RNS Number : 5386Q
Shaires Holdings Ltd
13 August 2026

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THIS ANNOUNCEMENT AMOUNTS TO A FINANCIAL PROMOTION FOR THE PURPOSES OF SECTION 21 OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 ("FSMA") AND HAS BEEN APPROVED BY MAREX FINANCIAL WHICH IS AUTHORISED AND REGULATED BY THE FINANCIAL CONDUCT AUTHORITY (FCA registration number 442767).

13 August 2026

Shaires Holdings Ltd
("**Shaires Holdings**" or the "**Company**")

WRAP Retail Offer and Capital Access Window

Shaires Holdings Ltd (AIM: SHR), the publicly quoted London investment company providing investors with exposure to leading private mid-and late-stage global technology and AI companies, is pleased to announce a retail offer via the Winterflood Retail Access Platform ("**WRAP**") (the "**WRAP Retail Offer**") through the issue of new Ordinary Shares in the capital of the Company ("**Ordinary Shares**"). Under the WRAP Retail Offer new Ordinary Shares (the "**WRAP Retail Offer Shares**") will be made available at a price of $20.00 per share (the "**WRAP Retail Offering Price**"). This is the same price as the recently concluded US$28.5 million institutional placing which was announced on 30 July 2026. The WRAP Retail Offering Price represents a discount of approximately 18 per cent to the mid-market closing price of an Ordinary Share of $24.50 on 12 August 2026 (being the latest practicable date prior to this announcement). The Retail Offer is expected to close at 4.30 pm on 18 August 2026.

Following the updates to the AIM Rules for Companies announced earlier this month, the Company has decided to utilise a Capital Access Window. This is a voluntary pause to the trading of a Company's shares to make it easier for companies to reach a broader range of investors, including retail investors, during a fundraise. From 7:30 am today, the Company's shares will enter a Capital Access Window until a further announcement is made detailing the close of the WRAP Retail Offer.

A separate announcement has been made today regarding the establishment of the initial portfolio of the Company. The proceeds of the WRAP Retail Offer will be utilised to make further investments in accordance with the Company's Investing Policy and for general corporate purposes.

An overview video of the Company by CEO Vivek Seth is available on-demand at: https://shaires-holdings.com/?preview=cav81dllxremeq.

The WRAP Retail Offer is conditional on the New Ordinary Shares being admitted to trading on AIM ("**Admission**"). It is anticipated that Admission will become effective and that dealings in the New Ordinary Shares will commence at 8.00 am on 21 August 2026.

Portfolio

Initial portfolio established with binding agreements in place. These agreements are subject to customary closing conditions, providing exposure to Anthropic, Stripe, ByteDance, Moonshot AI, Figure AI, SandboxAQ and Colossal Biosciences, with an aggregate value of up to US$86.7 million.

Portfolio Company	Investment Type	Investment Amount[1]
Anthropic	Binding option agreement	Up to $16.2m
ByteDance	Cash investment	$15.0m
SandboxAQ	In-kind contribution	$14.8m
Figure AI	Binding option agreement	Up to $14.5m
Colossal Biosciences	In-kind contribution	$12.0m
Stripe	Binding option agreement	Up to $9.2m
Moonshot AI	Cash investment	$5.0m

Total		**Up to $86.7m**

[1] For more details, refer to the Company's separate transaction announcements; subject to completion

Capital Access Window

Following the updates to the AIM Rules for Companies announced earlier this month, the Company has decided to utilise a Capital Access Window. This is a voluntary pause to the trading of a Company's shares to make it easier for companies to reach a broader range of investors, including retail investors, during a fundraise. From 07:30am today, the Company's shares will enter a Capital Access Window until a further announcement is made detailing the close of the WRAP Retail Offer.

WRAP Retail Offer

The Company values its retail shareholder base and believes that it is appropriate to provide both new and existing retail shareholders in the United Kingdom the opportunity to participate in the WRAP Retail Offer.

Therefore, the Company is making the WRAP Retail Offer open to eligible investors in the United Kingdom, being new or existing shareholders of Shaires Holdings, following release of this announcement and through certain financial intermediaries

A number of retail platforms, including Hargreaves Lansdown and AJ Bell, are able to access the WRAP Retail Offer. Non-holders or existing shareholders wishing to subscribe for Retail Offer Shares should contact their broker or wealth manager who will confirm if they are participating in the Retail Offer.

Retail brokers wishing to participate in the Retail Offer on behalf of eligible retail investors, should contact WRAP@marex.com.

The Retail Offer is expected to close at 4.30 pm on 18 August 2026. Eligible retail investors should note that financial intermediaries may have earlier closing times. The result of the Retail Offer is expected to be announced by the Company on or around 19 August 2026.

To be eligible to participate in the Retail Offer, applicants must be a customer of a participating intermediary including individuals aged 18 years or over, companies and other bodies corporate, partnerships, trusts, associations and other unincorporated organisations in the UK.

