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11 June 2024

Directa Plus plc

Result of Placing and Subscription

Directa Plus (AIM: DCTA) (the **Company**), a leading producer and supplier of graphene nanoplatelets based products for use in consumer and industrial markets, is pleased to confirm that, further to the Company's announcement released earlier today, the Bookbuild has closed and the Company has, conditionally, raised gross proceeds of approximately £6.8 million through the successful placing of, and subscription for, a total of up to 37,805,551 New Ordinary Shares at the Issue Price of 18 pence each.

In addition, certain directors of the Company have confirmed their intention to participate in the Fundraising and subscribe for 555,555 New Ordinary Shares in aggregate between them (the **'Directors' Intended Participation'**). As the Company is currently in a close period under MAR until the publication of its full year results for the period ended 31 December 2023 ("**Results**"), the Directors are not permitted to enter into any arrangement until after publication of the Results (and subject to each not being in possession of any other unpublished price sensitive information at such time). Whilst it is currently expected that the Results will be published prior to the proposed date of Admission, in the event that the Directors are unable to participate prior to that date (for whatever reason), to the extent the Directors' Intended Participation then takes place, the Company will apply for admission of the relevant New Ordinary Shares to trading on AIM separately and to take effect following the admission of the remaining Subscription Shares and the Placing Shares. Should the Directors' Intended Participation be confirmed upon publication of Results the gross proceeds of the Fundraising will be approximately £6.9 million.

The New Ordinary Shares (including the Directors' Intended Participation) will represent in aggregate 36.7 per cent. of the Company's Enlarged Issued Share Capital following Admission (assuming the Directors' Intended Participation proceeds).

Cavendish Capital Markets Limited and Singer Capital Markets Securities Limited acted as joint brokers in connection with the Bookbuild.

The Placing and the issue of the New Ordinary Shares are conditional upon, amongst other things:

- the passing of the Resolutions without amendment to be proposed at the General Meeting;
- the Placing Agreement having become unconditional (save for Admission) and not having been terminated in accordance with its terms prior to Admission;
- the allotment of the EIS/VCT Placing Shares in advance of the allotment of the Non-EIS/VCT Placing Shares; and
- Admission taking place by no later than 8.00 a.m. on 1 July 2024 (or such later date as the Joint Brokers may agree in writing with the Company, being not later than 8.00 a.m. on 15 July 2024).

Rule 9 Waiver

Following completion of the Fundraising, Nant Capital, LLC will be interested (for the purpose of the City Code) in Ordinary Shares carrying 30 per cent. or more of the Company's voting share capital, which would ordinarily result in Nant Capital, LLC having to make a mandatory offer under Rule 9 of the City Code.

However, the Panel has agreed to waive the obligation on Nant Capital, LLC (or any person acting in concert with it) to make a mandatory cash offer under Rule 9 of the City Code that would otherwise arise as a result of its participation in the Placing (the "Rule 9 Waiver"), subject to the approval of such waiver by independent shareholders on a poll at the Company's General Meeting.

In the event that the Resolution to approve the Rule 9 Waiver is approved, and on the assumption that the Fundraising is completed, including the Directors' Intended Participation, and that no person exercises any options or other rights to subscribe for Ordinary Shares or New Ordinary Shares, as at Admission, the maximum aggregate interest of Nant Capital LLC (and any persons acting in concert with it) in shares which carry voting rights in the Company (for the purpose of the City Code) would be 39.45 per cent. In the event that the Directors' Intended Participation does not proceed, the maximum aggregate interest of Nant Capital LLC (and any persons acting in concert with it) in shares which carry voting rights in the Company (for the purpose of the City Code) would be 39.67 per cent.

The Fundraising is subject to Shareholder approval (amongst other things):

- to grant the necessary authorities to issue the New Ordinary Shares;
- of the Rule 9 Waiver, on a poll vote of independent shareholders in accordance with the City Code.

General Meeting and posting of Circular

The General Meeting to approve the Resolutions is expected to be held at the offices of Vistra, 7th Floor, 50 Broadway, London SW1H 0DB at 2.30 p.m. (local time) on 27 June 2024.

