

24 May 2021

Starcom PLC
("Starcom" or the "Company")

**Exercise of options, issue of shares to directors, grant of options and
change to total voting rights**

Starcom (AIM: STAR), which specialises in the development of wireless, Internet-of-Things (IoT) based solutions for the remote tracking, monitoring and protection of a variety of assets, announces the exercise of options, issue of shares in lieu of fees and grant of options.

Exercise of options

Avi Hartmann, CEO, and Michael Rosenberg, Chairman, have exercised 2,960,000 and 600,000 options over ordinary shares in the Company ("Ordinary Shares") respectively, pursuant to the options granted to them under the Company's share option scheme in lieu of salary and fees, as announced on 17 June 2019. The options were exercisable at nil cost and will be satisfied by the issue of 3,560,000 Ordinary Shares (the "Option Shares"). Their new shareholdings are shown in the table below.

Issue of shares in lieu of director fees

The Non-Executive Directors of Starcom, Michael Rosenberg, Avi Engel and Martin Blair (the "NEDs"), are each owed salary and fees, as to £59,557 for Michael Rosenberg for 18 months to 31 May 2021 and £34,800 for each of Avi Engel and Martin Blair for 14 months to 31 May 2021. The NEDs have agreed that 60 per cent. of that amount can be satisfied in Ordinary Shares. Accordingly, an aggregate of 9,686,775 Ordinary Shares (the "Fee Shares"), representing approximately 2.76 per cent. of the current issued share capital, will be issued to them as set out in the table below. The Fee Shares will be issued at 0.8p per share, being the most recent closing offer price for Ordinary Shares.

The remaining salaries and fees owed to the NEDs of, in aggregate, £51,663 will be paid in instalments over a 12 month period starting on 1 July 2021 or earlier if cashflow permits.

In addition, and to help conserve the Company's cash position, the Non-Executive Directors are proposing to receive Ordinary Shares and/or options for part of their fees for the next 12 months. The details of these proposals are still to be finalised by the Board and further announcements will be made in due course.

Admission to AIM

Application will be made for the Option Shares and Fee Shares, which will rank *pari passu* with the Company's existing Ordinary Shares, to be admitted to trading on AIM ("Admission"). It is anticipated that Admission will become effective on 28 May 2021.

Director shareholdings

As result of the issue of the Option Shares and Fee Shares, the shareholdings of the Directors of the Company on Admission will be as follows:

<i>Director</i>	<i>No. of Option Shares to be issued</i>	<i>No. of Fee Shares to be issued</i>	<i>Total no. of Ordinary Shares held on Admission</i>	<i>Percentage of issued share capital of the Company held on Admission</i>
Michael Rosenberg	600,000	4,466,775	8,626,391	2.37
Avi Hartmann	2,960,000	-	33,308,224	9.13
Igor Vatenmacher	-	-	250,000	0.07
Avi Engel	-	2,610,000	3,108,334	0.85
Martin Blair	-	2,610,000	2,610,000	0.72

Grant of options

The Remuneration Committee has today approved the grant of options to certain directors and employees of the Company to subscribe for new Ordinary Shares under the Company's share option scheme as follows (the "Scheme Options"):

- Avi Hartmann (CEO): 1,000,000 Scheme Options
- Igor Vatenmacher (CFO): 1,000,000 Scheme Options
- Uri Hartmann (CTO): 1,000,000 Scheme Options
- Other employees: 1,000,000 Scheme Options

The Scheme Options granted to Avi Hartmann, Igor Vatenmacher and Uri Hartmann will become exercisable, subject to their continued employment with the Company, over three years as to one third at 1.5p per share from the first anniversary of the date of grant, one third at 2p per share from the second anniversary of date of grant and one third at 2.5p per share from the third anniversary of date of grant.

The Scheme Options to be granted to other employees will become exercisable, subject to their continued employment with the Company, at 1.25p per share over three years as to one third from the first anniversary of the date of grant, one third from the second anniversary of date of grant and one third from the third anniversary of date of grant.

The Scheme Options expire 10 years after date of grant. Pursuant to the Company's share option scheme, the Scheme Options will be subject to certain customary good leaver and bad leaver provisions.

The Company now has a total of 46,227,280 options over new ordinary shares outstanding, which will represent 12.67 per cent. of the Company's issued share capital on Admission.

Total options

Following the exercise of options and grant of the Scheme Options, the Directors of the Company hold the following options over new Ordinary Shares:

<i>Director</i>	<i>Total no. of options over new Ordinary Shares held</i>	<i>Percentage of issued share capital represented by options on Admission</i>
Michael Rosenberg	7,056,043	1.93
Avi Hartmann	9,323,420	2.56
Igor Vatenmacher	3,000,000	0.82
Avi Engel	7,921,710	2.17
Martin Blair	2,910,000	0.80

Total Voting Rights

On Admission, the Company's issued ordinary share capital will comprise 364,726,576 Ordinary Shares. The Company does not hold any shares in treasury. Therefore, the total number of Ordinary Shares with voting rights in the Company will be 364,726,576. This figure 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 in their interest in, the voting rights of the Company under the FCA's Disclosure Guidance and Transparency Rules.

