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3 December 2024

EMV Capital plc
("EMVC" or the "Company")

WRAP Retail Offer for up to £620,000

EMV Capital plc (AIM: EMVC), the deeptech and life sciences VC investment group, is pleased to announce a retail offer via the Winterflood Retail Access Platform (**WRAP**) to raise up to £620,000 (**WRAP Retail Offer**) through the issue of new ordinary shares of £0.05 each in the capital of the Company (**Ordinary Shares**). Under the WRAP Retail Offer up to 1,240,000 new Ordinary Shares (**WRAP Retail Offer Shares**) will be made available at a price of £0.50 per share.

In addition to the WRAP Retail Offer and as announced earlier today (3 December 2024), the Company is also proposing a direct subscription of new Ordinary Shares (**Subscription Shares**) and together with the WRAP Retail Offer Shares, **New Ordinary Shares**) to raise approximately £880,000 (before expenses) through a bookbuild process (**Subscription**) at a price of £0.50 per Subscription Share (**Issue Price**).

The Issue Price represents a premium of approximately 15 per cent. to the mid-market closing price of an Ordinary Share on 2 December 2024 (being the latest practicable date prior to this announcement). The issue price of the WRAP Retail Offer Shares is equal to the Issue Price. If the WRAP Retail Offer is taken up in full, the aggregate gross proceeds of the Subscription and WRAP Retail Offer will be approximately £1.5 million.

A separate announcement has been made regarding the Subscription and its terms and sets out the reasons for the Subscription and use of proceeds. The proceeds of the WRAP Retail Offer will be utilised in the same way as the proceeds of the Subscription.

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

The WRAP Retail Offer is conditional on the New Ordinary Shares being admitted to trading on AIM (**Admission**). It is anticipated that Admission will become effective and that dealings in the New Ordinary Shares will commence on AIM, at 8.00 a.m. on or around 9 December 2024.

WRAP Retail Offer Details and Eligibility

Existing shareholders can contact their broker or wealth manager to participate in the WRAP Retail Offer. Retail brokers wishing to participate in the WRAP Retail Offer on behalf of existing retail shareholders, should contact wrap@winterflood.com.

The WRAP Retail Offer is expected to close at 4.30 p.m. on 4 December 2024. Eligible shareholders should note that financial intermediaries may have earlier closing times.

To be eligible to participate in the WRAP Retail Offer, applicants must be a customer of a participating intermediary and: (i) existing shareholders in the Company aged 18 or over or other bodies corporate, partnerships, trusts, associations and other unincorporated organisations; or (ii) Investment Professionals, High Net Worth Companies, Unincorporated Associations etc, or Certified Sophisticated Investors under Articles 19, 49, or 50 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005.

There is a minimum subscription of £100 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 vital 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 Issue Price does not exceed £620,000. 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.

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 FSMA. As such, there is no need for publication of a prospectus pursuant to the Prospectus Regulation Rules of the Financial Conduct Authority, or for approval of the same by the Financial Conduct Authority. 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 Financial Conduct Authority (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 AIM Rules for Companies, the Financial Conduct Authority'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.

A subscription for WRAP Retail Offer Shares and investment in the Company carries a number of risks. 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. 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. Returns may increase or decrease as a result of currency fluctuations.

Investors should take independent professional advice if they are in any doubt about the risks in connection with an investment into the Company.

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Further information on the Company can be found on its website at emvcapital.com.

The Company's LEI is 213800N5WD46G1Y7I458.

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 has been prepared by and is the sole responsibility of the Company.

This announcement and the information contained herein is for release into the UK only. No offering (initial public offers or otherwise) is being made to any investors outside of the UK.

The WRAP Retail Offer Shares have not been and will not be registered under the US Securities Act of 1933, as amended (**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.

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

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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. 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. Returns may increase or decrease as a result of currency fluctuations. Any indication in this announcement of the price at which the Ordinary Shares have been bought or sold in the past cannot be relied upon as a guide to future performance.

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 Financial Conduct Authority, the London Stock Exchange or applicable law.

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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.

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