to the Company's satisfaction that such person's use of the Application Form will not result in the contravention of any applicable legal requirements in any jurisdiction: (i) such person is not requesting registration of the relevant Ordinary Shares from within the United States or any Restricted Jurisdiction; (ii) such person is not in any territory in which it is unlawful to make or accept an offer to acquire Ordinary Shares in respect of the Open Offer or to use the Application Form in any manner in which such person has used or will use

it; (iii) such person is not acting on a non-discretionary basis for a person located within any Restricted Jurisdiction (except as agreed with the Company) or any territory referred to in (ii) above at the time the instruction to accept was given; and (iv) such person is not acquiring Ordinary Shares with a view to offer, sell, resell, transfer, deliver or distribute, directly or indirectly, any such Offer Shares into any of the above territories. The Company and/or the Registrars may treat as invalid any acceptance or purported acceptance of the allotment of Offer Shares comprised in an Application Form if it: (i) appears to the Company or its agents to have been executed, effected or dispatched from the United States or a Restricted Jurisdiction or in a manner that may involve a breach of the laws or regulations of any jurisdiction or if the Company or its agents believe that the same may violate applicable legal or regulatory requirements; or (ii) provides an address in the United States or a Restricted Jurisdiction for delivery of the share certificates of Offer Shares (or any other jurisdiction outside the United Kingdom in which it would be unlawful to deliver such share certificates); or (iii) purports to exclude the warranty required by this sub-paragraph (a).

6.6 Waiver

The provisions of this paragraph 6 and of any other terms of the Open Offer relating to Overseas Shareholders may be waived, varied or modified as regards specific Shareholders or on a general basis by the Company in their absolute discretion. Subject to this, the provisions of this paragraph 6 supersede any terms of the Open Offer inconsistent herewith. References in this paragraph 6 to Shareholders shall include references to the person or persons executing an Application Form and, in the event of more than one person executing an Application Form, the provisions of this paragraph 6 shall apply to them jointly and to each of them.

7. Times and Dates

The Company shall, after consultation with its financial and legal advisers, be entitled to amend or extend the latest date for acceptance under the Open Offer and all related dates set out in this document and in such circumstances shall make an announcement on its website at www.lifestreamhx.com but Qualifying Shareholders may not receive any further written communication.

If a supplementary circular is issued by the Company two or fewer Business Days prior to the latest time and date for acceptance and payment in full under the Open Offer specified in this document, the latest date for acceptance under the Open Offer shall be extended to the date that is three Business Days after the date of issue of the supplementary circular (and the dates and times of principal events due to take place following such date shall be extended accordingly).

8. Taxation

Shareholders who are in any doubt as to their tax position in relation to taking up their entitlements under the Open Offer, or who are subject to tax in any jurisdiction other than the United Kingdom, should immediately consult a suitable professional adviser.

9. Further information

Your attention is drawn to the further information set out in this document and also to the terms, conditions and other information printed on the Application Form (once it has been despatched to Qualifying Shareholders).

10. Governing law and jurisdiction

The terms and conditions of the Open Offer as set out in this document and the Application Form and any non-contractual obligation related thereto shall be governed by, and construed in accordance with, the laws of England and Wales.

The courts of England and Wales are to have exclusive jurisdiction to settle any dispute which may arise out of or in connection with the Open Offer, this document or the Application Form. By taking up Offer Shares, by way of their Open Offer Entitlement and the Excess Application Facility (as applicable), in accordance with the instructions set out in this document and the Application Form, Qualifying Shareholders irrevocably submit to the jurisdiction of the courts of England and Wales and waive any objection to proceedings in any such court on the ground of venue or on the ground that proceedings have been brought in an inconvenient forum.

