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27 June 2023

Physiomics plc

("PYC" or the "Company")

#### **WRAP Retail Offer for up to £150,000**

Physiomics plc (AIM:PYC) is pleased to announce a retail offer via the Winterflood Retail Access Platform ("**WRAP**") to raise up to a maximum of £150,000 (the "**WRAP Retail Offer**") through the issue of new ordinary shares of £0.004 each in the capital of the Company (the "**Ordinary Shares**"). Under the WRAP Retail Offer, up to a maximum of 15,000,000 new Ordinary Shares (the "**WRAP Retail Offer Shares**") will be made available at a price of 1 penny per share.

In addition to the WRAP Retail Offer, the Company has also today announced a Placing and intended Subscription of, in aggregate, 33,500,000 new Ordinary Shares to raise gross proceeds of £335,000.00 (before expenses) at a price of 1 penny per Ordinary Share (the "**Placing Price**"). The issue price of the WRAP Retail Offer Shares is equal to the Placing Price.

The announcement released earlier today regarding the terms of the Placing and intended Subscription sets out the reasons for the Fundraise and proposed use of proceeds. The proceeds of the WRAP Retail Offer will be utilised in the same way as the proceeds of the Fundraise.

For the avoidance of doubt, the WRAP Retail Offer is not part of the Placing. Completion of the WRAP Retail Offer is conditional, *inter alia*, upon the completion of the Placing but completion of the Placing is not conditional on the completion of the WRAP Retail Offer.

The WRAP Retail Offer is conditional on the WRAP Retail Offer Shares being admitted to trading on the AIM market of the London Stock Exchange plc ("**Admission**"). It is anticipated that Admission will become effective and that dealings in the WRAP Retail Offer Shares will commence on Alternative Investment Market, at 8:00 a.m. on 3 July 2023.

#### **WRAP Retail Offer**

The Company values its retail shareholder base and believes that it is appropriate to provide its existing retail shareholders in the United Kingdom the opportunity to participate in the WRAP Retail Offer.

Therefore, the Company is making the WRAP Retail Offer open to eligible investors in the United Kingdom, being existing shareholders of Physiomics, following release of this announcement and through certain financial intermediaries.

Existing shareholders can contact their broker or wealth manager to participate in the WRAP Retail Offer.

The WRAP Retail Offer is expected to close at 16:30 on 28 June 2023. Eligible shareholders should note that financial intermediaries may have earlier closing times.

Retail brokers wishing to participate in the WRAP Retail Offer on behalf of existing retail shareholders, should contact [WRAP@winterflood.com](mailto:WRAP@winterflood.com).

To be eligible to participate in the WRAP Retail Offer, applicants must be a customer of a participating intermediary and, as at the date hereof or will be, prior to placing an order for WRAP Retail Offer Shares, shareholders in the Company which may include individuals aged 18 years or over, companies and other bodies corporate, partnerships, trusts, associations and other unincorporated organisations.

There is a minimum subscription of £250 per investor under the WRAP Retail Offer. The terms and conditions on which investors subscribe will be provided by the relevant financial intermediaries including relevant commission or fee charges.

The Company reserves the right to scale back any order under the WRAP Retail Offer at its discretion. The Company reserves the right to reject any application for subscription under the WRAP Retail Offer without giving any reason for such rejection.

It is critical to note that once an application for WRAP Retail Offer Shares has been made and accepted via an intermediary, it cannot be withdrawn.

The new Ordinary Shares will, when issued, be credited as fully paid and will rank *pari passu* in all respects with existing Ordinary Shares including the right to receive all dividends and other distributions declared, made or paid after their date of issue.

It is a term of the WRAP Retail Offer that the total value of the WRAP Retail Offer Shares available for subscription at the Placing Price does not exceed £150,000.00.

The WRAP Retail Offer is offered in the United Kingdom under the exemption from the requirement to publish a prospectus in section 86(1)(e) of the Financial Services and Markets Act 2000 (as amended) ("**FSMA**"). As such, there is no need for publication of a prospectus pursuant to the Prospectus Regulation Rules of the Financial Conduct Authority (the "**FCA**") or

publication of a prospectus pursuant to the Prospectus Regulation Rules of the Financial Conduct Authority (the "FCA"), or for approval of the same by the FCA. The WRAP Retail Offer is not being made into any jurisdiction other than the United Kingdom.

No offering document, prospectus or admission document has been or will be prepared or submitted to be approved by the FCA (or any other authority) in relation to the WRAP Retail Offer, and investors' commitments will be made solely on the basis of the information contained in this announcement and information that has been published by or on behalf of the Company prior to the date of this announcement by notification to a Regulatory Information Service in accordance with the FCA's Disclosure Guidance and Transparency Rules, the Market Abuse Regulation (EU Regulation No. 596/2014) ("MAR") and MAR as it forms part of United Kingdom law by virtue of the European Union (Withdrawal) Act 2018 (as amended).

Investors should make their own investigations into the merits of an investment in the Company. Nothing in this announcement amounts to a recommendation to invest in the Company or amounts to investment, taxation or legal advice.

It should be noted that a subscription for WRAP Retail Offer Shares and investment in the Company carries a number of risks. Investors should take independent advice from a person experienced in advising on investment in securities such as the WRAP Retail Offer Shares if they are in any doubt.

An investment in the Company will place capital at risk. The value of investments, and any income, can go down as well as up, so investors could get back less than the amount invested.

Neither past performance nor any forecasts should be considered a reliable indicator of future results.

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The Company's LEI is 213800A71DSZ6ABMTQ91

This announcement should be read in its entirety. In particular, the information in the "Important Notices" section of the announcement should be read and understood.

