RNS Number : 6750P
Valereum PLC
21 January 2026

21 January 2026

FOR IMMEDIATE RELEASE (Aquis Stock Exchange: VLRM)

Valereum Plc
("Valereum", "VLRM" or the "Company")

Signing of Share Subscription Agreement with Quorium Global Photonics SPC ("QGP"),

Changes to Capital Structure and Related Party Transaction

Appointment of Aquis Corporate Adviser,

Lifting of Suspension

Valereum Plc (the "Company" or "Valereum") is delighted to announce that, further to the announcements on 25 November 2025 and 2 December 2025, it has signed a Share Subscription Agreement (the "Agreement") with Quorium Global Photonics SPC ("QGP") acting on behalf of and for Valereum Quorium Global Photonics SPC ("V-QGP"), a segregated portfolio company of QGP. The transaction materially strengthens the Company's balance sheet, delivers immediate recurring income, and positions Valereum as a cash-flow positive, asset-backed financial technology platform.

The key terms of the Agreement are:

- **Long Term Strategic Partner -** QGP has committed to being a long-term partner and strategic investor and will subscribe for 243,478,438 ordinary shares of £0.001 in the Company (the "Subscription Shares"). As per the announcement on 2 December 2025, application has been made for 12,595,437 ordinary shares ("Initial Subscription Shares"). A further application will be made for 230,883,001 ordinary shares ("Further Subscription Shares"). QGP will be subject to a "no sale" lock-in agreement until the Company is listed on Nasdaq Stock Exchange or New York Stock Exchange, except that each month up to 1.44% of such shares held by QGP may be sold, transferred, or disposed of or pledged.

- **Valereum receives $200,000,000 of medium term notes -** In consideration for the Subscription Shares, QGP will transfer $200,000,000 of QMTN2601001 medium term notes ("QMTN") from V-QGP to the Company. These will generate an annual coupon of 7.95% on the outstanding principal, which shall be paid in USD or USDC quarterly from 29 March 2026 until its maturity on 31 December 2030. Valereum will therefore receive contracted income equivalent to USD 15.9 million per annum for the next 5 years.

- **Agreement in principle for a further USD 1 billion -** The Agreement includes a provision for QGP to provide the Company with up to a USD $1 billion facility to support future growth initiatives and operational expansion.

Further Terms of the Agreement

- **Board Representation:** Subject to satisfactory due diligence, QGP will appoint two executive directors to the Board, a further announcement will follow.

- **Fees:** the Company agree to pay USD 100,000 to the subscriber on signing and a further USD 100,000 to be offset against first payment receivable by the Company from the QMTN.

- **Performance Warrants:** QGP will participate in Company's existing Long-Term Incentive Plan ("LTIP"), which permits the granting up to 30% of warrants over outstanding shares immediately vesting in equal instalments at 20p, 40p, 60p, 80p and £1.00, with the pool equally split between existing performance warrant holders, Company senior executives, and QGP together with its senior executives.

- **Issue of Warrants:** In addition to the Performance Warrants, the Company will issue warrants over 10 million ordinary shares each to Pieter Scholtz, Managing Director of QGP, and Illiquid Assets Solutions Limited with an exercise price of £0.001 and an expiry period of 5 years.

Related Party Transaction - Rule 4.6 Statement

The issue of warrants to Illiquid Assets Solutions Limited ("IASL") is a related party transaction as Gary Cottle and Grant Gischen, Directors of the Company, have an option to acquire 36% of the issued share capital of IASL (Guernsey). The Directors (excluding Gary Cottle and Grant Gischen) confirm that, having exercised reasonable care, skill and diligence, the related party transaction is fair and reasonable as far as the shareholders of the issuer are concerned.

Application for admission of the Further Subscription Shares to trading on Aquis

Application will be made for the 230,883,001 Further Subscription Shares, which will rank *pari passu* with the existing ordinary shares in issue, to be admitted to trading on the Aquis Growth Market ("Admission"). Dealings are expected to commence on or around 23 January 2026.

Conditional on Admission of the 230,883,001 Further Subscription Shares, the Company's issued ordinary share capital will be 487,932,742 ordinary shares of £0.001 each, all carrying voting rights. This figure may be used by shareholders as the denominator for determining whether they are required to notify the Company of an interest in, or a change to their interest in, the Company's securities pursuant to the Company's Articles.

