

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF REGULATION (EU) 596/2014 AS IT FORMS PART OF DOMESTIC LAW IN THE UNITED KINGDOM BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 (MAR). IN ADDITION, MARKET SOUNDINGS (AS DEFINED IN MAR) WERE TAKEN IN RESPECT OF THE FUNDRAISING WITH THE RESULT THAT CERTAIN PERSONS BECAME AWARE OF INSIDE INFORMATION (AS DEFINED IN MAR), AS PERMITTED BY MAR. THIS INSIDE INFORMATION IS SET OUT IN THIS ANNOUNCEMENT. THEREFORE, THOSE PERSONS THAT RECEIVED INSIDE INFORMATION IN A MARKET SOUNDING ARE NO LONGER IN POSSESSION OF SUCH INSIDE INFORMATION RELATING TO THE COMPANY AND ITS SECURITIES.

**EMV Capital plc**

("EMV Capital" or the "Company" or the "Group")

**Proposed Subscription and Retail Offer  
to raise up to £1.5 million**

**Update on financial operations and the portfolio**

EMV Capital plc (AIM: EMVC), the deeptech and life sciences VC investment group, today announces its intention to raise up to £1.5 million (**Fundraising**) through a proposed subscription by, and retail offer to, new and existing investors for new ordinary shares in the capital of the Company (**New Shares**) at an issue price of £0.50 per New Share (**Issue Price**). The Issue Price represents a premium of approximately 15 per cent. to the closing mid-market price of 43.5 pence per ordinary share in the capital of the Company on 2 December 2024 (the latest practicable date prior to the publication of this announcement).

A further announcement will be made by the Company shortly regarding the Retail Offer (as defined below) and its terms. It is expected that the Retail Offer will launch today, 3 December 2024, shortly after this Announcement and will be open for applications up to 4.30 p.m. on 4 December 2024, or such later time and date as the Company and Winterflood Securities Limited (**Winterflood**) may agree. The result of the Retail Offer is expected to be announced by the Company on or around 5 December 2024. For the avoidance of doubt, the Retail Offer is in addition to, and conditional upon the completion of, the Subscription. There can be no guarantee that the Retail Offer will be fully subscribed.

The Fundraising will be effected pursuant to the existing authorities to allot equity securities granted at the Company's annual general meeting on 10 July 2024.

**1. Background to and reasons for the Fundraising**

EMV Capital is positioning itself to become a leading venture capital (VC) investment group, specialising in the deeptech and life sciences sectors. The Company aims to deliver shareholder value by identifying and investing in companies with transformative technologies both within the UK and internationally.

The Group's strategy focuses on achieving capital returns through the profitable exits of selected portfolio companies, as well as generating carried interest from its growing Funds practice. An example of this approach is demonstrated through the strong performance of the Group's Venture Building programme. Over the past two years, this initiative has driven significant growth in the fair value of EMV Capital's direct holdings, notably in the following cohort portfolio companies to a total of £7.1 million, achieved with an initial total investment of just £0.4 million in cash, complemented by £0.4 million of in-kind services. This performance highlights EMV Capital's ability to create significant value with a disciplined and innovative approach to investment.

Portfolio company	Business sector	Direct FV increase
Deeptech Recycling Technologies	Plastic waste recycling	£1.8 million
DName-iT	Lab blood verification	£1.6 million
Ventive	Heat pump developer	£0.9 million
Vortex Biosciences	Liquid biopsy/oncology	£2.8 million
<b>Total</b>	<b>-</b>	<b>£7.1 million</b>

In the first half of 2024, EMV Capital achieved a significant milestone, surpassing £100 million in assets under management (**AUM**). This coincided with the successful launch of the Company's Fund Management practice. As announced on 30 September 2024 in its interim results for the six months ended 30 June 2024 (**Interim Results**), the Company's AUM comprised a fair value of £41 million in directly owned holdings and £65.7 million in managed and third-party holdings. EMV Capital's portfolio now spans over 70 companies, bolstered by the May 2024 mandate to manage the Cambridge-based Martlet Capital portfolio.

