

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF THE MARKET ABUSE REGULATION (EU) 596/2014 (WHICH FORMS PART OF DOMESTIC UK LAW PURSUANT TO THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 ("UK MAR")).

THIS ANNOUNCEMENT IS FOR INFORMATIONAL PURPOSES ONLY, AND DOES NOT CONSTITUTE OR FORM PART OF ANY OFFER OR INVITATION TO SELL OR ISSUE, OR ANY SOLICITATION OF AN OFFER TO PURCHASE OR SUBSCRIBE FOR, ANY SECURITIES OF ROSSLYN DATA TECHNOLOGIES PLC.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN OR INTO, OR TO ANY PERSON LOCATED OR RESIDENT IN, ANY JURISDICTION WHERE IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS ANNOUNCEMENT.

THIS ANNOUNCEMENT AMOUNTS TO A FINANCIAL PROMOTION FOR THE PURPOSES OF SECTION 21 OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 ("FSMA") AND HAS BEEN APPROVED BY PRIMARYBID LIMITED WHICH IS AUTHORISED AND REGULATED BY THE FINANCIAL CONDUCT AUTHORITY (FRN 779021).

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART IN OR INTO THE UNITED STATES, CANADA OR JAPAN.

8 October 2024

Rosslyn Data Technologies plc

("Rosslyn" or the "Company")

Retail Offer by PrimaryBid

- Rosslyn announces a conditional offer for subscription of new Ordinary Shares via [PrimaryBid](#) of up to £250,000;
- The Issue Price for the new Ordinary Shares is 5 pence per new Ordinary Share, representing a discount of approximately 55.2 per cent to the closing mid-price of the Company's existing Ordinary Shares on 7 October 2024;
- Investors can take part through PrimaryBid's extensive network of retail brokers, wealth managers and investment platforms, (subject to such partners' participation);
- The Retail Offer is available to both existing shareholders and new investors;
- The new Ordinary Shares to be issued pursuant to the Retail Offer will be sold at the Issue Price; and
- There is a minimum subscription of £250 per investor in the Retail Offer.

Retail Offer

Rosslyn (AIM: RDT), is pleased to announce a conditional offer for subscription of new ordinary shares of 0.1 pence each in the capital of the Company ("**Ordinary Shares**") via PrimaryBid (the "**Retail Offer**") at an issue price of 5 pence per new Ordinary Share (the "**Issue Price**"), being a discount of approximately 55.2 per cent to the closing mid-price of the Company's existing Ordinary Shares on 7 October 2024.

As announced earlier today, The Company is also conducting the following:

- A proposed fundraising to raise a minimum of £2.5 million via a conditional placing and intended subscription of new Ordinary Shares at the Issue Price and the issue of convertible loan notes (together with the Retail Offer, the "**Fundraise**");
- The proposed conversion of the principal amount and the interest accrued at the conversion date of 25 October 2024 of the convertible loan notes issued in September 2023 into 13,328,150 new Ordinary Shares at the Issue Price (the "**Conversion**"); and
- The proposed capital reorganisation of the Ordinary Share capital of the Company to subdivide each existing Ordinary Share into one new Ordinary Share of 0.1 pence each and one deferred Share of 24.9 pence each (the "**Capital Reorganisation**").

The Fundraise, Conversion and Capital Reorganisation are conditional on shareholder approval of certain resolutions to be

proposed at a general meeting of the Company to be held on 25 October 2024. The Fundraise is further conditional on the new Ordinary Shares to be issued pursuant to the Retail Offer, Conversion, Placing and Capital Reorganisation being admitted to trading on AIM ("Admission"). Admission is expected to take place at 8.00 a.m. on 28 October. The Retail Offer will not be completed without the Placing, Conversion and Capital Reorganisation also being completed.

The Company will use the net proceeds of the Fundraise primarily to drive the execution of the Company's business strategy as well as to provide working capital support to extend the cash runway to a point of profitability and strengthen the Company's balance sheet.

