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Genedrive PLC
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genedrive plc

("**genedrive**" or the "**Company**")

RetailBook Offer

- genedrive announces a conditional retail offer of new Ordinary Shares viaRetailBook;
- The Issue Price for the new Ordinary Shares is 1.5 pence per new Ordinary Share, representing a discount of 17.8 per cent to the closing mid-price of the Company's existing Ordinary Shares on 26 March 2025;
- Investors can take part through RetailBook's partner network of retail brokers, wealth managers and investment platforms, (subject to such partners' participation), which includes AJ Bell, Hargreaves Lansdown and interactive investor;
- Applications for new Ordinary Shares through these partners can be made from tax efficient savings vehicles such as ISAs or SIPPs, as well as General Investment Accounts ("**GIAs**");
- The RetailBook Offer is open to existing shareholders only;
- There is a minimum subscription of £50per investor in the RetailBook Offer;
- No commission will be charged by RetailBook on applications to the RetailBook Offer.

The RetailBook Offer

genedrive plc (**AIM:GDR**), the point-of-care pharmacogenetic testing company is pleased to announce a conditional retail offer of new ordinary shares in the capital of the Company ("**Ordinary Shares**") via RetailBook (the "**RetailBook Offer**")at an issue price of 1.5 pence per new Ordinary Share (the "**Issue Price**"), being a discount of 17.8 per cent to the closing mid-price of the Company's existing Ordinary Shares on 26 March 2025. The Company has separately announced it is raising gross proceeds of £1.0 million by means of a subscription (the "**Subscription**", together with the RetailBook Offer, the "**Fundraise**") for 66,666,666 Ordinary Shares by the market making arm of Peel Hunt LLP (the "**Subscription Shares**") at the Issue Price. For the avoidance of doubt, the RetailBook Offer is not part of the Subscription.

The RetailBook Offer is conditional on the new Ordinary Shares to be issued pursuant to the RetailBook Offer and the Subscription Shares being admitted to trading on AIM ("**Admission**"). Admission is expected to take place at 8:00 a.m. on 3 April 2025.

The RetailBook Offer will not be completed without the Subscription also being completed.

The net proceeds from the Fundraise will provide genedrive with additional working capital as it actively pursues a broad range of growing commercial opportunities in the UK and internationally at the present time, including both commercial sales and potential non-dilutive grant income. CE-IVD certification for genedrive's CYP2C19 test, which is on track for April 2025, will also enable in-country registration and subsequently sales of the test to commence outside of the UK and genedrive is particularly encouraged by opportunities presented in the Middle East region, where it has focused significant efforts and expenditure to understand market access and reimbursement routes as well as identification of primary target hospitals, opinion leaders and healthcare organisations and will update further in due course as opportunities are converted as appropriate.

Reasons for the RetailBook Offer
The Company values its retail shareholder base and believes that it is in the best interests of shareholders as well as wider stakeholders, to provide retail investors in the United Kingdom, the opportunity to participate in the RetailBook Offer.

The RetailBook Offer is open to existing shareholders resident and physically located in the United Kingdom following release of this announcement. The RetailBook Offer is expected to close at 5 p.m. on 31 March 2025 and may close earlier at the discretion of the Company or if it is oversubscribed.

Eligible investors can participate through RetailBook's partner network of investment platforms, retail brokers and wealth managers, subject to such partners' participation. Participating partners include:

- AJ Bell;
- Hargreaves Lansdown; and
- interactive investor

Applications for new Ordinary Shares through participating partners can be made from tax efficient savings vehicles such as ISAs or SIPPs, as well as GIAs. Investors wishing to apply using their ISA, SIPP or GIA should contact their investment platform, retail broker or wealth manager for details of their terms and conditions, process and any relevant fees or charges.

The new Ordinary Shares will, when issued, be credited as fully paid and will rank *pari passu* in all respects with existing Ordinary Shares including the right to receive all dividends and other distributions declared, made or paid after their date of issue.

Brokers wishing to offer their customers access to the RetailBook Offer and future RetailBook transactions, should contact partners@retailbook.com. Retail investors that wish to receive alerts for future RetailBook transactions should sign up here: https://www.retailbook.com/sign-up-new.

Eligibility for the RetailBook Offer
The RetailBook Offer is available to existing shareholders of the Company only. To be eligible to participate in the RetailBook Offer, applicants must be a customer of a participating partner and, as at the date hereof, must be a shareholder in the Company.

Eligible investors wishing to subscribe for new Ordinary Shares should contact their investment platform, retail broker or wealth manager to confirm if they are participating in the RetailBook Offer.

Some partners may only accept applications from existing customers.

There is a minimum subscription of £50 per investor. The terms and conditions on which investors subscribe will be provided by the relevant financial intermediaries including relevant commission or fee charges. Note, no commission will be charged to investors by RetailBook in connection with the RetailBook Offer.

The Company reserves the right to scale back any order under the RetailBook Offer at its discretion. The Company reserves the right to reject any application for subscription under the RetailBook Offer without giving any reason for such rejection.

Investors should also note that the RetailBook Offer will remain open alongside a live share price and the market price of the shares may be less than the Issue Price.

Investors should make their own investigations into the merits of an investment in the Company. Nothing in this announcement amounts to a recommendation to invest in the Company or amounts to investment, taxation or legal advice.

It should be noted that a subscription for new Ordinary Shares and investment in the Company carries a number of risks. Investors should take independent advice from a person experienced in advising on investment in securities such as the new Ordinary Shares if they are in any doubt.