**Important Notices**

The content of this announcement, which has been prepared by and is the sole responsibility of the Company.

This announcement and the information contained herein is not for release, publication or distribution, directly or indirectly, in whole or in part, in or into or from the United States (including its territories and possessions, any state of the United States and the District of Columbia (the "United States" or "US")), Australia, Canada, New Zealand, Japan, the Republic of South Africa, any member state of the EEA or any other jurisdiction where to do so might constitute a violation of the relevant laws or regulations of such jurisdiction.

The WRAP Retail Offer Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "US Securities Act") or under the applicable state securities laws of the United States and may not be offered or sold directly or indirectly in or into the United States. No public offering of the WRAP Retail Offer Shares is being made in the United States. The WRAP Retail Offer Shares are being offered and sold outside the United States in **offshore transactions**, as defined in, and in compliance with, Regulation S under the US Securities Act (**Regulation S**) to non-US persons (within the meaning of Regulation S). In addition, the Company has not been, and will not be, registered under the US Investment Company Act of 1940, as amended.

This announcement does not constitute an offer to sell or issue or a solicitation of an offer to buy or subscribe for WRAP Retail Offer Shares in the United States, Australia, Canada, New Zealand, Japan, the Republic of South Africa, any member state of the EEA or any other jurisdiction in which such offer or solicitation is or may be unlawful. No public offer of the securities referred to herein is being made in any such jurisdiction.

This announcement is not for publication or distribution, directly or indirectly, in or into the United States of America. This announcement is not an offer of securities for sale into the United States. The securities referred to herein have not been and will not be registered under the US Securities Act, and may not be offered or sold in the United States, except pursuant to an applicable exemption from registration. No public offering of securities is being made in the United States.

The distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

WRAP is a proprietary technology platform owned and operated by Winterflood Securities Ltd (registered address at The Atrium Building, Cannon Bridge, 25 Dowgate, London, EC4R 2GA; FRN 141455). Winterflood Securities Ltd (**Winterflood**) is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for the Company and for no-one else and will not regard any other person (whether or not a recipient of this announcement) as its client in relation to the WRAP Retail Offer and will not be responsible to anyone other than the Company for providing the protections afforded to its clients, nor for providing advice in connection with the WRAP Retail Offer, Admission and the other arrangements referred to in this announcement.

The value of Ordinary Shares and the income from them is not guaranteed and can fall as well as rise due to stock market movements. When you sell your investment, you may get back less than you originally invested. Figures refer to past performance and past performance is not a reliable indicator of future results. Returns may increase or decrease as a result of currency fluctuations.

Certain statements in this announcement are forward-looking statements which are based on the Company's expectations, intentions and projections regarding its future performance, anticipated events or trends and other matters that are not historical facts. These forward-looking statements, which may use words such as "aim", "anticipate", "believe", "intend", "estimate", "expect" and words of similar meaning, include all matters that are not historical facts. These forward-looking statements involve risks, assumptions and uncertainties that could cause the actual results of operations, financial condition, liquidity and dividend policy and the development of the industries in which the Company's businesses operate

to differ materially from the impression created by the forward-looking statements. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Given those risks and uncertainties, prospective investors are cautioned not to place undue reliance on forward-looking statements.

These forward-looking statements speak only as at the date of this announcement and cannot be relied upon as a guide to future performance. The Company and Winterflood expressly disclaim any obligation or undertaking to update or revise any forward-looking statements contained herein to reflect actual results or any change in the assumptions, conditions or circumstances on which any such statements are based unless required to do so by the FCA, the London Stock Exchange or applicable law.

The information in this announcement is for background purposes only and does not purport to be full or complete. None of Winterflood or any of its affiliates, accepts any responsibility or liability whatsoever for, or makes any representation or warranty, express or implied, as to this announcement, including the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of the announcement or its contents or otherwise arising in connection therewith. Winterflood and its affiliates, accordingly, disclaim all and any liability whether arising in tort, contract or otherwise which they might otherwise be found to have in respect of this announcement or its contents or otherwise arising in connection therewith.

Any indication in this announcement of the price at which the Ordinary Share have been bought or sold in the past cannot be relied upon as a guide to future performance. Persons needing advice should consult an independent financial adviser. No statement in this announcement is intended to be a profit forecast and no statement in this announcement should be interpreted to mean that earnings or target dividend per share of the Company for the current or future financial years would necessarily match or exceed the historical published earnings or dividends per share of the Company.

Neither the content of the Company's website (or any other website) nor the content of any website accessible from hyperlinks on the Company's website (or any other website) is incorporated into or forms part of this announcement. The WRAP Retail Offer Shares to be issued or sold pursuant to the WRAP Retail Offer will not be admitted to trading on any stock exchange other than the London Stock Exchange.

It is further noted that the WRAP Retail Offer is only open to investors in the United Kingdom who fall within Article 43 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (which includes an existing member of the Company).

Strand Hanson Ltd which is authorised and regulated by the FCA in the United Kingdom, is acting Nominated Adviser to the Company in connection with the Placing. Strand Hanson Ltd has not authorised the contents of, or any part of, this announcement, and no liability whatsoever is accepted by Strand Hanson Ltd for the accuracy of any information or opinions contained in this announcement or for the omission of any material information. The responsibilities of Strand Hanson Ltd as the Company's Nominated Adviser under the AIM for Companies and the AIM for Nominated Advisers are owed solely to London Stock Exchange plc and are not owed to the Company or to any director or shareholder of the Company or any other person, in respect of its decision to acquire shares in the capital of the Company in reliance on any part of this announcement, or otherwise.

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