



Verici Dx - Intention to admit to trading on AIM

October 13, 2020

RNS Number : 9631B

Renalytix AI PLC

13 October 2020

Not for release, publication or distribution, directly or indirectly, in whole or in part, in, into or within the United States, Australia, Canada, Hong Kong, Japan, New Zealand, the Republic of South Africa or any other jurisdiction where it is unlawful to distribute this announcement.

13 October 2020

Verici Dx plc
("Verici Dx" or the "Company")

Intention to admit to trading on AIM Proposed placing, subscription and a Restricted Offer

Verici Dx plc, a developer of advanced clinical diagnostics for organ transplant, announces that it intends to apply to have its issued share capital, as enlarged by a proposed placing, subscription and a Restricted Offer (as defined below) (together, the "**Fundraising**"), admitted to trading on AIM in due course ("**Admission**").

This announcement follows on from recent updates provided by Renalytix AI plc (LSE: RENX) (NASDAQ: RNLX), on 2 September 2020 and 8 July 2020, and this release is being linked to the RENX ticker for information purposes only.

The Company is pleased to confirm that it intends to launch a restricted offer as part of the Fundraising. The restricted offer will enable certain qualifying Company shareholders in the UK to subscribe for ordinary shares in the Company ("**Verici Shares**") (the "**Restricted Offer**") on the same terms and at the same price per share as participants in the placing and subscription.

The Restricted Offer is only available to certain persons, being persons who held the beneficial title to any A Shares of £0.001 each in the capital of the Company on 10 July 2020 (the "**Record Date**") whose registered address is in the UK ("**Qualifying Shareholders**") (being persons recorded on the register of members of Renalytix AI plc on 9 July 2020). This document sets out further details of the Restricted Offer.

Full details of the Restricted Offer can be found in the Pathfinder (draft) Admission Document ("Pathfinder") available online to Qualifying Shareholders only at www.vericidx.com.

Please note that the Pathfinder Admission Document is drafted as though written on the intended publication date of the final form Admission Document, and so describes certain matters that are still in progress as though they have happened.

Qualifying Shareholders who wish to consider applying for Verici Shares in the Restricted Offer should first read the Pathfinder in its entirety, including but not limited to the Important Information section, Part 1 (Information on the Company, the Market Opportunity and Strategy), Part 2 (Risk Factors), the Restricted Offer terms which will apply to any application for Verici Shares made under the Restricted Offer as are set out in Part 7 (Restricted Offer Terms), and the Q&A relating to the Restricted Offer set out in Part 8 (Restricted Offer Q&A).

Any Qualifying Shareholder should carefully consider if a further investment in the Company is suitable for their investment parameters and risk profile and are recommended to take independent advice from their own personal financial adviser, stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the FSMA. For the avoidance of doubt neither the directors of the Company nor Nplus1 Singer Advisory LLP, the Company's nominated adviser and corporate broker, is making any recommendation as to what action Qualifying Shareholders should take and the Restricted Offer is being organised solely by the Company.

EIS Relief

The Company wishes to draw the attention of Qualifying Shareholders to the provisions of s.164A ITA 2007, which prohibits such a Qualifying Shareholder from claiming EIS tax relief if that Qualifying Shareholder holds the beneficial title to any existing shares in Verici at the time of an issue of new shares (including any Verici Shares to be subscribed for as part of the Restricted Offer) in the Company.

Process for Participating in the Restricted Offer

The application form for participation in the Restricted Offer will only become available online once the Fundraising has been priced following a bookbuild exercise. An announcement will be made confirming that sufficient funds have been raised in the placing and subscription and will confirm the pricing details. A separate announcement will also confirm that the Restricted Offer will then be open to applications. These announcements are expected on or shortly after Monday 19 October 2020. Letters will also be sent to Qualifying Shareholders to alert them to the commencement of the Restricted Offer and the availability of the application form.

