

REPLACEMENT: RESULT OF GM AND OPEN OFFER

GRAFENIA PLC

Released 17:47:44 15 September 2023

RNS Number : 6728M
Grafenia plc
15 September 2023

The following announcement replaces the announcement released on 15 September 2023 at 10:22 under RNS number 6221M which contained four errors. These errors related to the amount of open offer shares subscribed for being understated by 10 Ordinary Shares and the subsequent effect that has on the number of Ordinary Shares in issue upon Second Admission.

All other details remain unchanged and the corrected announcement is set out below.

15 September 2023

Grafenia plc

("Grafenia" or "the Company" or the "Group")

Result of General Meeting

Result of Open Offer

Grafenia plc (AIM: GRA) is pleased to announce that at the Company's General Meeting held earlier today, the following resolutions were put to Shareholders at the meeting and were duly passed on a show of hands with the table below summarising proxy votes:

<i>Resolution</i>	<i>Number of Votes for</i>	<i>% of votes cast (excluding votes withheld)</i>	<i>Number of votes against</i>	<i>% of votes cast (excluding votes withheld)</i>	<i>Total votes cast (excluding votes withheld)</i>	<i>Number of votes withheld</i>
1. The Directors be generally and unconditionally authorised to allot shares of the Company or to grant rights to subscribe for, or to convert any security into, shares of the Company up to an aggregate nominal value of £3,659,972.51.	39,223,820	99.77%	89,151	0.23%	39,312,971	5,639,919
2. The Share Option Plan be approved.	35,168,759	97.62%	857,784	2.38%	36,026,543	8,926,347
3. The CSOP Plan be approved.	35,168,759	97.62%	857,784	2.38%	36,026,543	8,926,347
4. Subject to the passing of Resolution 1, the directors allot equity securities for cash.	44,858,739	99.80%	89,151	0.20%	44,947,890	5,000

Votes which have been cast at the discretion of the Chairman have been counted as votes for the resolutions. Votes Withheld are not votes in law and do not count in the number of votes counted for or against a resolution.

The Company also announces the results of the Open Offer pursuant to the Fundraising announced on 29 August 2023. The Company received valid acceptances from Qualifying Shareholders in respect of a total of 5,004,250 Open Offer Shares. All Qualifying Shareholders who have validly applied for Open Offer Shares will receive their full and excess entitlements.

Accordingly, the Company is pleased to confirm that as a result of obtaining Shareholder approval for the Fundraising, the Company has raised total gross proceeds of approximately £23.4 million.

Director participation in the Fundraising

The Directors' interests in the Ordinary Shares of the Company following the Fundraising are set out below:

<i>Director</i>	<i>Existing beneficial interest in Ordinary Shares</i>	<i>Number of Subscription Shares subscribed for</i>	<i>Number of Ordinary Shares held on First Admission</i>	<i>Number of Open Offer Shares to be received</i>	<i>Number of Ordinary Shares held on Second Admission</i>	<i>% of Enlarged Share Capital</i>
Jan Mohr	-	-	-	-	-	-
Gavin Cockerill	92,518	-	92,518	46,259	138,777	0.04%
Iain Brown	84,075	-	84,075	-	84,075	0.02%
Richard Lightfoot	152,156	-	152,156	467,646	619,802	0.16%
Matthias Riechert	-	2,352,940	2,352,940	-	2,352,940	0.60%
Simon Barrell	85,356	-	85,356	42,678	128,034	0.03%
Conrad Bona	1,168,841	-	1,168,841	1,294,118	2,462,959	0.63%

The notifications below, made in accordance with the requirements of the EU Market Abuse Regulation (2014/596/EU) as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018 and as modified by or under the European Union (Withdrawal) Act 2018 or other domestic law, provides further detail.

Use of Proceeds

The Company set out in its announcement of 29 August 2023 the use of the proceeds from the Fundraise, a summary of which is as follows:

- to acquire more VMS businesses that match the Company's criteria;
- to repurchase certain of its existing Bond arrangements. It is expected that the Company will repurchase up to £7.6m of bonds at 87% of their face value (utilising up to £6.6m of the proceeds of the Fundraising excluding accrued interest payable and costs) on or around 21 September 2023; and
- to pay £3.4m of deferred consideration that will become due for the first four acquisitions, and £0.3m of Fundraising costs.