DEFINITIONS

The following words and expressions shall have the following meanings in this document unless the context otherwise requires:

"Act"	the Companies Act 2006, as amended
"Application Form"	the application form to be sent separately to Qualifying Shareholders, on which Qualifying Shareholders may apply for Ordinary Shares under the Open Offer (including under the Excess Application Facility);
"Articles"	the articles of association of the Company
"Board" or "Directors"	the directors of the Company
"Business Day"	any day which is not a Saturday, Sunday or a public holiday in the UK
"Company" or "Big Sofa"	Big Sofa Technologies Group Limited, a company registered in England and Wales with registered number 07847321
"CREST"	the computerised settlement system to facilitate transfer of title to or interests in securities in uncertificated form operated by Euroclear UK & International Limited
"Deferred Shares"	new deferred shares of 2.9 pence in the capital of the Company;
"Enlarged Share Capital"	the entire issued ordinary share capital of the Company immediately following completion of the Reorganisation, Subscription and Open Offer
"Excess Application Facility"	the arrangement pursuant to which Qualifying Shareholders may apply for additional New Ordinary Shares in excess of their Open Offer Entitlement in accordance with the terms and conditions of the Open Offer;
"Excess Open Offer Entitlement"	in respect of each Qualifying Shareholder, their entitlement (in addition to their Open Offer Entitlement) to apply for New Ordinary Shares pursuant to the Excess Application Facility, which is conditional on them taking up their Open Offer Entitlement in full;
"Excess Shares"	New Ordinary Shares applied for by Qualifying Shareholders under the Excess Application Facility;
"Existing Ordinary Shares"	the 243,363,191 existing Ordinary Shares in issue at the date of this Circular
"Form of Proxy"	the form of proxy for use by Shareholders in relation to the General Meeting
"FSMA"	the Financial Services and Markets Act 2000, as amended
"General Meeting"	the general meeting of the Company, notice of which is set out at the end of this document, and any adjournment thereof
"Issue Price"	0.1 pence per new Ordinary Share
"Money Laundering Regulations"	the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017, the

	money laundering provisions of the Criminal Justice Act 1993, the Proceeds of Crime Act 2002 and the Criminal Finances Act 2017
"New Ordinary Shares"	new ordinary shares of 0.1 pence in the capital of the Company
"Notice"	the notice of the General Meeting, which is set out at the end of this document
"Offer Shares"	up to 730,089,573 New Ordinary Shares proposed to be offered to Qualifying Shareholders pursuant to the Open Offer
"Open Offer"	the conditional invitation to Qualifying Shareholders to apply to subscribe for New Ordinary Shares at the Issue Price, the terms of which are set out in Part 2 of this document and, where relevant, in the Application Form
"Open Offer Entitlement"	the entitlement of Qualifying Shareholders to subscribe for Offer Shares allocated to Qualifying Shareholders on the Record Date pursuant to the Open Offer
"Ordinary Shares"	ordinary shares of 3 pence each, or, as appropriate, 0.1 pence each, in the share capital of the Company
"Qualifying Shareholders"	holders of Existing Ordinary Shares on the register of members of the Company at the Record Date (but excluding any Overseas Shareholder who has a registered address in the United States or any other Restricted Jurisdiction);
"Record Date"	6.00 p.m. on 19 August 2022 being the latest time by which transfers of Existing Ordinary Shares must be received for registration by the Company in order to allow transferees to be recognised as Qualifying Shareholders;
"Registrars"	Link Group
"Relevant Transfer"	a transfer of Existing Ordinary Shares entered into prior to or after the Record Date (but before the date on which the Open Offer closes) where the transferee has not been recognised as a Qualifying Shareholder in respect of such Existing Ordinary Shares;
"Reorganisation"	the sub-division of each Existing Ordinary Share into one New Ordinary Share and one Deferred Share
"Reorganised Ordinary Shares"	the New Ordinary Shares arising from the Reorganisation prior to the issue of the Subscription Shares or Offer Shares
"Resolutions"	the resolutions relating to matters necessary to implement the Reorganisation to be proposed at the General Meeting, as set out in the Notice
"Restricted Jurisdictions"	United States, Canada, Australia, Republic South Africa, Republic of Ireland and Japan.
"Shareholder(s)"	holder(s) of Existing Ordinary Shares
"Subscription"	the proposed conditional subscription for the Subscription Shares at the Issue Price, further details of which are set out in the letter from the Chairman of the Company in Part 1 of this document