The Company is progressing its strategy to achieve operational self-sufficiency by covering most, if not all, core costs through recurring fund management fees, value creation services, corporate finance activities, and other income streams. The Directors have identified a route to break-even, targeting recurring annual fund management fees of over £1 million. This will be supported by a targeted increase of £30 million to £50 million (or more) in AUM during 2025/26.

As outlined in the annual accounts for the period ending 31 December 2023, the Group, including its subsidiaries, identified a cash requirement of approximately £3.6 million to fund operations through to June 2025. Of this, the core operating business (excluding consolidated portfolio company subsidiaries Glycotest, ProAxis and CetroMed, which are expected to secure third party funding), requires £1.6 million. The Company noted that funding sources could include fee income, the sale of portfolio assets or a share placement. Additionally, the Company has explored debt financing options, including the potential availability of a £750,000 facility.

The Directors have carefully evaluated all funding options available to the Company, taking into account current asset values, debt financing costs, the Company's share price, and the potential dilutive effects of equity placements. Ultimately, the Directors concluded that a targeted Fundraising represents the optimal solution, enabling the Company to strengthen its balance sheet, continue growing the fair value of its directly held assets, and maintain a low debt position. This approach means that over the next 12 months the Group will remain well-positioned for sustainable growth and long-term value creation.

## **2. Update on financial operations and the portfolio**

Since the announcement of the Company's Interim Results, the Company is pleased to provide the following update on its financial operations and the portfolio:

- **Group 'core' income and losses**

- Unaudited Group 'core' income for the ten month period to 31 October 2024 is c.£2 million (as compared to £1.2 million for the full year ended 31 December 2023). This is split as to £0.9 million for services fees, £0.6 million for fundraising fees, and £0.5 million for fund management fees.
- Unaudited Group 'core' losses for the ten month period to 31 October 2024 are c.£1.1 million (as compared to £1.1 million for the full year ended 31 December 2023).
- Group 'core' excludes subsidiary portfolio companies (Glycotest, ProAxis and CetroMed), which are financed by third party investors.

- **Wanda Connected Healthcare Systems**

As announced on 28 May 2024, the Group acquired a 30 per cent. direct holding in Wanda for c. £62,000 paid for by in-kind services. Benefiting from the Group's value creation services as a member of the Venture Building programme, Wanda is expected to complete a c.£1 million equity investment round on 6 December 2024 at a pre-money valuation of £5 million. Following completion of that investment round, the fair value of the Group's fully diluted holding will be £1.35 million, a 21.5x increase. Further details of this transaction, including the Group's new direct shareholding and third party assets under management, are anticipated to be announced on or around 9 December 2024.

- **Q-Bot**

As announced on 30 July 2024, Q-Bot raised £1.5 million to progress its revised business plan, which included rationalising its business into two separate divisions, an installations business and a technologies focused business. The planned restructuring has experienced a delay in execution and a refined business plan, with Q-Bot having launched on 2 December 2024 a further fundraising programme of c.£1.3 million to complete its pivot to a technology and partnerships focused business, and its exit from direct services.

business, and its exit from direct services.

The Q-Bot fundraising is by way of a convertible loan note and advance subscription agreement, each on advantageous conversion terms with a conversion price substantially lower than the previous price per share. The Group intends to participate with a direct investment of c.£0.31 million, which it intends to settle within a two week period by way of conversion of receivables (c. £60,000) and the issue of shares in EMV Capital (c.£0.25 million). Should EMV Capital shares be issued, it is anticipated that the price per EMV Capital share would be the higher of: (i) the middle-market closing price for EMV Capital shares on the day before the investment; and (ii) the average middle-market closing price for EMV Capital shares over the 12 month period preceding its investment (which, for example, is 62.3 pence as at 2 December 2024, the latest practicable date prior to the publication of this announcement). In addition, these shares, if issued, would be subject to orderly market provisions such that if they are disposed of they must be sold through the Company's broker.

As the proposed Q-Bot fundraising does not establish a fixed price (given that the conversion price of the convertible instruments is contingent upon factors such as a subsequent fundraising round, an exit event, or the maturity date), the Directors are unable to estimate any changes to the current fair value of Q-Bot upon completion of the fundraising. However, in the absence of significant growth prior to its next equity fundraising, it is anticipated that the fair value of Q-Bot could be materially lower than the previously reported figure.

