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11 March 2022

RC365 Holding plc

Approval and Publication of Prospectus

RC365 Holding plc (“**RC365**” or the “**Company**”), a company focusing on payment gateway solutions, and IT support and security services, is pleased to announce that its Prospectus (the “**Prospectus**”) has been approved by the Financial Conduct Authority (the “**FCA**”) and published today by the Company. The Prospectus relates to the issue of new ordinary shares of £0.01 each in the share capital of the Company (the “**Subscription**”) and the admission of its entire issued ordinary share capital to the Standard Listing segment of the Official List of the FCA and to trading on the Main Market for listed securities of the London Stock Exchange (“**LSE**”) expected on 23 March 2022 (the “**Admission**” and together with the Subscription the “**IPO**”).

Details of the IPO are set out in the Prospectus, which will shortly be available on the Company's website at www.rc365plc.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. The Prospectus will shortly be submitted to the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

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INFORMATION

This announcement is for information purposes only, does not constitute a prospectus or prospectus equivalent document, and is not intended to and does not constitute, or form part of, any offer or invitation to purchase, subscribe for or otherwise acquire or dispose of, or any solicitation to purchase or subscribe for or otherwise acquire or dispose of, any securities in the capital of the Company.

The information contained in this announcement is the sole responsibility of the Company, is for background purposes only and does not purport to be full or complete. No reliance may be placed by any person for any purpose on the information contained in this announcement or its accuracy, fairness or completeness. The information in this announcement is subject to change.

The availability of this announcement and/or the Prospectus to persons who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who

are not resident in the United Kingdom or who are subject to the laws and/or regulations of another jurisdiction should inform themselves of, and should observe, any applicable requirements. Any failure to comply with any such restrictions may constitute a violation of the securities laws of such jurisdiction.

This announcement may include statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements may be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements reflect the Company's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company's business, results of operations, financial position, liquidity, prospects, growth and strategies. Forward-looking statements speak only as of the date they are made.

VSA Capital Limited, which is authorised and regulated by the FCA in the United Kingdom, is acting as subscription agent and broker to the Company in connection with the IPO and for no one else in connection with the IPO and will not be responsible to anyone other than the Company for providing the protections afforded to clients of VSA Capital Limited or for providing advice in relation to the IPO, the contents of this announcement or any transaction, arrangement or other matter referred to in this announcement.

Notice to US Shareholders

The ordinary shares of the Company have not been and are not required to be registered under the US Securities Act of 1933, as amended. The ordinary shares of the Company have not been approved or disapproved by the US Securities Exchange Commission, any state securities commission in the United States or any US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the issue of the ordinary shares or the accuracy or adequacy of this announcement. Any representation to the contrary is a criminal offence in the United States.