

12 August 2025

Milton Capital Plc
("Milton" or the "Company")

Placing and Subscription to raise £149,500

Milton is pleased to announce that it has raised gross proceeds of £149,500 via a direct subscription with the Company and a placing via its broker Peterhouse Capital Limited, through the issue of 29,900,000 new ordinary shares ("Fundraising Shares") to a range of new and existing investors ("Investors") under the Financial Promotion Order ("FPO") Director's exemption.

Highlights

- £149,500 raised at a price of £0.005 per share (the "Issue Price") from a range of new and existing investors.
- Investors will receive one warrant for each new ordinary share subscribed for, exercisable at the Issue Price (the "RTO Investor Warrants"). All warrants vest on the announcement of an Initial Transaction as defined in the Prospectus dated 29 September 2022 and are exercisable within 5 working days from the date of an announcement of an Initial Transaction on a "use them or lose them" basis.

Placing and Subscription

The Company has raised gross proceeds of £149,500 at a price of £0.005 per share through the issue of 29,900,000 new shares to new and existing investors. The Issue Price represents a premium of 11% to the closing mid-market price at 11 August 2025. The new shares represent 23 % of the new enlarged share capital of 129,900,000 shares.

The Company is currently unable to issue and admit the entirety of the Fundraising Shares without either the publication of an FCA approved prospectus or relying upon an exemption to the requirement to issue a prospectus. Consequentially, the issue of the Fundraising Shares involves the issue of 6,400,000 new Ordinary Shares in the Company at a price of £0.005 per share to Director, Richard Mays. Following Admission, Richard Mays has agreed to immediately sell 6,400,000 of the Fundraising Shares, at the Issue Price, to certain sophisticated investors in the placing and subscription.

Further, Richard Mays and Nick Pillar have subscribed to 2,00,000 and 500,000 new Ordinary Shares respectively in the Subscription, at the Issue Price.

The proceeds of the placing and subscription will be used for general working capital.

Admission and Total Voting Rights

The Fundraising Shares rank pari passu with the existing Ordinary Shares. The Company has

made applications to the Financial Conduct Authority ("FCA") and the LSE to have the 29,900,000 Fundraising Shares admitted to the equity shares (shell companies) category of the Official List of the FCA and to trading on the main market for listed securities of London Stock Exchange plc ("Admission"), with Admission expected to occur on or around 18 August 2025.

On Admission, the Company's issued share capital will comprise 129,900,000 Ordinary Shares, with each Ordinary Share carrying the right to one vote. Accordingly, the total number of voting rights in the Company will be 129,900,000 and this figure 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 a change to their interest in, the Company under the FCA's Disclosure Guidance and Transparency Rules.

Following the new share issues, the Directors holdings are as follows:

Name	Shares Held	% of Issued Share Capital
Richard Mays	6,500,000	5.00 %
Nick Pillar	2,500,000	1.92 %

Enquiries

Milton Capital plc

Directors

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Peterhouse Capital Limited

Financial Adviser

Brefo Gyasi / Guy Miller

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Corporate Broker

Lucy Williams / Duncan Vasey

Notification and public disclosure of transactions by persons discharging managerial responsibilities and persons closely associated with them.		
1	Details of the person discharging managerial responsibilities / person closely associated	
a)	Name	Richard Mays
2	Reason for the notification	
a)	Position/status	Executive Chairman of Milton Capital Plc
b)	Initial notification /Amendment	Initial
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name	Milton Capital Plc
b)	LEI	213800HP1JUEEDRXTV09
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 £0.01 each
	Identification code	ISIN: GB00BMWLC750
b)	Nature of the transaction	Subscription
c)	Price(s) and volume(s)	2,000,000 Ordinary Shares at £0.005 pence per share
d)	Aggregated information	

	information - Aggregated volume - Price	
e)	Date of the transaction	11 August 2025
f)	Place of the transaction	Main Market

Notification and public disclosure of transactions by persons discharging managerial responsibilities and persons closely associated with them.	
Details of the person discharging managerial responsibilities / person closely associated	
Name	Nick Pillar
Reason for the notification	
Position/status	Non-Executive Director of Milton Capital Plc
Initial notification /Amendment	Initial
Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
Name	Milton Capital Plc
LEI	213800HP1JUEEDRXTV09
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	
Description of the financial instrument, type of instrument	Ordinary Shares of £0.01 each
Identification code	ISIN: GB00BMWLC750
Nature of the transaction	Subscription
Price(s) and volume(s)	500,000 Ordinary Shares at £0.005 pence per share
Aggregated information - Aggregated volume - Price	
Date of the transaction	11 August 2025
Place of the transaction	Main Market

Notification and public disclosure of transactions by persons discharging managerial responsibilities and persons closely associated with them.	
Details of the person discharging managerial responsibilities / person closely associated	
Name	Richard Mays
Reason for the notification	
Position/status	Executive Chairman of Milton Capital Plc
Initial notification /Amendment	Initial
Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
Name	Milton Capital Plc
LEI	213800HP1JUEEDRXTV09
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	
Description of the financial instrument, type of instrument	Ordinary Shares of £0.01 each
Identification code	ISIN: GB00BMWLC750
Nature of the transaction	Issue of new Ordinary Shares pursuant to the Company's announcement on 11 August 2025

Price(s) and volume(s)	6,400,000 Ordinary Shares at £0.005 pence per share
Aggregated information - Aggregated volume - Price	
Date of the transaction	11 August 2025
Place of the transaction	Main Market

Notification and public disclosure of transactions by persons discharging managerial responsibilities and persons closely associated with them.	
Details of the person discharging managerial responsibilities / person closely associated	
Name	Richard Mays
Reason for the notification	
Position/status	Executive Chairman of Milton Capital Plc
Initial notification /Amendment	Initial
Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
Name	Milton Capital Plc
LEI	213800HP1JUEEDRXTV09
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	
Description of the financial instrument, type of instrument	Ordinary Shares of £0.01 each
Identification code	ISIN: GB00BMWLC750
Nature of the transaction	Sale of new Ordinary Shares pursuant to the Company's announcement on 11 August 2025
Price(s) and volume(s)	6,400,000 Ordinary Shares at £0.005 pence per share
Aggregated information - Aggregated volume - Price	
Date of the transaction	11 August 2025
Place of the transaction	Main Market

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