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For immediate release

12 June 2025

**EARNZ plc**  
**("EARNZ", the "Company" or the "Group")**

**Result of Placing,**

**Related Party Transactions**

**and**

**Total Voting Rights**

Further to its announcement made earlier today regarding the Placing (the "**Launch Announcement**"), EARNZ plc ("**EARNZ**" or the "**Company**") (AIM: EARNZ) is pleased to announce that it has raised gross proceeds of £1.02 million by way of a placing of 14,201,965 Placing Shares at the Placing Price. Allocations in the Placing will be confirmed to Placees as soon as practicable today.

Shore Capital and Corporate is acting as Nomad and Shore Capital Stockbrokers is acting as sole broker in connection with the Placing.

Capitalised terms not defined in this announcement (this "**Announcement**") have the meanings given to them in the Launch Announcement.

**Highlights**

- The Company has conditionally raised, in aggregate, gross proceeds of £1.02 million at the Placing Price.
- The Placing Price represents a premium of approximately 125 per cent. to the closing mid-market price of 3.2 pence per Existing Ordinary Share on 11 June 2025, being the last day prior to the release of the Launch Announcement.
- All the Directors have participated in the Placing and have subscribed for, in aggregate, £0.268 million, further details of which are set out below.

**Directors' participation in the Placing**

The Directors have subscribed for a total of 3,652,774 Placing Shares as set out below:

<i><b>Director</b></i>	<i><b>Number of Placing Shares</b></i>	<i><b>Shareholding following the Placing</b></i>	<i><b>% shareholding following the Placing</b></i>
Robert "Bob" Holt (and associated parties) <sup>1</sup>	1,319,444 <sup>2</sup>	12,359,444 <sup>3</sup>	10.62
Elizabeth Lake <sup>4</sup>	1,736,110	3,402,776	2.92
John Charlton <sup>5</sup>	180,555	1,280,555	1.10
Linda Main	55,555	255,555	0.22
Sandra Skeete	13,888	27,221	0.02

Peter Smith <sup>6</sup>	347,222	1,013,888	0.87
<b>Total</b>	<b>3,652,774</b>	<b>18,339,439</b>	<b>15.75</b>

<sup>1</sup> As at the date of this announcement, 733,333 Ordinary Shares are held in a SIPP; 4,666,666 Ordinary Shares are held in a SSAS, both in his own name; 200,000 Ordinary Shares are held by his wife, Angela Burnett; and the remainder are held in his own name

<sup>2</sup> 1,000,000 Placing Shares subscribed for are to be held in Bob Holt's SIPP; Angela Burnett, Bob Holt's wife, has subscribed for 59,444 Placing Shares; James Holt (a member of the Bob Holt Concert Party) has subscribed for 200,000 Placing Shares; and Rachael Burnett (a member of the Bob Holt Concert Party) has subscribed for 60,000 Placing Shares

<sup>3</sup> Following First Admission, 1,733,333 Ordinary Shares will be held in a SIPP; 4,666,666 Ordinary Shares will be held in a SSAS; both in his own name; 259,444 Ordinary Shares are held by his wife, Angela Burnett, and the remainder will be held in his own name

<sup>4</sup> 416,666 Ordinary Shares are held by her husband, Peter Lake, who has subscribed for 416,666 Ordinary Shares as part of the Placing

<sup>5</sup> 133,333 Ordinary Shares are held by his wife, Catherine Charlton. On Completion, John Charlton will resign as a director of the Company but will remain as Company Secretary

<sup>6</sup> Peter Smith who will become Group CEO on Completion.

#### **Related Party Transactions**

As Directors, the aggregate participation of Bob Holt (and his associated parties), John Charlton, Elizabeth Lake (and her husband Peter Lake), Linda Main and Sandra Skeete of 3,652,774 Placing Shares is a related party transaction pursuant to AIM Rule 13. As there are no independent Directors for this transaction, the Company's nominated adviser, Shore Capital and Corporate, considers that the terms of their participation in the Placing are fair and reasonable insofar as the Company's shareholders are concerned.