### 3. Use of proceeds

The net proceeds from the Fundraising, in combination with the Group's fee income, are intended to be utilised over the next 12 months to:

- provide ongoing working capital to support the Company's day-to-day operations;
- develop and enhance investor reporting infrastructure for EMV Capital Partners (**EMVCP**), the Company's wholly owned corporate finance and venture capital firm, in response to the continued growth of its syndicated investor base and Fund management activities;
- drive growth through strategic hires to strengthen the Company's operational and strategic capabilities; and
- bolster balance sheet strength and maintain 'dry powder' for capital efficient investments, with a particular focus on future Venture Building initiatives.

This use of funds is designed to ensure EMV Capital remains well-positioned for sustained growth, operational efficiency, and continued value creation.

### 4. Details of the Fundraising

#### **General details**

EMVCP, acting as bookrunner, has introduced certain new and existing investors who intend to participate in the Fundraising, both through the Subscription and the Retail Offer (each as defined below). It is anticipated that such investors will subscribe for up to 3,000,000 New Shares at the Issue Price to raise up to £1.5 million.

The Fundraising comprises:

- a subscription by new and existing investors at the Issue Price for 1,760,000 New Shares (**Subscription Shares**) raising £880,000 (**Subscription**); and
- the Company intends to launch a retail offer through the Winterflood Retail Access platform (**WRAP**) for qualifying retail investors in the UK to subscribe for up to 1,240,000 New Shares at the Issue Price (**Retail Offer Shares**) to raise up to a further £620,000 (**Retail Offer**).

The issue of New Shares will be pursuant to the Directors' existing authority to allot ordinary shares in the capital of the Company, as provided at its 2024 annual general meeting.

The Issue Price represents a premium of approximately 15 per cent. to the closing mid-market price of 43.5 pence per ordinary share in the capital of the Company on 2 December 2024, being the latest practicable date prior to the publication of this announcement.

The Fundraising is not being underwritten.

The New Shares, when issued, will be fully paid and will rank pari passu in all respects with the rest of the Company's ordinary share capital.

**Director / DMD and substantial shareholder notification**

#### ***Director / PDMK and substantial shareholder participation***

Certain Directors, being Charles Spicer (Non-Executive Chair), Ilian Iliev (Chief Executive Officer) and Ed Hooper (Executive Director), and members of the Company's senior management team (PDMRs) intend to participate in the Fundraising, both through the Subscription and the Retail Offer, for an aggregate subscription amount of approximately £245,000 through the issue of 490,000 New Shares at the Issue Price.

It is also anticipated that A Beckman plc SSAS (Small Self Administered Pension Scheme), which is associated with Melvin Lawson, a substantial shareholder in the Company, will participate in the Fundraising through the Subscription (**Substantial Shareholder Participation**). It is anticipated that the Substantial Shareholder Participation will comprise approximately £50,000 through the issue of 100,000 New Shares at the Issue Price.

Further details will be announced as appropriate in due course.

#### ***Subscription***

The Subscription is not conditional upon the completion of the Retail Offer.

The timing of the closing of the Subscription and the allocation of the Subscription Shares is to be determined at the discretion of the Company. A further announcement confirming final details of the Subscription will be announced as soon as practicable after the closing of the bookbuilding process in respect of the Subscription, anticipated to be on 3 December 2024.

#### ***Retail Offer***

The Directors believe it to be important to provide existing shareholders and qualifying retail investors in the United Kingdom with an opportunity to participate in the Fundraising and to subscribe for New Shares.

A further announcement will be made by the Company shortly regarding the Retail Offer and its terms. It is expected that the Retail Offer will launch today, 3 December 2024, shortly after this announcement and will be open for applications up to 4.30 p.m. on 4 December 2024, or such later time and date as the Company and Winterflood may agree. The result of the Retail Offer is expected to be announced by the Company on or around 5 December 2024. For the avoidance of doubt, the Retail Offer is in addition to the Subscription. There can be no guarantee that the Retail Offer will be fully subscribed. The Retail Offer is conditional upon completion of the Subscription.

