

**1 September 2023**

**RC365 Holding Plc**

**("RC365" or the "Company")**

**Agreement signed with YouneeqAI Technical Services Inc for IP Rights**

RC365 Holding Plc ("**RC365**"), a company focusing on payment gateway solutions and IT support, refers to the announcement made on 14 August 2023 whereby the Company signed a non-legally binding Letter of Intent ("**LOI**") with YouneeqAI Technical Services Inc ("**YouneeqAI**") to acquire the exclusive rights to YouneeqAI's IP and Platform in the UK.

Further to this LOI, the Company is pleased to announce that on 31 August 2023, the Company signed an Exclusive Rights Agreement ("**Agreement**") with YouneeqAI's. Under this Agreement RC365 has the right to market, distribute and resell YouneeqAI's Platform to customers on an exclusive basis within the United Kingdom with a right of first refusal to purchase additional territories. The consideration is satisfied by the issue of 6,000,000 new Ordinary Shares of which 3,000,000 have been issued on signing and the balance will be issued on or around 29 February 2024

In addition to the consideration, it is agreed that the YouneeqAI shall receive 1% of any and all gross revenue (excluding VAT) generated from the use of the Grantor Platform by RC365.

RC365 can use YouneeqAI's Trademarks in connection with its advertising, promotion and marketing of the Platform.

**Terms and Conditions**

The Agreement shall be valid from 31 August 2023 and shall continue for a term of 10 years and shall then automatically renew for successive terms of 5 years unless terminated by either party upon service of written notice of termination to the other party, provided such notice of termination is served no less than one month prior to the end of the initial 10 year term or any subsequent 5 year renewal period.

**Chi Kit Law (Michael), Executive Director and Chief Executive Officer, said:**

"This transaction with YouneeqAI represents an important milestone for RC365, customers and shareholders alike. We previously announced our intention to enter into the A.I. space in a meaningful way that both complements our existing business, but also supports our future expansion and evolution plans, we feel this transaction represents a great first step in that direction.

The YouneeqAI team brings a wealth of experience in the both the A.I and technical fields and will be fully supportive in working with our existing and future customer base to ensure smooth implementation and utility of the platform. In addition, we look forward to further together towards expanding our existing offerings."

**Murray Galbraith, Chief Executive Officer of YouneeqAI said:**

"We are incredibly excited to close this transaction with the RC365 team. RC365's current business model, customers, future plans and goals align perfectly with YouneeqAI's platform. Our platform, product offerings and related IP are constantly improving and evolving, expanding reach and possibilities for customers. With over several decades of combined AI and technical services experience, we look forward to a long, prosperous and mutually beneficial partnership with RC365."

## **Issue of Equity**

Application for the initial 3,000,000 new Ordinary Shares to be admitted to the Official List of the UK Listing Authority and to trading on the Main Market of the London Stock Exchange has been made. Dealings are expected to commence on or around [6 September 2023]. All new Ordinary Shares were issued at [80]p per share.

Conditional on Admission of the 3,000,000 new Ordinary Shares, the Company's issued ordinary share capital will be 128,534,591 Ordinary Shares, which may be used by shareholders 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.

For further information please contact:

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