RNS Number : 6907E
ValiRx PLC
18 May 2026

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THIS ANNOUNCEMENT AMOUNTS TO A FINANCIAL PROMOTION FOR THE PURPOSES OF SECTION 21 OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 ("FSMA") AND HAS BEEN APPROVED BY WINTERFLOOD SECURITIES LIMITED WHICH IS AUTHORISED AND REGULATED BY THE FINANCIAL CONDUCT AUTHORITY (FRN 141455).

ValiRx PLC

("ValiRx" or the "Company")

WRAP Retail Offer for up to £150,000

London, UK - ValiRx Plc (AIM: VAL), an innovative life sciences company focusing on early-stage cancer therapeutics and women's health, with a pipeline of assets including CLX001 and VAL201, is pleased to announce a retail offer via the Winterflood Retail Access Platform ("**WRAP**") to raise up to £150,000 (the "**WRAP Retail Offer**") through the issue of new ordinary shares of 0.1 pence each in the capital of the Company ("**Ordinary Shares**"). Under the WRAP Retail Offer up to 75,000,000 new Ordinary Shares (the "**WRAP Retail Offer Shares**") will be made available at an issue price of 0.2 pence per share ("**Issue Price**"). As part of the WRAP Retail Offer, the Company has agreed that one warrant for every one WRAP Retail Offer Share will be granted (for no additional subscription cost), with each warrant entitling the holder to acquire one new Ordinary Share at a price of 0.28 pence, subject to obtaining shareholder authority at its upcoming annual general meeting in June 2026, as set out in the Company's announcement of 15 May 2026 (the "**Fundraising Warrants**"). The Fundraising Warrants are exercisable at any time until the third anniversary of the date of grant.

Mark Eccleston, Chief Executive Officer of the Company, has indicated his intention to subscribe for 25,000,000 new Ordinary Shares pursuant to the WRAP Retail Offer.

In addition to the WRAP Retail Offer and as announced at 7.00 a.m. on 15 May 2026, the Company has raised £1,005,000 through the Placing and Subscription (together the "**Fundraise**") of new Ordinary Shares at the Issue Price. The Issue Price represents a discount of approximately 17 per cent. to the mid-market closing price of 0.241 pence per Ordinary Share on 14 May 2026. The issue price of the WRAP Retail Offer Shares is equal to the Issue Price.

The grant of the Fundraising Warrants is subject to shareholder approval of sufficient allotment authorities to be sought at the Company's next annual general meeting. **Should the relevant shareholder approval not be obtained, participants in the WRAP Retail Offer will receive only the WRAP Retail Offer Shares subscribed for, and not the related Fundraising Warrants.**

A separate announcement has been made regarding the Placing and Subscription and its terms and sets out its use of proceeds. The net proceeds of the WRAP Retail Offer will be utilised in the same way as the net proceeds of the Placing and Subscription.

For the avoidance of doubt, the WRAP Retail Offer is not part of the Placing and Subscription. Completion of the WRAP Retail Offer is conditional, *inter alia*, upon the completion of the Placing and Subscription but completion of the Placing and Subscription is not conditional on the completion of the WRAP Retail Offer.

The issue of the WRAP Retail Offer Shares will also be conditional upon the WRAP Retail Offer Shares being admitted to trading on AIM ("**Admission**"). It is anticipated that Admission will become effective and that dealings in the WRAP Retail Offer Shares will commence at 8:00 a.m. on 1 June 2026.

The Company has also agreed to grant Winterflood up to 3,750,000 Broker Warrants. . The Broker Warrants will be exercisable at the Issue Price. The Broker Warrants are exercisable at any time until the third anniversary of the date of grant. The Broker Warrants will be granted to Winterflood, conditional *inter alia* on shareholder approval of sufficient allotment authorities to be sought at the Company's next annual general meeting.

WRAP Retail Offer

The Company values its retail shareholder base and believes that it is appropriate to provide both new and existing shareholders in the United Kingdom the opportunity to participate in the WRAP Retail Offer.

Therefore, the Company is making the WRAP Retail Offer available to eligible investors in the United Kingdom, being new or existing shareholders of ValiRx, following release of this announcement and through certain financial intermediaries.

A number of retail platforms are able to access the WRAP Retail Offer. Non-holders or existing shareholders wishing to subscribe for Retail Offer Shares should contact their broker or wealth manager who will confirm if they are participating in the Retail Offer.

The WRAP Retail Offer is expected to close at 4:30 p.m. on 20 May 2026. Eligible retail investors should note that financial intermediaries may have earlier closing times. The result of the WRAP Retail Offer is expected to be announced by the Company on or around 21 May 2026.

Retail brokers wishing to participate in the WRAP Retail Offer on behalf of eligible investors, should contact wrap@winterflood.com.

To be eligible to participate in the WRAP Retail Offer, applicants must be a customer of a participating intermediary including individuals aged 18 years or over, companies and other bodies corporate, partnerships, trusts, associations and other unincorporated organisations.

