

ANNOUNCEMENT TO BE MADE BY THE AIM APPLICANT PRIOR TO ADMISSION IN ACCORDANCE WITH RULE 2 OF THE AIM RULES FOR COMPANIES ("AIM RULES")
COMPANY NAME:
RentGuarantor Holdings PLC (" RentGuarantor " or the " Company ", and including its subsidiaries, the " Group ").
COMPANY REGISTERED OFFICE ADDRESS AND IF DIFFERENT, COMPANY TRADING ADDRESS (INCLUDING POSTCODES) :
The Company's registered office address: Eastcastle House 27-28 Eastcastle Street London United Kingdom W1W 8DH The Company's principal trading address: 214B Neptune House Marina Bay Gibraltar GX11 1AA
COUNTRY OF INCORPORATION:
England and Wales
COMPANY WEBSITE ADDRESS CONTAINING ALL INFORMATION REQUIRED BY AIM RULE 26:
https://investorhub.rentguarantor.com/aim-rule-26
COMPANY BUSINESS (INCLUDING <u>MAIN COUNTRY OF OPERATION</u>) OR, IN THE CASE OF AN <u>INVESTING COMPANY</u> , DETAILS OF ITS <u>INVESTING POLICY</u>). IF THE <u>ADMISSION</u> IS SOUGHT AS A RESULT OF A REVERSE TAKE-OVER UNDER RULE 14, THIS SHOULD BE STATED:
RentGuarantor was set up in 2016 to address the needs of tenants and landlords in the UK. The Company provides an online rent guarantee service to tenants wishing to rent property in the UK Private Rental Sector and through Local Authorities. The Company provides its rent guarantee services to tenants and manages its applications via a secure and bespoke digital platform designed and built by RentGuarantor, with the primary aim of streamlining the rental process for tenants and landlords. The Company's algorithm quotes a fee based on the risk assessment of the applicant's information, and its in-house team offers support to applicants to provide quality service, seeking to provide same day responses. The Company has an underwriter agreement in place with C&C Risks UK Limited through which the Group seeks to reinsure the majority of the risks relating to the provision of rent guarantees to tenants. RentGuarantor's customers, typically pay a guarantor fee which is relative to the amount of rent which the Company is guaranteeing. RentGuarantor's average fee per applicant was approximately £755 (for the year ended 31 December 2024) which equates to typically

between 3-5 weeks of rent, with instalment payment options being available provided via PayPal and Payl8r.

RentGuarantor offers its services to the UK rental market currently excluding Northern Ireland, including both domestic and overseas students, as well as professionals and those receiving benefits. By providing payment in the event of arrears, RentGuarantor offers surety for a landlord and typically assists tenants to stay within the property, by liaising between the two parties. Should an arrears position occur during the term of the tenancy, RentGuarantor is well-placed as guarantor, aiming to manage situations, address problems and generate solutions, ideally for both landlord and tenant.

In the event of a claim, landlords assign their rights under the tenancy agreement to RentGuarantor for the entire period of the tenancy. In return, landlords' rental income is guaranteed, subject to the Group's terms and conditions, and the cost of a potential eviction, in the event of rent arrears, is incurred by RentGuarantor.

A driver of the Group's development to date has been its continued efforts to partner with industry stakeholders such as estate agents, referencing companies, industry bodies and others, rather than rely on private tenants alone. The Group has established partnership agreements with a significant number of letting agents. The Board considers that these types of partnerships are essential for reaching potential tenants and landlords. The Group attends industry events to build and maintain relationships with letting agents and other stakeholders in the rental market. The Company collaborates with local authorities to provide rent guarantee services and works with 16 council partners. These collaborations help the Group reach tenants who may require rent guarantees, including those on benefits or Universal Credit.

RentGuarantor has been trading for eight years, and was nominated for Aquis Company of the Year at the Small Cap Awards 2023, and has also been shortlisted for an ESTAS Award 2025 in the Supplier Awards category.

DETAILS OF SECURITIES TO BE ADMITTED INCLUDING ANY RESTRICTIONS AS TO TRANSFER OF THE SECURITIES (i.e. where known, number and type of shares, nominal value and issue price to which it seeks admission and the number and type to be held as treasury shares):

124,723,706 existing ordinary shares of 10 pence each ("Ordinary Shares") being admitted to trading on AIM. No new Ordinary Shares are being issued or allotted in conjunction with admission to trading on AIM.