Reason for the Retail Offer

While the Placing has been structured as a non-pre-emptive offer, the Company values its retail investor base and is therefore pleased to provide retail investors with the opportunity to participate in the Retail Offer.

Existing shareholders and new investors can access the Retail Offer through PrimaryBid's extensive partner network of investment platforms, retail brokers and wealth managers, subject to such partners' participation. A list of PrimaryBid's distribution partners can be found [here](#).

Some partners may only accept applications from existing shareholders and/or existing customers.

After consideration of the various options available to it, the Company believes that the separate Retail Offer is in the best interests of shareholders, as well as wider stakeholders in the Company.

The Retail Offer will open to investors resident and physically located in the United Kingdom following the release of this Announcement. The Retail Offer is expected to close at 4.30 p.m. on 10 October 2024 and may close early if it is oversubscribed.

There is a minimum subscription amount of £250 per investor in the Retail Offer.

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

Investors wishing to apply for new Ordinary Shares should contact their investment platform, retail broker or wealth manager for details of their terms and conditions, process (including for using their ISA, SIPP or GIA) and any relevant fees or charges.

The new Ordinary Shares to be issued pursuant to the Retail Offer will be issued free of all liens, charges and encumbrances and will, when issued and fully paid, rank *pari passu* in all respects with the new Ordinary Shares to be issued pursuant to the Placing and the Company's existing Ordinary Shares.

Brokers wishing to offer their customers access to the Retail Offer and future PrimaryBid transactions, should contact partners@primarybid.com.

Enquiries

Roslyn +44 (0)20 3285 8008
Paul Watts, Chief Executive Officer
James Appleby, Chairman

PrimaryBid Limited enquiries@primarybid.com
Nick Smith / James Deal

Cavendish Capital Markets Limited (Nominated adviser and Broker) +44 (0)20 7220 0500
Stephen Keys/Camilla Hume/George Lawson

Gracechurch Group (Financial PR) +44 (0)20 4582 3500
Claire Norbury/Anyasia Virdi

Important notices

It is a term of the Retail Offer that the aggregate value of the new Ordinary Shares available for subscription at the Issue Price does not exceed £250,000 (the "**Maximum Subscription Amount**"). The Maximum Subscription Amount may be increased at the sole and absolute discretion of the Company, subject to applicable law and regulation. Any such increase will be notified by way of an announcement through a Regulatory Information Service.

The Retail Offer is offered under the exemptions from the need for a prospectus allowed under the FCA's Prospectus Regulation Rules. As such, there is no need for publication of a prospectus pursuant to the Prospectus Regulation Rules, or for approval of the same by the Financial Conduct Authority (as competent authority under Regulation (EU) 2017/1129 as it forms part of retained EU law as defined in the European Union (Withdrawal) Act 2018).

The Retail Offer is not being made into the United States, Australia, Canada, the Republic of South Africa, Japan or any other jurisdiction where it would be unlawful to do so.

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 U.S. Securities Act of 1933, as amended, 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.

This Announcement and the information contained herein, is restricted and is not for publication, release or distribution, directly or indirectly, in whole or in part, in or into Australia, Canada, the Republic of South Africa, Japan or any other jurisdiction in which such publication, release or distribution would be unlawful. Further, this Announcement is for information purposes only and is not an offer of securities in any jurisdiction.

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 new Ordinary Shares and investment in the Company carries a number of risks. Investors should contact their investment platform, retail broker or wealth manager for details of any relevant risk warnings. Investors should take independent advice from a person experienced in advising on investment in securities such as the new Ordinary Shares if they are in any doubt.

END

This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact ms@seg.com or visit www.ms.com.

RNS may use your IP address to confirm compliance with the terms and conditions, to analyse how you engage with the information contained in this communication, and to share such analysis on an anonymised basis with others as part of our commercial services. For further information about how RNS and the London Stock Exchange use the personal data you provide us, please see our [Privacy Policy](#).

END

ROIEVLFBZBLZFBE