For further information please contact:

Starcom Plc

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Notification and public disclosure of transactions by persons discharging managerial responsibilities and persons closely associated with them.

1	Details of the person discharging managerial responsibilities / person closely associated		
a)	Name	Avi Hartmann	
2	Reason for the notification		
a)	Position/status	Chief Executive Officer	
b)	Initial notification /Amendment	Initial notification	
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor		
a)	Name	Starcom plc	
b)	LEI	213800XVU7WF3QMF4826	
4	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted		
a)	Description of the financial instrument, type of instrument Identification code	Ordinary Shares of no par value Identification code (ISIN) for Starcom plc ordinary shares: JE00B8WSDY21	
b)	Nature of the transaction	Exercise of share options over ordinary shares	
c)	Price(s) and volume(s)	2,960,000 at nil cost	
d)	Aggregated information - Aggregated volume - Price	Price(s) Nil	Volume(s) 2,960,000
e)	Date of the transaction	24 May 2021	
f)	Place of the transaction	Outside a trading venue	

1	Details of the person discharging managerial responsibilities / person closely associated		
a)	Name	Michael Rosenberg	
2	Reason for the notification		
a)	Position/status	Chairman	
b)	Initial notification /Amendment	Initial notification	
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor		
a)	Name	Starcom plc	
b)	LEI	213800XVU7WF3QMF4826	
4	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted		
a)	Description of the financial instrument, type of instrument Identification code	Ordinary Shares of no par value Identification code (ISIN) for Starcom plc ordinary shares: JE00B8WSDY21	
b)	Nature of the transaction	Exercise of share options over ordinary shares	
c)	Price(s) and volume(s)	600,000 at nil cost	
d)	Aggregated information - Aggregated volume - Price	Price(s) Nil	Volume(s) 600,000
e)	Date of the transaction	24 May 2021	
f)	Place of the transaction	Outside a trading venue	

1	Details of the person discharging managerial responsibilities / person closely associated			
a)	Name	Michael Rosenberg (Chairman) Avi Engel (Non-executive Director) Martin Blair (Non-Executive Director)		
2	Reason for the notification			
a)	Position/status	See 1 a) above		
b)	Initial notification /Amendment	Initial notification		
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor			
a)	Name	Starcom plc		
b)	LEI	213800XVU7WF3QMF4826		
4	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted			
a)	Description of the financial instrument, type of instrument Identification code	Ordinary Shares of no par value Identification code (ISIN) for Starcom plc ordinary shares: JE00B8WSDY21		
b)	Nature of the transaction	Issue of ordinary shares in consideration of payment of outstanding fees		
c)	Price(s) and volume(s)	Director/PDMR	Price(s)	Volume(s)
		Michael Rosenberg	0.8p	4,466,775
		Avi Engel	0.8p	2,610,000
		Martin Blair	0.8p	2,610,000
d)	Aggregated information - Aggregated volume - Price	Price(s)	Volume(s)	
		0.8p	9,686,775	
e)	Date of the transaction	24 May 2021		
f)	Place of the transaction	Outside a trading venue		

1	Details of the person discharging managerial responsibilities / person closely associated			
a)	Name	Avi Hartmann (Chief Executive Officer) Igor Vatenmacher (Chief Financial Officer) Uri Hartmann (Chief Technology Officer)		
2	Reason for the notification			
a)	Position/status	See 1a) above		
b)	Initial notification /Amendment	Initial notification		
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor			
a)	Name	Starcom plc		
b)	LEI	213800XVU7WF3QMF4826		
4	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted			
a)	Description of the financial instrument, type of instrument Identification code	Options to acquire new Ordinary Shares of no par value Identification code (ISIN) for Starcom plc ordinary shares: JE00B8WSDY21		
b)	Nature of the transaction	Grant of Options to acquire new Ordinary Shares		
c)	Price(s) and volume(s)	Director/PDMR	Price(s)	Volume(s)
		Avi Hartmann	1.5p	333,333
		Avi Hartmann	2p	333,333
		Avi Hartmann	2.5p	333,334
		Igor Vatenmacher	1.5p	333,333
		Igor Vatenmacher	2p	333,333
		Igor Vatenmacher	2.5p	333,334
		Uri Hartmann	1.5p	333,333
		Uri Hartmann	2p	333,333
		Uri Hartmann	2.5p	333,334
d)	Aggregated information - Aggregated volume - Price	3,000,000 options over Ordinary Shares Average price: 2p		
e)	Date of the transaction	24 May 2021		
f)	Place of the transaction	Outside a trading venue		