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Agronomics Limited
09 December 2019

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9 December 2019

Agronomics Limited
("Agronomics" or the "Company")
Equity Fundraise Closes at £7.7 million
And
Total Voting Rights

The Board of Agronomics is pleased to announce that, further to the announcements on 11 November titled "*Proposed Fundraise*" and 4 December titled "*Update on Placing and Final Results*", the Company has completed (subject to certain conditions) its fundraise of approximately £7.7 million less expenses of approximately £0.3 million (the "**Fundraise**"). Pursuant to the Fundraise, the Company intends to issue 139,249,674 new Ordinary Shares at a price of 5.5p per new Ordinary Share (the "Placing Price"), representing a premium of approximately 0.46% to the closing mid-market price of the Ordinary Shares on 6 December (being the last practicable dealing date prior to the date of this announcement). The Fundraise will be undertaken by means of a Placing and Subscription. The Placing Price of 5.5p is equal to the net asset value ("**NAV**") per share reported by the Company as at 30 September 2019. Of the new Ordinary Shares to be allotted and issued, 36,342,408 comprise Placing Shares and 102,907,266 comprise Subscription Shares.

The net proceeds of the Fundraise will principally be used by the Company to finance investment opportunities within the "cultivated meat" sector, and other related sectors, as outlined in their investing policy.

Richard Reed, Non-Executive Chairman, Agronomics Limited commented:

"We are delighted to have completed a fundraise at this time which has more than doubled our investable capital with support from existing and new investors including London-based institutional investors. We now have the funds to act on our exciting pipeline of deals and continue to build Agronomics into a key player in the field of cultivated meat."

Application will be made to the London Stock Exchange for 138,339,674 new Ordinary Shares to be admitted to trading on AIM ("Admission"). Admission is expected to become effective and trading will commence at 8.00 a.m. on 12 December 2019. Following Admission, the new Ordinary Shares will rank *pari passu* with the existing Ordinary Shares. In respect of a subscription for 910,000 Ordinary

Shares, the subscription is conditional on receipt of funds by the Company by 13 January 2020 and accordingly Admission of these Ordinary Shares is anticipated to occur on or around 17 January 2020, subject to regulatory approvals.

Following Admission, the Company's issued share capital will comprise 252,135,232 Ordinary Shares of £0.000001 each. The Company does not hold any shares in treasury. This figure may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest, or a change in their interest, in the Company.

The Company also announces that it has granted a warrant to Zeus Capital Limited to subscribe for such a number of shares as represents approximately 1 per cent. of the enlarged issued share capital of the Company after all Ordinary Shares pursuant to the Fundraise have been admitted for trading. The Warrant is capable of exercise from the date of Admission for a period of 3 years following Admission.

Further Information

As part of the fundraising process, the Board has agreed to contractually limit its ability to issue shares on a non pre-emptive basis (as further detailed below).

Furthermore, Shellbay Limited ("**Shellbay**"), the Company's investment consultant has agreed to waive certain rights it has under its consulting agreement with the Company relating to performance fees, pending alternative arrangements being agreed between the parties and announced in due course in accordance with the AIM Rules. In particular, Shellbay has agreed that it will not charge any performance fees under its current arrangements until 6 December 2020 to the extent that the Company does not achieve an 8% per annum (pro rata) annual return on the relevant 'high watermark' net asset value per share (being the highest reported NAV per share within the past 12 months, calculated in accordance with IFRS). This condition is in addition to the existing conditions of the NAV per share being above the price of the most recent equity issuance. In addition, to the extent that performance fees are payable (the 8% hurdle having been achieved), Shellbay has agreed these fees will accrue and shall be due only when realised gains from the Company's investments are received by the Company and exceed the performance fees accrued.