"Subscription Shares"	the 1,499,400,000 New Ordinary Shares to be issued by the Company pursuant to the Subscription
"UK" or "United Kingdom"	the United Kingdom of Great Britain and Northern Ireland
"US" or "United States"	the United States of America
"£", "pounds sterling", "pence" or "p"	are references to the lawful currency of the United Kingdom

NOTICE OF GENERAL MEETING

BIG SOFA TECHNOLOGIES GROUP LIMITED

(Incorporated and registered in England and Wales under the Companies Act 2006 with registered number 07847321)

NOTICE IS HEREBY GIVEN that a general meeting of Big Sofa Technologies Group Limited, (the "**Company**") will be held at the offices of Jeffrey's Henry LLP at Finsgate, 5 – 7 Cranwood Street, London, EC1V 9EE at 11.00 a.m. on 23 August 2022 to consider, and if thought fit pass, the following resolutions of which resolution 1 will be proposed as an ordinary resolution and resolution 2 will be proposed as a special resolution.

For the purposes of these Resolutions capitalised terms shall (unless the context requires otherwise) have the same meanings ascribed to them in the circular from the Company to the Shareholders dated 5 August 2022 (the "**Circular**").

The provisions relating to the conduct of the General Meeting and the ability of Shareholders to attend and vote at the General Meeting as set out in Part 1 of the Circular shall be deemed to be incorporated into this Notice and to govern the conduct of the General Meeting.

ORDINARY RESOLUTION

1. THAT, subject to the passing of Resolution 2, each of the 243,363,191 issued ordinary shares of 3 pence each in the capital of the Company be and is hereby sub-divided into one ordinary share of 0.1 pence having the same rights and restrictions (save as to nominal value) as each Existing Ordinary Share and one deferred share of 2.9 pence in the capital of the Company having the rights and restrictions set out in the Articles as amended pursuant to Resolution 2 below.

SPECIAL RESOLUTION

2. THAT the Articles be amended in the following manner:
 - (a) in the definition of "Shares" in Article 1.1 of the Articles by adding the word "ordinary" before the words "share capital"; and
 - (b) by deleting the existing Article 9 of the Articles and replacing it with a new Article 9 as set out below:-
 - "9. Share capital
 - 9.1 The capital of the Company (as at the date of the alteration of these Articles) is divided into ordinary shares of 0.1 pence each and deferred shares of 2.9 pence each ("Deferred Shares"), each class of shares having the rights set out below.
 - 9.2 The Deferred Shares shall rank pari passu together as one class and shall have the rights and are subject to the restrictions set out below, namely:
 - 9.2.1 the Deferred Shares have no right to participate in or receive any dividends declared, made or paid by the Company;
 - 9.2.2 the Deferred Shares have no right to receive notice of or attend or vote at any general or class meeting (other than a class meeting of the Deferred Shares) of the Company;
 - 9.2.3 the Deferred Shares are not transferable, save in accordance with Article 9.2.6 below and no share certificates for the Deferred Shares will be issued to holders of the Deferred Shares;