There is a minimum subscription of US$100, or GBP equivalent per investor under the Retail Offer. The terms and conditions on which investors subscribe will be provided by the relevant financial intermediaries including relevant commission or fee charges.

The Company's shares are quoted on AIM in USD. Certain financial intermediaries however may allow orders in the WRAP Retail Offer in GBP. Please note a foreign exchange transaction will be conducted for the purpose of GBP orders, and the final FX rate will be disclosed in the Retail Offer Results Announcement.

The Company reserves the right to amend the size and timings of the retail offer at its discretion. The Company reserves the right to scale back any order and to reject any application for subscription under the WRAP Retail Offer without giving any reason for such rejection.

It is vital to note that once an application for Retail Offer Shares has been made and accepted via an intermediary, it cannot be withdrawn.

The Retail Offer Shares will, when issued, be credited as fully paid, and have the right to receive all dividends and other distributions declared, made or paid after their date of issue.

Investors should make their own investigations into the merits of an investment in the Company. Nothing in this announcement amounts to a recommendation to invest in the Company or amounts to investment, taxation or legal advice.

It should be noted that a subscription for Ordinary Shares and investment in the Company carries a number of risks, including the risk that investors may lose their entire investment. Investors should take independent advice from a person experienced in advising on investment in securities such as the Ordinary Shares if they are in any doubt. Investors should note that there are various FX risks in placing an order in GBP.

An investment in the Company will place capital at risk. The value of investments, and any income, can go down as well as up, so investors could get back less than the amount invested.

Neither past performance nor any forecasts should be considered a reliable indicator of future results.

The Retail Offer is offered in the United Kingdom under an exception from prohibitions on offers to the public pursuant to Schedule 1 (Part 1) of The Public Offers and Admission to Trading Regulations 2024 and under an exemption from the requirement to publish a prospectus under the FCA's Prospectus Rules: Admission to Trading on a Regulated Market sourcebook. The Retail Offer is not being made into any jurisdiction other than the United Kingdom.

No offering document, prospectus or admission document has been or will be prepared or submitted to be approved by the Financial Conduct Authority (or any other authority) in relation to the WRAP Retail Offer, and investors' commitments will be made solely on the basis of the information contained in this announcement and information that has been published by or on behalf of the Company prior to the date of this announcement by notification to a Regulatory Information Service in accordance with the Financial Conduct Authority's Disclosure Guidance and Transparency Rules and UK MAR.

Investor Meet Company webinar

CEO Vivek Seth will provide a company presentation via Investor Meet Company **on Friday 14 August 2026 at 14:00 BST.**

The presentation is open to all existing and potential shareholders. Questions can be submitted pre-event via your Investor Meet Company dashboard up until **09:00 BST on Friday 14 August 2026**, or at any time during the presentation.

Investors can sign up to Investor Meet Company for free and add to meet **SHAIRES HOLDINGS LTD** via: https://www.investormeetcompany.com/shaires-holdings-ltd-1/register-investor.

Investors who already follow **SHAIRES HOLDINGS LTD** on the Investor Meet Company platform will automatically be invited.

Enquiries

Shaires Holdings Ltd

Via Tavistock

Zeus - Nominated Adviser & Broker
James Joyce, Andrew de Andrade — +44 (0) 20 3829 5000

Winterflood Retail Access Platform — WRAP@marex.com
Sophia Bechev, Kaitlan Billings — +44(0) 20 70710488

Tavistock - Financial PR — shaires@tavistock.co.uk
Jos Simson, Kuba Stawiski, Henry Kirby — +44 (0) 20 7920 3150

About Shaires Holdings Ltd

Shaires Holdings Ltd (AIM: SHR) is a publicly quoted London investment company that provides public market investors with concentrated exposure to leading private mid- and late-stage technology companies, with a particular focus on artificial intelligence. The Company is internally managed and charges no management or performance fees.

In addition to cash investments, the Company may acquire positions through in-kind (in specie) contributions, whereby employees and early shareholders of private technology companies may exchange eligible holdings for new ordinary shares in the Company, therefore providing them liquidity and diversification. Through this mechanism, public-market investors gain access to an asset class historically closed to them.

With an emerging megatrend of large frontier AI companies vertically integrating their business throughout the value chain from modelling through to chips and services, the Shaires board and management believe that they have the right methodology and strategy to provide capital to the best next-generation businesses.

Further information is available at www.shaires-holdings.com

The Company's LEI is 2138005R4IVX4O3IQ543

This announcement should be read in its entirety. In particular, the information in the "Important Notices" section of the announcement should be read and understood.

Important Notices

This announcement, which has been prepared by and is the sole responsibility of the Company has been approved for the purposes of Section 21 of the Financial Services and Markets Act 2000 ("**FSMA**") by Marex Financial ("**MF**"), which is authorised and regulated by the Financial Conduct Authority.

