RNS Number : 5796G
RentGuarantor Holdings PLC
07 November 2025

**THIS ANNOUNCEMENT AND THE INFORMATION CONTAINED HEREIN, IS RESTRICTED AND IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN, INTO OR FROM THE UNITED STATES, CANADA, JAPAN, AUSTRALIA, THE REPUBLIC OF SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF THAT JURISDICTION. THIS ANNOUNCEMENT SHOULD BE READ IN ITS ENTIRETY. FURTHER DETAILS OF THE FUNDRAISING ARE SET OUT BELOW.**

**THIS ANNOUNCEMENT IS FOR INFORMATION PURPOSES ONLY AND SHALL NOT CONSTITUTE AN OFFER TO SELL OR ISSUE OR THE SOLICITATION OF AN OFFER TO BUY, SUBSCRIBE FOR OR OTHERWISE ACQUIRE ANY NEW SHARES OF RENTGUARANTOR HOLDINGS PLC.**

**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION AS DEFINED IN ARTICLE 7 OF THE MARKET ABUSE REGULATION NO. 596/2014 AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018, AS AMENDED ("MAR"). UPON THE PUBLICATION OF THIS ANNOUNCEMENT, SUCH INSIDE INFORMATION IS NOW CONSIDERED TO BE IN THE PUBLIC DOMAIN.**

7 November 2025

**RentGuarantor Holdings PLC**

(the "**Company**" or "**RentGuarantor**")

**Conditional Subscription to raise approximately £2.5m**
**Total Voting Rights**
**Secondary sale of existing shares**

RentGuarantor (AIM: RGG), a provider of rent guarantee services to prospective tenants across the socio-economic spectrum wishing to rent property in the UK[1] private rental sector, announces that it has conditionally raised £2,543,254 (the "**Subscription**") by way of an issue of 20,346,034 new ordinary shares of 10 pence each ("**Ordinary Shares**") at a price of 12.5p per new Ordinary Share (the "**Issue Price**") by way of subscriptions ("**Subscription Shares**"), with each Subscription Share being accompanied by one warrant to subscribe for a new Ordinary Share. The Subscription is conditional on the receipt of funds, shareholder approval at a forthcoming general meeting and admission to trading of the Subscription Shares to AIM and the issue of warrants is also conditional on shareholder approval at the aforementioned general meeting (see below).

**Proposed use of Proceeds for the Subscription**

The net proceeds raised for the Company through the Subscription are intended to support the Company's growth and facilitate a wider marketing campaign, to be strategically timed with the passage of the Renters' Rights Act, which received Royal Assent on 27 October 2025. As indicated in the Company's announcement of 18 July 2025 in relation to its move to AIM, RentGuarantor's growth strategy for once the Renters' Rights Act has passed into law, includes the following marketing activities:

- 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/later 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 RentGuarantor, 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 net proceeds will also, to a lesser degree, be utilised towards maintaining the Company's working capital position as it grows.

**Warrants**

Once the Subscription becomes unconditional, the subscribers in the Subscription will be issued with one warrant to subscribe for one new Ordinary Shares for every Subscription Share, with each Warrant entitling the holder to acquire one new Ordinary Share at a price of 17.5 pence at any time in the one-year period from issue (the "**Warrants**"). Effective from issue, the Warrants will contain an accelerator clause such that the Company may serve notice ("**Warrant Notice**") on the Warrant holders to exercise their Warrants in the event that the closing mid-market share price of the Company's Ordinary Shares reaches 35p or more over a consecutive 14-day trading period. In the event that the Company serves a Warrant Notice, any Warrants remaining unexercised after seven calendar days following the issue of the Notice will be cancelled. The Warrants are non-transferable by the holders without the prior consent of the Company. The Warrants will be in certificated form and none of the Warrants will be admitted to trading on AIM or any other stock exchange.

**General Meeting, Admission, Conditionality and Total Voting Rights**

The issue and allotment of the Subscription Shares and the issue of the Warrants is conditional, *inter alia*, upon the passing of resolutions to:

- authorise the issue and allotment of the Subscription Shares
- authorise the issue of the Warrants and any new Ordinary Shares resulting from the future exercise of the Warrants; and
- disapply pre-emption rights in respect of the above (together, the "**Resolutions**").

The Resolutions will be put to shareholders of the Company at a general meeting of the Company to be convened in due course (the "**General Meeting**"). A circular including a notice convening the General Meeting and the date for the General Meeting, will be sent to shareholders in due course and a further announcement will be made to confirm this.

Application will be made for the Subscription Shares to be admitted to trading on AIM ("**Admission**"). Admission is currently expected to become effective on or around 28 November 2025.