Gresham House has agreed to subscribe for 3,472,222 Placing Shares. As at 11 June 2025, being the last business day prior to the date of the Launch Announcement, so far as the Company is aware, Gresham House holds 25,019,808 Existing Shares representing 24.48 per cent. of the Company's issued share capital. As such, Gresham House is a substantial shareholder of the Company and its participation in the Placing is also a related party transaction pursuant to AIM Rule 13. The Directors consider, having consulted with the Company's nominated adviser, Shore Capital and Corporate, that the terms of Gresham House's participation in the Placing are fair and reasonable insofar as the Shareholders are concerned

#### **Details of the Placing**

The Placing is conditional upon the Placing Agreement between the Company and Shore Capital not having been terminated in accordance with its terms. The Placing is being carried out pursuant to the Company's existing shareholder authorities granted at the Company's General Meeting held on 27 August 2024.

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

Application has been made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is expected that First Admission will become effective and that dealings in the Placing Shares will commence, at 8.00 a.m. on 17 June 2025.

The Placing Shares will, on Admission, rank *pari passu* in all respects with the Existing Shares and will rank in full for all dividends and other distributions declared, made or paid on the Placing Shares after First Admission. Definitive share certificates in respect of the Placing Shares will be despatched within 10 business days of First Admission.

#### **Total Voting Rights**

Following First Admission, the total issued capital of the Company will consist of 116,408,362 Ordinary Shares with voting rights.

The Company does not hold any Ordinary Shares in treasury. Therefore, the total number of voting rights in the Company following First Admission will be 116,408,362 and this figure may be used by shareholders in the Company as the denominator for the calculations 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 and Transparency Rules.

**This announcement should be read in its entirety. In particular, you should read and understand the information provided in the "Important Notices" section of this announcement.**

The person responsible for arranging the release of this Announcement on behalf of EARNZ is John Charlton.

#### **Enquiries:**

**EARNZ plc** +44 (0) 7778 798 816

Bob Holt / Elizabeth Lake / John Charlton

**Shore Capital - Nominated Adviser and Joint Broker** +44 (0) 20 7408 4090

Tom Griffiths / Tom Knibbs / Lucy Bowden

**Zeus Capital - Joint Broker** +44 (0) 20 7220 1666

Antonio Bossi / Andrew de Andrade

## IMPORTANT NOTICES

Shore Capital is authorised and regulated by the Financial Conduct Authority (the "FCA") in the United Kingdom and is acting exclusively for EARNZ and no one else in connection with the Placing, and Shore Capital will not be responsible to anyone (including any Placees) other than EARNZ for providing the protections afforded to its clients or for providing advice in relation to the Placing or any other matters referred to in this Announcement.

No representation or warranty, express or implied, is or will be made as to, or in relation to, and no responsibility or liability is or will be accepted by the Joint Brokers or by any of their respective Representatives as to, or in relation to, the accuracy or completeness of this Announcement or any other written or oral information made available to or publicly available to any interested party or its advisers, and any liability therefore is expressly disclaimed.

The responsibilities of SCC as EARNZ's nominated adviser under the AIM Rules for Nominated Advisers are owed solely to the London Stock Exchange and are not owed to EARNZ or to any Director or to any other person.

This Announcement may contain, or may be deemed to contain, "forward-looking statements" with respect to certain of EARNZ's plans and its current goals and expectations relating to its future financial condition, performance, strategic initiatives, objectives and results. Forward-looking statements sometimes use words such as "aim", "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "seek", "may", "could", "outlook" or other words of similar meaning. By their nature, all forward-looking statements involve risk and uncertainty because they relate to future events and circumstances which are beyond the control of EARNZ, including amongst other things, United Kingdom domestic and global economic business conditions, market-related risks such as fluctuations in interest rates and exchange rates, the policies and actions of governmental and regulatory authorities, the effect of competition, inflation, deflation, the timing effect and other uncertainties of future acquisitions or combinations within relevant industries, the effect of tax and other legislation and other regulations in the jurisdictions in which EARNZ and its affiliates operate, the effect of volatility in the equity, capital and credit markets on EARNZ's profitability and ability to access capital and credit, a decline in EARNZ's credit ratings; the effect of operational risks; and the loss of key personnel. As a result, the actual future financial condition, performance and results of EARNZ may differ materially from the plans, goals and expectations set forth in any forward-looking statements. Any forward-looking statements made in this Announcement by or on behalf of EARNZ speak only as of the date they are made. Except as required by applicable law or regulation, EARNZ expressly disclaims any obligation or undertaking to publish any updates or revisions to any forward-looking statements contained in this Announcement to reflect any changes in EARNZ's expectations with regard thereto or any changes in events, conditions or circumstances on which any such statement is based.