No Ordinary Shares are held in treasury

No restrictions on the transferability of the securities

CAPITAL TO BE RAISED ON ADMISSION (AND/OR SECONDARY OFFERING) AND ANTICIPATED MARKET CAPITALISATION ON ADMISSION:

Capital to be raised on admission: N/A

Anticipated market capitalisation on Admission: approximately £34 million

PERCENTAGE OF AIM SECURITIES NOT IN PUBLIC HANDS AT ADMISSION:

39.6%

DETAILS OF ANY OTHER EXCHANGE OR TRADING PLATFORM TO WHICH THE AIM SECURITIES (OR OTHER SECURITIES OF THE COMPANY) ARE OR WILL BE ADMITTED OR TRADED:

The Ordinary Shares are currently admitted to trading on the Aquis Stock Exchange Growth Market, Apex Segment.

THE COMPANY HAS APPLIED FOR THE VOLUNTARY CARBON MARKET DESIGNATION (Y/N)

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FULL NAMES AND FUNCTIONS OF DIRECTORS AND PROPOSED DIRECTORS
(underlining the first name by which each is known or including any other name by which

each is known):

Graham John William Duncan - Non-Executive Chairman
Paul Bernard Foy - Chief Executive Officer
Kieron Charles Joseph Becerra - Chief Financial Officer
Emma Foy - Chief Operating Officer
David Trevor Cliff - Non-Executive Director

FULL NAMES AND HOLDINGS OF SIGNIFICANT SHAREHOLDERS EXPRESSED AS A PERCENTAGE OF THE ISSUED SHARE CAPITAL, BEFORE AND AFTER ADMISSION (underlining the first name by which each is known or including any other name by which each is known):

Significant Shareholder	% Interest pre-Admission	No. of Shares	% Interest post-Admission
<u>Paul</u> Foy*	37.51%	46,783,110	37.51%
Paul <u>Ian</u> Victor	6.06%	7,561,808	6.06%
<u>Michael</u> Kenny	4.67%	5,824,215	4.67%
John <u>Paul</u> O'Donoghue**	4.37%	5,447,720	4.37%
<u>Martin</u> Flatley***	4.08%	5,087,627	4.08%
<u>David</u> Foy	3.03%	3,775,536	3.03%

* Paul Foy (the Company's Founder and Chief Executive Officer) is a director of and the owner and ultimate beneficiary of Southpaw Limited which has a 31.22% interest in the Company and Ruvso Holdings Ltd which has a 4.42% interest in the Company (both of which are Gibraltar registered companies). Emma Foy is also a director of Southpaw Limited and Ruvso Holdings Ltd. Paul Foy also has a 1.76% direct interest in the Company, with his partner, Caroline Dixon (who is also a director of Southpaw Limited and Ruvso Holdings Ltd), having a 0.11% interest in the Company. Paul Foy therefore is considered to have a total interest of 37.51% in the Company.

** John Paul O'Donoghue is the beneficial owner, although this interest is held in his own name and in the name of Kanimambo Ltd (a Gibraltar registered company).

***Martin Flatley is the beneficial owner, although this interest is held in his own name and in the name of Muirfield Property Limited (a Gibraltar registered company).

NAMES OF ALL PERSONS TO BE DISCLOSED IN ACCORDANCE WITH SCHEDULE 2, PARAGRAPH (H) OF THE AIM RULES:

Not applicable.

- (i) ANTICIPATED ACCOUNTING REFERENCE DATE
(ii) DATE TO WHICH THE MAIN FINANCIAL INFORMATION IN THE ADMISSION DOCUMENT HAS BEEN PREPARED (this may be represented by unaudited interim financial information)
(iii) DATES BY WHICH IT MUST PUBLISH ITS FIRST THREE REPORTS PURSUANT TO AIM RULES 18 AND 19:

- i) 31 December
ii) 31 December 2024 (audited full year financial information for RentGuarantor Holdings plc)
iii) 30 September 2025 in respect of the six months ended 30 June 2025; 30 June 2026 in respect of the year ending 31 December 2025; and 30 September 2026 in respect of the six months ending 30 June 2026

EXPECTED ADMISSION DATE:

15 August 2025

NAME AND ADDRESS OF NOMINATED ADVISER:

