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Earnz PLC
09 August 2024

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9 August 2024

EARNZ plc

(**"EARNZ"**or the "**Company"**)

Result of Placing

EARNZ plc (AIM: EARN), an AIM Rule 15 cash shell which is seeking acquisitions in the energy services sector,is pleased to announce that it has conditionally raised gross proceeds of approximately £2.05 million pursuant to a placing, conducted via the accelerated bookbuild process announced yesterday (the "**Placing**").

Conditionally, in aggregate, 27,351,450 new ordinary shares of 4p each in the Company ("**Ordinary Shares**") will therefore be issued pursuant to the Placing (the "**Placing Shares"**) at an issue price of 7.5 pence per share (the "**Placing Price**"). The Placing comprises both an EIS and VCT Placing (raising gross proceeds of approximately £1.56 million) andand a Non-EIS and VCT Placing(raising gross proceeds of approximately £0.49 million).

Shore Capital Stockbrokers Limited ("**SCS**") and Zeus Capital Limited ("**Zeus**") acted as joint brokers and bookrunners in connection with the Placing.

Unless the context provides otherwise, capitalised terms used in this announcement have the meanings given to them in the announcement of the proposed fundraising released on 8 August 2024.

Directors' participation in the Placing

Certain of the Directors have subscribed for Placing Shares in the Placing, which, in aggregate, amount to 879,999 Placing Shares at the Placing Price, as set out below:

Name	Position	Number of Ordinary Shares held	% of Existing Ordinary	Number of Placing Shares	Resultant holding of Ordinary	% of Enlarged

			Shares held	subscribed for	Shares on Second Admission	Share Capital
Bob Holt[1]	Executive Chair	4,799,999	7.63%	-	10,863,578	10.46%
Elizabeth Lake	Chief Financial Officer	1,333,333	2.12%	333,333	1,666,666	1.60%
John Charlton	Executive Director	466,666	0.74%	333,333	799,999	0.77%
Linda Main	Non-Executive Director	-	-	200,000	200,000	0.19%
Sandra Skeete	Non-Executive Director	-	-	13,333	13,333	0.01%

[1]Bob Holt's resultant holding on Second Admission includes Initial Consideration Shares and the Bob Holt Loan Conversion Shares

Related Party Transactions

As Directors, the aggregate participation of Bob Holt in the Proposals, and John Charlton, Elizabeth Lake, Linda Main and Sandra Skeete in the Non-EIS and VCT Placing of 879,999 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 Limited ("**SCC**"), 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 18,731,826 Placing Shares. As at 8 August 2024, being the latest practicable date prior to the date of this announcement, so far as the Company is aware, Gresham House holds 6,287,982 Existing Ordinary Shares representing 10.00 per cent. of the Existing Ordinary Share Capital. As such, Gresham House is a substantial shareholder of the Company and its participation in the Placing is 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.

Concert Parties

Bob Holt is a common member of the Bob Holt Concert Party and the C&D Concert Party and together they are known as the Existing Bob Holt Concert Party. Separately, the SWHS Concert Party, which comprises only Andrew Custer, is regarded as acting in concert for the purposes of the City Code, but is not acting in concert with the Existing Bob Holt Concert Party.

The table below outlines the combined holding of the Existing Bob Holt Concert Party at Second Admission and immediately following the issue of the Additional Consideration Shares. Immediately following Second Admission, as set out in the table below, members of the Existing Bob Holt Concert Party will be interested in approximately16.40per cent. of the voting rights of the Company. Following the issue of the Additional Consideration Shares, the members of the Existing Bob Holt Concert Party will be interested, in aggregate, in approximately33.59per cent. of the voting rights of the Company (as set out in the table below assuming all Additional Consideration Shares are issued at 4p per share). Following the exercise in full of the LTIP awards to be granted to the Executive Directors (being Bob Holt, John Charlton and Elizabeth Lake) on Second Admission, the members of the Existing Bob Holt Concert Party will be interested, in aggregate, in approximately36.75per cent. of the voting rights of the Company (as set out in the table below assuming all Additional Consideration Shares are issued at 4p per share):

Shareholder	% shareholding at Second Admission	% shareholding after issue of Additional Consideration Shares	% shareholding after exercise of LTIP options
Bob Holt[(1)]	10.46%	14.78%	16.93%
Elizabeth Lake	1.60%	1.17%	2.07%
John Charlton[(2)]	0.77%	0.56%	1.49%
Ian Currie	0.32%	0.23%	0.22%
James Holt	0.20%	0.15%	0.14%
Rachael Burnett	0.13%	0.09%	0.09%
Robert Holt	0.06%	0.05%	0.04%
William Holt	0.06%	0.05%	0.04%
Sub-total Bob Holt Concert Party	13.62%	17.08%	21.03%
Zac Cosgrove	1.39%	8.25%	7.86%
Luke Drew	1.39%	8.25%	7.86%
Sub-total C&D Concert Party[(3)]	13.24%	31.28%	32.65%
The Existing Bob Holt Concert Party Total	16.40%	33.59%	36.75%

[(1)] Bob Holt's shareholding includes 0.09% of the Company's voting rights held by his wife Angela Burnett. The balance of Bob Holt's shares is held in his SSAS.

[(2)] John Charlton's shareholding includes 0.09% of the Company's voting rights held by his wife Catherine Charlton.

[(3)] This includes Bob Holt's shareholding.

