

19 May 2017

**Wheelsure Holdings Plc**  
("Wheelsure" or the "Company")

**Fundraising and Notice of General Meeting**

Wheelsure (NEX: WHLP), the industrial engineering company, is pleased to announce that it has conditionally raised a total of £500,000 (before expenses) through the subscription (the "Fundraising") of 50,000,000 new ordinary shares (the "Subscription Shares") at 1p each ("Subscription Price"). The Fundraising remains conditional on approval by shareholders of the Company at a General Meeting to be held at 11:00 a.m. on 7 June 2017 at 33 Creechurch Lane, London EC3A 5EB.

**Reasons for the Fundraising**

The Board is confident that the Group is developing its existing business with positive tests and trials, technical approvals and the establishment of new business partnerships. However, there have been delays in securing significant orders for the Tracksure products largely due, in the Board's opinion, to the general challenging economic climate but also because the Company has been unable to extend its current resources to identify and consolidate further opportunities.

The Board is of the opinion that additional resources are now required to exploit existing opportunities and increase sales. The Board believes that progress is being made across a wide number of territories and, as a result, is increasingly optimistic that with additional resources significantly more orders will be received in the current financial year.

The net proceeds of the Fundraising, will in the opinion of the Directors, give the Company sufficient working capital for the next 12 months to maintain the close relationships with those potential customers who currently have trials in progress as well as further develop both existing and new partners in Europe and the USA.

**Use of Proceeds**

The Company has developed a strategic three-year business plan which builds on historic product development and approvals, with a view to commercialising the business going forward. The business plan identifies the resources required to support the growth of the business and milestones which will evidence progress along the way. The net proceeds of the Fundraising will be utilised to support the business plan in the following areas:

- sales and marketing; and
- legal, patent protection and development,

with the balance being used for working capital purposes.

A particular focus during the initial 12 months will be on delivering sales with the Group's existing customer base, with whom the Board believes there are significant near-term opportunities in the next few months. The Company will also target expansion into additional rail companies.

**Notice of General Meeting**

A Circular and notice convening a General Meeting, to be held at the offices of Daniel Stewart at 33 Creechurch Lane, London EC3A 5EB at 11:00 a.m. on 7 June 2017, will be posted to shareholders on 22 May 2017 and will be available from the Company's website at <http://www.tracksure.co.uk> shortly.

At the General Meeting, an Ordinary Resolution will be proposed to authorising the Directors to issue the Subscription Shares on a non-pre-emptive basis. Subject to and conditional upon the passing of the Ordinary Resolution, Special Resolutions will be proposed for the allotment of equity securities up to an aggregate nominal amount of £850,000.

All the resolutions shall expire at the conclusion of the next annual general meeting or on the date which is 6 months after the next accounting reference date of the Company (if earlier) save that the Company may before such expiry make an offer or agreement which would or might require equity

securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

The Directors unanimously believe that the Fundraising is in the best interests of the Company and its shareholders as a whole and recommend shareholders to vote in favour of the resolutions.

### Additional Fundraising

In addition to the Fundraising, the Company is targeting a maximum further fundraising of up to £50,000 (before expenses) by way of an Additional Fundraising of up to 5,000,000 new ordinary shares at the Subscription Price. The Additional Fundraising would be by way of a private placing or subscription at the Directors' discretion, and is not open to the public. The Additional Fundraising will be available only to new and existing institutional or other investors which the Directors are satisfied can lawfully invest on a private placement basis until 10.00 a.m. on 6 June 2017.

### Admission of the Subscription Shares

It is expected that the Subscription Shares will be admitted to trading at 8:00 a.m. on 8 June 2017 ("Admission"). The Subscription Shares will rank pari passu in all respects with the Company's existing ordinary shares. The Subscription results in the new issue of 50,000,000 new ordinary shares, representing approximately 22 per cent. of the Company's issued ordinary share capital as enlarged by the Fundraising.

### Substantial shareholdings

The issue of the Subscription Shares following the Fundraising will result in the following changes to the Company's substantial shareholders:

Name	Current Holding	Existing Holding %	Subscription Shares	Shareholding after Fundraising	% of Enlarged Share Capital
Hargreave Hale Nominees Ltd*	41,744,727	23.55	Nil	41,744,727	18.37
Miton Asset Management Ltd	17,800,000	10.04	17,500,000	35,300,000	15.53
WB Nominees Ltd	16,140,157	9.11	9,600,000	25,740,157	11.33
J M Finn Nominees Limited	14,863,065	8.39	Nil	14,863,065	6.54
G V L Oury	6,768,581	3.82	Nil	6,768,581	2.98
Charles William Nicholas John**	Nil	0.00	6,950,000	6,950,000	3.06
Camflex Ltd	Nil	0.00	1,050,000	1,050,000	0.46

\* Following the Fundraising, Hargreave Hale Nominees Ltd's holdings include 35,363,245 shares representing 15.56% of total issued share capital either owned or controlled by Adriana V Stirling, Alexandra L Stirling, Alastair G.P. Stirling and Ann C Stirling, who are family members and therefore are deemed connected persons.

\*\* Mr John has a controlling interest in Camflex Ltd.

### Total Voting Rights

In accordance with the Financial Conduct Authority's Disclosure and Transparency Rules, the Company hereby announces that it has 227,255,726 ordinary shares of 1 pence each in issue, each share carrying the right to one vote. The company does not hold any ordinary shares in treasury.

The above figure of 227,255,726 ordinary shares may be used by shareholders in the Company as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the share capital of the Company under the Financial Conduct Authority's Disclosure and Transparency Rules.

Gerhard Dodi, CEO of Wheelsure and Managing Director of Tracksure Ltd, commented: "We are delighted to have received the support from investors and to have secured the funding which will enable Wheelsure to build on the historic product development. We would also like to thank our existing shareholders who have shown continued support in Wheelsure, and are pleased to welcome a number of new shareholders onboard."

Ends

The directors of the Company are responsible for the contents of this announcement.

Enquiries:

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**About Wheelsure holdings**

Wheelsure Holdings plc is a holding company for a Group which develops and commercialises innovative products that meet safety needs throughout the world.