An investment in the Company will place capital at risk. The value of your investment in the Company and any income from it is not guaranteed and can go down as well as rise due to stock market and currency movements. When you sell your investment, you may get back less than the amount originally invested.

Neither past performance nor any forecasts should be considered a reliable indicator of future results.

This announcement should be read in its entirety. In particular, the information in the "Important Notices" section of the announcement should be read and understood.

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Further information on the Company can be found on its website athttps://www.genedriveplc.com/

Important Notices

This announcement has been prepared by, and is the sole responsibility of, the Company.

It is a term of the RetailBook Offer that the aggregate value of the new Ordinary Shares available for subscription at the Issue Price does not exceed £250,000 (the "**Maximum Subscription Amount**"). The Maximum Subscription Amount may be increased at the sole and absolute discretion of the Company, subject to applicable law and regulation. Any such increase will be notified by way of an announcement through a Regulatory Information Service.

The RetailBook Offer is offered in the United Kingdom under the exemption from the requirement to publish a prospectus in section 86(1)(e) and 86(4) of FSMA. As such, there is no need for publication of a prospectus pursuant to the Prospectus Regulation Rules of the Financial Conduct Authority, or for approval of the same by the Financial Conduct Authority. The RetailBook Offer is not being made into any jurisdiction other than the United Kingdom.

No offering document, prospectus or admission document has been or will be prepared or submitted to be approved by the Financial Conduct Authority (or any other authority) in relation to the RetailBook Offer, and investors' commitments will be made solely on the basis of the information contained in this announcement and information that has been published by or on behalf of the Company prior to the date of this announcement by

notification to a Regulatory Information Service in accordance with the Financial Conduct Authority's Disclosure Guidance and Transparency Rules, the Market Abuse Regulation (EU Regulation No. 596/2014) ("**MAR**") and MAR as it forms part of United Kingdom law by virtue of the European Union (Withdrawal) Act 2018 (as amended).

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The new Ordinary Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "**US Securities Act**") or under the applicable state securities laws of the United States and may not be offered or sold directly or indirectly in or into the United States. No public offering of the new Ordinary Shares is being made in the United States. The new Ordinary Shares are being offered and sold outside the United States in "offshore transactions", as defined in, and in compliance with, Regulation S under the US Securities Act. In addition, the Company has not been, and will not be, registered under the US Investment Company Act of 1940, as amended.

This announcement does not constitute an offer to sell or issue or a solicitation of an offer to buy or subscribe for new Ordinary Shares in the United States, Australia, Canada, New Zealand, Japan, the Republic of South Africa, any member state of the EEA or any other jurisdiction in which such offer or solicitation is or may be unlawful. No public offer of the securities referred to herein is being made in any such jurisdiction.

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RetailBook is a proprietary technology platform owned and operated by Retail Book Limited (registered address at 10 Queen Street Place, London EC4R 1AG). Retail Book Limited ("**RetailBook**") is authorised and regulated in the United Kingdom by the Financial Conduct Authority (FRN 994238).

The value of Ordinary Shares and the income from them is not guaranteed and can fall as well as rise due to stock market movements. When you sell your investment, you may get back less than you originally invested. Figures refer to past performance and past performance is not a reliable indicator of future results. Returns may increase or decrease as a result of currency fluctuations.

Solely for the purposes of the product governance requirements of Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK Product Governance Requirements**") and/or any equivalent requirements elsewhere to the extent determined to be applicable, 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 and/or any equivalent requirements elsewhere to the extent determined to be applicable, may otherwise have with respect thereto, the Ordinary Shares to be issued RetailBook Offer have been subject to a product approval process, which has determined that the Ordinary Shares to be issued RetailBook Offer are compatible with an end target market of retail investors (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Ordinary Shares may decline and investors could lose all or part of their investment; the Ordinary Shares offer no guaranteed income and no capital protection; and an investment in the Ordinary 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 RetailBook Offer.

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 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 Ordinary Shares.

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

Certain statements in this announcement are forward-looking statements which are based on the Company's expectations, intentions and projections regarding its future performance, anticipated events or trends and other matters that are not historical facts. These forward-looking statements, which may use words such as "aim", "anticipate", "believe", "intend", "estimate", "expect" and words of similar meaning, include all matters that are not historical facts. These forward-looking statements involve risks, assumptions and uncertainties that could cause the actual results of operations, financial condition, liquidity and dividend policy and the development of the industries in which the Company's businesses operate to differ materially from the impression created by the forward-looking statements. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Given those risks and uncertainties, prospective investors are cautioned not to place undue reliance on forward-looking statements.

These forward-looking statements speak only as at the date of this announcement and cannot be relied upon as a guide to future performance. The Company and Retail Book expressly disclaim any obligation or undertaking to update or revise any forward-looking statements contained herein to reflect actual results or any change in the assumptions, conditions or circumstances on which any such statements are based unless required to do so by the Financial Conduct Authority, the London Stock Exchange or applicable law.

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No statement in this announcement is intended to be a profit forecast and no statement in this announcement should be interpreted to mean that earnings or target dividend per share of the Company for the current or future financial years would necessarily match or exceed the historical published earnings or dividends per share of the Company.

Neither the content of the Company's website (or any other website) nor the content of any website accessible from hyperlinks on the Company's website (or any other website) is incorporated into or forms part of this announcement. The new Ordinary Shares to be issued or sold pursuant to the RetailBook Offer will not be admitted to trading on any stock exchange other than the London Stock Exchange.

It is further noted that the RetailBook Offer is only open to investors 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).

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