

17 February 2023

RC365 Holding Plc

("RC365" or the "Company")

Issue of Equity

RC365 Holding Plc ("RC365"), a company focusing on payment gateway solutions and IT support, refers to the announcement made on 14 February 2023, whereby RC365 agreed to issue 18,000,000 new Ordinary Shares of 1p each ("Subscription Shares") to Hatcher Group Limited. The Subscription Shares to be issued, based on the current share price of 19p per share, have an aggregate value of £3.42m.

Application for 9,500,000 new Ordinary Shares to be admitted to the Official List of the UK Listing Authority and to trading on the Main Market of the London Stock Exchange has been made. Dealings are expected to commence on or around 22 February 2023. The Shares to be issued, based on the current share price of 19p per share, have an aggregate value of £1.81m.

RCPAY Limited, a wholly owned subsidiary of RC365, holds a Small Payment Institution (SPI) licence with the FCA and requires prior approval once certain control thresholds are breached. Once the FCA have approved the change in control application, the balancing shares being 8,500,000 new Ordinary Shares, will be issued to Hatcher Group Limited.

Conditional on Admission of the 9,500,000 new Ordinary Shares, the Company's issued ordinary share capital will be 117,034,591 Ordinary Shares, which may be used by shareholders 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 FCA's Disclosure Guidance and Transparency Rules.

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