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ValiRx PLC
09 December 2024

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**ValiRx plc**

("**ValiRx**" or the "**Company**")

## Conditional Fundraising, Conditional Director/PDMR Subscription & Launch of Broker Offer

London, UK - ValiRx Plc (AIM: VAL), a life science company focusing on early-stage cancer therapeutics and women's health, announces that it has conditionally raised up to £1,573,000 through a Fundraising, comprising: (i) a conditional Placing to raise £1,183,000 (before expenses), (ii) a conditional Broker Offer to be made to certain existing shareholders in the Company to raise up to £250,000 before expenses, (iii) a conditional Subscription by Directors and persons closely associated with them to raise £140,000, and (iv) conditional issue of Fundraise Warrants to all subscribers of New Ordinary Shares through, in aggregate, the allotment and issue of up to 241,999,999 New Ordinary Shares (assuming the Broker Offer is taken up in full) at the issue price of 0.65 pence per New Ordinary Share .

The Fundraising is conditional on and subject to the passing of the resolutions ("**Resolutions**") at a general meeting of shareholders to be held at the offices of Fieldfisher LLP, Riverbank House, 2 Swan Lane, London, EC4R 3TT at 11 a.m. on 30 December 2024 (the "**General Meeting**"). A

further announcement will be made when the circular convening the general meeting has been posted to shareholders.

Capitalised terms in this announcement have the meaning ascribed to them at the end of this announcement.

**Fundraising highlights:**

Conditional Fundraising to raise, in aggregate, up to £1,573,000 (before expenses) comprising:

- conditional Placing and Subscription to raise gross proceeds of £1,323,000;
- conditional Broker Offer through Shard to raise up to an additional £250,000, providing certain existing Shareholders who did not participate in the Placing an opportunity to participate in the Fundraising; and
- conditional grant of Fundraise Warrants for all subscribers of New Ordinary Shares in the Fundraising on a 1 for 1 basis (i.e. one warrant for every New Ordinary Share).

**Placing**

The Group has conditionally raised £1,183,000 (before expenses) through the Placing. The Placing Shares have been conditionally placed with new and existing investors. The Placing Shares are not being underwritten. The Placing Shares were not, and are not being, offered to the public and are not being offered or sold in any jurisdiction where it would be unlawful to do so.

**Director/PDMR Subscription**

In addition to the Placing, certain Directors of the Company and persons closely associated with them have conditionally subscribed directly with the Company for, in aggregate, 21,538,461 Subscription Shares at the Issue Price. The aggregate participation by all such persons pursuant to the Subscription is £140,000.

| Name | Number of existing Ordinary Shares | Percentage of existing issued share capital | Number of Subscription Shares | Number of Ordinary Shares on Admission | Percentage of enlarged share capital on Admission[2] |
|---|---|---|---|---|---|
| Mark Eccleston | 1,976,957 | 1.49% | 17,692,307[1] | 19,669,264 | 5.25% |
| Adrian de Courcey | 871,036 | 0.66% | 1,538,461 | 2,409,497 | 0.64% |
| Cathy Tralau-Stewart | 66,666 | 0.05% | 769,231 | 835,897 | 0.22% |
| Gerry Desler | 195,334 | 0.15% | 769,231 | 964,565 | 0.26% |
| Martin Gouldstone | 0 | 0.00% | 769,231 | 769,231 | 0.21% |
| **Total** | **3,109,993** | **2.35%** | **21,538,461** | **24,648,454** | **6.58%** |

[1]of which, 9,846,145 New Ordinary Shares have been subscribed for by Mark Eccleston directly, 5,538,470 New Ordinary Shares have been subscribed for by OncoLytika Ltd (a company in which Mr. Eccleston is interested) and 2,307,692 New Ordinary Shares have been subscribed for by Mark Eccleston's partner. In addition, Mr Eccleston is intending to subscribe for a further 3,076,923 New Ordinary Shares as part of the Broker Offer, further details will be announced once the Broker Offer is closed

[2]Assuming the Broker Offer Shares are subscribed for in full

The participation of the Company's directors in the Fundraising is a "related party transaction" for the purposes of Rule 13 of the AIM Rules. As all of the Company's directors are participating in the

Fundraising there are no directors independent of the Fundraising, as a consequence they are unable to consult with the Company's nominated adviser (Cairn Financial Advisers LLP) in relation to the Fundraising being fair and reasonable insofar as shareholders are concerned as is required pursuant to AIM Rule 13. Consequently, Cairn Financial Advisers LLP confirms that it believes the terms of the Fundraising are fair and reasonable insofar as shareholders are concerned.