No statement in this Announcement is intended to be a profit forecast or estimate, and no statement in this Announcement should be interpreted to mean that earnings per share of EARNZ for the current or future financial years would necessarily match or exceed the historical published earnings per share of EARNZ.

The Placing Shares to be issued pursuant to the Placing will not be admitted to trading on any stock exchange other than the AIM market of the London Stock Exchange.

Investors who have chosen to participate in the Bookbuild and the Placing, by making or accepting an oral, electronic or written and legally binding offer to acquire Placing Shares, will be deemed to have read and understood this Announcement in its entirety and to be making an offer and acquiring the Placing Shares on the terms and subject to the conditions contained herein and to be providing the confirmations, representations, warranties, agreements, acknowledgements and undertakings contained in the Appendix.

The Placing Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission or other regulatory authority in the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the Placing or the accuracy or adequacy of this Announcement. Any representation to the contrary is a criminal offence in the United States. The relevant clearances have not been, nor will they be, obtained from the securities commission of any province or territory of Canada, no prospectus has been lodged with, or registered by, the Australian Securities and Investments Commission or the Japanese Ministry of Finance; the relevant clearances have not been, and will not be, obtained from the South Africa Reserve Bank or any other applicable body in the Republic of South Africa in relation to the Placing Shares; and the Placing Shares have not been, nor will they be, registered under or offered in compliance with the securities laws of any state, province or territory of the United States, Australia, Canada, the Republic of South Africa or Japan. Accordingly, the Placing Shares may not (unless an exemption under the relevant securities laws is applicable) be offered, sold, resold or delivered, directly or indirectly, in or into the United States, Australia, Canada, the Republic of South Africa or Japan or any other jurisdiction outside the United Kingdom or the EEA.

Neither the content of EARNZ's website nor any website accessible by hyperlinks on the Company's website is incorporated in, or forms part of, this Announcement.

PDMR Notification Forms:

1	Details of the person discharging managerial responsibilities / person closely associated	
a)	Name	<div>1) Robert "Bob" Holt</div> <div>2) Elizabeth Lake</div> <div>3) John Charlton</div> <div>4) Linda Main</div> <div>5) Sandra Skeete</div> <div>6) Peter Smith</div>
2	Reason for the notification	
a)	Position/status	<div>1) Executive Chairman</div> <div>2) Chief Financial Officer</div> <div>3) Executive Director</div> <div>4) Non - Executive Director</div> <div>5) Non - Executive Director</div> <div>6) CEO designate</div>

b)	Initial notification /Amendment	Initial Notification														
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor															
a)	Name	EARNZ plc														
b)	LEI															
4	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted															
a)	Description of the financial instrument, type of instrument  Identification code	Ordinary Shares of 4 pence each  GB00BRC2TB67														
b)	Nature of the transaction	Issue of Placing Shares														
c)	Price(s) and volume(s)	<table><tr><td>Price(s)</td><td>Volume(s)</td></tr><tr><td>1) 7.2p</td><td>1) 1,000,000</td></tr><tr><td>2) 7.2p</td><td>2) 1,319,444</td></tr><tr><td>3) 7.2p</td><td>3) 180,555</td></tr><tr><td>4) 7.2p</td><td>4) 55,555</td></tr><tr><td>5) 7.2p</td><td>5) 13,888</td></tr><tr><td>6) 7.2p</td><td>6) 347,222</td></tr></table>	Price(s)	Volume(s)	1) 7.2p	1) 1,000,000	2) 7.2p	2) 1,319,444	3) 7.2p	3) 180,555	4) 7.2p	4) 55,555	5) 7.2p	5) 13,888	6) 7.2p	6) 347,222
Price(s)	Volume(s)															
1) 7.2p	1) 1,000,000															
2) 7.2p	2) 1,319,444															
3) 7.2p	3) 180,555															
4) 7.2p	4) 55,555															
5) 7.2p	5) 13,888															
6) 7.2p	6) 347,222															
d)	Aggregated information  Aggregate volume Price	N/A - single transactions														
e)	Date of the transaction	12 June 2025														
f)	Place of the transaction	AIM														