- 9.2.4 on a return of assets in a winding up the Deferred Shares shall rank pari passu with the Shares;
- 9.2.5 the Company may at its option at any time purchase all or any of the Deferred Shares then in issue at a price not exceeding one pound (£1.00) for all the Deferred Shares purchased;
- 9.2.6 the Directors have irrevocable authority at any time to appoint any person to execute on behalf of the holders of the Deferred Shares a transfer thereof and/or an agreement to transfer the same, without making any payment to the holders thereof, to such person as the Directors may determine as custodian thereof and to cancel and/or purchase the Deferred Shares (in accordance with the provisions of statute) without making any payment to or obtaining the sanction of the holders thereof and, pending the transfer and/or cancellation and/or purchase of the same, to retain the certificate for such shares,

but so that none of the rights or restrictions attached to such Deferred Shares shall be or be deemed to be varied or abrogated in any way by the passing or coming into effect of any resolution of the Company to reduce its share capital and/or reduce or cancel (as the case may be) its share premium account (including a resolution to reduce the capital paid up on, and to cancel, such Deferred Shares.”

Nick Mustoe
Director

5 August 2022

Registered office:

Finsgate
5 – 7 Cranwood Street
London
EC1V 9EE

Registered number: 07847321

Paperless proxy voting:

You will not receive a form of proxy for the General Meeting in the post. Instead, Shareholders are being encouraged to vote online by logging on to www.signalshares.com and following the instructions given. You may also request a hard copy form of proxy from the Company's registrars, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL or by calling 0371 664 0371 from the UK (calls are charged at the standard geographical rate and may vary by provider) or +44 371 664 0371 from outside the UK (calls will be charged at the applicable international rate).

Notes:

1. To be entitled to attend, speak and vote at the meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of business on 19 August 2022 (or, if the meeting is adjourned, at close of business on the day two working days prior to the meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
2. Shareholders are entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting. A proxy need not be a shareholder of the Company but must attend the meeting to represent you. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
3. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. To appoint

more than one proxy, you may photocopy the form of proxy or, alternatively, request additional copies of the form of proxy from Link Group by contacting them on 0371 664 0371 from the UK (calls are charged at the standard geographical rate and may vary by provider) or +44 371 664 0371 from outside the UK (calls will be charged at the applicable international rate). Lines are open Monday to Friday, 9.00 a.m. to 5.30 p.m., excluding public holidays in England and Wales. You will need to state clearly on each form of proxy the number of shares in relation to which the proxy is appointed (which, in aggregate, should not exceed the number of shares held by you).

4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. You can vote either by:
 - registering your proxy appointment electronically (see note 7); or
 - by returning a hard copy form of proxy by post (see note 8); or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service (see note 13).

In order for a proxy appointment to be valid it must be received by Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL by 11.00 a.m. on 19 August 2022.

7. To appoint a proxy electronically go to www.signalshares.com, log in, select the 'Proxy Voting' link and follow the instructions given. If you have not previously registered, you will first be asked to register as a new user, for which you will require your investor code (which can be found on your share certificate and dividend confirmation), family name and postcode (if resident in the UK). If you need help with appointing a proxy electronically, contact Link Group on 0371 664 0371 from the UK (calls are charged at the standard geographical rate and may vary by provider) or +44 371 664 0300 from outside the UK (calls will be charged at the applicable international rate). For an electronic proxy appointment to be valid, your appointment must be received by Link Asset Services by no later than 11.00 a.m. on 19 August 2022.
8. Alternatively members can request a hard copy form of proxy by contacting our Registrars, Link Group, on 0371 664 0371 from the UK (calls are charged at the standard geographical rate and may vary by provider) or +44 371 664 0371 from outside the UK (calls will be charged at the applicable international rate). To appoint a proxy using a hard copy form of proxy, the form must be: (i) completed and signed; (ii) sent or delivered to the Company's Registrars, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL; and (iii) received by the Company's Registrars no later than 11.00 a.m. on 19 August 2022.
9. To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
10. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL, to be received by the Company's Registrars no later than 11.00 a.m. on 19 August 2022. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
11. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
12. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 13 below) will not prevent a shareholder from attending the meeting and voting in person if he/she wishes to do so.
13. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by using the procedures described in the CREST Manual.

CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 11.00 a.m. on 19 August 2022. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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.

14. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
15. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.