**Broker Offer**

In addition to the Placing and the Subscription, the Company is undertaking a separate conditional Broker Offer to existing Shareholders to raise up to £250,000 (before expenses) at the Issue Price of 0.65 pence per Broker Offer Share. The Broker Offer aims to provide certain existing Shareholders in the Company an opportunity to participate in the Fundraising at the same price as subscribers for Placing Shares and Subscription Shares. For the avoidance of doubt, the Broker Offer is not part of the Placing or Subscription.

Mark Eccleston, CEO of the Company has informed the Company that, in addition to his participation in the Subscription detailed above, he intends to subscribe for a further 3,076,923 Broker Offer Shares under the Broker Offer, further details will be announced once the Broker Offer is closed.

The Broker Offer is expected to close at 4.30 p.m. on 10 December 2024. As far as is practical, participation in the Broker Offer will be prioritised for shareholders (direct or indirect) on the register at the close of business on 6 December 2024. If the Broker Offer is fully taken up, it will raise an additional £250,000 for the Company. A further announcement will be made with the results of the Broker Offer once the Broker Offer has been declared closed. If the Broker Offer is not fully subscribed by 4.30 p.m. on 10 December 2024, orders from eligible investors will be satisfied in full, and the balance of the Broker Offer shall lapse.

Further details regarding participation, the eligibility criteria, the order of priority, and details regarding settlement, are set out in more detail below.

The Broker Offer has been granted to facilitate the participation by existing shareholders of the Company. For regulatory reasons, the Broker Offer is open only to existing Shareholders of the Company who have accounts at Shard or a regulated broker within the United Kingdom.

Existing Shareholders who wish to register their interest in participating in the Broker Offer should contact: capitalmarketsinsiderlist@shardcapital.com

It is intended that the Placing, the Broker Offer, and the Subscription will result in the Company raising total gross proceeds of up to £1,573,000, subject to take up under the Broker Offer.

**Fundraise Warrants**

In connection with the Fundraising, the Company is offering, to all subscribers of New Ordinary Shares, warrants to subscribe for one (1) new Ordinary Share for every one (1) New Ordinary Share subscribed for. The Fundraise Warrants will be exercisable at a price of 1.3 pence per share, a premium of approximately 100 per cent. to the Issue Price. The Fundraise Warrants are exercisable at any time until the third anniversary of Admission. The Fundraise Warrants will not be tradeable, nor transferable or CREST-enabled. The Fundraise Warrants will only be issued to subscribers of New Ordinary Shares on Admission, conditional on the passing of the Resolutions

at the General Meeting. Holders of Fundraise Warrants will receive a warrant certificate following Admission and the register of Fundraise Warrants will be maintained by Neville Registrars Limited.

**Use of Proceeds**

The net proceeds from the Fundraising are intended to be used by the Group for the following:

- R&D: Formulation and preclinical testing for CytoLytix
- R&D: Combination therapy testing in CytoLytix
- R&D: Expansion of CytoLytix cancer types
- R&D: New Evaluation Projects (up to 2 projects)
- R&D: Next in-licence (selected from current evaluation projects)
- Operating costs (balance from R&D tax credits, revenue, and grants)

Admission and the issue of the Placing Shares, the Broker Offer Shares, and the Subscription Shares are conditional, *inter alia*, upon Shareholders approving the Resolutions at the General Meeting and, if approved, a further announcement in relation to the admission date of the Placing Shares, the Broker Offer Shares, and the Subscription Shares will be made in due course following completion of the General Meeting.

**Shareholders should note that in the event that the Resolutions are not passed, Admission will not occur and the Company would not receive the funds from the Placing, the Broker Offer or the Subscription, which would limit the amount of working capital available to the Company. There is no certainty that other funding would be available on suitable terms or at all. Accordingly, in light of the Group's reducing cash position, it would be likely that the Company would have to severely restrict its costs, potentially impacting its ability to progress its R&D assets and generate value for the Group.**

A further announcement will be made when the circular convening the General Meeting has been posted to shareholders.A further announcement on the closing of the Broker Offer will be made in due course.