<b>1</b>	<b>Details of the person discharging managerial responsibilities / person closely associated</b>	
a)	Name	Peter Lake
<b>2</b>	<b>Reason for the notification</b>	
a)	Position/status	Husband of Elizabeth Lake, CFO of the Company
b)	Initial notification /Amendment	Initial Notification
<b>3</b>	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>	
a)	Name	EARNZ plc
b)	LEI	
<b>4</b>	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>	
a)	Description of the financial instrument, type of instrument  Identification code	Ordinary Shares of 4 pence each  GB00BRC2TB67

b)	Nature of the transaction	Issue of Placing Shares	
c)	Price(s) and volume(s)	Price(s)	Volume(s)
		7.2p	416,666
d)	Aggregated information  Aggregate volume Price	N/A - single transaction	
e)	Date of the transaction	12 June 2025	
f)	Place of the transaction	AIM	

1	Details of the person discharging managerial responsibilities / person closely associated			
a)	Name	Angela Burnett		
2	Reason for the notification			
a)	Position/status	Wife of Bob Holt, Executive Chair of the Company		
b)	Initial notification /Amendment	Initial Notification		
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor			
a)	Name	EARNZ plc		
b)	LEI			
4	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted			
a)	Description of the financial instrument, type of instrument	Ordinary Shares of 4 pence each		
	Identification code	GB00BRC2TB67		
b)	Nature of the transaction	Issue of Placing Shares		
c)	Price(s) and volume(s)		Price(s)	Volume(s)
			7.2p	59,444
d)	Aggregated information  Aggregate volume Price	N/A - single transaction		
e)	Date of the transaction	12 June 2025		
f)	Place of the transaction	AIM		
1	Details of the person discharging managerial responsibilities / person closely associated			
a)	Name	James Holt		
2	Reason for the notification			
a)	Position/status	Member of the Bob Holt Concert Party		

b)	Initial notification /Amendment	Initial Notification		
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor			
a)	Name	EARNZ plc		
b)	LEI			
4	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted			
a)	Description of the financial instrument, type of instrument  Identification code	Ordinary Shares of 4 pence each  GB00BRC2TB67		
b)	Nature of the transaction	Issue of Placing Shares		
c)	Price(s) and volume(s)		Price(s)	Volume(s)
			7.2p	200,000
d)	Aggregated information  Aggregate volume Price	N/A - single transaction		
e)	Date of the transaction	12 June 2025		
f)	Place of the transaction	AIM		

1	Details of the person discharging managerial responsibilities / person closely associated			
a)	Name	Rachael Burnett		
2	Reason for the notification			
a)	Position/status	Member of the Bob Holt Concert Party		
b)	Initial notification /Amendment	Initial Notification		
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor			
a)	Name	EARNZ plc		
b)	LEI			
4	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted			
a)	Description of the financial instrument, type of instrument	Ordinary Shares of 4 pence each		
	Identification code	GB00BRC2TB67		
b)	Nature of the transaction	Issue of Placing Shares		
c)	Price(s) and volume(s)		Price(s)	Volume(s)
			7.2p	60,000
d)	Aggregated information	N/A - single transaction		
	Aggregate volume			

	Price	
e)	Date of the transaction	12 June 2025
f)	Place of the transaction	AIM

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