

## IMPORTANT NOTICE

**You must read the following disclaimer before continuing.** The following applies to this prospectus supplement (the “**Supplement**”) following this notice, and you are therefore advised to read this disclaimer carefully before reading, accessing or making any other use of the Supplement. In accessing the Supplement, you agree to be bound by the following terms and conditions, including any modifications to them anytime you receive any information from us as a result of such access.

The Supplement has been prepared in connection with the proposed offering, consisting solely of private placements to a range of institutional investors in various jurisdictions, of ordinary shares (the “**Offer Shares**”) and admission to listing and trading of all ordinary shares of the Company (as defined below) on Euronext Amsterdam. The Supplement and its contents are confidential and should not be distributed, published or reproduced (in whole or in part) or disclosed by recipients to any other person.

**The Supplement may not be forwarded or distributed to any other person and may not be reproduced in any manner whatsoever. Any forwarding, distribution or reproduction of the Supplement, in whole or in part, is unauthorized. Failure to comply with this directive may result in a violation of the U.S. Securities Act of 1933, as amended (the “Securities Act”), or the applicable laws of other jurisdictions. If you have gained access to this transmission contrary to any of the foregoing restrictions, you are not authorized and will not be able to purchase any of the Offer Shares.**

**Nothing in this electronic transmission constitutes an offer of securities for sale in any jurisdiction where it is unlawful to do so. The Offer Shares have not been, and will not be, registered under the Securities Act or the securities laws of any state of the United States or any other jurisdiction, and the Offer Shares may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state or local securities laws.**

**You may not transmit the Supplement (or any copy of it or part thereof) or disclose, whether orally or in writing, any of its contents to any other person except with the explicit consent of the Underwriters (as defined below). If you receive this document by e-mail, you should not reply by e-mail to this announcement. Any reply e-mail communications, including those you generate by using the “Reply” function on your e-mail software, will be ignored or rejected. If you receive this document by e-mail, your use of this e-mail is at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature.**

**Confirmation of your representation.** In order to be eligible to view the Supplement or make an investment decision with respect to the Offer Shares described therein, you must (1) be a qualified institutional buyer (“**QIB**”) (within the meaning of Rule 144A under the Securities Act (“**Rule 144A**”)) or (2) be outside the United States. The Supplement is being sent at your request. By accepting this electronic transmission and accessing the Supplement, you will be deemed to have represented to us that you consent to delivery of such Supplement by electronic transmission; and either:

- (i) you and any customers you represent are outside the United States and the e-mail address that you gave us and to which this Supplement has been delivered is not located in the United States, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States or the District of Columbia; or
- (ii) you and any customers you represent are QIBs.

You are reminded that the Supplement has been delivered to you on the basis that you are a person into whose possession it may be lawfully delivered in accordance with the laws of jurisdiction in which you are located and you may not, nor are you authorized to, deliver the Supplement to any other person.

Under no circumstances will the Supplement constitute an offer to sell or the solicitation of an offer to buy, nor will there be any sale of Offer Shares, in any jurisdiction in which such offer, solicitation or sale would be unlawful. If a jurisdiction requires that the offering and sale of Offer Shares be made by a licensed broker or dealer and the Underwriters (as defined below) or any affiliate of theirs is a licensed broker or dealer in that jurisdiction, the offering and sale of the Offer Shares will be deemed to be made by them or such affiliate on behalf of MotorK plc (formerly MotorK Ltd.) (the “**Company**”) and, together with its subsidiaries, the “**Group**”), in such jurisdiction.

This document and the offer described therein when made are only addressed to and directed at persons in member states of the European Economic Area (“**EEA**”) who are “**qualified investors**” within the meaning of Article 2(e) of Regulation (EU) 2017/1129 and amendments thereto (the “**Prospectus Regulation**”) (“**Qualified Investors**”). In addition, in the

United Kingdom, this document and the offer described therein, is directed only at Qualified Investors who are (i) persons who are outside of the United Kingdom; or (ii) persons who are investment professionals within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”) or (iii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as “**Relevant Persons**”). This communication does not constitute an offer of the securities referred to herein to the public in the United Kingdom and any investment or investment activity, or controlled investment or controlled activity to which this communication relates will only be available to and will only be engaged with, Relevant Persons. No person that is not a Relevant Person or Qualified Investor may act or rely on this document or any of its contents.

No person may communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000) received by it in connection with the issue or sale of the securities other than in circumstances in which Section 21(1) of the Financial Services and Markets Act 2000 does not apply.

This document must not be acted on or relied on (i) in the United Kingdom, by persons who are not Relevant Persons, and (ii) in any member state of the EEA other than the United Kingdom and Italy, by persons who are not Qualified Investors. Any investment or investment activity to which this document relates is available only to (i) in the United Kingdom, Relevant Persons, (ii) in any member state of the EEA other than Italy and the United Kingdom, Qualified Investors and (iii) in the United States, QIBs, and, in each case, will be engaged in only with such persons.

Joh. Berenberg, Gossler & Co. KG is acting as sole global coordinator for the offering (the “**Sole Global Coordinator**”), and, together with ABN AMRO Bank N.V., as joint bookrunner for the Offering (as defined in the Supplement) (together with the Sole Global Coordinator, the “**Joint Bookrunners**” or the “**Underwriters**”). None of the Underwriters or any of their respective affiliates, or any of their respective directors, personally liable partners, officers, employees or agents accepts any responsibility whatsoever for the contents of this document or for any statement made or purported to be made by it, or on its behalf, in connection with us, the Offer Shares or the Offering (as defined in the Supplement). The Underwriters and their respective affiliates accordingly disclaim all and any liability whether arising in tort, contract, or otherwise which they might otherwise have with respect to such document or any such statement. No representation or warranty express or implied, is made by any of the Underwriters or any of their respective affiliates as to the accuracy, completeness, reasonableness, verification or sufficiency of the information set out in this document.

November 3, 2021



**MotorK plc**

*(a public company limited by shares incorporated under the laws of England and Wales)*

**Offering of ordinary shares and admission to listing and trading of all ordinary shares on Euronext Amsterdam**

*This supplement dated November 3, 2021 (the “**Supplement**”) constitutes a supplement for the purposes of Article 23 of the Regulation 2017/1129/EU of the European Parliament and of the Council of June 14, 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the “**Prospectus Regulation**”) and is supplemental to, and should be read in conjunction with, the prospectus dated October 27, 2021 (the “**Prospectus**”), which constitutes a prospectus in a form of a single document within the meaning of the Prospectus Regulation, prepared in connection with the offering, consisting solely of private placements to a range of institutional investors in various jurisdictions (the “**Offering**”), and admission to listing and trading on Euronext Amsterdam (the “**Admission**”) of the shares of MotorK plc (formerly MotorK Ltd.) (the “**Company**” or “**MotorK**”).*

*This Supplement together with the Prospectus constitutes a prospectus for the purposes of Article 3 of the Prospectus Regulation and has been prepared in accordance with the Prospectus Regulation. This Supplement has been approved by and filed with the Netherlands Authority for the Financial Markets (Stichting Autoriteit Financiële Markten, the “**AFM**”), as competent authority under the Prospectus Regulation and is published in electronic form on the Company’s website under [www.motork.io](http://www.motork.io). The AFM has only approved this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Company that it is or the quality of the securities that are the subject of this Supplement. Investors should make their own assessment as to the suitability of investing in the Shares.*

*Unless otherwise indicated, terms used but not defined herein have the meaning assigned to such terms in the Prospectus.*

*The Company accepts responsibility for the information contained in this Supplement. The Company declares that, to the best of its knowledge, the information contained in this Supplement is in accordance with the facts and this Supplement makes no omission likely to affect its import.*

*The purpose of this Supplement is to update the Prospectus in order to represent certain changes in the terms of the Offering. In particular:*

- (i) assuming no exercise of the Increase Option, the Offering will consist of up to 11,538,461 newly issued ordinary shares of the Company;*
- (ii) the Offering Period is extended for two additional days and is expected to end on November 4, 2021 at 18:00 CET; and*
- (iii) the Offer Price Range is set between €6.50 and €7.30 (inclusive) per Offer Share.*

*This Supplement also provides additional details on the annual recurring revenue already discussed in the*

*Prospectus. Finally, this Supplement acknowledges the re-registration of MotorK Ltd. into MotorK plc.*

*To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Prospectus by this Supplement and (b) any other statement in, or incorporated by reference in, the Prospectus, the statements in (a) above will prevail.*

*Save as disclosed in this Supplement, by virtue of this Supplement, no significant new factor, material mistake or material inaccuracy relating to the information included in the Prospectus, which may affect the assessment of Shares has arisen or been noted, as the case may be, since the approval of the Prospectus by the AFM.*

*No person has been authorised to give any information or to make any representation not contained in or incorporated by reference into the Prospectus and this Supplement and the Company does not take responsibility for, or can provide assurance as to the reliability of, information that any other person may give.*

*The distribution of the Prospectus and this Supplement and the offer or sale of any securities of the Company may be restricted by law in certain jurisdictions. Persons into whose possession the Prospectus and/or this Supplement or any securities of the Company come must inform themselves about, and observe, any such restrictions.*

*In accordance with Article 23(2) of the Prospectus Regulation, any investors who had already agreed to subscribe for the Shares before the publication of this Supplement, shall have the right, exercisable within two working days after the publication of this Supplement, that is until 18:00 CET on November 4, 2021, to withdraw their acceptances. Any investors wishing to exercise their right of withdrawal, as prescribed by Article 23(2) of the Prospectus Regulation, should contact any of the Underwriters. Investors may exercise their withdrawal rights under the Prospectus Regulation by sending a written notice of withdrawal (which must include the full name and address of the person or entity wishing to exercise such statutory withdrawal right and identify the transferable securities to which that statutory withdrawal right relates) by electronic mail to any of the Underwriters.*

*This Supplement is dated November 3, 2021.*

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## **AMENDMENTS TO THE PROSPECTUS**

The Prospectus is hereby amended and updated to reflect the following changes. All footnotes to the tables in this Supplement not included herein remain the same as those in the Prospectus.

## COVER

The cover page of the Prospectus shall be amended as indicated below (the amendments are highlighted in bold and underlined and the deletions are stricken through):



**MotorK Ltd**plc

(a ~~limited~~ **public** company **limited by shares** incorporated under the laws of England and Wales)

### **Offering of up to ~~23,551,368~~15,259,614 ordinary shares and admission to listing and trading of all ordinary shares on Euronext Amsterdam**

This prospectus (the “**Prospectus**”) of MotorK Ltd plc (to be re-registered as a public company limited by shares under the laws of England and Wales and renamed MotorK plc prior to Admission (as defined below) ~~formerly MotorK Ltd.~~ (the “**Company**”) relates to the offering and admission to listing and trading of ordinary shares with a nominal value of €0.01 each in the share capital of the Company (the “**Shares**”). All of the pre-Offering (as defined below) shareholders of the Company, (i.e., 83 North III Limited Partnership, Andrew John Biggart, Assaf Topaz, Fabio Gurgone, Guillaume Bugault, Marco De Michele, Marco Marlia, Mauro Pretolani, Tassaka Invest AB, Tommaso Parisi, Zobito 2 AB, Zobito AB (together with Zobito 2 AB (“**Zobito 1 and 2**”), Real Web Ventures Ltd, 212 Investments S.r.l., La Pineta S.r.l., IBIS S.r.l. and Amir Rosentuler (the “**Selling Shareholders**”)) and the Company are offering (i) up to ~~€11,538,461~~ newly issued ordinary shares with a nominal value of €0.01 each (the “**New Shares**”), (ii) subject to the exercise of an irrevocable and unconditional option granted to the Sole Global Coordinator (as defined below) acting on behalf of the Underwriters (as defined below) by the Company to increase the number of Shares to be offered (i.e., the New Shares) by up to 15% (the “**Increase Option**”), up to ~~2,671,232~~1,730,769 newly issued ordinary shares with a nominal value of €0.01 each (the “**Increase Option Shares**”) and (iii) up to ~~3,071,917~~1,990,384 Shares (i.e., up to 15% sum of the of the New Shares and the Increase Option Shares), from the holdings of the Selling Shareholders to cover any over-allotments (the “**Over-Allotment Shares**” and, collectively with the New Shares and the Increase Option Shares, the “**Offer Shares**”). Assuming no allocation of the Over-Allotment Shares, but the exercise of the Increase Option, the Offer Shares will constitute not more than approximately 44.7317% of the Company’s issued and outstanding share capital. Assuming full allocation of the Over-Allotment Shares but no exercise of the Increase Option, the Offer Shares will constitute not more than approximately 44.1330% of the Company’s issued and outstanding share capital. Assuming full allocation of the Over-Allotment Shares, the exercise of the Greenshoe Option (as defined below) and the Increase Option, the Offer Shares will constitute not more than approximately 48.0364% of the Company’s issued and outstanding share capital. The Company will not receive any proceeds from the sale of the Greenshoe Shares (as defined below), if any, the net proceeds of which will be received by the Selling Shareholders. Capitalised terms used but not otherwise defined in this Prospectus are defined in Section 19 (*Definitions and Glossary*).

