

THE INFORMATION CONTAINED WITHIN THIS ANNOUNCEMENT IS DEEMED BY THE COMPANY TO CONSTITUTE INSIDE INFORMATION AS STIPULATED UNDER THE MARKET ABUSE REGULATION (EU) NO. 596/2014, AS AMENDED WHICH, BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018, FORMS PART OF UK LAW. ON THE PUBLICATION OF THIS ANNOUNCEMENT VIA A REGULATORY INFORMATION SERVICE ("RIS"), THIS INSIDE INFORMATION IS NOW CONSIDERED TO BE IN THE PUBLIC DOMAIN.

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

Placing, Appointment of Broker, Cancellation of Existing Convertible Loan Note and Issue of Warrants

RC365 Holding plc (LSE: RCGH), an established payment solutions and fintech company, is pleased to announce that it has conditionally raised gross proceeds of approximately £500,000 before expenses through the placing of 25,000,000 new ordinary shares in the Company ("Placing Shares") at a price of £0.02 per share (the "Placing Price") (the "Placing").

The Placing has been undertaken with investors introduced by Bowsprit Partners Limited and is intended to provide additional working capital and funding flexibility as the Company continues to execute its strategic objectives.

In addition, the Company will also issue 1,500,000 shares in lieu of fees to certain advisors ("Fee Shares").

Appointment of Broker

The Company is pleased to announce the appointment of Bowsprit Partners Limited ("Bowsprit Partners") as its Corporate Broker with immediate effect.

Bowsprit Partners has acted as the Company's Financial Adviser since 4 August 2025 and will now provide both financial advisory and corporate broking services to the Company.

Bowsprit Partners is a London-based corporate finance and corporate broking firm specialising in advising both public and private companies. Bowsprit Partners is a Member Firm of the London Stock Exchange and holds multiple accreditations including Listing Sponsor status for the Euronext Growth and Access Markets in Paris, Brussels, Lisbon and Dublin, Euronext Growth Advisor for Euronext Growth Oslo, Corporate Adviser for the Aquis Stock Exchange, Certified Adviser for the Nasdaq First North Growth Market in Stockholm and US OTC Markets Sponsor permission for international companies.

Cancellation of Existing Convertible Loan Note

The Company further announces that the convertible loan note financing announced on 26 February 2026 (the "Existing CLN") has been terminated and will not proceed.

Issue of Warrants

For every two (2) Placing Shares issued pursuant to the Placing, investors will receive one (1) warrant allowing the holder to subscribe for additional ordinary shares in the Company at an exercise price of £0.025 per share, exercisable for a period of three (3) years from Admission ("Investor Warrants").

In aggregate, up to 12,500,000 Investor Warrants will be issued pursuant to the Placing.

In connection with the Placing, the Company will also issue 1,750,000 Broker Warrants to Bowsprit Partners. The Broker Warrants shall be exercisable at the Placing Price for a period of three (3) years from Admission.

Any issuance of shares under the Investor Warrants or Broker Warrants will be subject to the availability of sufficient shareholder authorities and any other applicable legal or regulatory requirements.

Admission

Completion of the Placing is conditional upon, amongst other things, Admission becoming effective.

Applications will be made for the Placing Shares and Fee Shares to be admitted to trading. It is expected that Admission will become effective and that dealings in the Placing Shares and Fee Shares will commence at 8.00 a.m. on or around 15 June 2026.

The Placing Shares and Fee Shares will rank pari passu in all respects with the Company's existing ordinary shares.

Total Voting Rights

Following Admission, the Company's enlarged issued share capital will comprise 176,910,421 ordinary shares, including the Placing Shares and Fee Shares.

Accordingly, the total number of voting rights in the Company following Admission will be 176,910,421.

The above figure may be used by shareholders as the denominator for the purposes of calculating whether they are required to notify an interest in, or a change to an interest in, the Company under the FCA's Disclosure Guidance and Transparency Rules.

This announcement contains inside information for the purposes of Article 7 of Regulation (EU) 596/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018.

-Ends-

Enquires:

RC365 Holding plc

Chi Kit LAW, Chief Executive Officer

T: +852 3157 1393

E: ir@rc365plc.com

Bowsprit Partners Limited

(Financial Adviser & Corporate Broker)

T: +44 (0) 203 833 4430

About RC365 Holding plc

About RC365 Holding plc RC365 Holding plc (LSE: RCGH) is an established payment solutions and fintech company. It operates primarily in East and Southeast Asia through its core subsidiaries of Regal Crown Technology and the recently acquired HC Capital. For over 10 years, the Company has delivered efficient and secure payment gateway solutions and IT support and development services for payment and financial systems, including ERP solutions. In 2021, it commenced providing digital remittance and

payment services, which expanded to include foreign exchange and asset linked credit card solutions. These services are provided to multinational merchants, SMEs and individuals. RC365 intends to expand into the virtual banking market and geographically, including in the UK and wider Europe.

For more information, visit: <https://www.rc365plc.com>