**Mark Eccleston, CEO of ValiRx commented**"*I want to thank new and existing shareholders for their support and highlight we will be using the money to further support the preclinical development of CytoLytix. We will continue to build on the first sales from Inaphaea's Biobank, announced on 18 November 2024, which comprises approximately 5,000 vials of Patient Derived Cells from 478 individual cases and 66 types of cancer. Whilst the financial details of the transaction were not released, we are encouraged by the progress made and we believe the biobank holds significant potential for supporting research and generating future revenue streams.*"

*** ENDS ***

The information contained within this announcement is deemed by the Company to constitute inside information as stipulated under the Market Abuse Regulations (EU) No. 596/2014 as it forms part of UK Domestic Law by virtue of the European Union (Withdrawal) Act 2018 ("UK MAR"). The Directors of the Company take responsibility for this announcement.

For more information, please contact:

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| **ValiRx plc** | **Tel: +44 (0) 2476 796496** |

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| Dr Mark Eccleston, CEO | **www.valirx.com**<br>Mark.Eccleston@valirx.com |
| **V Formation (Public Relations)**<br><br>Lucy Wharton - Senior PR Executive<br>Sue Carr - Director | **+44 (0) 115 787 0206**<br>**www.vformation.biz**<br><br>lucy@vformation.biz<br>sue@vformation.biz |
| **Cairn Financial Advisers LLP (Nominated Adviser)**<br><br>Liam Murray / Ludovico Lazzaretti | **Tel: +44 (0) 20 7213 0880** |
| **Shard Capital Partners LLP (Sole Broker)**<br><br>Damon Heath | **Tel: +44 (0) 20 7186 9000** |

**Notes for Editors**

**About ValiRx**

ValiRx is a life science company focused on early-stage cancer therapeutics and women's health, accelerating the translation of innovative science into impactful medicines to improve patient lives.
ValiRx provides the scientific, financial, and commercial framework for enabling rapid translation of innovative science into clinical development.

Using its extensive and proven experience in research and drug development, the team at ValiRx selects and incubates promising novel drug candidates and guides them through an optimised process of development, from pre-clinical studies to clinic and investor-ready assets.
ValiRx connects diverse disciplines across scientific, technical, and commercial domains, with the aim of achieving a more streamlined, less costly, drug development process. The team works closely with carefully selected collaborators and leverages the combined expertise required for science to advance.

Lead candidates from ValiRx's portfolio are outlicensed or partnered with investors through ValiRx subsidiary companies for further clinical development and commercialisation.
ValiRx listed on the AIM Market of the London Stock Exchange in October 2006 and trades under the ticker symbol: VAL.

For further information, visit: www.valirx.com

**Definitions**

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| · "**Admission**" | · admission of the New Ordinary Shares to trading on AIM becoming effective in accordance with the AIM Rules which is expected to occur following conclusion of the General Meeting; |

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| · "**AIM**" | · AIM, the market of that name operated by the London Stock Exchange; |
| · "**AIM Rules**" | · the AIM Rules for Companies published by the London Stock Exchange from time to time; |
| · **"Broker Offer"** | · means the retail offer for sale of the Broker Offer Shares to be made to certain existing shareholders in the Company through retail brokers and intermediaries; |
| · **"Broker Offer Shares"** | · means the 38,461,538 new Shares to be offered for subscription pursuant to the Broker Offer; |
| · "**Business Day**" | · any day other than a Saturday, Sunday or public holiday in England and Wales on which clearing banks in London are open for general banking business; |
| · "**Cairn**" | · Cairn Financial Advisers LLP; |
| · "**certificated**" or "**in certificated form**" | · not in uncertificated form; |
| · "**Circular**" | · the circular to be posted by the Company providing further details of the Placing, the Broker Offer, the Subscription and the General Meeting; |
| · "**Company**" or "**ValiRx**" | · ValiRx PLC; |
| · "**CREST**" | · the facilities and procedures for the time being of the relevant system of which Euroclear has been approved as operator pursuant to the CREST Regulations; |
| · "**CREST Regulations**" | · the Uncertificated Securities Regulations 2001 (SI 2001/3755); |
| · "**Directors**" or "**Board**" | · the directors of the Company, or any duly authorised committee thereof; |
| · "**Enlarged Share Capital**" | · the issued ordinary share capital of the Company immediately following Admission; |
| · "**Existing Shares**" | · the 132,348,673 Shares in issue as at the date of this document; |
| · "**FCA**" | · Financial Conduct Authority; |
| · **"Fundraise Warrants"** | · the warrants to be granted to the subscribers of New Ordinary Shares which shall be constituted by the Warrant Instrument; |
| · **"Fundraising"** | · the fundraising being undertaken by the Company, comprising the Placing, the Broker Offer and the Subscription; |