The offering of the Offer Shares (the “**Offering**”) consists solely of private placements to a range of institutional investors in various jurisdictions. The Offer Shares are being offered to: (i) persons in EEA Member States, including the Netherlands, who are Qualified Investors within the meaning of the Prospectus Regulation, (ii) persons in the United Kingdom (“**UK**”) who are qualified investors within the meaning of Article 2(e) of the Prospectus Regulation as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 who are persons having professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (“**FPO**”), or high net worth entities falling within Article 49(2)(a) to (d) of the FPO or to whom an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) in connection with the issue or sale of any Offer Shares may otherwise lawfully be communicated or caused to be communicated, and (iii) certain institutional investors in various jurisdictions outside the EEA exempt from the obligation to approve and passport a prospectus. The Offer Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the “**US Securities Act**”). The Offer Shares are being offered (i) within the United States to persons reasonably believed to be qualified institutional buyers (“**QIBs**”) as defined in, and in reliance on, Rule 144A (“**Rule 144A**”) under the US Securities Act or pursuant to another exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act, and (ii) outside the United States in offshore transactions in compliance with Regulation S under the US Securities Act (“**Regulation S**”). The Offer Shares have not been and will not be registered under the US Securities Act or with any securities regulatory authority of any state of the US, and may not be offered or sold within the US unless the Offer Shares are registered under the US Securities Act or an exemption from the registration requirements of the US Securities Act is available. There will be no public offering in any jurisdiction.

**Investing in the Offer Shares involves substantial risks and uncertainties. An investor is exposed to the risk to lose all or part of his or her investment. Before any investment in the Offer Shares, an investor must read this entire document and in particular Section 1 (*Risk Factors*).**

**The price of the Offer Shares (the “Offer Price”) is expected to be between ~~€7.306.50~~ and ~~€7.309.70~~ (inclusive) per Offer Share (the “Offer Price Range”).**

The Offering will begin on October 27, 2021 at 9:00 Central European Time (“**CET**”) and is expected to end at 18:00 CET on November 24, 2021 (the “**Offering Period**”), subject to acceleration or extension of the timetable for the Offering. The Company and the Selling Shareholders, together with the Sole Global Coordinator (as defined below), may adjust the dates, times and periods given in the timetable and throughout this Prospectus. In such event, the Company will make this public through a press release, which will also be posted on the Company’s website ([www.motork.io](http://www.motork.io)). Any other material alterations will be published through a press release that will also be posted on the Company’s website ([www.motork.io](http://www.motork.io)) and (if required) in a supplement to this Prospectus that is subject to the approval of the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the “**AFM**”). If a supplement to the Prospectus is published, investors will have the right to withdraw their orders made prior to the publication of the supplement. Any extension of the timetable for the Offering will be published in a press release at least three hours before the end of the original Offering Period, *provided that* any extension will be for a minimum of one full day on which banks are generally open for business in the Netherlands. Any acceleration of the timetable for the Offering will be published in a press release at least three hours before the proposed end of the accelerated Offering Period.

The Offer Price Range is an indicative price range. The Company and the Selling Shareholders, in agreement with the Sole Global Coordinator, reserve the right to change the Offer Price Range and/or increase or decrease the total number of Offer Shares prior to allocation of the Offer Shares (the “**Allocation**”). Any change in the number of Offer Shares and/or the Offer Price Range will be announced through a press release, which will also be posted on the Company’s website ([www.motork.io](http://www.motork.io)) and which will be also filed with the AFM. The Offer Price and the exact number of Offer Shares offered in the Offering will be determined by the Company and the Selling Shareholders, in agreement with the Underwriters (as defined herein), prior to Allocation on the basis of the book-building process and taking into account the considerations set out in Section 14 (*The Offering*). The Offer Price, the exact number of Offer Shares offered in the Offering and the maximum number of Shares will be stated in a pricing statement (the “**Pricing Statement**”) which will be published in a press release that will also be posted on the Company’s website ([www.motork.io](http://www.motork.io)) and filed with the AFM. The Offer Price may be set within, above or below the Offer Price Range. Upon a change of the number of New Shares, Increase Option Shares and/or the Over-Allotment Shares, references to New Shares and Increase Option Shares in the Prospectus should be read as referring to the amended number of New Shares and Increase Option Shares and references to Over-Allotment Shares should be read as referring to the amended number of Over-Allotment Shares (as defined below).

On October 12, 2021, one or more funds or accounts managed by Capital International Investors (the “**Pre-Committed Investor**”) have irrevocably committed itself *vis-à-vis* the Company to subscribe for Offer Shares in the Offering at the Offer Price (up to a specific maximum Offer Price), in exchange for a guaranteed allocation, for an aggregate amount of **20% of the sum of the New Shares and any Increase Option Shares, i.e., approximately €17.2526 million (assuming issuance of all New Shares and full exercise of the Increase Option)** upon completion of the Offering (the “**Pre-Commitment**”), subject to the following conditions, amongst others: (a) entry into force of, *inter alia*, the Underwriting Agreement, (b) approval and publication of this Prospectus, and (c) trading of the shares on Euronext Amsterdam (as defined below), which subject to acceleration or extension of the timetable for the Offering, is expected to commence on the First Trading Date (as defined below) falling on or prior November 30, 2021. In the event the Offering is oversubscribed, the Pre-Commitment will not be reduced but will be entirely allocated with priority to the Pre-Committed Investor. The Pre-Committed Investor is not bound by any contractual lock-up restriction.

Prior to the Offering there has not been a public market for the Shares. Application has been made for the admission to listing and trading (“**Admission**”) of all Shares (including the New Shares) under the ticker symbol “MTRK” on Euronext Amsterdam, a regulated market operated by Euronext Amsterdam N.V. (“**Euronext Amsterdam**”). Subject to acceleration or extension of the timetable for the Offering, trading of the Shares on Euronext Amsterdam is expected to commence at 9:00 a.m. CET on or about November 30, 2021 (the “**First Trading Date**”) on an “as-if-and-when-delivered” basis.

Joh. Berenberg, Gossler & Co. KG (“**Berenberg**”) is acting as sole global coordinator for the Offering (the “**Sole Global Coordinator**”), and, together with ABN AMRO Bank N.V. (“**ABN AMRO**”), as joint bookrunner for the Offering (together with the Sole Global Coordinator, the “**Joint Bookrunners**” or “**Underwriters**”). The Underwriters and the Listing and Paying Agent (as defined herein) are acting exclusively for the Company and/or the Selling Shareholders and no one else in connection with the Offering. They will not regard any other person (whether or not a recipient of this document) as their respective clients in relation to the Offering and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients nor for giving advice in relation to the Offering or any transaction or arrangement referred to herein.

With regard to potential stabilization measures and to the extent permitted by law, investors may, in addition to the New Shares and the Increase Option Shares, be allocated up to ~~3,071,917~~**1,990,384** Over-Allotment Shares in the Offering (the “**Over-Allotment**”). In connection with a potential Over-Allotment, Berenberg, acting on behalf of the Underwriters, will be provided with up to ~~1,990,384~~**3,071,917** Shares from the holdings of the Selling Shareholders in the form of a securities loan without charge; this number of Shares may not exceed 15.0% of the sum of the New Shares and the Increase Option Shares. In this context, the Selling Shareholders have granted an option (the “**Greenshoe Option**”) to Berenberg (the “**Stabilisation Manager**”) (on behalf of the Underwriters), exercisable within 30 calendar days after the First Trading Date, pursuant to which the Stabilisation Manager, on behalf of the Underwriters, may acquire from the Selling Shareholders additional Shares (the “**Greenshoe Shares**”), comprising up to 15% of the total number of New Shares sold in the Offering (in any case not higher than the number of Over-Allotment Shares), thus satisfying the retransfer obligation under the securities loan.

The Offering is and will only be made in those jurisdictions in which, and only to those persons to whom, the Offering may be lawfully made. No action has been or will be taken to permit a public offering of the Offer Shares in any jurisdiction. The distribution of this Prospectus and the offer and sale of the Offer Shares in certain jurisdictions may be restricted by law and therefore persons into whose possession this document comes should inform themselves and observe any restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The Offer Shares have not been approved or disapproved by the US Securities and Exchange Commission or any securities commission or other regulatory authority of any state or other jurisdiction of the United States, nor have any of the foregoing passed upon or endorsed the merits of the Offering or the accuracy or adequacy of this Prospectus. Any representation to the contrary is a criminal offence in the United States. Each purchaser of Offer Shares is deemed to have made certain representations and statements as described in Section 16 (*Selling and Transfer Restrictions*) and each potential investor should carefully read and comply with the contents of Sections 2 (*Important Information*) and 16 (*Selling and Transfer Restrictions*).

Subject to acceleration or extension of the timetable for the Offering, payment (in Euro) for, and delivery of, the Offer Shares (“**Settlement**”) is expected to take place on November 30, 2021 (the “**Settlement Date**”) through the book entry facilities of the Netherlands Central Institute for Giro Securities Transactions (*Nederlands Centraal Instituut voor Giraal Effectenverkeer B. V.* trading as Euroclear Nederland) (“**Euroclear Nederland**”) in accordance with Euroclear Nederland’s normal procedures applicable to equity securities and against payment in full for the Offer Shares in immediately available funds. If Settlement does not take place on the Settlement Date or at all, the Offering may be withdrawn. In such case, all applications for Offer Shares will be disregarded and any allocations of Offer Shares will be deemed not to have been made and any payments made will be returned without interest or other compensation and transactions in the Offer Shares on Euronext Amsterdam may be annulled. Prior to Settlement all dealings in the Offer Shares are at the sole risk of the parties concerned. None of the Company, the Selling Shareholders, the Underwriters, the Listing and Paying Agent or Euronext Amsterdam N.V. accepts any responsibility or liability for any loss or damage incurred by any party as a result of the withdrawal of the Offering or the (related) annulment of any transactions in Offer Shares on Euronext Amsterdam. For more information regarding the conditions to the Offering and the consequences of any termination or withdrawal of the Offering, see Section 14 (*The Offering*) and 15.1 (*Underwriting Agreement*).

This Prospectus constitutes a prospectus for the purposes of Article 3 of Regulation 2017/1129/EU of the European Parliament and of the Council of June 14, 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the “**Prospectus Regulation**”) and has been prepared in accordance with the Prospectus Regulation. This Prospectus has been approved by the AFM, as competent authority under the Prospectus Regulation. The AFM has only approved this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Company that it is or the quality of the securities that are the subject of this Prospectus. Investors should make their own assessment as to the suitability of investing in the Shares. The validity of this Prospectus shall expire on the First Trading Date or 12 months after its approval by the AFM on October 27, 2021, whichever occurs earlier. The obligation to supplement this Prospectus in the event of significant new factors, material mistakes or material inaccuracies shall cease to apply upon the expiry of the validity period of this Prospectus.



**Sole Global Coordinator and Joint Bookrunner**

Joh. Berenberg, Gossler & Co. KG

**Joint Bookrunners**  
ABN AMRO

**SUMMARY OF THE PROSPECTUS**

The information set out below shall be amended as follows in the section of the Prospectus entitled “Summary of the Prospectus” on Pages ii - ix (the amendments are highlighted in bold and underlined and the deletions are stricken through):

**INTRODUCTION AND WARNINGS**

**Warning.** The summary has been prepared in accordance with Article 7 of Regulation (EU) 2017/1129 and should be read as an introduction to the prospectus (the “**Prospectus**”) prepared in connection with the offering (the “**Offering**”) of ordinary shares (“**Shares**”) **with a nominal value of €0.01** ~~expected to be in the range of €7.3 to €9.70 (inclusive)~~ each in the share capital of MotorK ~~Ltd plc~~ (the “**Company**”) and the admission to listing and trading (“**Admission**”) of all Shares on Euronext Amsterdam, a Regulated Market operated by Euronext Amsterdam N.V. Any decision to invest in the Shares offered hereby should be based on a consideration of the Prospectus as a whole by the investor. Any investor could lose all or part of their invested capital. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary, including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Shares. The Company is currently a ~~private~~ **public limited** company **limited by shares** with the name MotorK ~~Limited plc~~. The commercial name is “MotorK”. ~~As part of the terms of the Offering and in accordance with applicable law, the Company has undertaken to re-register as a public limited company with the name MotorK plc prior to Admission (as defined below).~~ The registered office address of the Company is Kemp House, 152 City Road, EC1V 2NX, London, UK. The Company is registered with the trade register of the Registrar of Companies of England and Wales under number 09259000. The international securities identification number of the Shares is GB00BMXH3352. The issuer of the Shares is the Company. The Company’s legal and commercial name is MotorK ~~Ltd plc~~, its telephone number is +39 02 3675 8637 and its website is [www.motork.io](http://www.motork.io). The legal entity identifier (“**LEI**”) of the Company is 984500E0A1C4DLBA3878.

The Prospectus has been approved by the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the “**AFM**”), as competent authority under Regulation (EU) 2017/1129, with its head office at Vijzelgracht 50 1017 HS, Amsterdam, and telephone number: +31(0)20-797 2000. The Prospectus was approved by the AFM on October 27, 2021.

**KEY INFORMATION ON THE ISSUER**

**Who is the issuer of the securities?**

**Domicile and legal form.** The Company is currently a ~~private limited~~ **public** company **limited by shares** with the name MotorK ~~Limited plc~~. The commercial name is “MotorK”. ~~As part of the terms of the Offering and in accordance with applicable law, it has undertaken to re-register as a public limited company with the name MotorK plc prior to Admission.~~ The principal laws and legislation under which the Company operates is the UK Companies Act and regulations made thereunder. The registered office address of the Company is Kemp House, 152 City Road, EC1V 2NX, London, UK. The Company is registered with the trade register of the Registrar of Companies of England and Wales under number 09259000. Its LEI is 984500E0A1C4DLBA3878.