Appointment of Aquis Corporate Adviser

The Company also announces the appointment of Guild Financial Advisory Limited as the Company's Aquis Corporate Adviser with immediate effect and that the Ordinary Shares in the Company will be restored to trading on the Apex Segment of the AQSE Growth Market with effect from 08:00 a.m. on 21st January 2026.

Gary Cottle, Group CEO of Valereum Plc, commented:

"Today marks a fundamental turning point for Valereum. With this transaction, we're not just announcing a deal; we are activating an engine for growth. We have strategically swapped 49.9% of our company for $200m of fully verified asset backed notes, as well as $79.5m of cash ($15.9m for 5yrs). This transforms our financial foundation overnight. Valereum is now a cash-flow positive company with a robust balance sheet. This complete recapitalisation removes funding risk and provides the stable, recurring capital we need to relentlessly execute our vision for AI-driven Tokenisation, and the digital asset ecosystem, where we will accelerate our partnerships, and build substantial, lasting value."

James Bannon, Chair of Valereum Plc, adds:

"I'd like to personally thank my team, in particular Gary and Pieter, for their tireless work on this transformative deal. We've arrived at a position where we are de-risked and have removed the burden of ongoing fundraising. My main focus is now towards the US-listing and supporting the team as we continue to change the face of fintech."

Pieter Scholz, Managing Director of QGP, comments:

"Our extensive due diligence confirmed our conviction in Valereum's vision and team. We're committing as a long-term partner because we see a clear path to market leadership. We are not just investors in this transaction; we are providing the financial architecture to power what will be a momentous journey ahead, fully aligned with every shareholder."

For further information, please contact:

Valereum Plc Karl Moss	Tel: +44 7938 767319 Investor Hub
Fortified Securities Guy Wheatley	Tel: +44 203 4117773
Aquis Corporate Adviser Guild Financial Advisory Limited Ross Andrews	E: ross.andrews@guildfin.co.uk

The Directors of the Company accept responsibility for the contents of this announcement.

Please visit the Company's website at www.vlrm.com

For more information, and the chance to have your questions directly answered by the management team, please head to our interactive investor hub via: Investor Hub.

IMPORTANT NOTICES

The Company holds cryptocurrencies or crypto assets in its treasury. Whilst the Board of Directors of the Company considers holding cryptocurrencies to be in the best interests of the Company, the Board remains aware that the financial regulator in the UK (the Financial Conduct Authority or FCA) considers investment in cryptocurrencies to be high risk. At the outset, it is important to note that an investment in the Company is not an investment in cryptocurrencies, either directly or by proxy and shareholders will have no direct access to the Company's holdings. However, the Board of Directors consider cryptocurrencies to be an appropriate store of value and potential growth and therefore appropriate for the Company. Accordingly, the Company is and intends to continue to be materially exposed to cryptocurrencies.

The Company is neither authorised nor regulated by the FCA, and the purchase of certain cryptocurrencies are generally unregulated in the UK. As with most other investments, the value of cryptocurrencies can go down as well as up, and therefore the value of the Company's cryptocurrencies holdings can fluctuate. The Company may not be able to realise its cryptocurrencies holdings for the same as it paid to acquire them or even for the value the Company currently ascribes to its cryptocurrencies positions due to market movements. Neither the Company nor investors in the Company's shares are protected by the UK's Financial Ombudsman Service or the Financial Services Compensation Scheme.

Cryptocurrencies may present special risks to the Company's financial position. These risks include (but are not limited to): (i) the value of cryptocurrencies can be highly volatile, with value dropping as quickly as it can rise. Investors in cryptocurrencies must be prepared to lose all money invested in cryptocurrencies; (ii) the cryptocurrencies market is largely unregulated. There is a risk of losing money due to risks such as cyber-attacks, financial crime and counterparty failure; (iii) the Company may not be able to sell its cryptocurrencies at will. The ability to sell cryptocurrencies depends on various factors, including the supply and demand in the market at the relevant time. Operational failings such as technology outages, cyber-attacks and commingling of funds could

cause unwanted delay; and (iv) crypto assets are characterised in some quarters by high degrees of fraud, money laundering and financial crime. Prospective investors in the Company are encouraged to do their own research before investing.

This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact rns@lseg.com or visit www.rns.com.

RNS may use your IP address to confirm compliance with the terms and conditions, to analyse how you engage with the information contained in this communication, and to share such analysis on an anonymised basis with others as part of our commercial services. For further information about how RNS and the London Stock Exchange use the personal data you provide us, please see our Privacy Policy.

END

NEXFZGZMRGZGVZM