Allenby Capital Limited 5 St Helen's Place London, EC3A 6AB
NAME AND ADDRESS OF BROKER:
Allenby Capital Limited 5 St Helen's Place London, EC3A 6AB
OTHER THAN IN THE CASE OF A <u>QUOTED APPLICANT</u> , DETAILS OF WHERE (POSTAL OR INTERNET ADDRESS) THE ADMISSION DOCUMENT WILL BE AVAILABLE FROM, WITH A STATEMENT THAT THIS WILL CONTAIN FULL DETAILS ABOUT THE APPLICANT AND THE ADMISSION OF ITS SECURITIES:
N/A
THE CORPORATE GOVERNANCE CODE THE APPLICANT HAS DECIDED TO APPLY
The QCA Corporate Governance Code 2023
DATE OF NOTIFICATION:
18 July 2025
NEW/ UPDATE: New
New
QUOTED APPLICANTS MUST ALSO COMPLETE THE FOLLOWING:
THE NAME OF THE <u>AIM DESIGNATED MARKET</u> UPON WHICH THE APPLICANT'S SECURITIES HAVE BEEN TRADED:
The Apex segment of the Growth Market of the Aquis Stock Exchange.
THE DATE FROM WHICH THE APPLICANT'S SECURITIES HAVE BEEN SO TRADED:
RentGuarantor Holdings plc was admitted to trading on the Access segment of the Aquis Growth Market operated by Aquis Stock Exchange on 8 December 2021, moving to the Apex segment of the Aquis Growth Market on 1 March 2023. The Company intends for AIM to be the sole market where its Ordinary Shares are traded and has made an application for the withdrawal of its Ordinary Shares from trading on the Apex segment of the Aquis Growth Market, subject to admission to trading of its Ordinary Shares on AIM ("Admission to AIM") becoming effective.
CONFIRMATION THAT, FOLLOWING DUE AND CAREFUL ENQUIRY, THE APPLICANT HAS ADHERED TO ANY LEGAL AND REGULATORY REQUIREMENTS INVOLVED IN HAVING ITS SECURITIES TRADED UPON SUCH A MARKET OR <u>DETAILS OF WHERE THERE HAS BEEN ANY BREACH</u> :
The Company confirms, following due and careful enquiry, that it has adhered to all legal and regulatory requirements involved in having its securities admitted to trading on the AQSE Growth Market.
AN ADDRESS OR WEB-SITE ADDRESS WHERE ANY DOCUMENTS OR ANNOUNCEMENTS WHICH THE APPLICANT HAS MADE PUBLIC OVER THE LAST TWO YEARS (IN CONSEQUENCE OF HAVING ITS SECURITIES SO TRADED) ARE AVAILABLE:
https://investorhub.rentguarantor.com/
DETAILS OF THE APPLICANT'S STRATEGY FOLLOWING ADMISSION INCLUDING, IN THE CASE OF AN INVESTING COMPANY, DETAILS OF ITS INVESTING STRATEGY:

RentGuarantor's strategy for the next 24 months is anticipated to involve growing the Group's revenue in accordance with the business model and in line with the opportunities that the Board sees in the Private Rental Sector marketplace, including expansion internationally. The Board also wishes to continue to increase RentGuarantor's profile amongst its partners in the industry.

The Board is seeking to grow and develop its provision of tenant rent guarantees by pursuing the following opportunities:

Further development and upgrades of the Group's technology, to support its future growth. This would include additional digital products, aimed at allowing landlords, tenants and property agents to participate in a one-stop-shop solution (for example, property listing, tenant referencing and property management).

Strengthening its executive team, via the recruitment of established senior real estate industry professionals, in particular in the field of sales and marketing, in order to support expansion and growth.

Growing the awareness of the Group's rent guarantor service through precisely-targeted marketing campaigns aimed at key sectors and customers, including students and their parents, private and corporate landlords, local authorities and social housing providers, property agents, Build To Rent/older life rentals/student accommodation specialists, charities and universities.

Create awareness that supports customer decision-making during the rental process and drives new business leads directly to Rent Guarantor, through the use of the full spectrum of relevant consumer and B2B media types, such as digital, broadcast, PR and key partnerships and events with relevant media partners. This is intended to be combined with an in-person and online education programme to support potential partners in understanding the process and benefits of rent guarantees.

Further development of the Group's network of partners, which would include insurance underwriters, in order to provide additional capacity and operational comfort to the business to assist with the anticipated increase in contract volumes.