Immediately following Second Admission, the SWHS Concert Party will be interested in approximately4.49per cent. of the voting rights of the Company (as set out in the table below). Following the issue of the Additional Consideration Shares, the SWHS Concert Party will be interested in approximately8.57per cent. of the voting rights of the Company (as set out in the table below assuming all Additional Consideration Shares are issued):

Shareholder	% shareholding at Second Admission	% shareholding after issue of Additional Consideration Shares
Andrew Custer	4.49%	8.57%
Total	4.49%	8.57%

The above tables are based on the following assumptions:

- completion of: (i) each of the Acquisitions (resulting in the issue of the Initial Consideration Shares and the Bob Holt Loan Conversion Shares); and (ii) the Placing;
- the maximum number of Additional Consideration Shares capable of being issued under the terms of the SPAs (as additional consideration depending on the performance of the Acquisitions after Second Admission) are allotted and issued to the relevant Sellers;
- the members of the Bob Holt Concert Party exercise all New Options to which they are entitled in full at the earliest available opportunity (being 29 August 2027); and
- there is no other issue of Ordinary Shares, or exercise of other New Options.

Posting of Admission Document and General Meeting

The issue of the Placing Shares is conditional upon, *inter alia*, the passing of the Resolutions to be proposed at the General Meeting.

An Admission Document will be posted later today containing a notice convening the General Meeting to be held at the offices of Shore Capital, Cassini House, 57 St James's Street, London SW1A 1LD at 10.00 a.m. on 27 August 2024 to consider the Resolutions.

The Board recommends that Shareholders vote in favour of the Resolutions to be proposed and voted upon at the General Meeting, as they intend to do so in respect of their aggregate beneficial shareholdings representing approximately 10.49 per cent. of the Existing Ordinary Share Capital.

Admission

Applications will be made for the Re-Admission of the Existing Ordinary Shares and for the Admission of the New Ordinary Shares to be admitted to trading on AIM. It is expected that First Admission will occur and that dealings will commence in the EIS and VCT Placing Shares at 8.00 a.m. on 28 August 2024 and that Re-Admission of the Existing Ordinary Shares and Second Admission will occur and that dealings will commence in the Non-EIS and VCT Placing Shares, the Initial Consideration Shares, the Bob Holt Loan Conversion Shares and the Existing Ordinary Shares at 8.00 a.m. on 29 August 2024.

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.

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IMPORTANT NOTICES

Shore Capital Stockbrokers Limited and Shore Capital and Corporate Limited (together "**Shore Capital**") are authorised and regulated by the Financial Conduct Authority (the **"FCA"**) in the United Kingdom and are acting exclusively for EARNZ and no one else in connection with the Proposals, 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 Proposals or any other matters referred to in this Announcement.

Zeus Capital Limited is authorised and regulated by the FCA in the United Kingdom and is acting exclusively for EARNZ and no one else in connection with the Placing, and Zeus 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 therefor 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 of EARNZ 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 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 EARNZ's website is incorporated in, or forms part of, this Announcement.

Information to Distributors

UK product governance

Solely for the purposes of the product governance requirements contained within Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (the "UK Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the UK Product Governance Requirements) may otherwise have with respect thereto, the Placing Shares have been subject to a product approval process, which has determined that such securities are: (i) compatible with an end target market of investors who meet the criteria of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in paragraph 3 of the FCA Handbook Conduct of Business Sourcebook; and (ii) eligible for distribution through all distribution channels (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, distributors (for the purposes of UK Product Governance Requirements) should note that: (a) the price of the Placing Shares may decline and investors could lose all or part of their investment; (b) the Placing Shares offer no guaranteed income and no capital protection; and (c) an investment in the Placing Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Placing. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Brokers will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of Chapter 9A or 10A respectively of the FCA Handbook Conduct of Business Sourcebook; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Placing Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Placing Shares and determining appropriate distribution channels**.**

EEA product governance

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures in the European Economic Area (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Placing Shares have been subject to a product approval process, which has determined that the Placing Shares are: (i) compatible with an end target market of (a) retail investors, (b) investors who meet the criteria of professional clients and (c) eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "EU Target Market Assessment"). Notwithstanding the EU Target Market Assessment, distributors should note that: the price of the Placing Shares may decline and investors could lose all or part of their investment; the Placing Shares offer no guaranteed income and no capital protection; and an investment in the Placing Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of

such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Placing. Furthermore, it is noted that, notwithstanding the EU Target Market Assessment, the Joint Brokers will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the EU Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Placing Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Placing Shares and determining appropriate distribution channels.

PLACING AND ADMISSION STATISTICS

Placing Price	7.5p
Number of Existing Ordinary Shares	62,879,828
Number of EIS and VCT Placing Shares	20,798,491
Percentage of Enlarged Share Capital represented by the EIS and VCT Placing Shares	20.03%
Number of Ordinary Shares in issue immediately following First Admission	83,678,319
Aggregate number of Initial Consideration Shares and Bob Holt Loan Conversion Shares to be issued by the Company	13,616,909
Percentage of Enlarged Share Capital represented by the Initial Consideration Sharesand the Bob Holt Loan Conversion Shares	13.11%
Number of Non-EIS and VCT Placing Shares	6,552,959
Percentage of Enlarged Share Capital represented by the Non-EIS and VCT Placing Shares	6.31%
Aggregate number of Placing Shares to be issued by the Company	27,351,450
Percentage of Enlarged Share Capital represented by the Placing Shares	26.34%
Percentage of Enlarged Share Capital represented by the Existing Ordinary Shares	60.55%
Number of Ordinary Shares in issue immediately following Re-Admission and Second Admission	103,848,187
Market capitalisation of the Enlarged Group at the Placing Price immediately following Re-Admission and Second Admission	£7.79 million
Percentage of Enlarged Share Capital held by holders of Existing Ordinary Shares following Second Admission	60.55%

Gross proceeds of the EIS and VCT Placing	£1.56 million
Gross proceeds of the Non-EIS and VCT Placing	£0.49 million
Total gross proceeds of the Placing	£2.05 million
Estimated expenses of the Proposals	£1.3 million
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AIM TIDM	EARN

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