There is a minimum subscription of £100 per investor under the WRAP Retail Offer. The terms and conditions on which investors subscribe will be provided by the relevant financial intermediaries including relevant commission or fee charges.

The Company reserves the right to amend the size and timings of the retail offer at its discretion. The Company reserves the right to scale back any order and to reject any application for subscription under the WRAP Retail Offer without giving any reason for such rejection.

Investors should note that once an application for WRAP Retail Offer Shares has been made and accepted via an intermediary, it cannot be withdrawn.

The WRAP Retail Offer 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.

The WRAP Retail Offer is offered in the United Kingdom pursuant to one or more exemptions contained in Schedule 1 (Part 1) of The Public Offers and Admission to Trading Regulations 2024. As such, there is no need for publication of a prospectus pursuant to the Public Offers and Admissions to Trading Regulations 2024, or for approval of the same by the Financial Conduct Authority. The Retail 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 WRAP Retail 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).

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 WRAP Retail Offer 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 WRAP Retail Offer Shares if they are in any doubt.

An investment in the Company will place capital at risk. The value of investments, and any income, can go down as well as up, so investors could get back less than the amount invested.

Neither past performance nor any forecasts should be considered a reliable indicator of future results.
It should be noted that the Warrants do not guarantee any return and will expire if not exercised prior to their expiry date. If the share price of the Company does not exceed the exercise price of the Warrants prior to their expiry date then it is

unlikely that any of the Warrants would be exercised.

The WRAP Retail Offer is not being made into any jurisdiction other than the United Kingdom.

Capitalised terms used in this announcement shall, unless otherwise defined, have the same meanings as set out in the announcement on 15 May 2026.

For more information, please contact:

Investor questions on this announcement We encourage all investors to share questions on this announcement via our investor hub	https://valirx.com/link/eNbnle
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Further information on the Company can be found on its website at www.valirx.com

The Company's LEI is 213800VQKB9SJCQDET40

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.

Important Notices

The content of this announcement has been prepared by and is the sole responsibility of the Company.

This announcement and the information contained herein is not for release, publication or distribution, directly or indirectly, in whole or in part, in or into or from the United States (including its territories and possessions, any state of the United States and the District of Columbia (the "**United States**" or "**US**")), Australia, Canada, New Zealand, Japan, the Republic of South Africa, any member state of the EEA or any other jurisdiction where to do so might constitute a violation of the relevant laws or regulations of such jurisdiction.

The WRAP Retail Offer 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 WRAP Retail Offer Shares is being made in the United States. The WRAP Retail Offer 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 ("**Regulation S**") to non-US persons (within the meaning of Regulation S). 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 WRAP Retail Offer 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.

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 US Securities Act, 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 distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

WRAP is a proprietary technology platform owned and operated by Winterflood Securities Ltd (registered address at Riverbank House, 2 Swan Lane, London EC4R 3GA; FRN 141455). Winterflood Securities Ltd ("**Winterflood**") is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for the Company and for no-one else and will not regard any other person (whether or not a recipient of this announcement) as its client in relation to the WRAP Retail Offer and will not be responsible to anyone other than the Company for providing the protections afforded to its clients, nor for providing advice in connection with the WRAP Retail Offer, Admission and the other arrangements referred to in this announcement.

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.

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 Winterflood 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.

The information in this announcement is for background purposes only and does not purport to be full or complete. None of Winterflood or any of its affiliates, accepts any responsibility or liability whatsoever for, or makes any representation or warranty, express or implied, as to this announcement, including the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of the announcement or its contents or otherwise arising in connection therewith. Winterflood and its affiliates, accordingly disclaim all and any liability whether arising in tort, contract or otherwise which they might otherwise be found to have in respect of this announcement or its contents or otherwise arising in connection therewith.

Any indication in this announcement of the price at which the Ordinary Shares have been bought or sold in the past cannot be relied upon as a guide to future performance. Persons needing advice should consult an independent financial adviser. 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 WRAP Retail Offer Shares to be issued or sold pursuant to the WRAP Retail Offer will not be admitted to trading on any stock exchange other than the London Stock Exchange.

Cairn Financial Advisers LLP ("**Cairn**"), which is authorised and regulated by the FCA in the United Kingdom, is acting as Nominated Adviser to the Company. Cairn has not authorised the contents of, or any part of, this announcement, and no liability whatsoever is accepted by Cairn for the accuracy of any information or opinions contained in this announcement or for the omission of any material information. The responsibilities of Cairn as the Company's Nominated Adviser under the AIM Rules for Companies and the AIM Rules for Nominated Advisers are owed solely to London Stock Exchange plc and are not owed to the Company or to any director or shareholder of the Company or any other person, in respect of its decision to acquire shares in the capital of the Company in reliance on any part of this announcement, or otherwise.

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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 Retail Offer Shares have been subject to a product approval process, which has determined that the Retail Offer 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 Retail Offer Shares may decline and investors could lose all or part of their investment; the Retail Offer Shares offer no guaranteed income and no capital protection; and an investment in the Retail Offer 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 Retail 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 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 Retail Offer Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Retail Offer Shares and determining appropriate distribution channels

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