The release, publication or distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This announcement and the information contained herein is not for release, publication or distribution, directly or indirectly, in whole or in part, in or into or from the United States (including its territories and possessions, any state of the United States and the District of Columbia (the "**United States**" or "**US**")), Australia, Canada, New Zealand, Japan, the Republic of South Africa, any member state of the EEA or any other jurisdiction where to do so might constitute a violation of the relevant laws or regulations of such jurisdiction. This announcement does not constitute an offer to sell or issue or a solicitation of an offer to buy or subscribe for Ordinary Shares in any such jurisdiction.

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 US Securities Act, and may not be offered or sold in the United States, except pursuant to an applicable exemption from registration. No public offering of securities is being made in the United States.

WRAP is a proprietary technology platform owned and operated by MF. MF is incorporated under the laws of England and Wales (company no. 5613061, LEI no. 5493003EETVWYSIJ5A20 and VAT registration no. GB 872 8106 13) and is authorised and regulated by the Financial Conduct Authority (FCA registration number 442767). MF's registered address is at 155 Bishopsgate, London, EC2M 3TQMF is acting exclusively for the Company and for no-one else and will not regard any other person (whether or not a recipient of this announcement) as its client in relation to the Retail Offer and will not be responsible to anyone other than the Company for providing the protections afforded to its clients, nor for providing advice in connection with the Retail Offer, Admission and the other arrangements referred to in this announcement.

The value of Ordinary Shares and the income from them is not guaranteed and can fall as well as rise due to stock market movements. When you sell your investment, you may get back less than you originally invested. Figures refer to past performance and past performance is not a reliable indicator of future results. Returns may increase or decrease as a result of currency fluctuations.

Certain statements in this announcement may constitute forward-looking statements which are based on the Company's expectations, intentions and projections regarding its future performance, anticipated events or trends and other matters that are not historical facts. These forward-looking statements, which may use words such as "aim", "anticipate", "believe", "intend", "estimate", "expect" and words of similar meaning, include all matters that are not historical facts. These forward-looking statements involve risks, assumptions and uncertainties that could cause the actual results of operations, financial condition, liquidity and dividend policy and the development of the industries in which the Company's businesses operate to differ materially from the impression created by the forward-looking statements. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Given those risks and uncertainties, prospective investors are cautioned not to place undue reliance on forward-looking statements.

These forward-looking statements speak only as at the date of this announcement and cannot be relied upon as a guide to future performance. The Company and MF expressly disclaim any obligation or undertaking to update or revise any forward-looking statements contained herein to reflect actual results or any change in the assumptions, conditions or circumstances on which any such statements are based unless required to do so by the FCA, the London Stock Exchange or applicable law.

The information in this announcement is for background purposes only and does not purport to be full or complete. Neither MF nor any of its affiliates, accepts any responsibility or liability whatsoever for, or makes any representation or warranty, express or implied, as to this announcement, including the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of the announcement or its contents or otherwise arising in connection therewith. MF and its affiliates, accordingly disclaim all and any liability whether arising in tort, contract or otherwise which they might otherwise be found to have in respect of this announcement or its contents or otherwise arising in connection therewith.

Any indication in this announcement of the price at which the Ordinary Share have been bought or sold in the past cannot be relied upon as a guide to future performance. Persons needing advice should consult an independent financial adviser. No statement in this announcement is intended to be a profit forecast and no statement in this announcement should be interpreted to mean that earnings or target dividend per share of the Company for the current or future financial years would necessarily match or exceed the historical published earnings or dividends per share of the Company.

Neither the content of the Company's website (or any other website) nor the content of any website accessible from hyperlinks on the Company's website (or any other website) is incorporated into or forms part of this announcement. The Ordinary Shares to be issued or sold pursuant to the Retail Offer will not be admitted to trading on any stock exchange other than the London Stock Exchange.

Zeus Capital, which is authorised and regulated by the FCA in the United Kingdom, is acting Nominated Adviser to the Company in connection with the Retail Offer. Zeus Capital has not authorised the contents of, or any part of, this announcement, and no liability whatsoever is accepted by Zeus Capital for the accuracy of any information or opinions contained in this announcement or for the omission of any material information. The responsibilities of Zeus Capital as the Company's Nominated Adviser under the Market Rules for Companies and the Market Rules for Nominated Advisers are owed solely to London Stock Exchange plc and are not owed to the Company or to any director or shareholder of the Company or any other person, in respect of its decision to acquire shares in the capital of the Company in reliance on any part of this announcement, or otherwise.

UK Product Governance Requirements

Solely for the purposes of the product governance requirements of Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (the "UK MiFIR Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the UK MiFIR Product Governance Requirements) may otherwise have with respect thereto, the Retail Offer Shares have been subject to a product approval process, which has determined that the Retail Offer 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 paragraphs 3.5 and 3.6 of COBS; and (ii) eligible for distribution through all permitted distribution channels (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Retail Offer Shares may decline and investors could lose all or part of their investment; the Retail Offer Shares offer no guaranteed income and no capital protection; and an investment in the Retail Offer 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 any contractual, legal or regulatory selling restrictions in relation to the Retail Offer.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of Chapters 9A or 10A respectively of COBS; 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 the Retail Offer Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Retail Offer Shares and determining appropriate distribution channels

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