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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF THE MARKET ABUSE REGULATION (596/2014/EU) AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 AS AMENDED ("MAR"). UPON THE PUBLICATION OF THIS ANNOUNCEMENT, SUCH INFORMATION WILL NO LONGER CONSTITUTE INSIDE INFORMATION.

20 May 2025

**Poolbeg Pharma plc**

**Proposed Retail Offer to raise up to £100,000**

Poolbeg Pharma plc (AIM: POLB, 'Poolbeg Pharma' or the 'Company'), a clinical-stage biopharmaceutical company focussed on the development of innovative medicines to address unmet medical needs, is pleased to announce a retail offer via the BookBuild Platform (the "BookBuild Offer") of new ordinary shares of 0.02 pence each (the "Ordinary Shares") in the capital of the Company (the "BookBuild Offer Shares") to raise gross proceeds of up to £100,000. Pursuant to the BookBuild Offer, up to 4,000,000 BookBuild Offer Shares will be made available at an issue price of 2.5 pence per BookBuild Offer Share (the "Issue Price").

In addition to the BookBuild Offer, and as announced by the Company earlier today, the Company is conducting a placing of new Ordinary Shares (the "Placing") and a subscription of new Ordinary Shares (the "Subscription") (the new Ordinary Shares to be issued under the Placing and the Subscription, together with the BookBuild Offer Shares, being the New Ordinary Shares") at the Issue Price (the "Fundraising") to raise gross proceeds of approximately £4.1 million. A separate announcement has been made regarding the Placing and its terms.

**Key Highlights**

- The Company values its retail shareholder base, which has supported the Company for many years. Given the support of retail shareholders, the Company believes that it is appropriate to provide its eligible shareholders in the United Kingdom the opportunity to participate in the BookBuild Offer.
- The BookBuild Offer will be open to eligible shareholders in the United Kingdom from 8.00 a.m. on 20 May 2025. The BookBuild Offer is expected to close at 4.30 p.m. on 22 May 2025. Investors should note that Intermediaries may have earlier closing times. The BookBuild Offer may close early if it is oversubscribed.
- The Issue Price is the same as the Placing and the Subscription which represents a discount of approximately 12 per cent. to the closing mid-market price of 2.85 pence per existing Ordinary Share on 19 May 2025, being the latest practicable date prior to the publication of this announcement.

- Existing retail shareholders in the Company can contact their broker or wealth manager ("Intermediary" and "Intermediaries" shall be construed accordingly) to participate in the BookBuild Offer.
- There is a minimum subscription of £100.00 per investor under the terms of the BookBuild Offer which is open to eligible shareholders in the United Kingdom subscribing via the Intermediaries which will be listed, subject to certain access restrictions, on the following website: <https://www.bookbuild.live/deals/674NMQ/authorised-intermediaries>
- The Company will use the net proceeds of the BookBuild Offer, the Placing and Subscription to realise the following meaningful expected value inflection points whilst, together with the Company's existing resources, providing financial runway into 2027:
  - **POLB 001's Phase 2a trial: First patient dosed is expected in H2 2025 and Phase 2a topline data is expected in H2 2026, including interim analysis in H1 2026.** POLB 001 is a potentially breakthrough, orally delivered p38 MAPK inhibitor designed to prevent cancer immunotherapy-induced Cytokine Release Syndrome ("CRS"), a severe, potentially life-threatening side effect of cancer immunotherapies. Poolbeg's decision to expand into oncology with POLB 001 has unlocked a significant market opportunity expected to exceed US 10 billion, as confirmed by independent research commissioned by Poolbeg. There are strong indications from Big Pharma to provide the necessary bispecific antibody, free of charge, to support the Phase 2a trial which represents a significant validation as to the industry interest in POLB 001 and its potential. The Company sees potential for partnering on positive data from this trial.
  - **Oral GLP-1 proof of concept trial: The trial expected to start in the coming months and topline proof of concept data expected H1 2026.** The oral GLP-1 programme is comprised of a proprietary encapsulation technology to potentially offer an effective oral GLP-1 alternative for the growing obesity market and overcome oral delivery challenges of peptide-based biologicals. The Company believes that successful results from the trial may support partnering and multiple opportunities for value creation.