The Board believes that there are particular strategic opportunities for RentGuarantor from the Renters' Rights Bill, which was introduced in September 2024, has undergone its third reading in the House of Commons and is now at committee stage and is expected to receive Royal Assent and become law by Autumn 2025 and go into effect later this year.

The Renters' Rights Bill contains several provisions that directly affect rent guarantors, including:

Limitation of Guarantor Liability Following Tenant's Death: Guarantors, particularly family members, will no longer be held liable for rent payments after the tenant's death. However, they remain responsible for any rent owed prior to the tenant's passing.

Cap on Guarantor Liability: The Bill proposes capping a guarantor's liability to a maximum of six months' rent, aiming to protect guarantors from indefinite financial commitments.

Cap on Upfront Rent Payments: Landlords can request a maximum of one month's rent in advance, in addition to a security deposit, preventing demands for multiple months' rent upfront.

Accordingly, if passed, the Board believes that these reforms will reshape tenancy agreements, landlord obligations, and tenant rights and protections across England and Wales. Although the Renters' Rights Bill has not yet been enacted, the Board believes that some landlords and letting agents are already preparing for its potential impact.

The Board therefore believes that RentGuarantor is well placed to benefit from the Renters' Rights Bill and the Group considers that it has the capacity to handle the increase in volume of people who will require a professional guarantor, in turn, providing landlords with security and helping to de-risk potential financial loss through non-payment of rent.

As part of the Board's strategy, going forward, the Group will seek to operate under a hybrid insurance strategy, designed to optimise the Group's costs by combining traditional third-party insurance with a ring-fenced cash pool, to provide a partly 'self-insured' model, whereby the Group does not intend to provide insurance services, but will instead

ringfence cash to cover an increased proportion of potential claims based on the analysis of historical claim amounts and other factors.

The Board intends to take a cautious but considered approach to the Group's long-term strategy and believes that the long-term opportunity for RentGuarantor remains significant, whilst also anticipating further growth for the Company in both the short and medium term.

A DESCRIPTION OF ANY SIGNIFICANT CHANGE IN FINANCIAL OR TRADING POSITION OF THE APPLICANT, WHICH HAS OCCURRED SINCE THE END OF THE LAST FINANCIAL PERIOD FOR WHICH AUDITED STATEMENTS HAVE BEEN PUBLISHED:

On 8 January 2025, the Company announced that it had raised approximately £455,275(unaudited) by issuing 10% coupon unsecured convertible loan notes, with the proceeds of this convertible loan note subscription to be used for the Group's working capital and capital expenditure requirements. Further details of this subscription for convertible loan notes are included in the Appendix to this Schedule 1 (the "**Appendix**", details of the availability of which can be found below).

On 8 April 2025, the Company announced a quarterly trading update for the three-month period ended 31 March 2025 ("**Q1 2025**"). This unaudited trading update stated, among other things, that for Q1 2025, revenue was up 91.9% on a year-on-year basis compared with the same quarter in 2024, and that the average revenue per tenant contract also rose by 2.5% on a year-on-year basis for the same periods.

On 11 June 2025, the Company announced that it had received subscriptions for a total of 4,067,910 new Ordinary shares at an issue price of 25 pence per Ordinary Share, raising approximately £1,016,977(unaudited) before costs (the "**June 2025 Subscription**"). It was stated that the net funds raised through the June 2025 Subscription will be utilised to fund the expansion of the Company's business over the forthcoming year, principally in terms of the hiring of additional staff and marketing activities, as well as the provision of general working capital and for the costs associated with the Company's intended move of the public quotation for trading in its Ordinary Shares to AIM. The June 2025 Subscription was completed on 16 June 2025, when the 4,067,910 new Ordinary Shares were admitted to trading on the AQSE Growth Market.

On 25 June 2025, the Company announced that it had received conversion requests relating to approximately £450,248(unaudited) of the Company's convertible loan notes which were satisfied via the issue of a total of 1,864,056 new Ordinary shares at an issue price of 24.15p per Ordinary Share (the "**June 2025 Loan Note Conversion**"), which was completed on 30 June 2025, when the 1,864,056 new Ordinary Shares were admitted to trading on the AQSE Growth Market.