**Principal Activities.** The Group is a leading software as a service (“**SaaS**”) provider for the automotive retail industry in the EMEA region, with over 250 employees and eight offices in seven countries (Italy, Spain, Portugal, France, UK, Germany, and Israel) at the date of this Prospectus. The Group offers a cloud-based SaaS platform spanning a comprehensive suite of products to optimize the sales and marketing functions of a network of over 660 dealer groups and 13 original equipment manufacturers (“**OEMs**”) in the EMEA region. The core products the Group offers through its SaaS platform are a lead management and customer relationship management system, a digital showroom, as well as an inventory management system, all of which are designed to allow customers to meet the challenges of an increasingly omni-channel market in need of digitalization.

**Share Capital and Major Shareholders.** As of the date of this Prospectus, the Company’s share capital comprises 28,613,574 Shares for which application has been made for listing and admission to trading on Euronext Amsterdam. As of the date of this Prospectus, 83 North III Limited Partnership, Marco Marlia, Fabio Gurgone, Marco De Michele, Zobito 1 and 2, Real Web Ventures Ltd. and Tommaso Parisi are the only shareholders who hold (either directly or indirectly) a substantial interest (*i.e.*, a holding of at least 3 per cent. of the share capital or voting rights) in the Company.

Prior to the First Trading Date, (a) the series A-1 preferred shares, series A-2 preferred shares and series A-3 preferred shares held by certain shareholders of the Company ~~will be~~ converted into ordinary shares; and (b) Amir Rosentuler ~~will convert~~ **converted** 120,000 of ~~his~~ vested options under the EMI Plan (as defined below) and ~~subscribe~~ **subscribed to** 120,000 newly issued shares of the Company,

equal to approximately 0.4% prior to the Offering of the issued share capital of the Company. The following table sets forth information with respect to the size of the shareholdings of the Selling Shareholders holding more than 3% of the share capital, both immediately prior to Settlement and immediately after Settlement, assuming (a) no exercise of the Greenshoe Option and of the Increase Option, (b) no exercise of the Greenshoe Option but full exercise of the Increase Option, (c) no exercise of the Increase Option but full exercise of the Greenshoe Option, and (d) exercise of the Greenshoe Option and of the Increase Option in full, in each case assuming the issue and sale of the maximum number of Offer Shares and that the Selling Shareholders do not subscribe for any New Shares or Increase Option Shares pursuant to the Offering.

<b>Shares following Admission assuming the maximum number of Offer Shares are purchased</b>										
	<u>Shares prior to Admission</u>		<u>Without exercise of the Greenshoe Option and the Increase Option</u>		<u>Without exercise of the Greenshoe Option but with full exercise of the Increase Option</u>		<u>With full exercise of the Greenshoe Option but without the exercise of the Increase Option</u>		<u>With full exercise of the Greenshoe Option and the Increase Option</u>	
	<i>Amount</i>	<i>%</i>	<i>Amount</i>	<i>%</i>	<i>Amount</i>	<i>%</i>	<i>Amount</i>	<i>%</i>	<i>Amount</i>	<i>%</i>
	<i>t</i>		<i>t</i>		<i>t</i>		<i>Amount</i>		<i>Amount</i>	
<b>Existing Shareholders</b>	6,941,5	24.3%	6,941,5	15.0%	6,941,5	14.1%	6,320,050	13.6%	6,222,436	12.7%
83 North III Limited Partnership.....	79		79	<u>17.3%</u>	79	<u>16.6%</u>	<u>549,165</u>	<u>16.3%</u>	<u>6,485,918</u>	<u>15.5%</u>
Marco Marlia .	5,481,5	19.2%	5,481,5	11.8%	5,481,5	11.2%	4,990,775	10.8%	4,913,692	10.0%
Fabio Gurgone .....	80		80	<u>13.7%</u>	80	<u>13.1%</u>	<u>171,701</u>	<u>12.9%</u>	<u>5,121,756</u>	<u>12.2%</u>
Marco De Michele .....	5,285,0	18.5%	5,285,0	11.4%	5,285,0	10.8%	4,811,869	10.4%	4,737,549	9.7%
Zobito AB.....	80		80	<u>13.2%</u>	80	<u>12.6%</u>	<u>986,309</u>	<u>12.4%</u>	<u>4,938,155</u>	<u>11.8%</u>
Zobito 2 AB...	5,285,0	18.5%	5,285,0	11.4%	5,285,0	10.8%	4	10.4%	4,737,549	9.7%
Real Web Ventures Ltd. .	80		80	<u>13.2%</u>	80	<u>12.6%</u>	<u>811,869</u>	<u>12.4%</u>	<u>4,938,155</u>	<u>11.8%</u>
Tommaso Parisi.....	1,832,5	6.4%	1,832,5	3.9%	1,832,5	3.7%	1,578,169	3.4%	1,538,199	3.1%
	66		66	<u>4.6%</u>	66	<u>4.4%</u>	<u>671,985</u>	<u>4.2%</u>	<u>1,646,087</u>	<u>3.9%</u>
	1,009,7	3.5%	1,009,7	2.2%	1,009,7	2.1%	1,009,698	2.2%	1,009,698	2.1%
	98		98	<u>2.5%</u>	98	<u>2.4%</u>	<u>1,009,698</u>	<u>2.5%</u>	<u>1,009,698</u>	<u>2.4%</u>
	1,068,9	3.7%	1,068,9	2.3%	1,068,9	2.2%	973,219	2.1%	958,188	2.0%
	28		28	<u>2.7%</u>	28	<u>2.6%</u>	<u>1,009,698</u>	<u>2.5%</u>	<u>958,188</u>	<u>2.4%</u>
	865,000	3.0%	865,000	1.9%	865,000	1.8%	787,550	1.7%	775,387	1.6%
				<u>2.2%</u>		<u>2.1%</u>	<u>81</u>	<u>2.0%</u>	<u>80</u>	<u>1.9%</u>
							<u>6,101</u>		<u>8,219</u>	

**Key managing directors.** The members of the board of the Company will as of the Settlement Date be Amir Rosentuler, Marco Marlia, Mans Hultman, Laurel Charmaine Bowden and Mauro Pretolani (jointly, the “**Board**” and each a “**Director**”). Marco Marlia is the chief executive officer (“**CEO**”) of the Company and Andrea Servo is the chief financial officer of the Company (“**CFO**”).

**Identity of statutory auditors.** BDO LLP are the independent auditors of the Company.

## KEY INFORMATION ON THE SECURITIES

### What are the main features of the securities?

**Type, class and ISIN.** The Shares are ordinary shares, created under and in accordance with the UK Companies Act, with a nominal value of €0.01 each in the share capital of the Company. Application has been made to list all Shares under the ticker symbol “MTRK” on Euronext Amsterdam under ISIN Code GB00BMXH3352 (“**ISIN**”).

**Currency, denomination, par value and number of securities issued.** The Company and the Selling Shareholders are offering: (i) up to ~~17,808,219~~ **11,538,461** newly issued Shares (the “**New Shares**”), (ii) subject to the exercise of an irrevocable and unconditional option granted to the Sole Global Coordinator (acting on behalf of the Underwriters) by the Company to increase the number of Shares to be offered (*i.e.*, the **New Shares**) by up to 15% (the “**Increase Option**”), up to ~~2,671,232~~ **1,730,769** newly issued ordinary shares with a nominal value of €0.01 each (the “**Increase Option Shares**”), and (ii) up to ~~3,071,917~~ **1,990,384** Shares (*i.e.*, up to 15.0% of the sum of the **New Shares** and the **Increase Option Shares**) from the holdings of the Selling Shareholders to cover any over-allotments (the “**Over-Allotment Shares**” and, collectively with the **New Shares** and the **Increase Option Shares**, the “**Offer Shares**”). The **Offer Shares** are denominated in and will trade in Euro. Immediately after payment (in Euro) for, and delivery of, the **Offer Shares** (“**Settlement**”), the issued share capital of the Company will amount to ~~€62,018,411~~ **€411,136** (assuming the Offer Price is set at the mid-point of the Offer Price Range (between ~~€7.306.50~~ and ~~€7.309.70~~ (inclusive) per Offer Share), divided into ~~46,201,808~~ **41,113,573** Shares with a nominal value of €0.01- each (assuming the Offer Price is set at the mid-point of the Offer Price Range (between ~~€7.306.50~~ and ~~€7.309.70~~ (inclusive) per Offer Share). The Articles of Association (as defined below) do not specify an authorised share capital.

**Rights attached to the Shares.** The Articles of Association will be amended and fully restated effective from Admission the Company's re-registration as public limited company on November 1, 2021. Reference to the "Articles of Association" hereafter will be to the Company's articles of association adopted with effect from Admission its re-registration as a public limited company on November 1, 2021. Shares traded on Euronext Amsterdam will be transferred through book-entry on the accounts of investors with intermediaries that are participants in Euroclear Nederland or intermediaries that hold, directly or indirectly, accounts with participants in Euroclear Nederland. Each Share confers its holder the right to cast one vote at the Company's general meeting, being the corporate body or, where the context so requires, the physical meeting (the "General Meeting"). There are no restrictions on voting rights. The Shares carry dividend rights for the financial year starting January 1, 2021.

**Rank of securities in the issuer's capital structure in the event of insolvency.** The Shares do not carry any rights in respect to capital to participate in a distribution (including on a winding-up) other than those that exist as a matter of law. The Shares will rank *pari passu* in all respects.

**Restrictions on the free transferability of the securities.** There are no restrictions on the transferability of the Shares in the Articles of Association or under English law. However, the Offering to persons located or resident in, or who are citizens of, or who have a registered address in certain countries, and the transfer of Shares into certain jurisdictions, may be subject to specific regulations or restrictions.

**Dividend or pay-out policy.** As of the date of this Prospectus, the Group has not adopted a dividend distribution policy.

#### Where will the securities be traded?

Application has been made for the admission to listing and trading of all of the Shares ("Admission") under the symbol "MTRK" on Euronext Amsterdam. Trading on an "as-if-and-when-delivered" basis in the Shares on Euronext Amsterdam is expected to commence at 9:00 CET on or around November 3<sup>rd</sup>, 2021 (the "First Trading Date"). Prior to the First Trading Date, there has been no public trading market for the Shares.

### KEY INFORMATION ON THE ADMISSION TO TRADING ON A REGULATED MARKET

#### Under which conditions and timetable can I invest in this security?

**Offering.** The offering of the Offer Shares (the "Offering") consists of private placements to a range of institutional investors in various jurisdictions. The Offer Shares are being offered to: (i) persons in EEA Member States who are Qualified Investors within the meaning of the Prospectus Regulation, (ii) persons in the UK who are qualified investors within the meaning of Article 2(e) of the Prospectus Regulation as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 who are persons having professional experience in matters relating to investments falling within Article 19(5) of the FPO, or high net worth entities falling within Article 49(2)(a) to (d) of the FPO or to whom an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) in connection with the issue or sale of any Offer Shares may otherwise lawfully be communicated or caused to be communicated, and (iii) certain institutional investors in Canada, Australia, New Zealand and any other jurisdictions outside the EEA exempt from the obligation to approve and passport a prospectus. The Offer Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "US Securities Act"). The Offer Shares are being offered (i) within the United States to persons reasonably believed to be qualified institutional buyers ("QIBs") as defined in, and in reliance on, Rule 144A ("Rule 144A") under the US Securities Act or pursuant to another exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act, and (ii) outside the United States in compliance with Regulation S under the US Securities Act ("Regulation S"). The Offer Shares have not been and will not be registered under the US Securities Act or with any securities regulatory authority of any state of the US, and may not be offered or sold within the US unless the Offer Shares are registered under the US Securities Act or an exemption from the registration requirements of the US Securities Act is available. There will be no public offering in any jurisdiction. With regard to potential stabilization measures and to the extent permitted by law, investors may, in addition to the New Shares and the Increase Option Shares, be allocated up to 3,071,917,990,384 Over-Allotment Shares in the Offering (the "Over-Allotment"). In connection with a potential Over-Allotment, Berenberg, acting on behalf of the Underwriters, will be provided with up to 3,071,917,990,384 Shares from the holdings of the Selling Shareholders in the form of a securities loan without charge; this number of Shares may not exceed 15% of the sum of the New Shares and the Increase Option Shares. Any Over-Allotment Shares made available pursuant to the Over-Allotment will be made available on the same terms and conditions as the Offer Shares being offered pursuant to the Offering, will rank *pari passu* in all respects with all other Shares (including with respect to pre-emption rights) and will form a single class with all other Shares for all purposes, including with respect to voting and for all dividends and distributions thereafter declared, made or paid on the share capital of the Company. Any stabilization measures shall be conducted in accordance with Regulation (EU) 596/2014 ("MAR") and Commission Delegated Regulation (EU) 2016/1052. If such stabilization occurs, it may be undertaken on Euronext Amsterdam, in the over-the-counter markets or otherwise. In this context, the Selling Shareholders have granted an option (the "Greenshoe Option") to Berenberg (the "Stabilisation Manager") (on behalf of the Underwriters), exercisable within 30 calendar days after the First Trading Date, pursuant to which the Stabilisation Manager, on behalf of the Underwriters, may acquire from the Selling Shareholders additional Shares (the "Greenshoe Shares"), comprising up to 13% of the total number of Offer Shares sold in the Offering (in any case not higher than the number of Over-Allotment Shares), thus satisfying the retransfer obligation under the securities loan.

