

**TAO ALPHA PLC ANNOUNCES LAUNCH OF SECOND SECURED CONVERTIBLE LOAN NOTE PRIVATE OFFERING  
IN THE UNITED STATES**

27 June 2025

LONDON, ENGLAND - TAO ALPHA PLC (LSE: TAO) ("TAO" or the "Company") announced on 24 June 2025 that it has launched its "best efforts" private offering of a minimum £100,000,000 (circa 137,500,000) of its second secured convertible notes (the "Notes") pursuant to Regulation D Rule 506(c) in the United States.

The offering will be limited to Accredited Investors in the United States ("US"). The minimum investment amount per investor will be 1,000,000. Whilst there is no contractually defined minimum offering amount, the Company does not intend to close any subscriptions until it has acceptable subscription agreements in aggregate total of at least £100 million. The offering is open until 23 July 2025.

The Notes are anticipated to have the following terms:

- Secured by a first ranking debenture (in priority to the initial £5m previously announced by the Company on 17 June 2025);
- No interest or fees accrue on the balance advanced to the Company (except for customary default interest if applicable);
- Automatic conversion on (a) the approval of the requisite shareholder authorities at a specially convened general meeting and (b) the approval of a secondary prospectus resulting in admission to the Main Market of the resulting ordinary shares in the Company with a longstop date for conversion of 30 September 2025 (the "Longstop Date");
- The conversion price is fixed at £0.01 (one pence) per ordinary share;
- A maturity date of 90 days from the Longstop Date if an automatic conversion has not been triggered by then.

The definitive terms of the Notes will be finalized prior to the conclusion of the offering and will be dependent on various conditions including consideration of the macro impacts and global conditions. The Company will provide updates once definitive terms have been concluded.

There is no market for any of the Company's securities in the US, and no market is expected to develop. The Notes and the securities issuable upon their conversion are restricted securities. They will not be registered under the Securities Act of 1933, as amended, and may not be offered, sold or resold in the United States absent registration or an applicable exemption from registration requirements. Investors should be able to sustain a loss of their entire investment.

Dawson James Securities is acting as the lead placement agent of the private offering of the Notes in the US.

This press release does not constitute an offer to sell or a solicitation of an offer to buy the Notes described herein, nor shall there be any sale of the Notes in any state or other jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The offering is made pursuant to the exemption from registration provided by Regulation D, Rule 506(c). Copies of the offering materials, may be obtained by contacting Dawson James Securities, Inc. at 101 N Federal Hwy, Suite 600, Boca Raton, FL, 33432, at telephone number (561)571-3703, or via email at: [investmentbanking@dawsonjames.com](mailto:investmentbanking@dawsonjames.com). Prospective investors will be required to demonstrate their Accredited Investor status to the satisfaction of the Company and Dawson James Securities, Inc. prior to being provided access to the offering materials.

**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

Certain statements contained in this press release constitute "forward-looking statements." These forward-looking statements represent the Company's expectations or beliefs concerning guidance, future events, anticipated revenue, future demand and production levels, macroeconomic trends, the development of ongoing projects, costs and expectations regarding operating results, and it is possible that the results described in this press release will not be achieved. This announcement contains

"forward-looking statements," which can be identified by words like "may," "will," "likely," "should," "expect," "anticipate," "future," "plan," "believe," "intend," "goal," "seek," "estimate," "project," "continue" and similar expressions. Any forward-looking statement speaks only as of the date on which it is made, and, except as required by law, the Company does not undertake any obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

#### ABOUT TAO ALPHA PLC

*TAO Alpha is a London listed Main Market company. The Company provides subnet infrastructure and develops revenue generating AI agents to power the next generation of decentralized AI services. The Company has adopted a publicly announced BTC treasury which, alongside the revenue generated from its sub-net operations which is converted into BTC, is targeting being at the forefront of the decentralised AI agent economy within the crypto community.*

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