

*Certain information contained within this announcement is deemed by the Company to constitute inside information as stipulated under the Market Abuse Regulation (EU) No. 596/2014 ("MAR") as applied in the United Kingdom. Upon publication of this announcement, this information is now considered to be in the public domain.*

13 November 2025

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

### **Variation of Loan Note & Incentivisation Arrangements PDMR Dealings and Total Voting Rights**

Finseta (AIM: FIN), a foreign exchange and payments solutions company offering multi-currency accounts to businesses and individuals through its proprietary technology platform, is pleased to announce that it has entered into an agreement to vary the terms of certain incentivisation and compensation arrangements with, and the terms of a loan note (the "Loan Note") held by, Robert O'Brien, Chief Commercial Officer.

Further to its announcements of 4 August 2022 and 8 March 2023, the Company and Mr O'Brien have agreed to convert £200k of the £2m principal Loan Note into ordinary shares of 1 penny each in the Company ("Ordinary Shares"), and to extend the repayment date of the remaining £1.8m Loan Note principal from 31 July 2026 to 31 December 2028. A conversion price of 19 pence per Ordinary Share has been used for the £200k Loan Note conversion, which represents a 35.7 per cent. premium to the closing price of the Company's Ordinary Shares on AIM on 12 November 2025. The Company's ability to elect for early repayment of the remainder of the Loan Note has been retained. The Loan Note coupon has been amended to 8.5 per cent. from 6.0 per cent., to reflect increases in the Bank of England's Bank Rate since the coupon was last set in August 2022.

In addition, Mr O'Brien has agreed to vary certain elements of his compensation package, including decreasing his commission share on certain revenue streams with effect from 1 February 2026. This, alongside the amended Loan Note terms, is expected to be cash flow beneficial for the Company in future years.

As Chief Commercial Officer and a substantial shareholder, the Board believes that the amendment of the terms of the Loan Note and Mr O'Brien's incentivisation and compensation arrangements reflect his strong support and alignment in prioritising the deployment of Finseta's resources to drive growth. Whilst the Company held cash and cash equivalents of £2.3m as at 12 November 2025, and has no financial debt other than the Loan Note, the variations agreed with Mr O'Brien provide the Company with greater flexibility to continue to invest in its three-pillar growth strategy.

As Mr O'Brien is classified as a substantial shareholder for the purposes of the AIM Rules for Companies (the "AIM Rules"), the variation of the terms of the Loan Note held by, and the incentivisation arrangements with, Mr O'Brien constitute a related party transaction for the purposes of Rule 13 of the AIM Rules. The Company's Directors consider, having consulted with the Company's Nominated Adviser, Shore Capital, that the terms of these variations are fair and reasonable insofar as the Company's shareholders are concerned.

#### **Issue of Ordinary Shares and Total Voting Rights**

The Company has issued and allotted 1,052,632 new Ordinary Shares to Mr O'Brien, at a price of 19 pence per Ordinary Share, in respect of the conversion of £200k of the Loan Note principal. Following this issuance, Mr O'Brien has an interest in 10,452,632 Ordinary Shares, representing 17.7 per cent. of the Company's enlarged issued share capital.

Application has been made to the London Stock Exchange for the 1,052,632 new Ordinary Shares to be admitted to trading on AIM ("Admission") and it is expected that Admission will become effective at 8:00 a.m. on or around 19 November 2025. The new Ordinary Shares will rank *pari passu* with the existing issued Ordinary Shares in the Company.

Following Admission, the total number of Ordinary Shares in issue will be 59,019,733. The Company does not hold any Ordinary Shares in treasury. The figure of 59,019,733 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 share capital of the Company under the Financial Conduct Authority's Disclosure Guidance and Transparency Rules.

#### **Enquiries**

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**About Finseta plc**

Finseta plc (AIM: FIN) is a foreign exchange and payments company offering multi-currency accounts and payment solutions to businesses and individuals. Headquartered in the City of London, Finseta combines a proprietary technology platform with a high level of personalised service to support clients with payments in over 165 countries in 150 currencies. With a track record of over 15 years, Finseta has the expertise, experience and expanding global partner network to be able to execute complex cross-border payments. It is fully regulated, through its wholly-owned subsidiaries, by the Financial Conduct Authority as an Electronic Money Institution; by the Financial Transactions and Reports Analysis Centre of Canada as a Money Services Business; and by the Dubai Financial Services Authority under a Category 3D licence. [www.finseta.com](http://www.finseta.com)

The notifications below, made in accordance with the requirements of the EU Market Abuse Regulation as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018, provide further detail.

1	Details of the person discharging managerial responsibilities/person closely associated						
a)	Name	Robert O'Brien					
2	Reason for the notification						
a)	Position/status	Chief Commercial Officer					
b)	Initial notification/amendment	Initial Notification					
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor						
a)	Name	Finseta plc					
b)	LEI	213800O4IL2RXZ2BZ956					
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 1 penny each  GB00BNG7CD28					
b)	Nature of the transaction	Issue of ordinary shares					
c)	Price(s) and volume(s)	<table><tr><td>Price(s)</td><td>Volume(s)</td></tr><tr><td>19.0 pence</td><td>1,052,632</td></tr></table>		Price(s)	Volume(s)	19.0 pence	1,052,632
Price(s)	Volume(s)						
19.0 pence	1,052,632						
d)	Aggregated information  - Aggregated volume  - Price	N/A					
e)	Date of the transaction	12 November 2025					
f)	Place of the transaction	Off market					

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