**Timetable.** Subject to acceleration or extension of the timetable by the Company and the Selling Shareholders, in consultation with the Sole Global Coordinator for, or withdrawal of, the Offering, the timetable below lists the expected key days for the Offering:

<b>Event</b>	<b>Date (Time (CET))</b>
Start of Offering Period.....	October 27, 2021 at 9:00
End of Offering Period.....	November <del>24</del> , 2021 at 18:00
Expected pricing.....	November <del>24</del> , 2021
Publications of the results of the Offering and expected allocation.....	November <del>24</del> , 2021
First Trading Date (on an “as-if-and-when-delivered” basis).....	November <del>35</del> , 2021
Settlement Date (payment and delivery) .....	November <del>59</del> , 2021

The Company and the Selling Shareholders together with the Sole Global Coordinator, reserve the right to adjust the dates, times and periods given in the timetable and throughout the Prospectus.

**Offer Price, Offer Price Range and number of Offer Shares.** The price of the Offer Shares (the “**Offer Price**”) is expected to be in the range of ~~€6.507.30~~ to ~~€7.309.70~~ (inclusive) per Offer Share (the “**Offer Price Range**”). The Offer Price may be set within, above or below the Offer Price Range. The Offer Price Range is indicative and may be changed. The maximum number of Offer Shares may be increased or decreased prior to the allocation of the Offer Shares. The Offer Price and the exact number of Offer Shares will be determined by the Company, based on close consultation with the Sole Global Coordinator, after the end of the Offering Period by the Company and the Selling Shareholders in agreement with the Underwriters and on the basis of a book building process, and taking into account economic and market conditions, a qualitative and quantitative assessment of demand for the Offer Shares and other factors deemed appropriate, and will be stated in a pricing statement (the “**Pricing Statement**”) that will be published through a press release that will also be posted on the Company’s website ([www.motork.io](http://www.motork.io)) and filed with the AFM.

**Allocation.** Allocation of the Offer Shares to investors is expected to take place after closing of the Offering Period on or about November ~~35~~, 2021, subject to acceleration or extension of the timetable for the Offering. Full discretion will be exercised as to whether or not and how to allot the Offer Shares. There is no minimum or maximum number of Offer Shares for which prospective investors may apply and multiple applications to purchase Offer Shares are permitted. In the event that the Offering is over-subscribed, investors may receive fewer Offer Shares than they applied for. The Company and the Selling Shareholders may, in consultation with the Sole Global Coordinator, at their own discretion and without stating the grounds therefor, reject any subscriptions wholly or partly. On the day that Allocation occurs, the Underwriters will notify the investors of any Allocation of Offer Shares made to them. On October 12, 2021, one or more funds or accounts managed by Capital International Investors (the “**Pre-Committed Investor**”) have irrevocably committed itself *vis-à-vis* the Company to subscribe for Offer Shares in the Offering at the Offer Price (up to a specific maximum Offer Price), in exchange for a guaranteed allocation, for an aggregate amount of **20% of the sum of the New Shares and any Increase Option Shares, i.e., approximately €17.2526 million (assuming issuance of all New Shares and full exercise of the Increase Option)** upon completion of the Offering (the “**Pre-Commitment**”), subject to the following conditions, amongst others: (a) entry into force of, *inter alia*, the Underwriting Agreement, (b) approval and publication of this Prospectus, and (c) trading of the shares on Euronext Amsterdam, which subject to acceleration or extension of the timetable for the Offering, is expected to commence on the First Trading Date (as defined below) falling on or prior November 30, 2021. In the event the Offering is oversubscribed, the Pre-Commitment will not be reduced but will be entirely allocated with priority to the Pre-Committed Investor. The Pre-Committed Investor is not bound by any contractual lock-up restrictions.

**Payment.** Payment (in Euro) for and delivery of the Offer Shares (“**Settlement**”) will take place on the settlement date, which is expected to be on or about November ~~59~~, the second business day following the Allocation (as defined below), subject to acceleration or extension of the timetable for the Offering (the “**Settlement Date**”). Taxes and expenses, if any, must be borne by the investor. No expenses will be charged to investors by the Company or the Selling Shareholders. Investors must pay the Offer Price in immediately available funds in full in Euro on the Settlement Date, in cash upon remittance of their subscription or, alternatively, by authorizing their financial intermediary to debit their bank account with such amount on or about the Settlement Date (or earlier in the case of an early closing of the Offering Period and consequent acceleration of pricing, Allocation, first trading and payment and delivery).

**Delivery of Shares.** The Offer Shares will be delivered in book-entry form through the facilities of *Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V.* (“**Euroclear Nederland**”). Settlement may not take place on the Settlement Date or at all if certain conditions or events referred to in the Underwriting Agreement (as defined below) are not satisfied or waived or occur on or prior to such date. If Settlement does not take place on the Settlement Date as planned or at all, the Offering may be withdrawn, in which case all subscriptions for Offer Shares will be disregarded, any allotments made will be deemed not to have been made and any subscription payments made will be returned without interest or other compensation and transactions in the Offer Shares on Euronext Amsterdam may be annulled. Any transactions in Offer Shares prior to Settlement are at the sole risk of the parties concerned. The Company, the Selling Shareholders, the Underwriters (as defined below) and Euronext Amsterdam do not accept responsibility or liability towards any person as a result of the withdrawal of the Offering or the (related) annulment of any transactions in Offer Shares.

**Sole Global Coordinator and Joint Bookrunners.** Berenberg is acting as Sole Global Coordinator. ABN AMRO, together with the Sole Global Coordinator, are acting as joint bookrunners (the “**Joint Bookrunners**”) (the “**Underwriters**”).

**Listing and Paying Agent.** ABN AMRO is acting as listing agent for the Admission and the paying agent for the Shares.

**Stabilisation Manager.** Berenberg is acting as stabilisation manager for the Offering.

**Dilution.** The Offer Shares will represent a maximum of ~~36.448.0%~~ of the issued share capital of the Company at Admission. Existing shareholders will experience a maximum dilution of ~~28.738.4%~~ in connection with the Offering due to the issuance of New Shares.

**Estimated expenses.** The expenses related to the Offering and the Admission consist of the fees for the Underwriters, the fees due to Euronext Amsterdam, as well as legal and administrative expenses, financial adviser fees, publication costs and applicable taxes, if any. The Company estimates that its total expenses related to the Admission are approximately ~~9.646.37~~ million (assuming the maximum

number of Offer Shares are issued and sold by the Company and the Selling Shareholders and that all such Offer Shares are sold at an Offer Price set at the mid-point of the Offer Price Range). The expenses, commissions and taxes related to the Greenshoe Option payable by the Selling Shareholders are estimated to amount to approximately ~~€0.584.01~~ million (assuming that (i) the maximum number of New Shares and Increase Option Shares are issued and sold by the Company, (ii) all such New Shares and Increase Option Shares are sold at an Offer Price set at the mid-point of the Offer Price Range and (iii) the Greenshoe Option is exercised in full). No commissions, fees or expenses in connection with the Offering will be charged to investors by the Company. Investors will have to bear customary transaction and handling fees charged by their brokers or other financial institutions through which they hold their securities.

#### **Why is this prospectus being produced?**

**Reasons for the Offering and Admission.** The Company believes that the Offering and Admission will raise the Company's profile with the international investment community and its customers and OEMs, enhance brand recognition and credibility and promote trust towards the Group with an aim at supporting its growth strategy. In addition, the Offering will provide further financial flexibility and diversity to the Company through access to a wider range of capital-raising options and the Admission will create a market in the Shares for the future shareholders of the Company and will enhance employee and manager retention through the ability to offer easily exercisable equity-based incentive plans. The sale of Offer Shares by the Selling Shareholders will provide the Selling Shareholders with an opportunity for a partial realisation of their shareholding in the Company.

**Gross proceeds.** Through the sale of Offer Shares pursuant to the Offering, the Company expects to raise gross proceeds of approximately ~~€130.075~~ million (assuming the Offer Price is set at the mid-point of the Offer Price Range (between ~~€7.306.50~~ and ~~€7.309.70~~ (inclusive) per Offer Share **and assuming no exercise of the Greenshoe Option and the Increase Option**) before taking into account commissions and certain expenses associated with the Offering. On that basis, the aggregate underwriting commissions payable by the Company and the Selling Shareholders in connection with the Offering are estimated to be approximately ~~€3.375.85~~ million (**assuming no exercise of the Greenshoe Option and the Increase Option**).

**Underwriting Agreement.** The Company, the Selling Shareholders and the Underwriters ~~entered~~ **will enter** into an underwriting agreement (the "**Underwriting Agreement**") on October 27, 2021, **as subsequently amended on November 2, 2021** with respect to the offer and sale of the Offer Shares in the Offering. The Underwriting Agreement provides that the obligations of the Underwriters to use their respective reasonable endeavours to procure subscribers for or, failing which, to subscribe for themselves (on a several and not a joint or joint and several basis) the number of Offer Shares set forth in the Pricing Agreement, are subject to certain customary closing conditions. In addition, upon the occurrence of specific events, such as conditions precedent not being satisfied or waived, the Underwriting Agreement may cease to have effect immediately at any time prior to Settlement and/or the Underwriters may elect to terminate the Underwriting Agreement at any time prior to Settlement (or thereafter, in respect of the Greenshoe Option only). After the entering into of the Pricing Agreement between the Company, the Selling Shareholders and the Underwriters, which is a condition for the obligations of the Underwriters under the Underwriting Agreement, and the terms of and subject to the conditions set forth in the Underwriting Agreement, the Underwriters will, severally but not jointly, agree to use reasonable endeavours to procure purchasers for the Offer Shares at the Offer Price. To the extent that the Underwriters fail to procure such purchasers, the Underwriters will themselves, severally but not jointly, purchase such Offer Shares at the Offer Price. The Selling Shareholders will agree to sell the Offer Shares at the Offer Price.

**Material conflicts of interest pertaining to the Offering and Admission.** Certain of the Underwriters and/or their affiliates are, or have been, engaged and may in the future engage in commercial banking, investment banking and financial advisory and ancillary activities in the ordinary course of their business with the Group and/or the Selling Shareholders or any parties related to or competing with any of them, in respect of which they have received, and may in the future receive, customary fees and commissions. Additionally, the Underwriters may, in the ordinary course of their business, in the future hold the Company's and/or the Selling Shareholders' securities for investment. As a result of acting in the capacities described above, the Underwriters and their affiliates may have interests that may not be aligned, or could potentially conflict, with the interests of investors or with the interests of the Company or the Group.

## RISK FACTORS

The information set out below shall be amended as follows in the section of the Prospectus entitled “Risk Factors” on Pages 1 - 21 (the amendments are highlighted in bold and underlined and the deletions are stricken through):

*Persons acquiring Shares through this Offering may be unable to affect the Company’s management as the Relevant Shareholders may retain control over the Company after the Offering is complete.*

The Offering will include up to ~~48.0~~36.4% of the Company’s share capital (assuming the exercise in full of the Greenshoe Option and of the Increase Option).

Therefore, following the First Trading Date, 83 North, Marco Marlia, Fabio Gurgone, Marco De Michele, Zobito 1 and 2 and Assaf Topaz (the “**Relevant Shareholders**”) will continue to control the Company by virtue of holding an overall amount of not less than approximately ~~55.9~~64.7% (assuming no exercise of the Greenshoe Option and the Increase Option) of the Company’s share capital (or ~~47.4~~57.9% assuming the exercise in full of the Greenshoe Option and the Increase Option), corresponding to ~~55.9~~64.7% of the Company’s voting rights. In addition, the Relevant Shareholders have entered into a shareholders’ agreement whereby they have agreed to an allocation of certain rights and obligations with respect to control of the Company. Accordingly, other shareholders will not be able to prevent, delay, or discourage certain corporate actions (including a potential change of control) that is supported by the Relevant Shareholders. For further information regarding the Relevant Shareholders and their ownership of the Company’s share capital immediately preceding and following the Offering, see “*The Offering – Shareholders*” and further information regarding the shareholders’ agreement to which the Relevant Shareholders are parties, see “*Management and Employees – Shareholders Agreement*”.

## REASONS FOR THE OFFERING AND USE OF PROCEEDS

The information set out below shall be amended as follows in the section of the Prospectus entitled “Reasons for the Offering and Use of Proceeds” on Page 33 (the amendments are highlighted in bold and underlined and the deletions are stricken through):

### 4.2 Proceeds and Expenses of the Offering

Through the sale of Offer Shares pursuant to the Offering, the Company expects to raise in aggregate gross proceeds of approximately ~~€171,924,987~~**€99,187,486** (assuming the exercise in full of the **Greenshoe Option and the Increase Option**), of which gross proceeds of approximately ~~€12,937,493~~~~22,424,998~~ will be allocated to the Selling Shareholders, assuming (i) the Offer Price is set at the mid-point of the Offer Price Range (between ~~€6.507.30~~ and ~~€7.309.70~~ (inclusive) per Offer Share), (ii) the execution of the Increase Option and (iii) full exercise of the Greenshoe Option. The aggregate underwriting commissions payable by the Company and the Selling Shareholders in connection with the Offering are estimated to be approximately ~~€1.467.74~~ million (assuming the exercise in full of the Greenshoe Option and of the Increase Option), based on the aforementioned assumptions.

The aggregate expenses (excluding underwriting commissions) of, or incidental to, Admission and the Offering to be borne by the Company are estimated to be approximately €1.91 million.

No expenses or fees will be charged by the Company, the Selling Shareholders, the Listing and Paying Agent or the Underwriters to investors in relation to the Offering.

