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## **FOR IMMEDIATE RELEASE**

18 May 2026

London, UK

### **Nomad Compute PLC**

("Nomad" or "the Company")

## **Results of Conditional Placing to Raise Gross Proceeds of £3.124M**

### **Capital reorganisation**

### **Notice of General Meeting**

### **Changes in Board Composition**

### **Change of Corporate Adviser**

Nomad Compute PLC (AQSE:NMD), is pleased to announce that it has conditionally raised gross proceeds of £3.124 million pursuant to a placing arranged and led by Fortified Securities ("Placing") at a price of 0.125p per new Ordinary Share ("Placing Price"). The Placing is conditional on the passing of the Resolutions at the General Meeting (as described below).

### **Placing**

The Placing Price represents a discount of 58.3% to the closing mid-market price of 0.3p per Ordinary Share on 15 May 2026 (being the last practicable date prior to the announcement of the Placing). Following approval of the Resolutions, the Company will issue 2,499,452,000 new Ordinary Shares ("Placing Shares") pursuant to the Placing.

Application will be made for the Placing Shares to be admitted to trading on the Aquis Stock Exchange ("Admission"). Subject to the passing of the Resolutions, Admission is expected on 8 June 2026.

### **Use of Proceeds**

The net proceeds of the Placing will be applied towards funding the Company's newly announced strategy of developing and operating modular, containerised edge AI compute infrastructure for global enterprise and sovereign markets. The Company's primary focus will be on hiring a senior technical team, securing OEM hardware allocations and developing its first proof of concept deployment. The Placing will also provide the Company with additional working capital runway.

## **Posting of Shareholder Circular and General Meeting**

The Placing is conditional upon, inter alia, the passing of the Resolutions to be proposed at a general meeting to be held at 10 a.m. on 5 June 2026 at Fladgate LLP, 16 Great Queen Street, London WC2B 5DG.

A circular containing the Notice of the General Meeting is expected to be published and despatched to Shareholders shortly ("Circular"). The Company will make a further announcement to confirm the posting of the Circular. Following publication, the Circular will be available on the Company's website at [nomadcompute.com](http://nomadcompute.com).

### ***The Resolutions must be passed by Shareholders at the General Meeting in order for the Fundraising to proceed.***

Shareholders wishing to ask any questions in relation to the Resolutions are encouraged to contact the Company prior to the General Meeting by email to [investors@nomadcompute.com](mailto:investors@nomadcompute.com), using the subject line "GM Question".

## **Capital reorganisation**

Under the Companies Act 2006, a company must not issue shares at a price lower than their nominal value. As the Placing Price is 0.125p per share, the Directors have determined that it is appropriate to reduce the nominal value of each Ordinary Share from £0.01 (one penny) to £0.0001 (one hundredth of a penny) ("Subdivision").

The Subdivision is subject to approval by an ordinary resolution of the Shareholders of the Company at the General Meeting. Pursuant to the Subdivision, each existing Ordinary Share of £0.01 ("Existing Ordinary Share") will be subdivided into one new ordinary share of £0.0001 ("New Ordinary Share") and one deferred share of £0.0099 ("Deferred Share").

The Deferred Shares will have no dividend or voting rights and, upon a return of capital, will confer only the right to receive the amount paid up on them after the holders of ordinary shares in the capital of the Company have received the aggregate amount paid up on such ordinary shares plus £100,000 per ordinary share. No certificates will be issued for the Deferred Shares and CREST accounts will not be credited with Deferred Shares. The Deferred Shares will not be admitted to trading on any exchange.

## **Dealings and settlement**

As the Placing is conditional upon the Resolutions, the Company will provide a further announcement confirming the date on which transfers of Existing Ordinary Shares held in certificated form and transfers of uncertificated holdings of Existing Ordinary Shares will be disabled pending completion of the General Meeting.

It is intended that new share certificates will be sent to Shareholders, who hold their shares in certificated form, following Admission. These new share certificates will replace existing share certificates. Definitive certificates for the New Ordinary Shares to be issued in certificated form are expected to be dispatched by post no later than five (5) trading days after passing of the Resolutions. Temporary documents of title will not be issued. Pending despatch of definitive share certificates, transfers of New Ordinary Shares held in certificated form will be certified against the register held by the Company's registrars.