The Subscription is conditional upon, the receipt of Subscription monies, the Resolutions being duly passed at the General Meeting and Admission becoming effective on or before 8.00 a.m. on 28 November 2025 (or such later time and/or date as the Company may agree, but in any event by no later than 8.00 a.m. on 11 December 2025).

On Admission, the issued ordinary share capital of the Company will comprise 145,264,183 Ordinary Shares with one voting right per share. The Company does not hold any Ordinary Shares in treasury. Therefore, on Admission, the total number of Ordinary Shares and voting rights in the Company will be 145,264,183.

Following Admission, this figure may be used by shareholders in the Company as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the share capital of the Company under the FCA's Disclosure Guidance and Transparency Rules.

**Secondary Sale of existing Ordinary Shares by Southpaw Ltd**

Separate to the Subscription, Southpaw Ltd, a company controlled by Paul Foy, RentGuarantor's CEO and Founder ("**Southpaw**"), has agreed to sell 2,180,000 existing Ordinary Shares at a price of 12.5p per existing Ordinary Share, conditional on (i) the Resolutions being passed at the General Meeting, (ii) any third party regulatory or tax consents or approvals necessary for the sale being received on terms reasonably satisfactory to Southpaw, and such consents and approvals remaining in full force and effect at Admission, and (iii) Admission taking place. A further announcement will be made, following the General Meeting, to confirm the sale of these existing Ordinary Shares by Southpaw Ltd.

To engage with this announcement on our **Investor Hub**, please use the following link:
https://investorhub.rentguarantor.com/link/Pm5BMP

**For more information, please contact:**

**RentGuarantor Holdings PLC**

Paul Foy, Chief Executive Officer

+44 207 193 4418

**Allenby Capital Limited (AIM Nominated Adviser and Broker)**

Alex Brearley / Nick Harriss / Ashur Joseph (Corporate Finance)

Amrit Nahal / Kelly Gardiner (Sales and Corporate Broking)

+44 20 3328 5656

**BlytheRay (Financial PR)**

Megan Ray

Will Jones

+44 207 138 3204

rentguarantor@blytheray.com

**About RentGuarantor**

RentGuarantor provides a rent guarantee service to tenants wishing to rent property in the UK[1] (currently excluding Northern Ireland) from the Private Rental Sector ("PRS"). It is an online service where applications are managed on a secure and bespoke digital platform designed and built by the Company. The goal is to make the process as simple as possible, with applications only taking a few minutes and RentGuarantor seeking to complete the application on the same day.

[1] *Currently excluding Northern Ireland.*

**IMPORTANT NOTICES**

**Forward Looking Statements**

This announcement includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "anticipates", "targets", "aims", "continues", "expects", "intends", "hopes", "may", "will", "would", "could" or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not facts. They appear in a number of places throughout this announcement and include statements regarding the Directors' beliefs or current expectations. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Investors should not place undue reliance on forward-looking statements, which speak only as of the date of this announcement.

**Notice to overseas persons**

This announcement does not constitute, or form part of, a prospectus relating to the Company, nor does it constitute or contain any invitation or offer to any person, or any public offer, to subscribe for, purchase or otherwise acquire any shares in the Company or advise persons to do so in any jurisdiction, nor shall it, or any part of it form the basis of or be relied on in connection with any contract or as an inducement to enter into any contract or commitment with the Company.

This announcement is not for release, publication or distribution, in whole or in part, directly or indirectly, in or into Australia, Canada, Japan or the Republic of South Africa or any jurisdiction into which the publication or distribution would be unlawful. This announcement is for information purposes only and does not constitute an offer to sell or issue or the solicitation of an offer to buy or acquire shares in the capital of the Company in Australia, Canada, Japan, New Zealand, the Republic of South Africa or any jurisdiction in which such offer or solicitation would be unlawful or require preparation of any prospectus or other offer documentation or would be unlawful prior to registration, exemption from registration or qualification under the securities laws of any such jurisdiction. Persons into whose possession this announcement comes are required by the Company to inform themselves about, and to observe, such restrictions.

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.

**General**

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) or any previous announcement made by the Company is incorporated into, or forms part of, this announcement.

Allenby Capital, which is authorised and regulated by the FCA in the United Kingdom, is acting as nominated adviser and broker to the Company. Allenby Capital will not be responsible to any person other than the Company for providing the protections afforded to clients of Allenby Capital or for providing advice to any other person in connection with the Subscription. Allenby Capital has not authorised the contents of, or any part of, this announcement, and no liability whatsoever is accepted by Allenby Capital for the accuracy of any information or opinions contained in this announcement or for the omission of any material information.




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

MSCFZMGMRVNGKZM