### 4.3 Use of Proceeds

The Company will be receiving net proceeds of approximately ~~€80,460,952~~~~140,864,698~~ (assuming the exercise in full of the Increase Option) from the Offering, which the Company intends to use to increase R&D spending, invest in sales and marketing, **and** support its bolt-on acquisition strategy, ~~and reimburse EIB under the terms of the EIB Facility Agreement. For further information related to the credit facility provided by the European Investment Bank (“EIB”), see “General Information on the Company – Material Contracts – Financing Agreements – €15 million EIB Facility Agreement”.~~

The Company intends to use approximately ~~20%~~ **one-third** of the **net** proceeds in R&D spending to strengthen its existing product suite and accelerate new product development; with another ~~20%~~ **one-third** intended to support the expansion of the Company’s sales teams to accelerate new customer wins and expand its existing customer base. The Company expects the remaining ~~60%~~ **one-third** of the proceeds to be allocated to M&A activities, as the Company is looking to leverage its position as a leading player to further consolidate a fragmented market in order to gain market share and continue to enter new geographies.

## MANAGEMENT DISCUSSION AND ANALYSIS AND OPERATING AND FINANCIAL REVIEW

The information set out below shall be amended as follows in the section of the Prospectus entitled “Management Discussion And Analysis And Operating And Financial Review” on Pages 42 – 66 (the amendments are highlighted in bold and underlined and the deletions are stricken through):

### ***Build on previous M&A track record to consolidate the market***

The Group operates in a highly fragmented market, in which it believes it has a strong track record of successfully executing acquisitions integrating targets (6 deals since inception). The Group’s M&A strategy is based on identifying targets which:

- offer products similar to those of the Group (thus adding additional market share or enhancing the recurring revenue model),
- offer similar products to those of the Group (thus adding an additional customer base and offering cross-sell opportunities for the Group’s existing products), and/or
- offer or develop products which are complementary to the Group’s existing products (thus adding innovative products to the Group’s existing product suite).

The Group strives to integrate targets in the Group as quickly as possible after acquisition by integrating their customer base with the Group’s existing customer base and SaaS platform users and aligning their strategy, financial performance and key performance indicators (“**KPIs**”) to those of the Group. Finally, the Group focuses on the growth of the newly acquired business by implementing revenue and cost synergies, optimizing sales and unifying the product offering (with a view to achieving an almost full SaaS-based model).

Since its founding in 2010, the Group expanded its presence in France and Spain through the acquisition of established businesses, and constantly monitors new opportunities for expansion. In 2016, the Group acquired Eflow for its automotive vertical CRM offering which has since been cross-sold across the Group’s customer base, after MotorK integrated the product offered by Eflow to its CRM Module (at the time of the acquisition branded as LeadSpark). In 2017, the Group acquired Punsset, a Spanish company specializing in online strategies and software developing for car dealership businesses, to expand its market share and develop its presence in Spain, which led to a significant increase in the number of customers. At the time of the acquisition, Punsset had relationships with approximately 400 dealerships and 28 OEMs across Spain and Portugal. More recently, the Group also acquired a French company specializing in digital web solutions for car dealership businesses, 3W Net, to penetrate the French market, and the Group envisages revenue in France to grow organically over the next few years, given that almost all former 3W Net customers have migrated to the SparK SaaS platform since the acquisition. At the time of the acquisition, 3W Net had relationships with approximately 800 active websites and approximately 300 clients. Each of the three acquisitions completed since 2020 involved the acquisition of a mature business (*i.e.*, a business with approximately 20 years of operational history) with a modest number of employees (*i.e.*, between 10 and 20 employees).

The success of the Group’s M&A strategy is evidenced by the financial results recorded in recent deals. Integrated revenues recorded in 2020 (defined as total revenues of the acquired entities after applying non-cash IFRS 15 treatment) were substantially higher than independent revenues (defined as revenues recorded in the standalone financials of the target company) recorded at the time of the acquisition. For example, Eflow, Punsset and 3W Net had recorded €0.4 million (*Source: Eflow 2016 company’s account*), €0.8 (*Source: Punsset 2016 company’s account*) and €0.9 million (*Source: 3W Net 2018 company’s account*) in 2016 and 2018, respectively, compared to €4.0 million, €1.4 million and €1.7 million in 2020, while revenue grew 10.0x, 1.8x and 1.9x, respectively since the acquisition.



The Group aims at sustaining and further enhancing its growth through selective acquisitions in order to accelerate customer acquisitions, increase its product offering and expand its footprint into new geographical areas.

In particular, the Group is currently tracking approximately 68 acquisition targets and is in conversations with approximately 10 companies within the EMEA region with an aggregate revenue of nearly €20 million. For further information regarding acquisitions currently under binding letters of intent, see “*General Information on the Company – Material Contracts – Acquisitions and sale of equity investments*”.

#### Targets for 2021-2022 and 2026

This section provides information on certain key metrics the Group aims to achieve as of the date of this Prospectus. Any of the statements below are not guarantees of future performance and actual results could differ materially from current expectations. Numerous factors could cause or contribute to such differences. Please see “*Important Information—Forward-Looking Statements*” for more information.

- Based on the Company’s estimates as of the date of this Prospectus, the Group targets to report:
- revenues driven by organic growth of between approximately €25 million and €27 million as of and for the year ending December 31, 2021 due to the impact of the COVID-19 pandemic;
- revenues driven by organic growth of between approximately €45 million and €47 million (of which €9 million relates to the planned acquisitions of the Spanish Targets, the French Targets and Francepronet) as of and for the year ending December 31, 2022, with 2020-2022 CAGR at approximately 34%;
- **ARR, calculated as the monthly fee received multiplied per twelve times (i.e., showing revenue as if it were received over the life of the contract rather than at the signing of the contract pursuant to IFRS 15), of between approximately €28 million and €30 million as of and for the year ending December 31, 2022;**
- **ARR of between approximately €38 million and €40 million as of and for the year ending December 31, 2023, representing a year-on-year organic growth of approximately 34% in 2022-2023;**
- Adjusted EBITDA Margin of approximately 20% for the year ending December 31, 2021;
- capital expenditures (excluding M&A) of approximately 15% of the revenues recorded the year ending December 31, 2021; and
- a positive working capital slightly outgrowing revenue in line with a shift to Recurring Revenue for the year ending December 31, 2021.

Also, based on the Company’s estimates, the Group targets to have approximately 70% of Recurring Revenue as a percentage of aggregate sales as of and for the year ending December 31, 2022, including the effects of M&A. Recurring Revenue of the Group as a percentage of total revenues were equal to 45.9%, 53.7% and 38.6%, respectively, as of and for the years ended December 31, 2020, 2019 and 2018, and 43.3% and 46.2%, respectively, as of and for the six-month periods ended June 30, 2021 and 2020.

While the Group’s outlook for 2021 and 2022 is still affected by the ongoing effects of the Covid-19 pandemic, which reduced the Group’s key metrics to levels from which they are now recovering, the material effects of the pandemic are historical.

Also, in the mid-term, based on the Company’s strategy as of the date of this Prospectus, the Group targets to report as of and for the year ended December 31, 2026:

- revenues driven by organic growth of approximately €10 million;
- Adjusted EBITDA Margin of greater than 40%;
- capital expenditures (excluding M&A) slightly above 10% of revenues;
- a positive working capital slightly outgrowing revenues in line with a shift to Recurring Revenue; and
- additional revenues of approximately ~~€5070~~ million due to M&A. For further information regarding risks associated with M&A activity, see “*Risk Factors – Risks relating to the Group’s Business Operations – The Group may fail to successfully complete acquisitions as part of its growth strategy*”.

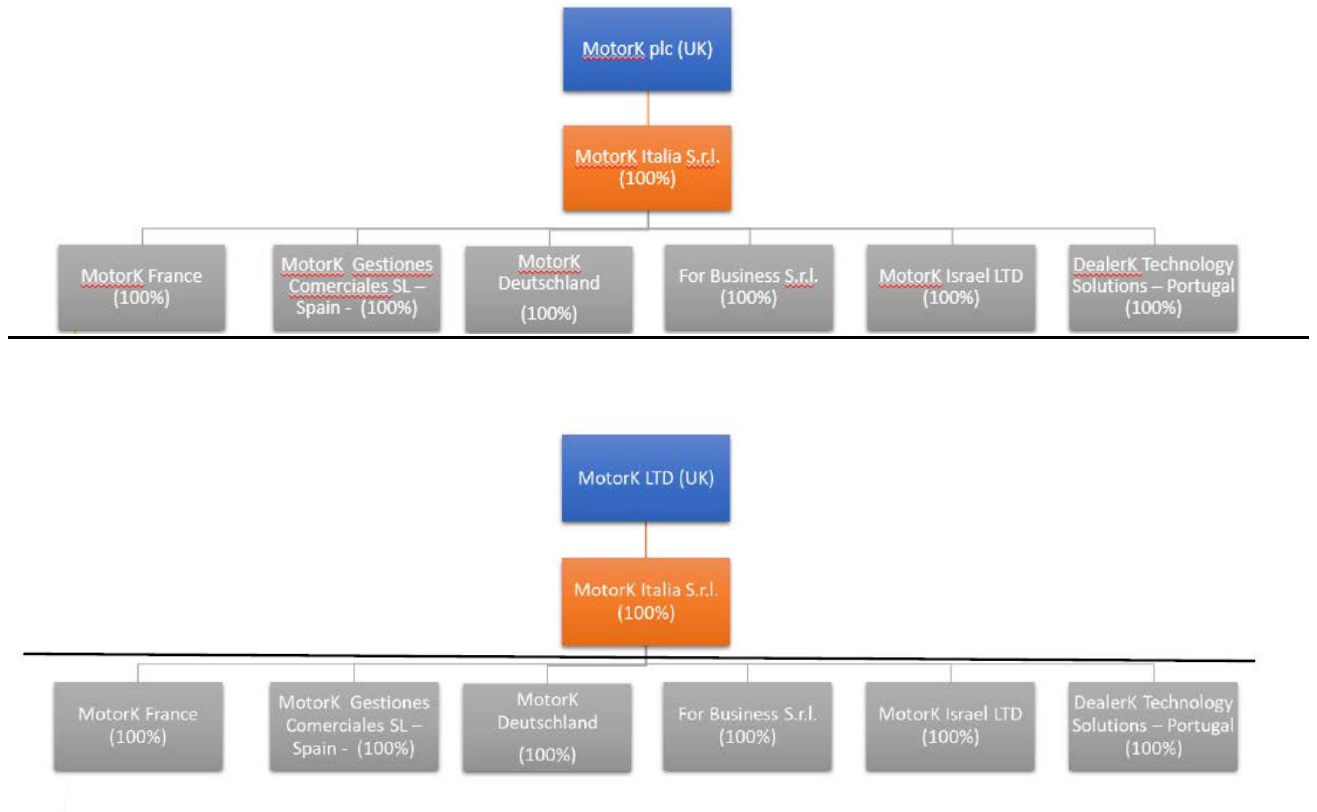
The targets disclosed above as of and for the years ending December 31, 2021 and 2022-~~2023~~ and 2026 do not constitute a profit forecast as set out in Section 11 of Annex I of Commission Delegated Regulation (EU) No. 2019/980 (the “**Delegated Regulation**”). As such, the Group’s disclosure around these targets does not meet the requirements set forth by the Delegated Regulation for profit forecasts and may be less accurate or have lower predictive value to investors. In addition, these targets constitute forward-looking statements and the Group’s actual results may materially differ from these targets (see “*Important Information—Forward-Looking Statements*” for more information).

## BUSINESS DESCRIPTION

The information set out below shall be amended as follows in the section of the Prospectus entitled “Business Description” on Pages 76 – 100 (the amendments are highlighted in bold and underlined and the deletions are stricken through):

### Group Structure

The structure chart below sets out the Group’s structure as of the date of this Prospectus.



*Note: The chart above does not include DriveK Italia S.r.l., as the operations of DriveK are recorded as discontinued operations in the financial statements.*

The table below is a brief description of the activities carried out by each of the Group companies as of the date of this Prospectus.

<b>Company</b>	<b>Jurisdiction of incorporation</b>	<b>Main business</b>	<b>Direct or indirect ownership</b>
MotorK Ltd. <u>plc</u>	UK	Holding company Sub holding	–
MotorK Italia S.r.l.	Italy	company(1)	100%
MotorK France S.à r.l.	France	Sales distributor	100%
MotorK Gestiones Comerciales S.L.	Spain	Sales distributor	100%
MotorK Deutschland GmbH	Germany	Sales distributor	100%
For Business S.r.l.	Italy	Call center for the Italian market	100%
MotorK Israel Ltd.	Israel	Talent hub	100%
DealerK Technology Solutions	Portugal	R&D center of excellence	100%

(1) Distributing IP, R&D, procurement, operation, finance and sales services.

## MANAGEMENT AND EMPLOYEES

The information set out below shall be amended as follows in the section of the Prospectus entitled “Reasons for the Offering and Use of Proceeds” on Pages 106 – 125 (the amendments are highlighted in bold and underlined and the deletions are stricken through):

### 12.7 Equity Holdings

None of the Directors nor the Executive Management Team will purchase or subscribe for any Shares in the Offering, and therefore will not have a direct interest in the issued ordinary share capital of the Company immediately following Admission (including beneficial interests and interests of persons connected with the Directors or members of the Executive Management Team), other than as disclosed below:

- (i) immediately following Admission, assuming full exercise of the Over-Allotment Option and the Increase Option, Marco Marlia will hold 5,121,756~~4,913,692~~ Shares, equal to 12.2%~~10.0%~~ of the share capital of the Company;
- (ii) immediately following Admission, assuming full exercise of the Over-Allotment Option and the Increase Option, Mauro Pretolani will hold 129,315~~124,062~~ Shares, equal to 0.3% of the share capital of the Company;
- (iii) immediately following Admission, assuming full exercise of the Over-Allotment Option and the Increase Option, Mans Hultman will have indirect interests in the Company in his capacity as shareholder of Zobito 1 and 2 and Tassaka Invest AB which will directly hold 1,646,087~~1,538,199~~, 1,009,698~~1,009,698~~ and 175,150~~182,566~~ Shares, equal to 3.3%~~2.1%~~, 2.4%~~0.4%~~ of the share capital of the Company, respectively; and
- (iv) immediately following Admission, assuming full exercise of the Over-Allotment Option and the Increase Option, Laurel Charmaine Bowden will have indirect interests in the Company in her capacity as partner of 83 North which will directly hold 6,222,436~~6,485,918~~ Shares, equal to 15.5%~~12.7%~~ of the share capital of the Company.

