

# Results of Firm Placing and Placing

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28 August 2024

## **DATALEX PLC ("Datalex" or the "Company")**

### **RESULTS OF FIRM PLACING AND PLACING**

Datalex is pleased to announce that, following the announcement made earlier today regarding the details of a proposed Firm Placing and Placing and Open Offer (the "Capital Raise"), in aggregate 55,469,070 New Ordinary Shares are to be issued pursuant to the Capital Raise, at an issue price of €0.45 per New Ordinary Share (the "Issue Price"), raising gross proceeds of approximately €25.0 million (approximately €24.3 million net of fees and expenses). Of these, 37,777,777 New Ordinary Shares have been placed pursuant to the Firm Placing and 17,691,293 New Ordinary Shares have been placed, subject to clawback under the Open Offer, pursuant to the Placing.

The New Ordinary Shares to be issued represent 41.8% of the Existing Ordinary Shares and will represent 29.5% of the enlarged issued share capital of the Company (immediately following completion of the Capital Raise).

#### *The Firm Placing*

A total of 37,777,777 New Ordinary Shares have been successfully placed pursuant to the Firm Placing at the Issue Price, raising approximately €17.0 million (prior to deduction of fees and expenses).

The Firm Placed Shares are not subject to clawback and do not form part of the Placing and Open Offer. The Firm Placing is subject to the same conditions and termination rights which apply to the Placing and Open Offer.

#### *The Placing and Open Offer*

A further approximately €8.0 million (prior to deduction of fees and expenses) is intended to be raised by way of the Placing and Open Offer. The Open Offer, participation in which will be available to Qualifying Shareholders, will commence following publication of a Circular by the Company. Goodbody has conditionally placed all of the Placed Shares at the Issue

Price to IIU Nominees for in aggregate approximately €8.0 million. The commitments of IIU Nominees under the Placing are subject to clawback in respect of valid applications for Open Offer Shares by Qualifying Shareholders.

Subject to Independent Shareholders' approval and the Placing and Open Offer not being terminated, any Open Offer Shares which are not applied for in respect of the Open Offer will be issued to IIU Nominees, with the net proceeds retained for the benefit of the Company.

Completion of the Capital Raise will be conditional, amongst other things, on approval by Shareholders (including that of Independent Shareholders) at an Extraordinary General Meeting of the Company which is expected to be held on 26 September 2024.

Admission is expected to become effective, and dealings to commence in the New Ordinary Shares on Euronext Growth, at 8.00 a.m. (Dublin time) on 27 September 2024.

Capitalised terms used in this announcement (this "Announcement"), which have not been defined have the meanings given to them in the announcement made by the Company earlier today announcing the Capital Raise, unless the context provides otherwise.

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Goodbody Stockbrokers UC ("Goodbody"), which is authorised and regulated in Ireland by the CBI, is acting for the Company as Bookrunner in connection with the Capital Raise and no-one else in connection with the Capital Raise and is not, and will not be, responsible to anyone other than the Company for providing the protections afforded to its clients nor for providing advice in relation to the Firm Placing and Placing and/or any other matter referred to in this Announcement.

Apart from the responsibilities and liabilities, if any, which may be imposed on the Bookrunner by the Financial Services and Markets Act 2000 of the United Kingdom or by the regulatory regime established under it, neither Goodbody nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever to any person who is not a client for the contents

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In connection with the Firm Placing and Placing, Goodbody and any of its affiliates may take up a portion of the shares in the Firm Placing or Placing as a principal position and in that capacity may retain, purchase, sell, offer to sell for its own account such shares and other securities of the Company or related investments in connection with the Firm Placing, Placing or otherwise. Accordingly, references to Firm Placing Shares and Placed Shares being offered, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or acquisition, placing or dealing by Goodbody and any of its affiliates acting in such capacity. In addition, Goodbody and any of its affiliates may enter into financing arrangements (including swaps, warrants or contracts for differences) with investors in connection with which Goodbody and any of its affiliates may from time to time acquire, hold or dispose of shares. Goodbody does not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

Goodbody and its affiliates may have engaged in transactions with, and provided various commercial banking, investment banking, financial advisory transactions and services in the ordinary course of its business with the Company and/or its affiliates for which they would have received customary fees and commissions. Goodbody and its affiliates may provide such services to the Company and/or its affiliates in the future.