Directors' Participation

	Subscription Total	No. of Ordinary Shares intended to be subscribed	Percentage holding of current Issued Share Capital*	Percentage holding of enlarged Issued Share Capital
Jim Mellon	£2.0 million	36,363,636	25.25%	25.82%
Richard Reed	£0.1 million	1,818,181	1.76%	1.51%

*Jim Mellon is currently interested in a total of 28,729,273 Ordinary Shares. 27,455,313 are held by Galloway Limited, which is indirectly wholly owned by Jim Mellon and 1,273,960 Ordinary Shares are held directly.

* Richard Reed is currently interested in 2,000,000 Ordinary Shares held by Reepa Limited. Reepa Limited is wholly owned by Richard Reed.

Two Directors of the Company have subscribed for Ordinary Shares in the Fundraise, as set out above. Jim Mellon has subscribed through Galloway Limited and Richard Reed through Reepa Limited. Such subscriptions are Related Party Transactions under the AIM Rules for Companies and the Independent Directors being David Giampaolo and Anderson Whamond, having consulted with Beaumont Cornish Limited, the Company's nominated adviser, consider the terms of such subscriptions to be fair and reasonable insofar as the Company's shareholders are concerned.

Restrictions on Share Capital Issuance

As a condition of the Fundraise, the Board has agreed that the use of share allotment authorities granted at the last general meeting of the Company in July 2019 be limited to an aggregate of 100% of the Ordinary Shares in issue following completion of the Fundraise. Subject to the consent of both Zeus Capital Limited and Beaumont Cornish Limited, the limit can be increased to 200% of the Ordinary Shares in issue following the placing. This contractual limit is valid for a period of 12 months from the completion of the Fundraise or, if earlier, from the date at which these authorities are replaced at the next Annual General Meeting of the Company.

The Placing Agreement

Pursuant to the terms of the Placing Agreement, Zeus Capital Limited, as agent for the Company, has agreed to use its reasonable endeavours to procure subscribers for the Placing Shares at the Placing Price. The Placing Agreement is conditional upon, amongst other things, none of the warranties given to Zeus Capital Limited prior to Admission being or becoming untrue, inaccurate or misleading in any respects.

Under the Placing Agreement, the Company has agreed to pay to Zeus Capital Limited and Beaumont Cornish Limited a fixed sum and commissions based on the aggregate value of the Fundraising, and the costs and expenses incurred in relation to the Placing.

The Placing Agreement contains customary warranties given by the Company in favour of Zeus Capital Limited and Beaumont Cornish Limited in relation to, amongst other things, the accuracy of the information in this announcement and other matters relating to the Group and its business. In addition, the Company has agreed to indemnify Zeus Capital Limited and Beaumont Cornish Limited (and their respective affiliates) in relation to certain liabilities which they may incur in respect of the Placing.

Both Zeus Capital Limited and Beaumont Cornish Limited have the right to terminate the Placing Agreement in certain circumstances prior to Admission. In particular, in the event of breach of the warranties or a material adverse change or if the Placing Agreement does not become unconditional.

Relationship Agreement

As a condition of the Fundraise, the Company and Mr Mellon have agreed the terms of a Relationship Agreement setting out certain limitations on Mr Mellon (and his connected persons) exercising his votes (on Board and/or shareholder matters) to the extent such votes would prevent the Company and its Board operating and conducting its business as an independent company and at arm's length with him and such person. The Relationship Agreement applies for such period as Mr Mellon (and connected persons) are interested in 15 per cent. or more of issued shares of the Company. In particular, it provides that all transactions to be entered into with Mr Mellon (or any connected person) will be at arm's length and on a normal commercial basis and that any Directors appointed by Mr Mellon shall (save with the prior written consent of all of the Independent Directors) be precluded from voting on any resolution of the Board to approve any such transaction or arrangement (or to take any action to enforce the Company's rights under it).

