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20 December 2024

Thalassa Holdings Ltd

(Reuters: THAL:L, Bloomberg: THAL:LN)

("Thalassa" or the "Company")

**Publication of Prospectus
Allotment of Placing Shares
Subscription**

PUBLICATION OF PROSPECTUS

Thalassa Holdings Ltd is pleased to announce that, further to its announcement on 16 December 2024 relating to the results of the Placing, its Prospectus dated 20 December 2024 has been approved by the FCA and has been published today.

An electronic copy of the Prospectus has been made available on the Company's website (<https://www.thalassaholdings.com>). The Prospectus is also available for inspection at the National Storage Mechanism website: (<https://data.fca.org.uk/#/nsm/nationalstoragemechanism>).

Terms used in this announcement shall, unless the context otherwise requires, be as defined in the announcement published by the Company on 16 December 2024 in relation to the Placing and Admission.

ALLOTMENT OF SHARES

The Company also confirms that it has today allotted 8,710,000 Placing Shares of US 0.01 each, conditionally on Admission.

Applications will be made to the FCA for admission of the Placing Shares to the Equity Shares (Transition) Category of the Official List of the FCA and to the London Stock Exchange for admission to trading of the Placing Shares on its main market for listed securities. It is expected that Admission will become effective at or around 8.00 a.m. on 10 January 2025.

All references to time in this announcement are to London time. Any changes in the expected timetable and the results of the allotment of shares will be announced by the Company through the regulatory news service.

The Placing Shares ("**New Ordinary Shares**") will, when issued, be credited as fully paid and will rank pari passu in all respects with all other ordinary shares of the Company.

The Company confirms that with effect from admission of the New Ordinary Shares to the FCA's Official List and to trading on the Main Market for listed securities, the Company's issued share capital will comprise 16,655,838 ordinary shares of US 0.01 each. As at the last practicable date, the Company holds 12,906,521 ordinary shares in treasury.

The above figure of 16,655,838 may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or of a change to their interest in the Company under the FCA's Disclosure and Transparency Rules.

SUBSCRIPTION

The Company has also entered into a subscription letter with Alina Holdings plc ("**Alina**" or "**Subscriber**"), whereby Alina has agreed to conditionally subscribe for up to 12,000,000 new ordinary shares of US 0.01 in the Company ("**Subscription Shares**") at a subscription price of £0.25, subject to Alina selling its existing property assets in Brislington and Hastings.

The Subscriber may subscribe for any number of Subscription Shares up to a maximum of £3,000,000, at its discretion. There is no minimum amount the Subscriber must subscribe for. The Subscription may be cancelled by the Company if, inter alia, the Subscription has not been completed by 19 December 2025.

The Subscription is conditional on the Placing. In the event that the Placing does not complete, the Subscription will not proceed.

Admission of the Subscription Shares will take place within 10 Business Days of the Company receiving payment from the Subscriber for the Subscription Shares.

Due to the Company and Alina having a number of cross shareholdings and a shared director, Duncan Soukup, the transaction is considered a related party transaction under DTR 7.3 and, accordingly, Mr Soukup recused himself from the Company's Board meeting approving the transaction. In the opinion of the Company's independent directors, the Subscription is fair and reasonable from the perspective of the Company and its shareholders.

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END

MARKET ABUSE REGULATION DISCLOSURE

The information contained within this announcement is deemed by the Company to constitute inside information for the purposes of Article 7 of the EU Market Abuse Regulation (EU) No 596/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 as amended

("UK MAR"), and Article 7 of the Market Abuse Regulation (EU) No. 596/2014 ("EU MAR"). The Company is solely responsible for the content of this announcement.

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Dissemination of a Regulatory Announcement that contains inside information in accordance with the Market Abuse Regulation (MAR), transmitted by EQS Group.

The issuer is solely responsible for the content of this announcement.

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