### 12.11 Shareholders' Agreements

On August 22, 2016, Marco Marlia, Fabio Gurgone, Marco De Michele and Tommaso Parisi, as original founders of the Group, 83 North, Zobito and Assaf Topaz, as investors, and the Company entered into a subscription and shareholders' agreement relating to the Company and its subsidiaries (the “**2016 Shareholders Agreement**”). With respect to the parties of the 2016 Shareholders Agreement, immediately following Admission:

- (i) assuming full exercise of the Over-Allotment Option and the Increase Option, Marco Marlia will hold ~~4,913,692~~ 5,121,756 Shares, equal to ~~10.0%~~ 12.2% of the share capital of the Company;
- (ii) assuming full exercise of the Over-Allotment Option and the Increase Option, Fabio Gurgone will hold ~~4,737,549~~ 4,938,155 Shares, equal to ~~9.7%~~ 11.8% of the share capital of the Company;
- (iii) assuming full exercise of the Over-Allotment Option and the Increase Option, Marco De Michele will hold ~~4,737,549~~ 4,938,155 Shares, equal to ~~9.7%~~ 11.8% of the share capital of the Company;
- (iv) assuming full exercise of the Over-Allotment Option and the Increase Option, Tommaso Parisi will hold ~~775,387~~ 808,219 Shares, equal to ~~1.6%~~ 1.9% of the share capital of the Company;
- (v) assuming full exercise of the Over-Allotment Option and the Increase Option, 83 North will hold ~~6,222,436~~ 6,485,918 Shares, equal to ~~12.7%~~ 15.5% of the share capital of the Company;

- (vi) assuming full exercise of the Over-Allotment Option and the Increase Option, Zobito and Zobito 2 AB will hold ~~1,538,199~~**1,646,087** and ~~1,009,698~~**1,009,698** Shares, equal to ~~3.13%~~**3.13%** and ~~2.12%~~**2.4%** of the share capital of the Company; and
- (vii) assuming full exercise of the Over-Allotment Option and the Increase Option, Assaf Topaz will hold ~~121,051~~**126,177** Shares, equal to ~~0.20%~~**0.3%** of the share capital of the Company.

## 12.15 Employees

As of June 30, 2021, MotorK employed approximately 228 permanent employees, with headcount of 305 including agency, temporary and trainee employees. As of December 31, 2020, the Group had 261 employees. The tables below shows the total number of employees working for the Group in the years ended December 31, 2020, December 31, 2019 and December 31, 2018 and for the six-month period ended June 30, 2021, by category.

	For the years ended December 31,		
	2020	2019	2018
<b>Employees</b> .....			
Managers and Executives .....	33	33	26
Employees .....	198	219	247
<b>Total employees of the Group</b> .....	231	252	273
<b>Total temporary employees of the Group</b> .....	30	36	35
<b>Total</b> .....	<b>261</b>	<b>288</b>	<b>308</b>

The Group also engaged 73 temporary agents in 2019 and 46 in 2020.

	For the six-month periods ended June 30,	
	2021	2020
<b>Employees</b> .....		
Managers and Executives .....	35	30
Employees .....	201	219
<b>Total employees of the Group</b> .....	236	249
<b>Total temporary employees of the Group</b> .....	26	28
<b>Total</b> .....	<b>262</b>	<b>277</b>

The group also engaged 77 temporary agents for the six-month period ended June 30, 2020 and 42 for the six-month period ended June 30, 2021.

The following tables show the breakdown by geographical area of the total number of employees working for the Group as of December 31, 2020, December 31, 2019 and December 31, 2018 and for the six-month period ended June 30, 2021.

	For the years ended December 31,		
	2020	2019	2018
Italy .....	219	237	247
Germany .....	6	9	5
France .....	9	8	8
Spain.....	24	9	33
UK .....	3	5	15
<b>Total employees of the Group</b> .....	<b>261</b>	<b>288</b>	<b>308</b>

	For the six-month periods ended June 30,	
	2021	2020
Italy .....	206	230
Germany .....	4	6
France .....	16	10
Spain .....	22	27
Israel .....	2	0
Portugal .....	6	0
UK .....	3	4
<b>Total employees of the Group</b> .....	<b>259</b>	<b>277</b>

Since June 30, 2021, the Group has hired 7 new employees.

The Group’s management team estimates that its employee turnover rate is 26%. The average employee turnover rate for a Martech/SaaS company, by contrast, is 15%.

#### *Employees’ Stock Option Plan*

The Company adopted a share-based incentive plan named “MotorK Ltd EMI Share Option Plan” (the “**EMI Plan**”) for the grant of share options to eligible UK-resident full-time employees of the Group, as amended and restated, subject and conditional upon listing, on October 18, 2021.

Under the EMI Plan, the Company may grant a right to acquire shares of the Company (the “**Options**”) in the form of either options in order to reward the option holder for the achieving of a listing of the Company’s shares on a recognized investment exchange (“**Bonus Options**”) or options outside of the context of a listing (“**Ordinary Options**”).

The Company may grant an Ordinary Option or a Bonus Option to (i) any eligible employee it chooses, as long as such options are tax advantaged enterprise management incentive options (the “**EMI Options**”) overseen by the UK tax authorities (HMRC) and, provided specific legislative requirements are met which are set out in Schedule 5 of the Income Tax (Earnings and Pensions) Act 2003 (the “**EMI Code**”); or (ii) to any employee it chooses, as long as such options are not intended to be EMI Options.

#### *Total shares under option*

Options have been granted in relation to 3,241,599 Shares in total.

On October 14, 2021, the Board of Directors of the Company resolved upon the anticipation of the vesting period of 120,000 options granted pursuant to the EMI Plan to the director of the Company, Amir Rosentuler, effective immediately. Therefore, prior to the First Trading Date, Amir Rosentuler ~~will exercise~~ **exercised** his vested options and ~~subscribes~~ **subscribed to** 120,000 new shares of the Company, equal to approximately 0.4% of the issued share capital of the Company prior to the Admission. Such newly subscribed shares will be sold in the context of the Offering as part of the Over-Allotment Option.

## DESCRIPTION OF SHARE CAPITAL AND CORPORATE GOVERNANCE

The information set out below shall be amended as follows in the section of the Prospectus entitled “Description of Share Capital and Corporate Governance” on Pages 126 – 142 (the amendments are highlighted in bold and underlined and the deletions are stricken through):

### 13.2 Authorised, Issued and Outstanding Share Capital

As of the date of this Prospectus, the issued share capital of the Company amounts to €286,135.74 and consists of 28,613,574 Existing shares with a nominal value of €0.01 each.

At the date of this Prospectus, there is no authorised capital and all Existing Shares are fully paid-up.

The net asset value per Share (*i.e.*, the total net assets of the Company divided by 28,613,574 Existing Shares) as of the date of the latest balance sheet (*i.e.*, December 31, 2020) before the Offering is €0.15. The Offer Price is expected to be set within the range of ~~€6.507.30~~ to ~~€7.309.70~~ (inclusive) per Offer Share.

As of the date of this Prospectus, no Shares are held by the Company. At the date of this Prospectus, all issued Shares are fully paid-up and are subject to, and have been issued under, UK law. The table below shows the expected number of issued and outstanding Shares: (i) immediately prior to Admission and (ii) immediately following Admission assuming the maximum number of Offer Shares are purchased, (a) without Greenshoe Option being exercised; (b) with full exercise of the Greenshoe Option; (c) without the Increase Option being exercised; and (d) with full exercise of the Increase Option.

	<u>Shares prior to Admission</u>	<u>Shares following Admission assuming the maximum number of Offer Shares are purchased</u>			
		<u>Without exercise of the Increase Option and the Greenshoe Option</u>	<u>Without exercise of the Increase Option and with exercise of the Greenshoe Option in full</u>	<u>With exercise of the Increase Option and the Greenshoe Option in full</u>	<u>With exercise of the Increase Option in full and without exercise of the Greenshoe Option</u>
Shares.....	28,613,574	<u>40,152,035</u> <del>46,421,793</del>	<u>40,152,035</u> <del>46,421,793</del>	<u>41,882,804</u> <del>49,093,025</del>	<u>41,882,804</u> <del>49,093,025</del>

At the date of this Prospectus the Company holds no Shares as treasury shares.



## THE OFFERING

The information set out below shall be amended as follows in the section of the Prospectus entitled “The Offering” on Pages 143 – 149 (the amendments are highlighted in bold and underlined and the deletions are stricken through):

### 14.1 Introduction

The Company and the Selling Shareholders are offering (i) up to ~~47~~**11,538,461** million newly issued ordinary shares with a nominal value of €0.01 each in the Company’s share capital (the “**New Shares**”), (ii) subject to the exercise of an irrevocable and unconditional option granted to the Sole Global Coordinator (as defined below) acting on behalf of the Underwriters (as defined below) by the Company to increase the number of Shares to be offered (*i.e.*, the New Shares) by up to 15% (the “**Increase Option**”), representing up to ~~1,730,7692,671,232~~**1,730,769** Shares, newly issued ordinary shares with a nominal value of €0.01 each (the “**Increase Option Shares**”) and (iii) up to ~~1,990,3843,071,917~~**1,990,384** Shares from the holdings of the Selling Shareholders (*i.e.*, up to 15% of the sum of the New Shares and the Increase Option Shares) to cover any over-allotments (the “**Over-Allotment Shares**” and, collectively with the New Shares and the Increase Option Shares, the “**Offer Shares**”). In this context, the Selling Shareholders have granted an option (the “**Greenshoe Option**”) to Berenberg (the “**Stabilisation Manager**”) (on behalf of the Underwriters), exercisable within 30 calendar days after the First Trading Date, pursuant to which the Stabilisation Manager, on behalf of the Underwriters, may acquire from the Selling Shareholders additional Shares (the “**Greenshoe Shares**”), comprising up to 15% of the total number of New Shares sold in the Offering (in any case not higher than the number of Over-Allotment Shares), thus satisfying the retransfer obligation under the securities loan.

Assuming no Over-Allotment (as defined below), but the exercise of the Increase Option, the Offer Shares will constitute not more than ~~41.7~~**31.7**% of the issued Shares. Assuming full Over-Allotment (as defined below) and the exercise of the Increase Option, the Offer Shares will constitute not more than ~~48.0~~**36.4**% of the issued Shares.

The Offering consists of private placements to a range of institutional investors in various jurisdictions. The Offer Shares are being offered to: (i) persons in EEA Member States who are Qualified Investors within the meaning of the Prospectus Regulation; (ii) persons in the UK who are qualified investors within the meaning of Article 2(e) of the Prospectus Regulation as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 who are persons having professional experience in matters relating to investments falling within Article 19(5) of the FPO, or high net worth entities falling within Article 49(2)(a) to (d) of the FPO or to whom an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) in connection with the issue or sale of any Offer Shares may otherwise lawfully be communicated or caused to be communicated; and (iii) certain institutional investors in Canada, Australia, New Zealand and any other jurisdictions outside the EEA exempt from the obligation to approve and passport a prospectus. The Offer Shares have not been and will not be registered under the US Securities Act. The Offer Shares are being offered (i) within the United States to persons reasonably believed to be QIBs as defined in, and in reliance on, Rule 144A under the US Securities Act or pursuant to another exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act, and (ii) outside the United States in compliance with Regulation S. The Offer Shares have not been and will not be registered under the US Securities Act or with any securities regulatory authority of any state of the US, and may not be offered or sold within the US unless the Offer Shares are registered under the US Securities Act or an exemption from the registration requirements

of the US Securities Act is available. There will be no public offering of Offer Shares in any jurisdiction.

#### *Increase Option*

The Company has granted to the Sole Global Coordinator, on behalf of itself and the Underwriters, an irrevocable and unconditional option to increase the number of offered Shares (i.e., the New Shares) by up to 15% with up to ~~2,671,232~~**1,730,769** Increase Option Shares from their holdings. The Sole Global Coordinator may exercise the Increase Option at its sole discretion and will consider in making its decision, inter alia, the demand from investors during the Offering Period and general market conditions. Any decision to exercise the Increase Option will be communicated by means of a press release, at the latest, on the date of the announcement of the Offer Price.

#### *Over-Allotment and Greenshoe Option*

With regard to potential stabilization measures and to the extent permitted by law, investors may, in addition to the New Shares and the Increase Option Shares, be allocated up to ~~3,071,917~~**1,990,384** Over-Allotment Shares in the Offering (the “**Over-Allotment**”). In connection with a potential Over-Allotment, Berenberg, acting on behalf of the Underwriters, will be provided with up to ~~3,071,917~~**1,990,384** Shares from the holdings of the Selling Shareholders in the form of a securities loan without charge; this number of Shares may not exceed 15.0% of the sum of the New Shares and the Increase Option Shares. In this context, the Selling Shareholders have granted an option (the “**Greenshoe Option**”) to Berenberg (the “**Stabilisation Manager**”) (on behalf of the Underwriters), exercisable within 30 calendar days after the First Trading Date, pursuant to which the Stabilisation Manager, on behalf of the Underwriters, may acquire from the Selling Shareholders additional Shares (the “**Greenshoe Shares**”), comprising up to 15.0% of the total number of Offer Shares sold in the Offering (in any case not higher than the number of Over-Allotment Shares), thus satisfying the retransfer obligation under the securities loan.