For further information, please contact:

Agronomics Limited	Beaumont Cornish Limited	Zeus Capital Limited	Peterhouse Capital Limited
<i>The Company</i>	<i>Nomad</i>	<i>Joint Broker</i>	<i>Joint Broker</i>
Richard Reed Denham Eke	Roland Cornish James Biddle	Mike Seabrook Rupert Woolfenden	Lucy Williams
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Important Notices

This announcement contains 'forward-looking statements' concerning the Company that are subject to risks and uncertainties. Generally, the words 'will', 'may', 'should', 'continue', 'believes', 'targets', 'plans', 'expects', 'aims', 'intends', 'anticipates' or similar expressions or negatives thereof identify forward-looking statements. These forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those expressed in the forward-looking statements. Many of these risks and uncertainties relate to factors that are beyond the Company's ability to control or estimate precisely. The Company cannot give any assurance that such forward-looking statements will prove to have been correct. The reader is cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this announcement. The Company does not undertake any obligation to update or revise publicly any of the forward-looking statements set out herein, whether as a result of new information, future events or otherwise, except to the extent legally required.

Nothing contained herein shall be deemed to be a forecast, projection or estimate of the future financial performance of the Company or any other person following the implementation of the Placing or otherwise.

The price of shares and the income from them may go down as well as up and investors may not get back the full amount invested on disposal of the shares. Past performance is no guide to future performance and persons who require advice should consult an independent financial adviser.

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, except pursuant to an exemption from registration. No public offering of securities is being made in the United States.

The distribution of this announcement and the offering of the Placing Shares in certain jurisdictions may be restricted by law. No action has been taken by the Company, Zeus Capital Limited or Beaumont Cornish Limited 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 purpose is required. Persons into whose possession this announcement comes are required by the Company, Zeus Capital Limited and Beaumont Cornish Limited to inform themselves about, and to observe, any such restrictions.

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 the United States, Australia, Canada, the Republic of South Africa or Japan 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.

Zeus Capital Limited, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as bookrunner to the Company in relation to the Placing and is not acting for any other persons in relation to the Placing. Zeus Capital Limited is acting exclusively for the Company and for no one else in relation to the matters described in this announcement and is not advising any other person and accordingly will not be responsible to anyone other than the Company for providing the protections afforded to clients of Zeus Capital Limited, or for providing advice in relation to the contents of this announcement or any matter referred to in it.

Beaumont Cornish Limited, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as nominated adviser to the Company in relation to the Placing and is not acting for any other persons in relation to the Placing. Beaumont Cornish Limited is acting exclusively for the Company and for no one else in relation to the matters described in this announcement and is not advising any other person and accordingly will not be responsible to anyone other than the Company for providing the protections afforded to clients of Beaumont Cornish Limited, or for providing advice in relation to the contents of this announcement or any matter referred to in it.

This announcement has been issued by, and is the sole responsibility of, the Company. No representation or warranty, express or implied, is or will be made as to, or in relation to, and no responsibility or liability is or will be accepted by Zeus Capital Limited or Beaumont Cornish Limited or by any of their respective affiliates or agents as to or in relation to, the accuracy or completeness of this announcement or any other written or oral information made available to or publicly available to any interested party or its advisers, and any liability therefore is expressly disclaimed.

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 "Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the Product Governance Requirements) may otherwise have with respect thereto, the Placing Shares have been subject to a product approval process, which has determined that the Placing 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, Placees should note that: the price of the Placing Shares may decline and investors could lose all or part of their investment; Placing Shares offer no guaranteed income and no capital protection; and an investment in Placing 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, Zeus Capital Limited will only procure investors who meet the criteria of professional clients and eligible counterparties. 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 Placing Shares.

THE CONTENT OF THIS PROMOTION HAS NOT BEEN APPROVED BY AN AUTHORISED PERSON WITHIN THE MEANING OF THE FINANCIAL SERVICES AND MARKETS ACT 2000. RELIANCE ON THIS PROMOTION FOR THE PURPOSE OF ENGAGING IN ANY INVESTMENT ACTIVITY MAY EXPOSE AN INDIVIDUAL TO A SIGNIFICANT RISK OF LOSING ALL OF THE PROPERTY OR OTHER ASSETS INVESTED.

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