Members of the public are not eligible to take part in the Firm Placing or Placing. All offers of the Firm Placing Shares and Placed Shares will be made pursuant to an exemption under Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") from the requirement to produce a prospectus for offers of the Firm Placing Shares and Placed Shares. This Announcement is directed only at and may only be communicated to: (A) persons in a Member State of the European Economic Area who are qualified investors ("**Qualified Investors**") within the meaning of Article 2(e) of the Prospectus Regulation; or (B) in the United Kingdom, Qualified Investors who are also (A) persons having professional experience in matters relating to investments who fall within the definition of "investment professional" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 of the United Kingdom, as amended (the "**Order**"), (B) persons who fall within Article 49(2)(a) to (d) ("High Net Worth Companies, Unincorporated Associations, etc") of the Order; or (C) persons to whom it may otherwise be lawfully communicated including the Company Placing Participants (all such persons referred to in (A), (B) and (C) above together being referred to as "**Relevant Persons**").

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 offer and sale of the securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and such securities 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.

This Announcement must not be acted on or relied on by persons who are not Relevant Persons. Persons distributing this Announcement must satisfy themselves that it is lawful to do so. Any investment or investment activity to which this Announcement relates is available only to Relevant Persons and will be engaged in only with Relevant Persons. 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 securities in any jurisdiction in which any such offer or solicitation would be unlawful. Any failure to comply with this restriction may constitute a violation of the securities laws of such jurisdictions. Persons needing advice should consult an independent financial adviser.

This Announcement and the information contained herein is restricted and is not for release, publication or distribution, directly or indirectly, in whole or in part, in, into or from Australia, Canada, Japan, the Republic of South Africa or any other state or jurisdiction in which the same would be restricted, unlawful or unauthorised (each a "**Restricted Territory**"). In addition, the offering of the Firm Placing Shares or Placed Shares in certain jurisdictions may be restricted by law. This Announcement is for information purposes only and does not constitute an offer to buy, sell, issue, acquire or subscribe for, or the solicitation of an offer to buy, sell, issue, acquire or subscribe for shares in the capital of the Company in any Restricted Territory or to any person to whom it is unlawful to make such offer or solicitation. No action has been taken by the Company or the Bookrunner that would permit an offering of such shares or possession or distribution of this Announcement or any other offering or publicity material relating to such shares in any jurisdiction where action for that

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This Announcement does not identify or suggest, or purport to identify or suggest, the risks (direct or indirect) that may be associated with an investment in the Firm Placing Shares and Placed Shares. Any investment decision to buy Firm Placing Shares or Placed Shares in the Placing must be made solely on the basis of publicly available information, which has not been independently verified by the Bookrunner. The contents of this Announcement are not to be construed as legal, financial or tax advice. Persons needing advice should consult an independent financial adviser.

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any 'manufacturer' (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Firm Placing Shares and Placed Shares have been subject to a product approval process, which has determined that such Firm Placing and Placed 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 MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Firm Placing Shares and Placed Shares may decline and investors could lose all or part of their investment; the Firm Placing Shares and Placed Shares offer no guaranteed income and no capital protection; and an investment in the Firm Placing Shares or Placed 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 Placing. Furthermore, it is noted that, notwithstanding the Target Market Assessment, The Bookrunner will only procure investors who meet the criteria of professional clients and eligible counterparties or who are Company Placing Participants. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; 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 Firm Placing Shares and Placed Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Firm Placing Shares and Placed Shares and determining appropriate distribution channels.

Certain statements contained in this Announcement are or may constitute "forward-looking statements". By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend upon future circumstances that may or may not occur, many of which are beyond the control of the Company and all of which are based on its current beliefs and expectations about future events. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the Group, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the present and future business strategies of the Group and the environment in which the Group will operate in the future. These forward-looking statements speak only as at the date of this Announcement.