Admission of New Ordinary Shares

Admission of the First Placing Shares and the Subscription Shares, totaling 154,705,874 new Ordinary Shares, is expected to occur on or around 20 September 2023. Admission of the Second Placing Shares and the Open Offer Shares, totaling 120,886,604 new Ordinary Shares, is expected to occur on or around 29 September 2023.

The Placing Shares, the Subscription Shares and the Open Offer Shares will, when issued and fully paid, rank equally in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after admission to trading on AIM.

Total Voting Rights

Upon First Admission, the Company's issued share capital will consist of 269,196,702 Ordinary Shares with one voting right each. The Company does not hold any ordinary shares in treasury. Therefore, the total number of ordinary shares and voting rights in the Company will be 269,196,702. With effect from First Admission, this figure may be used by Shareholders as the denominator for calculations by which they 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.

Upon Second Admission, the Company's issued share capital will consist of 390,083,306 Ordinary Shares with one voting right each. The Company does not hold any ordinary shares in treasury. Therefore, the total number of

ordinary shares and voting rights in the Company will be 390,083,306. With effect from Second Admission, this figure may be used by Shareholders as the denominator for calculations by which they 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.

Annual General Meeting

The Company looks forward to welcoming shareholders at its Annual General Meeting to be held at the Company's offices at Nettl of Birmingham Business Store, 37a Great Charles Street Queensway, Birmingham B3 3JY at 10:00 am on Tuesday 26 September 2023.

All capitalised terms used throughout this announcement shall have the meanings given to such terms in the Definitions section in Appendix II to the Company's announcement dated 29 August 2023.

For further information:

Grafenia plc

Gavin Cockerill

07968 510 662

Allenby Capital Limited (Nominated Adviser and Broker)

David Hart / Piers Shimwell (Corporate Finance)

0203 328 5656

NOTIFICATION AND PUBLIC DISCLOSURE OF TRANSACTIONS BY PERSONS DISCHARGING MANAGERIAL RESPONSIBILITIES AND PERSONS CLOSELY ASSOCIATED WITH THEM

1	Details of the person discharging managerial responsibilities / person closely associated											
a)	Name	1. Gavin Cockerill 2. Richard Lightfoot 3. Simon Barrell 4. Conrad Bona										
2	Reason for the notification											
a)	Position/status	1. PDMR (Chief Executive) 2. PDMR (Director) 3. PDMR (Non-Executive Director) 4. PDMR (Non-Executive Director)										
b)	Initial notification/Amendment	Initial Notification										
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor											
a)	Name	Grafenia plc										
b)	LEI	2138000KTI2518K5KM22										
4	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted											
a)	Description of the financial instrument, type of instrument	Ordinary shares of 1p each										
	Identification code	GB0009638130										
b)	Nature of the transaction	Purchase of Ordinary Shares pursuant to Open Offer										
c)	Price(s) and volumes(s)	<table border="1"> <thead> <tr> <th>Price(s)</th> <th>Volume(s)</th> </tr> </thead> <tbody> <tr> <td>1. 8.5 pence</td> <td>1. 46,259</td> </tr> <tr> <td>2. 8.5 pence</td> <td>2. 467,646</td> </tr> <tr> <td>3. 8.5 pence</td> <td>3. 42,678</td> </tr> <tr> <td>4. 8.5 pence</td> <td>4. 1,294,118</td> </tr> </tbody> </table>	Price(s)	Volume(s)	1. 8.5 pence	1. 46,259	2. 8.5 pence	2. 467,646	3. 8.5 pence	3. 42,678	4. 8.5 pence	4. 1,294,118
Price(s)	Volume(s)											
1. 8.5 pence	1. 46,259											
2. 8.5 pence	2. 467,646											
3. 8.5 pence	3. 42,678											
4. 8.5 pence	4. 1,294,118											

d)	Aggregated information	N/A (single transactions)
	Aggregated volume	N/A (single transactions)
	Price	N/A (single transactions)
e)	Date of the transaction	15 September 2023
f)	Place of the transaction	Outside of a trading venue

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@lsej.com or visit www.lse.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

ROMNKPQBQABKDACD

London Stock Exchange plc is not responsible for and does not check content on this Website. Website users are responsible for checking content. Any news item (including any prospectus) which is addressed solely to the persons and countries specified therein should not be relied upon other than by such persons and/or outside the specified countries. [Terms and conditions](#), including restrictions on use and distribution apply.

© 2023 London Stock Exchange plc. All rights reserved.