For the avoidance of doubt, the BookBuild Offer is not part of the Placing or Subscription. Completion of the Placing is not conditional on the completion of the BookBuild Offer but completion of the BookBuild Offer is conditional, *inter alia*, upon the completion of the Placing and the New Ordinary Shares being admitted to trading on the AIM market (AIM") operated by London Stock Exchange plc (the 'London Stock Exchange') ("Admission"). The issue of the New Ordinary Shares remains subject to the passing of certain resolutions at a general meeting of the Company to be held at the offices of DAC Beachcroft LLP at The Walbrook Building, 25 Walbrook, London, England, EC4N 8AF, UK at 2.00 p.m. on 23 June 2025.

#### **Admission, settlement and dealings**

Application will be made to the London Stock Exchange for the BookBuild Offer Shares to be admitted to trading on AIM. Admission is expected to take place at 8.00 a.m. on 25 June 2025 and dealings in the BookBuild Offer Shares are expected to commence at 8.00 a.m. on 25 June 2025 or, in each case, such later time and/or date as Shore Capital and the Company agree (being in any event no later than 8.00 a.m. on 23 July 2025).

#### **Expected timetable in relation to the BookBuild Offer**

	<b>2025</b>
BookBuild Offer opens	8.00 a.m. on 20 May
Latest time and date for commitments under the BookBuild Offer	4.30 p.m. on 22 May
Results of the BookBuild Offer announced	7.00 a.m. on 23 May
Admission and commencement of dealings in the BookBuild Offer Shares on AIM	8.00 a.m. on 25 June

The dates and times set out in the above timetable are indicative only and may be subject to change. Any changes to the expected timetable set out above will be notified by the Company by announcement via a Regulatory Information Service (as defined in the AIM Rules for Companies published by the London Stock Exchange (as amended from time to time)). References to times are to London times.

#### **Dealing codes**

Ticker	<b>POLB</b>
ISIN for the Ordinary Shares	GB00BKG7Z60

**BookBuild Offer**

The Company values its retail shareholder base, which has supported the Company for many years. Given the support of retail shareholders, the Company believes that it is appropriate to provide its eligible shareholders in the United Kingdom the opportunity to participate in the BookBuild Offer. The Company is therefore making the BookBuild Offer available in the United Kingdom through the Intermediaries (defined below) which will be listed, subject to certain access restrictions, on the following website: <https://www.bookbuild.live/deals/674NMQ/authorised-intermediaries>

Shore Capital Stockbrokers Limited will be acting as retail offer coordinator in relation to the BookBuild Offer (the "BookBuild Offer Coordinator").

Existing retail shareholders in the Company can contact their broker or wealth manager ("Intermediary" and "Intermediaries" shall be construed accordingly) to participate in the BookBuild Offer. In order to participate in the BookBuild Offer, each Intermediary must be on-boarded onto the BookBuild Platform and agree to the final terms and the retail offer terms and conditions, which regulate, amongst other things, the conduct of the BookBuild Offer on market standard terms and provide for the payment of commission to any Intermediary that elects to receive a commission and/or fee (to the extent permitted by the FCA Handbook Rules) from the BookBuild Offer Coordinator (on behalf of the Company).

Any expenses incurred by any Intermediary are for its own account. Investors should confirm separately with any Intermediary whether there are any commissions, fees or expenses that will be applied by such Intermediary in connection with any application made through that Intermediary pursuant to the BookBuild Offer.

The BookBuild Offer will be open to eligible investors in the United Kingdom from 8.00 a.m. on 20 May 2025. The BookBuild Offer is expected to close at 4.30 p.m. on 22 May 2025. Investors should note that Intermediaries may have earlier closing times. The BookBuild Offer may close early if it is oversubscribed.

If any Intermediary has any questions about how to participate in the BookBuild Offer on behalf of existing retail shareholders, please contact the BookBuild Platform at email: support@bookbuild.live.

The BookBuild Offer, the subject of this announcement, is and will, at all times, only be made to, directed at, and may only be acted upon by, those persons who are, existing shareholders in the Company. To be eligible to participate in the BookBuild Offer, applicants must meet the following criteria before they can submit an order for BookBuild Offer Shares: (i) be a customer of one of the participating Intermediaries listed on the above website; (ii) be resident in the United Kingdom; and (iii) be a shareholder in the Company (which may include individuals aged 18 years or over, companies and other bodies corporate, partnerships, trusts, associations and other unincorporated organisations and includes persons who hold their shares in the Company directly or indirectly through a participating Intermediary). For the avoidance of doubt, persons who (a) only hold CFDs, spreadbets and/or similar derivative instruments in relation to shares in the Company, or (b) are not existing shareholders in the Company, are not eligible to participate in the BookBuild Offer.