## **14.2 Shareholders**

As of the date of this Prospectus, the key shareholders of the Company are 83 North III Limited Partnership, Marco Marlia, Fabio Gurgone, Marco De Michele, Zobito 1 and 2 and Tommaso Parisi, which together hold 93.3% of the Company’s issued ordinary share capital.

Prior to the First Trading Date, (a) the series A-1 preferred shares, series A-2 preferred shares and series A-3 preferred shares held by certain shareholders of the Company ~~will be~~ converted into ordinary shares; and (b) Amir Rosentuler ~~will convert~~**converted** 120,000 of ~~its~~**his** vested options under the EMI Plan and ~~subscribes~~**subscribed to** 120,000 newly issued shares of the Company, equal to approximately 0.4% of the issued share capital of the Company.

The following table sets forth the shareholders of the Company which, to the Company’s knowledge, will directly or indirectly have a notifiable interest in the Company’s capital and voting rights within the meaning of the DFSA (i) immediately prior to Admission and (ii) immediately following Admission assuming the maximum number of Offer Shares are purchased, (a) without the Greenshoe Option and the Increase Option being exercised; (b) without the Greenshoe Option being exercised but with full exercise of the Increase Option, (c) without the Increase Option being exercised but with full exercise of the Greenshoe Option and (d) with full exercise of the Greenshoe Option and the Increase Option.

**Shares following Admission assuming the maximum number of Offer Shares are purchased**

	<b>Shares prior to Admission</b>		<b>Without exercise of the Greenshoe Option and the Increase Option</b>		<b>Without exercise of the Greenshoe Option but with full exercise of the Increase Option</b>		<b>With full exercise of the Greenshoe Option but without the exercise of the Increase Option</b>		<b>With full exercise of the Greenshoe Option and the Increase Option</b>	
	<i>Amount</i>	<i>%</i>	<i>Amount</i>	<i>%</i>	<i>Amount</i>	<i>%</i>	<i>Amount</i>	<i>%</i>	<i>Amount</i>	<i>%</i>
<b>Existing Shareholders</b>										
83 North III Limited Partnership <sup>(1)</sup> .....	6,941,579	24.3%	6,941,579	15.0% <b>17.3%</b>	6,941,579	14.1% <b>16.6%</b>	6,320,050 <b>6,549,165</b>	13.6% <b>16.3%</b>	6,222,436 <b>6,485,918</b>	12.7% <b>15.5%</b>
Marco Marlia.....	5,481,580	19.2%	5,481,580	11.8% <b>13.7%</b>	5,481,580	11.2% <b>13.1%</b>	4,990,775 <b>5,171,701</b>	10.8% <b>12.9%</b>	4,913,692 <b>5,121,756</b>	10.0% <b>12.2%</b>
Fabio Gurgone.....	5,285,080	18.5%	5,285,080	11.4% <b>13.2%</b>	5,285,080	10.8% <b>12.6%</b>	4,811,869 <b>4,986,309</b>	10.4% <b>12.4%</b>	4,737,549 <b>4,938,155</b>	9.7% <b>11.8%</b>
Marco De Michele..	5,285,080	18.5%	5,285,080	11.4% <b>13.2%</b>	5,285,080	10.8% <b>12.6%</b>	4,853,711 <b>4,986,309</b>	10.4% <b>12.4%</b>	4,737,549 <b>4,938,155</b>	9.7% <b>11.8%</b>
Zobito AB <sup>(2)</sup> .....	1,832,566	6.4%	1,832,566	3.9% <b>4.6%</b>	1,832,566	3.7% <b>4.4%</b>	1,578,169 <b>1,671,985</b>	3.4% <b>4.2%</b>	1,538,199 <b>1,646,087</b>	3.1% <b>3.9%</b>
Zobito 2 AB <sup>(2)</sup> .....	1,009,798	3.5%	1,009,798	2.2% <b>2.5%</b>	1,009,798	2.1% <b>2.4%</b>	1,009,698	2.2% <b>2.5%</b>	1,009,698	2.1% <b>2.4%</b>
Real Web Ventures Ltd. <sup>(3)</sup> .....	1,068,928	3.7%	1,068,928	2.3% <b>2.7%</b>	1,068,928	2.2% <b>2.6%</b>	973,219 <b>1,008,501</b>	2.1% <b>2.5%</b>	958,188	2.1% <b>2.4%</b>
Tommaso Parisi.....	86	3.0%	865,000	1.9% <b>2.2%</b>	865,000	1.8% <b>2.1%</b>	787,550 <b>816,110</b>	1.7% <b>2.0%</b>	775,387 <b>808,219</b>	1.6% <b>1.9%</b>
Amir Rosentuler.....	5,000	0.4%	120,000	0.3%	120,000	0.2% <b>0.3%</b>	-	0.0%	-	0.0%
Andrew John Biggart.....	29	0.1%	29,430	0.1%	29,430	0.1%	26,795 <b>27,766</b>	0.1%	26,381 <b>27,498</b>	0.1%
Assaf Topaz.....	430	0.5%	135,041	0.3%	135,041	0.3%	122,950 <b>127,407</b>	0.3%	121,051 <b>126,177</b>	0.2% <b>0.3%</b>
Guillaume Bugault .	13	0.2%	52,000	0.1%	52,000	0.1%	47,344 <b>49,060</b>	0.1%	46,613 <b>48,587</b>	0.1%
Mauro Pretolani.....	52	0.5%	138,400	0.3%	138,400	0.3%	126,008 <b>130,576</b>	0.3%	124,062 <b>129,315</b>	0.3%
Tassaka Invest AB..	19	0.7%	195,392	0.4% <b>0.5%</b>	195,392	0.4% <b>0.5%</b>	177,897 <b>184,346</b>	0.4% <b>0.5%</b>	175,150 <b>182,566</b>	0.4%
212 Investments S.r.l. ....	5,392	0.2%	66,808	0.1% <b>0.2%</b>	<b>66,808</b> 63,031	0.1% <b>0.2%</b>	60,826 <b>63,031</b>	0.1% <b>0.2%</b>	59,887 <b>62,422</b>	0.1%
La Pineta S.r.l.....	808	0.2%	53,446	0.1%	53,446	0.1%	48,661 <b>50,425</b>	0.1%	47,909 <b>49,938</b>	0.1%
IBIS S.r.l.....	53	0.2%	53,446	0.1%	53,446	0.1%	49,084 <b>50,425</b>	0.1%	47,909 <b>49,938</b>	0.1%

The Offer Shares will represent a maximum of **48.036.4%** of the issued share capital of the Company at Admission. Existing shareholders will experience a maximum dilution of **38.431.7%** in connection with the Offering due to the issuance of New Shares and the Increase Option Shares.

(1) 83 North is a partnership whose general partner is 83North III GP, LP and its general partner is 83North III Manager Ltd. The ultimate beneficial owners of 83 North are: (i) Laurel Charmaine Bowden, (ii) Arnon Dinur, (iii) Yoram Snir, and (iv) Gil Goren.

(2) Zobito 1 and 2 are not controlled by any person or entity. The managing director of Zobito 1 and 2 is Lars Magnus.

(3) Real Web Ventures Ltd is controlled by Mr. Andrea Piccioni (owner of 54.56% of the share capital) and Mr. Silvio Pighiani (owner of 30% of the share capital of the company).

### 14.3 Expected Timetable

Subject to acceleration or extension of the timetable for, or withdrawal of, the Offering, the timetable below sets forth certain expected key dates for the Offering. See Section 14.5 (*Acceleration or Extension*).

<u>Event</u>	<u>Time (CET) and date</u>
Commencement of the Offering Period .....	October 27, 2021 at 9:00
End of the Offering Period for investors .....	November <del>4</del> <sup>2</sup> , 2021 at 18:00
Expected pricing .....	November <del>4</del> <sup>2</sup> , 2021
Publication of results of the Offering and expected Allocation .....	November <del>4</del> <sup>2</sup> , 2021
First Trading Date (commencement of trading on an 'as-if-and-when-delivered' basis on Euronext Amsterdam).....	November <del>5</del> <sup>3</sup> , 2021
Settlement Date (payment and delivery).....	November <del>9</del> <sup>5</sup> , 2021

The Company and the Selling Shareholders, together with Sole Global Coordinator may adjust the dates, times and periods given in the timetable and throughout this Prospectus.

### 14.4 Offering Period

The Offering Period will begin on October 27, 2021 at 9:00 CET and is expected to end at 18:00 CET on November ~~2~~<sup>4</sup>, 2021, subject to acceleration or extension of the timetable for the Offering. In the event of an acceleration or extension of the Offering Period, pricing, allotment, admission and first trading of the Offer Shares, as well as payment (in Euro) for and delivery of the Offer Shares may be advanced or extended accordingly.

If a significant new factor, material mistake or inaccuracy relating to the information included in this Prospectus that is capable of affecting the assessment of the Offer Shares arises or is noted between the date of this Prospectus and the end of the Offering Period, a supplement to this Prospectus will be published, the Offering Period will be extended, if so required by the Prospectus Regulation. A supplement to this Prospectus shall be subject to approval by the AFM and will be made public in accordance with the relevant provisions under the Prospectus Regulation. The summary shall also be supplemented, if necessary, to take into account the new information included in the supplement. Investors who have already agreed to subscribe for the Offer Shares before the supplement is published will have the right to withdraw their orders, exercisable within at least two business days after the publication of the supplement. See also Section 2 (*Important Information*) - “*Supplements*”.

### 14.6 Offer Price and Number of Offer Shares

The Offer Price Range is expected to be in the range of ~~€7.306.50~~ to ~~€7.309.70~~ (inclusive) per Offer Share. The Offer Price may be set within, above or below the Offer Price Range. The Offer Price Range, which is an indicative price range, may be changed and/or the number of Offer Shares being offered may be increased or decreased, as described in more detail below in - “*Change of the Offer Price Range or Number of Offer Shares*”.

The Offer Price and the exact number of Offer Shares offered in the Offering will be determined by the Company and the Selling Shareholders in agreement with the Underwriters, prior to Allocation on the basis of the book building process and taking into account economic and

market conditions, a qualitative and quantitative assessment of demand for the Offer Shares, and other factors deemed appropriate.

The Offer Price (in Euro), the exact number of Offer Shares to be offered in the Offering and the maximum number of Greenshoe Shares will be stated in the Pricing Statement that will be published through a press release that will be filed with the AFM and will also be posted on the Company's website ([www.motork.io](http://www.motork.io)).

#### 14.8 Allocation

Allocation is expected to take place after the end of the Offering Period on or about November 30, 2021, subject to acceleration or extension of the timetable for the Offering.

Allocation to investors who applied to purchase Offer Shares will be made by the Company and the Selling Shareholders in agreement with the Underwriters, and full discretion will be exercised as to whether or not and how to allot the Offer Shares. Investors may not be allocated all of the Offer Shares for which they apply. There is no maximum or minimum number of Offer Shares for which prospective investors may apply to purchase and multiple applications are permitted. In the event that the Offering is oversubscribed, investors may receive fewer Offer Shares than they applied for. The Company, the Selling Shareholders and the Sole Global Coordinator may, at their own discretion and without stating the grounds therefor, reject any applications wholly or partly. On the day that Allocation occurs, the Underwriters will notify institutional investors or the relevant financial intermediary of any Allocation made to them or their clients. Any monies received in respect of applications that are not accepted in whole or in part will be returned to the investors without interest or other compensation and at the investor's risk.

Each investor participating in the Offering will be deemed to have made certain representations and statements to the Underwriters as described in Section 16 (*Selling and Transfer Restrictions*). Furthermore, each investor is expected to have read, and complied with, certain selling and transfer restrictions described in Section 16 (*Selling and Transfer Restrictions*). Each prospective investor should seek advice from its own advisors in relation to the legal, tax, business, financial and other aspects of participating in the Offering

#### 14.9 Pre-Commitment

On October 12, 2021, the Pre-Committed Investor has irrevocably committed itself vis-à-vis the Company to subscribe for Offer Shares in the Offering at the Offer Price (up to a specific maximum Offer Price), in exchange for a guaranteed allocation, for an aggregate amount of **20% of the sum of the New Shares and any Increase Option Shares, i.e., approximately €617.25 million (assuming issuance of all New Shares and full exercise of the Increase Option)** upon completion of the Offering, subject to the following conditions, amongst others: (a) entry into force of, inter alia, the Underwriting Agreement, (b) approval and publication of this Prospectus, and (c) trading of the shares on Euronext Amsterdam, which subject to acceleration or extension of the timetable for the Offering, is expected to commence on the First Trading Date (as defined below) falling on or prior November 30, 2021. In the event the Offering is oversubscribed, the Pre-Commitment will not be reduced but will be entirely allocated with priority to the Pre-Committed Investor. The Pre-Committed Investor is not bound by any contractual lock-up restrictions.