Current trading and prospects (based on the Group's unaudited management information):

For the five months ended 31 May 2025 (the "**Period**"), the Group generated unaudited revenue of approximately £779,000 versus unaudited revenue of approximately £415,000 for the same period for the previous year. During the Period, the Group signed a significant number of new partnership agreements with letting agents, which the Directors consider was a driver of growth in the Period, as was an increased level of conversion, in relation to those who apply and then subsequently go on to complete a rent guarantee. During the Period, the Group's new partnership agreements with letting agents were mainly with single office estate agents, although the Group is now concentrating on targeting multi office partners and working to integrate with other industry suppliers.

The Group's unaudited gross profit margin for the Period was approximately 82.4% relative to an unaudited gross profit margin of approximately 81.3% in the same period for the previous year. The Group's unaudited net loss for the Period was approximately £353,000 (which included approximately £166,000 of unaudited costs incurred over the Period in relation to the Admission to AIM) relative to an unaudited net loss of approximately £376,000 in the same period for the previous year.

The Group incurs expenditure on research and development in order to develop and improve new and existing websites, website portals and related products. Expenditure may include staff costs of the Group's inhouse technical team and that of third-party experts in the field. From the 1 January 2025 up to the date of this announcement the unaudited sum expensed was approximately £34,000 and approximately £56,000 of unaudited research and development expenses were capitalised.

As at 31 May 2025, the Group had unaudited total assets of approximately £8,557,000 and total liabilities of approximately £2,264,000 (31 May 2024 unaudited: total assets of approximately £8,448,000 and total liabilities of approximately £1,687,000). The increase in total liabilities has been principally driven by outstanding payable balances relating to adviser fees in relation to the proposed Admission to AIM. The current balance of the Company's Directors' Loan Account is approximately £411,000 (unaudited) which has decreased since 31 December 2024 as a result of the Group's increased working capital capacity following the increase in trading over the Period and a Directors' Loan Account repayment of £71,000 is expected to take place ahead of the proposed Admission to AIM. In addition, the June 2025 Loan Note Conversion of approximately £450,248 (unaudited) combined with the gross proceeds of approximately £1,016,977 (unaudited) raised through the June 2025 Subscription, have uplifted the Group's balance sheet position since the Company's last audited accounts for the year ended 31 December 2024.
A STATEMENT THAT THE DIRECTORS OF THE APPLICANT HAVE NO REASON TO BELIEVE THAT THE WORKING CAPITAL AVAILABLE TO IT OR ITS GROUP WILL BE INSUFFICIENT FOR AT LEAST TWELVE MONTHS FROM THE DATE OF ITS ADMISSION:
The Directors are of the opinion, having made due and careful enquiry that, the working capital available to the Group will be sufficient for its present requirements, that is, for at least the period of 12 months from the date of Admission.
DETAILS OF ANY LOCK-IN ARRANGEMENTS PURSUANT TO RULE 7 OF THE AIM RULES:
None
A BRIEF DESCRIPTION OF THE ARRANGEMENTS FOR SETTLING THE APPLICANT'S SECURITIES:
Settlement will continue to be through the CREST system for dealings in the Ordinary Shares held in uncertificated form. The Ordinary Shares can also be dealt in certificated form.
A WEBSITE ADDRESS DETAILING THE RIGHTS ATTACHING TO THE APPLICANT'S SECURITIES:
https://investorhub.rentguarantor.com/aim-rule-26
INFORMATION EQUIVALENT TO THAT REQUIRED FOR AN ADMISSION DOCUMENT WHICH IS NOT CURRENTLY PUBLIC:
The Appendix to this Schedule 1 contains, <i>inter alia</i> , information equivalent to that required for an Admission Document and which is not already public. On Admission, this will be sent to shareholders and will be available on the Company's website: https://investorhub.rentguarantor.com/aim-rule-26
A WEBSITE ADDRESS OF A PAGE CONTAINING THE APPLICANT'S LATEST ANNUAL REPORT AND ACCOUNTS WHICH MUST HAVE A FINANCIAL YEAR END NOT MORE THEN NINE MONTHS PRIOR TO ADMISSION AND INTERIM RESULTS WHERE APPLICABLE. THE ACCOUNTS MUST BE PREPARED IN ACCORDANCE WITH ACCOUNTING STANDARDS PERMISSIBLE UNDER AIM RULE 19:
https://investorhub.rentguarantor.com/aim-rule-26
THE NUMBER OF EACH CLASS OF SECURITIES HELD IN TREASURY:
There are no Ordinary Shares held in treasury.

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