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

It is vital to note that once an application for BookBuild Offer Shares has been made and accepted via an Intermediary, it cannot be withdrawn.

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

The BookBuild Offer is an offer to subscribe for transferable securities, the terms of which ensure that the Company is exempt from the requirement to issue a prospectus under Regulation (EU) 2017/1129 as it forms part of UK law by virtue of the European Union (Withdrawal) Act 2018. It is a term of the BookBuild Offer that the aggregate total consideration payable for the BookBuild Offer Shares will not exceed £100,000 (or the equivalent in Euros). The exemption from the requirement to publish a prospectus, set out in section 86(1)(e) of the Financial Services and Markets Act 2000 (as amended), will apply to the BookBuild Offer.

The BookBuild Offer is not being made (i) into any jurisdiction other than the United Kingdom or (ii) to US Persons (as defined in Regulation S of the US Securities Act 1933, as amended).

No offering document, prospectus or admission document has been or will be prepared or submitted to be approved by the Financial Conduct Authority (the 'FCA') (or any other authority) in relation to the BookBuild 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 FCA's Disclosure Guidance and Transparency Rules and MAR.

There is a minimum subscription of £100.00 per investor under the terms of the BookBuild Offer which is open to investors in the United Kingdom subscribing via the Intermediaries which will be listed, subject to certain access restrictions, on the following website: <https://www.bookbuild.live/deals/674NMQ/authorised-intermediaries>

Subject as stated above, there is no maximum application amount to apply in the BookBuild Offer. The terms and conditions on which investors subscribe will be provided by the relevant Intermediaries including relevant commission or fee charges.

**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 BookBuild Offer Shares and an investment in the Company carries a number of risks. Investors should take independent advice from a person experienced in advising on investment in securities such as the BookBuild Offer Shares if they are in any doubt.**

**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.**

**Enquiries:**

**Poolbeg Pharma Plc**

Cathal Friel, Executive Chair

Jeremy Skillington, CEO

Ian O'Connell, CFO

**Shore Capital (Sole Broker & Bookrunner in respect of the Fundraising; Joint Broker to the Company)**

David Coaten, Harry Davies-Ball (Corporate Advisory)

Malachy McEntyre, Isobel Jones (Corporate Broking)

**Cavendish Capital Markets Ltd (NOMAD & Joint Broker to the Company)**

Geoff Nash, Trisyia Jamaludin (Corporate Finance)

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**About Poolbeg Pharma plc**

Poolbeg Pharma plc is a clinical-stage biopharmaceutical company focussed on the development of innovative medicines to address unmet medical needs. The Company's clinical programmes target large addressable markets including, cancer immunotherapy-induced Cytokine Release Syndrome ("CRS") and metabolic conditions such as obesity with the development of an oral encapsulated glucagon-like peptide receptor (GLP-1R) agonist. For more information, please go to [www.poolbegpharma.com](http://www.poolbegpharma.com) or follow us on [X](#) and [LinkedIn](#).

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.

Certain terms used in this announcement but not defined in it shall, unless the context otherwise requires, have the meaning given to them in the Company's announcement of 7:01 a.m. today relating to the Placing and the Subscription.

**Important Notices**

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

The BookBuild Offer is only open to investors in the United Kingdom who fall within Article 43 of the Financial Services and

Markets Act 2000 (Financial Promotion) Order 2005, as amended (which includes an existing member of the Company).

The release, publication or 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 about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This announcement and the information contained herein is not for release, publication or distribution, directly or indirectly, in whole or in part, in or into or from the United States of America (including its territories and possessions, any state of the United States of America and the District of Columbia (the **United States'** or "US")), Australia, Canada, New Zealand, Japan, the Republic of South Africa, any member state of the EEA or any other jurisdiction where to do so might constitute a violation of the relevant laws or regulations of such jurisdiction.

The New Ordinary Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the **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 New Ordinary Shares is being made in the United States. The New Ordinary 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.

This announcement does not constitute an offer to sell or issue or a solicitation of an offer to buy or subscribe for New Ordinary Shares in the United States, Australia, Canada, New Zealand, Japan, the Republic of South Africa, any member state of the EEA or any other jurisdiction in which such offer or solicitation is or may be unlawful. No public offer of the securities referred to herein is being made in any such jurisdiction.

