

The information contained within this announcement is deemed by the Company to constitute inside information stipulated under the Market Abuse Regulation (EU) No. 596/2014, as retained as part of the law of England and Wales. Upon the publication of this announcement via the Regulatory Information Service, this inside information is now considered to be in the public domain.

## **Defence Holdings PLC**

("Defence" or "Company")

### **Firm Placing, Conditional Placing & Subscription to raise £3m at 0.325p per share; Broker Offer to raise up to £1m; Related Party Transactions from Director Subscription, Notice of General Meeting**

Defence (LSE: ALRT), the UK's first publicly listed pure-play defence technology platform, is pleased to announce that it has raised £3 million, before expenses, in an oversubscribed Placing (defined below) and Subscription (the "Fundraising") at a price of 0.325p per share ("Placing Price").

Fortified Securities ("Fortified") acted as sole broker and Shard Capital Partners LLP is engaged as the placing agent ("Shard") to the Company for the Fundraising and have entered into a placing agreement with the Company (the "Placing Agreement").

Fortified has been granted a broker offer (the "Broker Offer") to raise up to an additional £1m at the Placing Price.

#### **Key Highlights:**

- Placing and Subscription of £3 million received strong support from a number of institutions, including several new entrants to the shareholder register
- Defence's Directors have subscribed £350,000
- Broker Offer of up to £1m open until 07.00 on 30 May 2025
- Principal Use of Net Proceeds to fully enable Defence's development strategy within the 4 core technology areas previously announced
- Conditional Placing, Conditional Subscription and Broker Offer are subject to Shareholders' approval at a general meeting to be held no later than 30 June 2025 (the "General Meeting") as well as a published supplemental prospectus (which is anticipated to be published on or prior to the date of the General Meeting).

#### **Brian Stockbridge, Co-Founder and Board Member of Defence Holdings PLC, commented:**

*"Defence and its Directors welcome the support from Fortified Securities and Shard Capital Partners in facilitating the capital needed to achieve the Company's intended strategy across the four previously announced pillars following unprecedented demand to be involved in the first defence only focused company listed in London. We look forward to updating the market on the closing of the broker option and the upcoming milestones for Defence with its fully constituted specialist board of directors."*

#### **Introduction**

The Company is pleased to announce that it has raised £3m, before expenses, in an oversubscribed Fundraising at the Placing Price.

The Fundraise comprises a placing (the "Placing") of 923,076,923 new Ordinary Shares ("Placing Shares") and subscription (the "Subscription"; together, the "Fundraising") for 307,692,308 new Ordinary Shares ("Subscription Shares") at the Placing Price, which are subject to Shareholders' approval at the General Meeting and the publication of a supplementary prospectus.

The Placing Price represents a discount of 31.57 per cent. to the closing price per Ordinary Share of 0.475p at close of business on 29 May, being the last practicable date prior to the announcement of the Placing. The New Ordinary Shares will represent approximately 60.46 per cent. of the Enlarged Issued Share Capital (assuming the Broker Offer (defined below) is subscribed in full).

No warrants are being issued to participants in the Fundraising.

#### **Broker Offer**

Given the expedited nature of the bookbuild by the Broker and the time of the year, the Directors have elected to grant Fortified a Broker Offer under which Fortified will, as an authorised party by the Company and pursuant to the Placing Agreement, seek to procure additional subscriptions for new Ordinary Shares up to £1m subject to agreement between Fortified and the Company. The Broker Offer opens immediately and will close at 07.00 on Friday 30 May 2025.

Fortified is authorised to market to professional and sophisticated investors pursuant to its FCA regulated authorities. Shard is acting as Placing Agent for the Fundraise.

A further announcement will be made following the end of the period during which the Broker Offer is open.

Completion of the Conditional Placing, the Subscription and the Broker Offer is conditional on, inter alia, resolutions being passed at the General Meeting and the supplemental prospectus being published by the Company, as detailed in the placing agreement executed by the Company, Fortified and Shard on 29 May 2025. The resolutions are required to provide the Directors authority to allot the shares pursuant to the Conditional Placing, the Subscription Shares and any Broker Offer Shares and disapplying statutory pre-emption rights in relation to the issue of the such shares (collectively being the "Resolutions").

The Placing, the Subscription and the Broker Offer have not been underwritten.

## Timetable

A timetable of events is to be announced upon closing of the Fundraising. However, the Directors anticipate the general meeting to approve the Resolutions to be on or around 30 June 2025 with the publication of a supplemental prospectus approved by the Financial Conduct Authority (as the competent authority) to be on or around such date.

## Related Party Transactions

### Participation in Subscription

The participation in the Subscription by Brian Stockbridge and Derek Lew constitute related party transactions. Details of their participation in the Subscription is set out below.

<i>Name</i>	<i>Aggregate value of Subscription Shares subscribed for (£)</i>	<i>Number of Subscription Shares subscribed for</i>	<i>Number of Placing Warrants to be received</i>
Brian Stockbridge	£125,000	38,461,538	0
Derek Lew	£225,000	69,230,769	0

The directors, in consultation with their legal counsel and other relevant retained advisors, consider that the Subscription is fair and reasonable in so far as Shareholders are concerned.

## General Meeting

The Conditional Placing, the Subscription and the Broker Offer are subject to the passing of Resolutions at the General Meeting.

The specifics of the General Meeting will be confirmed upon closing of the Broker Offer and in the resulting circular to be submitted to the shareholders of the Company.

### Total Voting Rights

The Company's issued share capital consists of 804,984,029 shares with a nominal value of £0.001 each, with voting rights ("Ordinary Shares").

The Company does not hold any Ordinary Shares in Treasury.

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

**Enquiries:**

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### About Defence Holdings PLC (ALRT)

Headquartered in London, Defence Holdings PLC is a publicly listed company trading under the stock ticker (ALRT) dedicated to delivering high-performance defence and security solutions for the UK and European markets. Leveraging deep capital-markets expertise and a network of technology partners, the Company intends to develop and acquire advanced sensors, AI-driven analytics, secure communications and autonomous platforms that enhance the operational advantage of its customers across land, sea, air, space and cyber domains.

Website: [www.defencetechnologies.com](http://www.defencetechnologies.com)

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