Forward-looking statements are typically identified by the use of forward-looking terminology such as "believes", "expects", "may", "will", "would", "should", "intends", "estimates", "plans", "assumes" or "anticipates" or the negative of such words or other variations on them or comparable terminology, or by discussions of strategy which involve risks and uncertainties. Such risks, uncertainties and other factors include, among others: the macroeconomic and other impacts of COVID-19, general economic and business conditions, changes in technology, government policy and ability to attract and retain personnel. Except as required by applicable law, the Listing Rules and other regulations, Euronext Dublin or by any appropriate regulatory body, Datalex plc expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in the Group's expectations with

regard thereto or any change in events, conditions or circumstances on which any such statement is based.

Past performance may not be a reliable guide to future performance. Investments may fall as well as rise in value. Income may fluctuate in accordance with market conditions and taxation arrangements. Changes in exchange rates may have an adverse effect on the value, price or income of the Ordinary Shares, including the New Ordinary Shares the subject of the Open Offer.

Euronext Growth is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. Euronext Growth securities are not admitted to the Official List of Euronext Dublin. The Euronext Growth Rules are less demanding than those of the Official List of Euronext Dublin. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial advisor.

Certain numbers in this Announcement have been rounded up or down. There may therefore be discrepancies between the actual totals of the individual amounts in this Announcement and the underlying data.

The New Ordinary Shares to be issued pursuant to the Firm Placing and Placing will not be admitted to trading on any stock exchange other than the Euronext Growth Market of Euronext Dublin. Persons (including individuals, funds or otherwise) by whom or on whose behalf a commitment to acquire Firm Placing Shares or Placed Shares has been given ("**Placees**") will be deemed to have read and understood this Announcement in its entirety (including the Appendix) and to be making such offer on the Terms and Conditions in it, and to be providing the representations, warranties, indemnities, acknowledgements, and undertakings contained in the Appendix.

In particular, each such Placee will be asked to represent, warrant and acknowledge that: (i) it is a Relevant Person (as defined in the Appendix) and undertakes that it will acquire, hold, manage or dispose of any Firm Placing Shares and Placed Shares that are allocated to it for the purposes of its business and it is acquiring such shares for its own account; (ii) it and any account with respect to which it exercises sole investment discretion, is either (a) outside the United States, or (b) a QIB; and (iii) if it is a financial intermediary, as that term is used in Article 2(d) of the Prospectus Regulation, that it understands the resale and transfer restrictions set out in the Appendix and that any Firm Placing Shares or Placed Shares acquired by it in the Firm Placing or Placing will not be acquired on a non-discretionary basis on behalf of, nor will they be acquired with a view to their offer or resale to, persons in circumstances which may give rise to an offer of securities to the public other than an offer or resale in a member state of the EEA to Qualified Investors or in the United Kingdom to Relevant Persons, or in circumstances in which the prior consent of the Bookrunner has been given to each such proposed offer or resale.

Persons (including, without limitation, nominees and trustees) who have a contractual or other legal obligation to forward a copy of the Appendix or this Announcement should seek appropriate advice before taking any action.

No prospectus or offering document will be made available in connection with the matters contained in this Announcement and no such prospectus or offering document is required (in accordance with the Prospectus Regulation) to be published. This Announcement has not been approved by the Central Bank of Ireland, Euronext Dublin, or any other competent regulatory authority.

The most recent Annual Report, trading update and other information relating to the Company are available on the Datalex website at [www.datalex.com](http://www.datalex.com). Neither the content of the Company's website nor any website accessible by hyperlinks on the Company's website is incorporated in, or forms part of, this Announcement.

This Announcement does not constitute a recommendation concerning the Firm Placing or Placing.

By choosing to participate in the Firm Placing and Placing and by making an oral and legally binding offer to acquire Firm Placing and Placed Shares, investors will be deemed to have read and understood this Announcement in its entirety (including the Appendix) and to be making such offer on the terms and subject to the conditions in it, and to be providing the representations, warranties, indemnities, acknowledgements and undertakings contained in the Appendix.

This Announcement should be read in its entirety. In particular, you should read and understand the information provided in the "Important Notices" section of this Announcement.

References in this Announcement to IIU's pro rata entitlement to participate in the Open Offer exclude any entitlement in respect of certain Ordinary Shares in the Company held by IIU Nominees in the form of American Depositary Receipts in respect of which, for U.S. securities law reasons, IIU Nominees shall not qualify to participate in the Open Offer.

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