The Circular, containing the Notice of the General Meeting, which sets out the Resolutions and further details on the Fundraising, is expected to be despatched to Shareholders of the Group on or about 11 June 2024 and will be available on the Company's website at www.directa-plus.com. The Circular will include a unanimous Board recommendation that all shareholders vote in favour of the Resolutions.

Admission, settlement and dealings

It is intended that the Company will issue the EIS/VCT Placing Shares to the persons nominated by the Company in accordance with the Placing Agreement no later than 3.00 p.m. on 28 June 2024, being one Business Day prior to Admission. The issue of the EIS/VCT Placing Shares will not be conditional on Admission. It is intended that the Company will issue the Non-EIS/VCT Placing Shares to the persons nominated by the Company in accordance with the Placing Agreement no later than 8:00 a.m. on 1 July 2024. The issue of the Non-EIS/VCT Placing Shares will be conditional on Admission. Investors should be aware of the possibility that only the EIS/VCT Placing Share might be issued and that none of the Non-EIS/VCT Placing Shares are issued.

Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. It is currently expected that Admission will become effective, and that dealings in the New Ordinary Shares will commence on AIM, at 8.00 a.m. on 1 July 2024. The Enlarged Issued Share Capital, as increased by the New Ordinary Shares, immediately following Admission (and excluding any issues of shares pursuant to the exercise of any employee share incentives or options between the date of this Announcement and Admission) will be 104,418,755 Ordinary Shares. In the event that the Directors' Intended Participation does not proceed, Enlarged Issued Share Capital will be 103,863,200.

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

Key Dates

The expected timetable set out in the Company's announcement regarding the proposed Fundraising released earlier today remains unchanged and is, for reference, set out again below.

The times and dates set out below, and mentioned throughout this Announcement, are subject to change, and may be adjusted by the Company in consultation with the Joint Bookrunners. The timetable below also assumes that the Resolutions are all passed at the General Meeting without adjournment. In the event of any significant changes from the expected timetable below, details of the new times and dates will be notified to Shareholders by an announcement on a Regulatory Information Service.

Posting of the Circular and the Notice of General Meeting	11 June 2024
Latest time and date for receipt of Forms of Proxy	2.30 p.m. on 25 June 2024
Voting record date	5.00 p.m. on 25 June 2024
General Meeting	2.30 p.m. (local time) on 27 June 2024
Admission effective and dealings in Placing Shares and Subscription Shares expected to commence on AIM	8.00 a.m. on 1 July 2024

Notes:

1. Each of the times and dates in the above timetable, and shown elsewhere in this document, are indicative only and if any of the details contained in the timetable above should change, the revised times and dates will be notified to Shareholders by means of an announcement through a Regulatory Information Service.
2. All of the above times refer to London time unless otherwise stated.
3. All events listed in the above timetable following the General Meeting are conditional on the passing of the Resolutions at the General Meeting.

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The person responsible for arranging the release of this Announcement on behalf of the Company is Giorgio Bonfanti, Chief Financial Officer of the Company.

Notes to Editors

Directa Plus (www.directa-plus.com) is one of the largest producers and suppliers of graphene-based products for use in consumer and industrial markets. The Company's graphene manufacturing capability uses proprietary patented technology based on a plasma super expansion process. Starting from natural graphite, each step of Directa Plus' production process - expansion, exfoliation and drying - creates graphene-based materials and hybrid graphene materials ready for a variety of uses and available in various forms such as powder, liquid and paste.

This proprietary production process uses a physical process, rather than a chemical process, to process graphite into pristine graphene nanoplatelets, which enables Directa Plus to offer a sustainable, nontoxic product, without unwanted by-products.

Directa Plus' products are made of hybrid graphene materials and graphene nano-platelets. The products (marketed as G+(R)) have multiple applications due to its properties. These G+(R) products can be categorised into various families, with different products being suitable for specific practical applications.

Directa Plus was established in 2005 and is based in Lomazzo (Como, Italy) and has been listed on the AIM market of the London Stock Exchange since May 2016. Directa Plus holds the Green Economy Mark from London Stock Exchange which recognises companies that contribute to the global green economy.

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