Shareholders who hold their Existing Ordinary Shares in uncertificated form are expected to have their CREST accounts credited with the New Ordinary Shares as soon as possible after 8:00 a.m. on the day of Admission.

The Company will announce details of the new ISIN and SEDOL for the New Ordinary Shares in due course.

### **Changes in Board Composition**

The Company announces that Barry Cushley is stepping down as Chairman of the Board with immediate effect.

Furthermore, the Company is pleased to announce that Jonathan Bixby has been appointed as Executive Chairman of the Board. The appointment will take effect immediately. In this capacity, Mr. Bixby is expected to lead the Company's strategic repositioning as announced on 30 April 2026.

Additionally, Paul Kennedy is stepping down as Chief Executive Officer of the Company with immediate effect but will remain on the Board as an independent non-executive director.

### **Change of Corporate Adviser**

The Company also announces that Alfred Henry Corporate Finance Limited has been appointed as the Company's Aquis Corporate Adviser with immediate effect. First Sentinel have participated in the Placing and have elected to terminate their engagement to avoid any potential conflicts of interest.

### **Further issue of New Ordinary Shares and Warrants**

Both Fortified Securities and First Sentinel have participated in the Placing.

As part of the Placing, the Company's broker, Fortified Securities, will be issued with 200,000,000 warrants over New Ordinary Shares, exercisable at the Placing Price per New Ordinary Share, exercisable for a period of 36 months from the date of issue ("Broker Warrants"). The issue of Broker Warrants is conditional on the successful completion of the Placing. As part of its fee, Fortified Securities has agreed to receive its broker related commission in New Ordinary Shares at the Placing Price for services provided.

Additionally, Jonathan Bixby will be issued with 523,284,760 warrants over New Ordinary Shares, with a nil exercise price, exercisable for a period of 36 months from the date of issue ("Warrants"). These Warrants will vest in thirds, six, 12 and 18 months from Admission, subject to earlier vesting for each third if certain share price performance targets are met. The Company will pay Jonathan Bixby a cash bonus equal to the amount of the nominal value of the Ordinary Shares that are subject to the Warrant exercise, in order for the nominal value of those shares to be paid up in full.

Following the issue of the Broker Warrants and Warrants, the Company will have a total of 724,299,186 warrants in issue.

### **Related party transaction**

Marc Dixon, Paul Kennedy and Barry Cushley are Directors and creditors of the Company and have participated in the Placing. Of the Placing, an aggregate of £419,315 is by director participation, being £25,000 from Marc Dixon, £4,500 from Paul Kennedy and £121,500 from Barry Cushley. Accordingly, Marc Dixon, Paul Kennedy and Barry Cushley will be issued (or as they direct) 20,000,000, 3,600,000 and 97,200,000 New Ordinary Shares, respectively.

The Directors' participation in the Placing and the proposed issue of the Warrants to Jonathan Bixby, Executive Chairman of the Board, constitute related party transactions for the purposes of Rule 4.6 of the AQSE Growth Market Access Rulebook.

The Directors of the Company, with the exception of Marc Dixon and Paul Kennedy, in relation to the Directors' participation in the Placing and Jonathan Bixby in relation to the issue of Warrants to him, confirm that, having exercised reasonable care, skill and diligence, the terms of the transactions are fair and reasonable insofar as the Shareholders of the Company are concerned.

PDMR notifications in respect of the participation in the Placing and Warrants will be made, as required, upon completion of the respective transactions.

### **Recommendation**

**The Directors consider the Placing to be in the best interests of the Company and its Shareholders as a whole and, accordingly, unanimously recommend Shareholders to vote in favour of the Resolutions to be proposed at the General Meeting.**

**The Placing is conditional, amongst other things, upon the passing of the Resolutions at the General Meeting. Shareholders should be aware that, if the Resolutions are not passed at the General Meeting, then the Placing will not proceed.**

For further information, please contact:

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### **About Nomad Compute PLC**

Headquartered in London, Nomad Compute PLC is a publicly listed company trading on the Aquis Stock Exchange Growth Market under the ticker NMD. The Company intends to develop and operate modular, containerised edge AI compute infrastructure for global enterprise and sovereign markets.