This announcement is not for publication or distribution, directly or indirectly, in or into the United States. 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 US Securities Act, 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.

**The value of the New 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. Figures refer to past performance and past performance is not a reliable indicator of future results.** Returns may increase or decrease as a result of currency fluctuations.

This announcement may contain forward-looking statements and the words "expect", "anticipate", "intends", "plan", "estimate", "aim", "forecast", "project" and similar expressions (or their negative) identify certain of these forward-looking statements. The forward-looking statements in this announcement are based on numerous assumptions and Poolbeg Pharma's present and future business strategies and the environment in which Poolbeg Pharma expects to operate in the future. Forward-looking statements involve inherent known and unknown risks, uncertainties and contingencies because they relate to events and depend on circumstances that may or may not occur in the future and may cause the actual results, performance or achievements to be materially different from those expressed or implied by such forward-looking statements. These statements are not guarantees of future performance or the ability to identify and consummate investments. Many of these risks and uncertainties relate to factors that are beyond Poolbeg Pharma's ability to control or estimate precisely, such as future market conditions, currency fluctuations, the behaviour of other market participants, the outcome of clinical trials, the actions of regulators and other factors such as Poolbeg Pharma's ability to obtain financing, changes in the political, social and regulatory framework in which Poolbeg Pharma operates or in economic, technological or consumer trends or conditions. Past performance should not be taken as an indication or guarantee of future results, and no representation or warranty, express or implied, is made regarding future performance. No person is under any obligation to update or keep current the information contained in this announcement or to provide the recipient of it with access to any additional relevant information.

The information in this announcement is for background purposes only and does not purport to be full or complete. None of Shore Capital, BookBuild or any of their respective affiliates, accepts any responsibility or liability whatsoever for, or makes any representation or warranty, express or implied, as to this announcement, including the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of

the announcement or its contents or otherwise arising in connection therewith. Shore Capital, BookBuild and their respective affiliates, accordingly disclaim all and any liability whether arising in tort, contract or otherwise which they might otherwise be found to have in respect of this announcement or its contents or otherwise arising in connection therewith.

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. Persons needing advice should consult an independent financial adviser. No statement in this announcement is intended to be a profit forecast and no statement in this announcement should be interpreted to mean that earnings or target dividend per share of the Company for the current or future financial years would necessarily match or exceed the historical published earnings or dividends per share of the Company.

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. The New Ordinary Shares to be issued or sold pursuant to the BookBuild Offer will not be admitted to trading on any stock exchange other than the London Stock Exchange.

Shore Capital is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for the Company and for no-one else and will not regard any other person (whether or not a recipient of this announcement) as its client in relation to the BookBuild Offer or any other transactions or arrangements described in this announcement and will not be responsible to anyone other than the Company for providing the protections afforded to its clients, nor for providing advice in connection with the BookBuild Offer, Admission and the other arrangements referred to in this announcement.

#### **UK Product Governance Requirements**

Solely for the purposes of the product governance requirements of Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (the "UK MiFIR Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the UK MiFIR Product Governance Requirements) may otherwise have with respect thereto, the BookBuild Offer Shares have been subject to a product approval process, which has determined that the BookBuild Offer Shares are: (i) compatible with an end target market of investors who meet the criteria of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in paragraphs

3.5 and 3.6 of COBS; and (ii) eligible for distribution through all permitted distribution channels (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the BookBuild Offer Shares may decline and investors could lose all or part of their investment; the BookBuild Offer Shares offer no guaranteed income and no capital protection; and an investment in the BookBuild Offer Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to any contractual, legal or regulatory selling restrictions in relation to the BookBuild Offer.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of Chapters 9A or 10A respectively of COBS; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the BookBuild Offer Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the BookBuild Offer Shares and determining appropriate distribution channels.

#### **EU Product Governance Requirements**

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the BookBuild Offer Shares have been subject to a product approval process, which has determined that the BookBuild Offer Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "EU Target Market Assessment"). Notwithstanding the EU Target Market Assessment, distributors should note that: the price of the BookBuild Offer Shares may decline and investors could lose all or part of their investment; the BookBuild Offer Shares offer no guaranteed income and no capital protection; and an investment in

the BookBuild Offer Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The EU Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the BookBuild Offer.

For the avoidance of doubt, the EU Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase or take any other action whatsoever with respect to the BookBuild Offer Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the BookBuild Offer Shares and determining appropriate distribution channels.

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