#### **5. Admission**

Application will be made to London Stock Exchange plc for the admission to trading on AIM of the Subscription Shares and such number of Retail Offer Shares as are subscribed for pursuant to the Retail Offer (**Admission**). It is expected that Admission will become effective and dealings will commence at 8.00 a.m. on or around 9 December 2024.

*The person responsible for arranging the release of this announcement on behalf of the Company is Ed Hooper, Executive Director and General Counsel of the Company.*

*THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF THE UK VERSION OF REGULATION (EU) NO 596/2014 WHICH IS PART OF UK LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018, AS AMENDED. UPON THE PUBLICATION OF THIS ANNOUNCEMENT VIA A REGULATORY INFORMATION SERVICE, THIS INSIDE INFORMATION IS NOW CONSIDERED TO BE IN THE PUBLIC DOMAIN.*

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#### **About EMV Capital plc (EMVC)**

EMV Capital plc, formerly known as NetScientific plc, is a deep tech and life sciences venture capital

EMV Capital Partners Limited, an investment group, is a deep tech and life sciences venture capital investment group with an international portfolio of high-growth companies.

With a strategic focus on generating superior returns for investors from the fast-growing sectors and technologies that will define our future; EMV Capital invests in, manages and strengthens early stage IP-rich companies.

EMV Capital holds both direct equity stakes and carried interest in its portfolio companies, creating an evergreen structure that supports extensive growth and value creation. EMV Capital's investment thesis is realised through these capital sources:

- capital-efficient investments through Group balance sheet;
- fund management of the Evergreen EIS and Martlet Capital Funds;
- syndicated investments leveraging its network of third-party investors.

EMV Capital's approach is characterised by its proactive management style, aiming to advance portfolio companies to critical value inflection points by actively engaging with them. Companies are supported through Board representation and the use of its Value Creation Services practice.

Headquartered in London, with a Cambridge presence and strong international links, EMV Capital is quoted on the AIM market of the London Stock Exchange.

[www.emvcapital.com](http://www.emvcapital.com)

## IMPORTANT NOTICES

Certain statements in this announcement are forward-looking statements with respect to the Company's expectations, intentions and projections regarding its future performance, strategic initiatives, anticipated events or trends and other matters that are not historical facts and which are, by their nature, inherently predictive, speculative and involve risks and uncertainty because they relate to events and depend on circumstances that may or may not occur in the future. All statements that address expectations or projections about the future, including statements about operating performance, strategic initiatives, objectives, market position, industry trends, general economic conditions, expected expenditures, expected cost savings and financial results, are forward-looking statements. Any statements contained in this announcement that are not statements of historical fact are, or may be deemed to be, forward-looking statements. These forward-looking statements, which may use words such as "aim", "anticipate", "believe", "could", "intend", "estimate", "expect", "may", "plan", "project", "target" or words or terms of similar meaning or the negative thereof, are not guarantees of future performance and are subject to known and unknown risks and uncertainties. There are a number of factors including, but not limited to, commercial, operational, economic and financial factors, that could cause actual results, financial condition, performance or achievements to differ materially from those expressed or implied by these forward-looking statements. Many of these risks and uncertainties relate to factors that are beyond the Company's ability to control or estimate precisely, such as changes in taxation or fiscal policy, future market conditions, currency fluctuations, the behaviour of other market participants, the actions of governments or governmental regulators, or other risk factors, such as changes in the political, social and regulatory framework in which the Company operates or in economic or technological trends or conditions, including inflation, recession and consumer confidence, on a global, regional or national basis. Given those risks and uncertainties, readers are cautioned not to place undue reliance on forward-looking statements. Forward-looking statements speak only as of the date of this announcement. The Company expressly disclaims any obligation or undertaking to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise unless required to do so by applicable law or regulation.

EMV Capital Partners Limited, which is authorised and regulated in the United Kingdom by the FCA, is acting as sole bookrunner to the Company in connection with the Subscription and to no one else and will not be responsible to anyone other than the Company for providing the protections afforded to its clients, nor for providing advice in relation to the Subscription or any other matter referred to in this announcement.

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announcement should be interpreted to mean that earnings per share of the Company for the current or future financial years would necessarily match or exceed the historical published earnings per share of the Company.

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