Qualifying Shareholders who wish to confirm their interest in participating in the Restricted Offer prior to the formal commencement of applications may register their interest through the Company website at the following address www.vericidx.com where they may also register for future shareholder alerts to be sent to them by email. All such Qualifying Shareholders registering on the website prior to 11.00 a.m. on Friday 16 October 2020 will also receive an email from the Company or LINK as its agent, alerting them to the commencement of the Restricted Offer and the availability of the application form.

Once open, the Restricted Offer will be open for a maximum of 5 business days and the Company reserves the right to close the Restricted Offer sooner. Qualifying Shareholders are therefore encouraged to register their details electronically via the website to avoid delays in receiving the letter alerting them to the commencement of the Restricted Offer application process and also to check the Company's website and other news sources from Monday 19 October 2020.

The application form will ONLY be made available online and after the pricing announcement has been made via a regulatory information service, a further letter (and for those Qualifying Shareholders who have registered their details online, also a further email) will be sent containing details of how to access the online form.

Following the application period, the Company will announce the result of the Restricted Offer, confirm the finalisation of the Fundraising and the expected Admission date for Verici Shares to commence trading on AIM.

The Company may, in its absolute discretion, offer any Verici Shares for which applications have not been made or accepted in the Restricted Offer to other participants in the wider Fundraising, including those who may not be Qualifying Shareholders, as it deems fit.

Enquiries:

Verici Dx

Sara Barrington, CEO
Julian Baines, Chairman

www.vericidx.com

Via Walbrook PR

N+1 Singer (Nominated Adviser & Broker)

Aubrey Powell / Justin McKeegan (Corporate Finance)
Tom Salvesen / Ross Penney (Corporate Broking)

Tel: 020 7496 3000

Walbrook PR Limited

Paul McManus / Sam Allen

Tel: 020 7933 8780 or vericidx@walbrookpr.com

Mob: 07980 541 893 / 07748 651 727

About Verici Dx plc www.vericidx.com

Verici Dx is developing and commercialising tests to understand how a patient will and is responding to organ transplant, with an initial focus on kidney. One of the most significant threats to a successful transplant, or graft, is the body's own immune system. Patients' immune systems differ in how they respond to the presence of the transplanted organ, characterizing this response is called immune phenotyping. Our products and solutions are underpinned by extensive scientific research into the recipient's immune phenotype and how that impacts on acute rejection, chronic injury and ultimately failure of the transplant. These immuno-profile signatures also inform clinicians as to the optimal strategy for immunosuppressive and other therapies for the most successful treatment to ensure graft acceptance with the least amount of side effects.

The foundational research was driven by a deep understanding of cell-mediated immunity and is enabled by access to expertly curated collaborative studies in highly informative cohorts in kidney transplant.

Disclaimer

This announcement is an advertisement for the purposes of the Prospectus Regulation Rules of the UK Financial Conduct Authority ("FCA") and is not a prospectus nor an admission document. This announcement is not and does not constitute, or form part of, and should not be construed as, an offer or invitation to sell, allot or issue or any solicitation of any offer to purchase or subscribe for, any securities of the Company in any jurisdiction, nor shall it (or any part of it) or the fact of its distribution form the basis of, or be relied upon in connection with, or act as any inducement to enter into, any contract or commitment for securities in the Company in any jurisdiction, including in or into the United States, Canada, Australia, the Republic of South Africa or Japan or their respective territories or possessions.. This announcement does not constitute a recommendation regarding any securities.

Prospective investors should not subscribe for or purchase any securities referred to in this announcement except in compliance with applicable securities laws and regulation and on the basis of the information in the Pathfinder, the placing proof of the admission document and the final admission document ("**Admission Document**") to be published by the Company, and any supplement thereto, in connection with the Fundraising and the proposed admission of the issued and to be issued ordinary shares to trading on AIM. The information in this announcement is for background purposes only and

does not purport to be full or complete.

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@lseg.com or visit www.rns.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

ITFZXLFFBLLFBX