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| · "**General Meeting**" | · the general meeting of the Company convened for11 a.m. on 30 December 2024 in accordance with the Notice of General Meeting (or any adjournment thereof); |
| · "**Group**" | · the Company and its subsidiary undertakings from time to time; |
| · "**Issue Price**" | · 0.65 pence per New Ordinary Share; |
| · "**London Stock Exchange**" | · London Stock Exchange Group plc; |
| · "**Neville Registrars**" or "**Receiving Agent**" | · Neville Registrars Limited; |
| · "**Notice of General Meeting**" | · the notice convening the General Meeting set out at the end of the Circular; |
| · "**New Ordinary Shares**" | · the Placing Shares, the Broker Offer Shares and the Subscription Shares; |
| · "**Placing**" | · the placing by Shard on behalf of the Company of the Placing Shares at the Issue Price; |
| · "**Placing Shares**" | · the 182,000,000 new Shares to be issued by the Company at the Issue Price at Admission pursuant to the Placing; |
| · "**Register**" | · the register of members of the Company; |
| · "**Regulatory Information Service**" | · a regulatory information service approved by the FCA and on the list of regulatory information services maintained by the FCA; |
| · "**Resolutions**" | · the resolutions to be proposed at the General Meeting as will be set out in the Notice of General Meeting, and a reference to a numbered Resolution shall be to the resolution so numbered in that notice; |
| · "**Shareholders**" | · holders of Shares; |
| · "**Shares**" | · ordinary shares of 0.1 penny each in the capital of the Company; |
| · "**Subscription**" | · the subscription by certain directors of the Company and persons closely associated with them of the Subscription Shares at the Issue Price; |
| · "**Subscription Shares**" | · 21,538,461 new Shares to be issued by the Company at the Issue Price at Admission pursuant to the Subscription; |
| · "**uncertificated form**" or "**in uncertificated form**" | · recorded in the Register as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST; |

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| · "**United Kingdom**" or "**UK**" | · the United Kingdom of Great Britain and Northern Ireland; |
| · "**United States**" or "**US**" | · the United States of America, its jurisdictions and possession, any state of the United States and the District of Columbia; |
| · **"US Dollar"** | · the lawful currency of the United States; |
| · **"US Securities Act"** | · the U.S. Securities Act of 1933, as amended; |
| · **"Warrant Instrument"** | · the instrument which, subject to the passing of the Resolutions, shall be entered into by the Company which shall constitute the Fundraise Warrants. |

**Cautionary statement**

Certain statements made in this announcement are forward-looking statements. Such statements are based on current expectations and assumptions and are subject to a number of risks and uncertainties that could cause actual events or results to differ materially from any expected future events or results expressed or implied in these forward-looking statements. Persons receiving this announcement should not place undue reliance on forward-looking statements. Unless otherwise required by applicable law, regulation or accounting standard, the Company does not undertake to update or revise any forward-looking statements, whether as a result of new information, future developments or otherwise.

This announcement is not for publication or distribution, directly or indirectly, in or into the United States of America. This announcement is not an offer of securities for sale into the United States. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States, except pursuant to an applicable exemption from registration. No public offering of securities is being made in the United States.

**The Broker Option**

The Broker Option is only open to persons in the United Kingdom who fall within Article 43 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (which includes an existing member of the Company).

**UK Product Governance Requirements**

Solely for the purposes of the product governance requirements of Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR 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 MiFIR Product Governance Requirements) may otherwise have with respect thereto, the Placing Shares and the Broker Option Shares have been subject to a product approval process, which has determined that the Placing Shares and the Broker Option Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in paragraphs 3.5 and 3.6 of COBS; and (ii) eligible for distribution through all permitted distribution channels (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Placing Shares and

the Broker Option Shares may decline and investors could lose all or part of their investment; the Placing Shares and the Broker Option Shares offer no guaranteed income and no capital protection; and an investment in the Placing Shares and the Broker Option 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 any contractual, legal or regulatory selling restrictions in relation to the Placing or Broker Option.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of Chapters 9A or 10A respectively of COBS; 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 and the Broker Option Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Placing Shares and the Broker Option Shares and determining appropriate distribution channels.

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