## 14.12 Delivery, Clearing and Settlement

For purposes of Admission to Euronext Amsterdam, the Shares are registered shares, which will be entered into the collection deposit (*verzameldepot*) and giro deposit (*girodepot*) on the basis of the Dutch Giro Securities Transfer Act. Application has been made for the Shares to be accepted for delivery through the book-entry facilities of Euroclear Nederland. Euroclear Nederland is located at Herengracht 459-469, 1017 BS Amsterdam, the Netherlands. Delivery of the Offer Shares, through the book-entry systems of Euroclear Nederland, will take place on the Settlement Date through the book-entry facilities of Euroclear Nederland in accordance with their respective normal settlement procedures applicable to equity securities and against payment for the Offer Shares in immediately available funds.

Subject to acceleration or extension of the timetable for the Offering, the Settlement Date is expected to be November 25, 2021, the second business day following the First Trading Date (T+2). The closing of the Offering may not take place on the Settlement Date, or at all, if the conditions referred to in the Underwriting Agreement are not satisfied or, where possible, waived on or prior to such date. See “*Plan of Distribution—Underwriting Agreement*” for further information on the conditions to the Underwriting Agreement. If Settlement does not take place on the Settlement Date as planned or at all, the Offering may be withdrawn, in which case all applications for Offer Shares will be disregarded, any allocations made will be deemed not to have been made and any payments made by investors for Offer Shares will be returned without interest or other compensation. Any transactions in Shares prior to Settlement are at the sole risk of the parties concerned. None of the Company, the Selling Shareholders, the Listing and Paying Agent, the Underwriters and Euronext Amsterdam N.V. accepts any responsibility or liability for any loss incurred by any person as a result of a withdrawal of the Offering or the (related) annulment of any transactions in Offer Shares on Euronext Amsterdam.

## PLAN OF DISTRIBUTION

The information set out below shall be amended as follows in the section of the Prospectus entitled “Plan of Distribution” on Pages 150 – 154 (the amendments are highlighted in bold and underlined and the deletions are stricken through):

### 15.1 Underwriting Agreement

The Company, the Selling Shareholders and the Underwriters ~~entered will enter~~ into the Underwriting Agreement on October 27, 2021, **as subsequently amended on November 2, 2021** with respect to the offer and sale of the Offer Shares in the Offering.

### 15.4 Over-allotment and Stabilisation

In connection with the Offering, Berenberg as the Stabilisation Manager (or any of its agents), on behalf of the Underwriters, may (but will be under no obligation to), to the extent permitted by applicable laws and regulations, over-allot Shares or effect other transactions with the view to supporting the market price of the Shares at a level higher than that which might otherwise prevail in the open market. The Stabilisation Manager will not be required to enter into such transactions and such transactions may be effected on any securities market, over-the-counter market, stock exchange (including Euronext Amsterdam) or otherwise and may be undertaken at any time during the period commencing on the First Trading Date and ending no later than 30 calendar days thereafter. The Stabilisation Manager or any of its agents will not be obligated to effect stabilising transactions, and there will be no assurance that stabilising transactions will be undertaken. Such stabilising transactions, if commenced, may be discontinued at any time without prior notice and must be discontinued within 30 days after the commencement of conditional trading in the Offer Shares. Save as required by law or regulation, neither the Stabilisation Manager nor any of its agents intends to disclose the extent of any over-allotments made and/or stabilisation transactions under the Offering. The Underwriting Agreement provides that the Stabilisation Manager may, for purposes of stabilising transactions, over-allot Shares up to a maximum of 15% of the sum of the New Shares and the Increase Option Shares sold in the Offering, or up to ~~3,071,917~~**1,990,384** Over-Allotment Shares assuming the maximum number of New Shares and Increase Option Shares is offered and sold in the Offering.

None of the Company, the Selling Shareholders, the Listing and Paying Agent or any of the Underwriters makes any representation or prediction as to the direction or the magnitude of any effect that the transactions described above may have on the price of the Shares or any other securities of the Company. In addition, none of the Company, the Selling Shareholders, the Listing and Paying Agent or any of the Underwriters makes any representation that the Stabilisation Manager will engage in these transactions or that these transactions, once commenced, will not be discontinued without notice.



## GENERAL INFORMATION ON THE COMPANY

The information set out below shall be amended as follows in the section of the Prospectus entitled “General Information on the Company” on Pages 174 – 193 (the amendments are highlighted in bold and underlined and the deletions are stricken through):

### 18.1 General Information on the Company and its subsidiaries

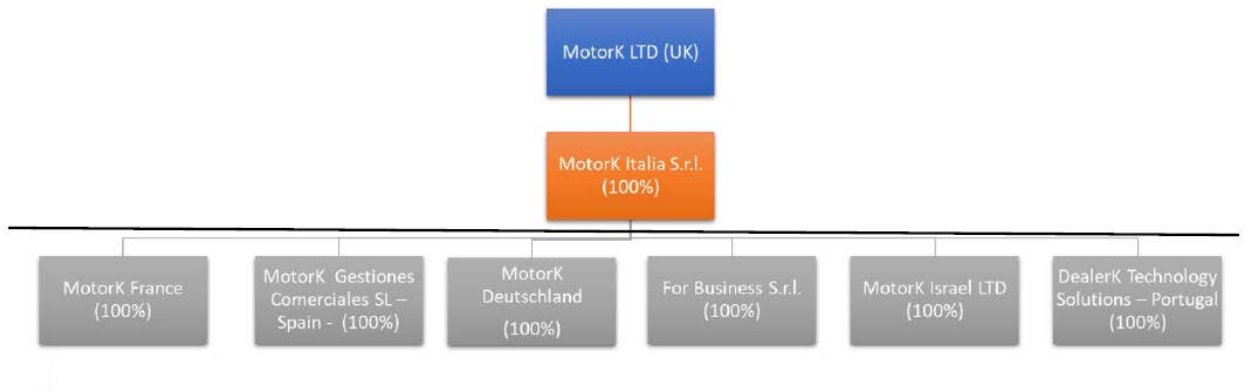
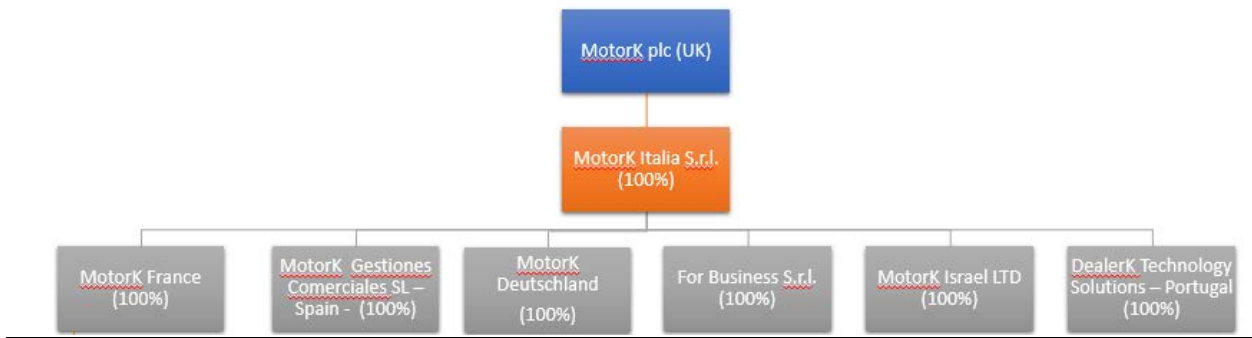
MotorK ~~Ltd.~~ **plc** was incorporated on October 10, 2014. **At the time of its incorporation, it was a private limited company operating under the name MotorK Ltd. Subsequent to re-registration as a public company limited by shares, its legal and commercial name is MotorK plc.** ~~its legal and commercial name is MotorK Ltd.~~ **It** operates under the laws of England and Wales, it is registered with the Companies House under number 09259000 and its legal entity identifier (LEI) is 984500E0A1C4DLBA3878. As of the Settlement Date, the key shareholders of the Company are 83 North III Limited Partnership, Marco Marlia, Fabio Gurgone, Marco De Michele, Zobito 1 and 2 and Tommaso Parisi, which together hold ~~97.10~~ **59.6%** **(assuming the exercise in full of the Greenshoe Option and of the Increase Option)** of the Company’s issued ordinary share capital. Also, prior to the First Trading Date, Amir Rosentuler ~~will convert~~ **converted** 120,000 of ~~its~~ **his** vested options under the EMI Plan and ~~subscribes~~ **subscribed to** 120,000 newly issued shares of the Company, equal to approximately 0.4% of the issued share capital of the Company. The Company is the holding company of the Group. The following is a list of material subsidiaries, based on their contribution to the consolidated financial performance and/or position of the Group for the year ended December 31, 2020.

Company	Jurisdiction of incorporation	Main business	Direct or indirect ownership	% of 2020 revenues
MotorK Italia S.r.l.	Italy	Sub holding company(1)	100%	81%
MotorK France S.à r.l.	France	Sales distributor	100%	9%
MotorK Gestiones Comerciales S.L.	Spain	Sales distributor	100%	7%
MotorK Deutschland GmbH	Germany	Sales distributor	100%	3%
		Call center for the Italian market		
For Business S.r.l.	Italy		100%	—
MotorK Israel Ltd.	Israel	Talent hub	100%	—
		R&D center of excellence		
DealerK Technology Solutions	Portugal		100%	

(1) *Distributing IP, procurement, operation, finance and sales services.*

The Group does not have any subsidiaries with non-controlling interests held by third parties.

The following structure chart illustrates the structure of the Group as of the date of the Prospectus.



*Note: The chart above does not include DriveK Italia S.r.l., as the operations of DriveK are recorded as discontinued operations in such financial statements*

## DEFINITIONS AND GLOSSARY

The information set out below shall be amended as follows in the section of the Prospectus entitled “Definitions and Glossary” on Pages 194 – 200 (the amendments are highlighted in bold and underlined and the deletions are stricken through):

“Company” .....	MotorK <del>Ltd.</del> <u>plc</u>
“First Trading Date” .....	November <del>3</del> <u>5</u> , 2021
“Greenshoe Option” .....	an option, exercisable within 30 calendar days after the First Trading Date, pursuant to which the Stabilization Manager, on behalf of the Underwriters, may require the Selling Shareholders to sell to the Underwriters, at the Offer Price, up to <del>3,071,917</del> <u>1,990,384</u> Over-Allotment Shares, to cover over-allotments, if any, in connection with the Offering
“Increase Option” .....	the irrevocable and unconditional option granted to the Sole Global Coordinator acting on behalf of the Underwriters by the Company to increase the number of Shares to be offered ( <i>i.e.</i> , the New Shares) by up to 15%, up to <del>2,671,232</del> <u>1,730,769</u> newly issued ordinary shares with a nominal value of €0.01 each
“New Shares”	up to <del>47,808,219</del> <u>11,538,461</u> newly issued ordinary shares of the Company with a nominal value of €0.01 each
“Offering Period” .....	the period commencing on October 27, 2021 at 9:00 CET and end on November <del>24</del> , 2021 at 18:00 CET during which prospective investors may subscribe for the Offer Shares, subject to acceleration or extension of the timetable for the Offering
“Offer Price Range” .....	the indicative price range for the Offer Shares between <del>€6.507-30</del> to <del>€7.309-70</del> (inclusive) per Offer Share as of the date of this Prospectus
“Over-Allotment Shares” ..	up to <del>3,071,917</del> <u>1,990,384</u> additional Shares, equalling up to 13.0% of the total number of Offer Shares, which the Selling Shareholders may be required to sell to the Underwriters pursuant to the Greenshoe Option
“Settlement Date” .....	on or about November <del>5</del> <u>9</u> , 2021, subject to acceleration or extension of the timetable for the Offering
“Underwriting Agreement” .....	the underwriting agreement <del>that will be</del> entered into on October 27, 2021, <u>as subsequently amended on November 2, 2021</u> , among the Company, the Selling Shareholders and the Underwriters with respect to the Offering

## **BACK COVER**

The back cover page of the Prospectus shall be amended as indicated below (the amendments are highlighted in bold and underlined and the deletions are stricken through):

**The Company**

**MotorK Ltd,plc**

Kemp House, 152 City Road  
EC1V 2NX, London  
UK

**Legal Adviser to the Company**  
*as to English, Italian and US law*

**White & Case LLP**

5 Old Broad Street  
EC2N 1DW, London  
UK

2, Piazza Armando Diaz  
Milan 20123  
Italy

**Legal Adviser to the Company**  
*as to Dutch law*

**Rutgers & Posch N.V.**  
Herengracht 466  
1017 CA Amsterdam  
Netherlands

**Sole Global Coordinator and Joint Bookrunner**

**Joh. Berenberg, Gossler & Co. KG**  
Neuer Jungfernstieg 20  
20354 Hamburg  
Germany

**Joint Bookrunners**

**ABN AMRO Bank N.V.**  
Gustav Mahlerlaan 10  
1082 PP Amsterdam  
The Netherlands

**Legal Adviser to the Underwriters**  
*as to English, Italian, Dutch and US law*

**Baker & McKenzie**

100 New Bridge Street  
London EC4V 6JA  
UK

3, Piazza Filippo Meda  
Milan 20121  
Italy

Claude Debussylaan 54  
1082 MD Amsterdam  
The Netherlands

Schottenring 25  
1010 Vienna  
Austria

**Listing and Paying Agent**

**ABN AMRO Bank N.V.**  
Gustav Mahlerlaan 10  
1082 PP Amsterdam  
The Netherlands

**Independent Auditor to the  
Company**

**BDO LLP**  
2 City Place  
Beehive Ring Road  
Gatwick, RH6 0PA  
UK

**Financial Adviser to the Company**

**PricewaterhouseCoopers Business Services Srl**  
2, Piazza Tre Torri  
Milan 20145  
Italy