



## Rapid Nutrition Secures €5 Million Cornerstone Investment to Accelerate Global Expansion

*Long-term investment underscores confidence in Rapid Nutrition's growth strategy.*

**London, United Kingdom – 5 January, 2026** – [Rapid Nutrition PLC](#) (Euronext Growth: [ALRPD](#)), a global HealthTech and wellness company, today announced a long-term cornerstone investment, marking a pivotal milestone in its growth and capital markets journey.

The €5 million investment will be deployed to accelerate the Company's international expansion while scaling its omni-channel footprint across Australia, the United States, China and other key markets.

This investment underpins Rapid Nutrition's hybrid growth strategy - expanding its evidence-based product portfolio organically while broadening distribution channels to diversify revenues and accelerate scale.

The Company believes that the presence of a cornerstone investor provides both stability and validation for its strategy, offering a strong foundation to strengthen its market position and create additional revenue streams. Its strategic buy-and-build approach is expected to enhance shareholder value while diversifying operations across key growth markets.

Simon St Ledger, Managing Director of Rapid Nutrition, said:

"This represents an important milestone for Rapid Nutrition. Welcoming a long-term cornerstone investor strengthens our financial foundation and strategic alignment. By combining organic growth with targeted distribution expansion, we're well positioned to accelerate into new markets and deliver sustainable value for all stakeholders."

In conjunction with the cornerstone investment, the Board of Rapid Nutrition PLC has approved the consolidation of the Company's existing ordinary shares on a 1,000:1 basis, in line with the authority granted by shareholders at the General Meeting held on 23 October 2025. The consolidation is being implemented to support regulatory compliance and to align the Company's share structure with the economic and pricing framework of the investment.

The share consolidation will not affect shareholders' proportional ownership, voting rights, or dividend entitlements. Fractional entitlements will be managed in accordance with the authority granted by shareholders. The Company will now complete the required administrative steps with Euronext Growth Paris and will issue a further announcement confirming the effective date once finalised.

The investment reflects growing institutional interest in Rapid Nutrition's evidence-based approach to health and wellness. With an expanding international footprint and an innovative product pipeline, the Company is well-positioned to execute on its hybrid growth strategy while continuing to meet evolving consumer demand for science-backed nutrition and wellness solutions.

### **About Rapid Nutrition**

Rapid Nutrition PLC is a global HealthTech company advancing wellness through evidence-based, personalized nutrition solutions. By leveraging artificial intelligence, advanced technologies, and clinical research, the company delivers products and programs designed to optimize nutrition, improve health outcomes, and promote sustainable, healthier lifestyles worldwide.

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## Disclosures

### Investment Structure and Key Terms

The cornerstone investment will be executed through a Pre-Paid Warrant Financing, providing Rapid Nutrition with up to €5.0 million in immediate, non-debt funding to support its next phase of expansion. The financing mechanism structure is as follows:

**Completion of Core Financing:** Investors have subscribed for Pre-Paid Warrants (PPWs) representing up to €5 million in total funding.

**Warrants:** Each PPWs investor will receive three fully transferable cash warrants — two “A Warrants” exercisable at €1.00 per share and one “B Warrant” exercisable at €2.00 per share, both with a 2-years life from grant. If all A and B Warrants are exercised in full, the Company could receive up to an additional €27.6 million in gross proceeds, providing further growth-capital potential.

### Conversion and Share Terms:

The PPWs shall be exercisable at the “Subscription Price” (the subscription price shall be determined by a conversion price linked to a fixed market valuation of €1,187,335 (a) unconsolidated and undiluted price as at today of €0.0025 or (b) per the closing conditions a fixed consolidated subscription price of €1 convertible at a market valuation equal to €1 per Pre-Paid Warrant for the duration of the “PPWs Subscription Period”, which shall be the earlier of (a) 5-years from date of grant or (b) effective conversion to ordinary shares of the issuer; and the three Warrants for which the two A Warrants shall be exercisable at the Subscription Price per Warrant and one B Warrant at an exercise price equal to a 100% premium to the subscription price for the duration of the Cash Warrants Subscription Period which shall reflect a life to expiry of 2-years from the date for which the Pre-Paid Warrants are granted to the subscriber. For the avoidance of doubt, the PPWs are exercisable for a period of up to five (5) years from the date of grant, whereas the associated A and B Warrants are exercisable for a period of two (2) years from the date of grant.

**Governance and Regulatory Safeguards:** All participating investors are accredited or qualified investors under applicable laws. All investors have confirmed compliance with relevant securities regulations and corporate governance requirements, ensuring that no single investor or group acting in concert will obtain a controlling interest without appropriate board and shareholder approval.

**Consultancy and Fees:** Upon successful completion of the €5.0 million subscription, the Blackstone Mercantile Group (“BMG”) will receive a 7.5% success fee (€375,000), to be settled through the issuance of PPWs and accompanying Warrants. In addition, BMG will enter into a 12-month corporate consultancy agreement with Rapid Nutrition to support the Company as a strategic partner and lead investor. This consultancy will be remunerated through the issuance of 275,000 PPWs, aligning compensation with long-term Company performance.

BMG will also be eligible for a performance-related cash bonus of 10% of any gross proceeds actually received by the Company from the full exercise of all attached PPWs and Warrants. This contingent bonus is only payable if 100% of both A and B Warrants are exercised, directly linking future compensation to additional capital generation.

In addition, the Company has entered a standstill agreement with BMG whereby the Company will not issue any equity outside of the PPW Financing for a period of the earlier of (a) 18-months from the date of closing or (b) by mutual consent of the Company and BMG.

**Use of Proceeds:** Funds will be directed toward supporting Rapid Nutrition's ongoing international expansion and hybrid growth strategy, combining organic development of its evidence-based nutrition portfolio with selective strategic initiatives that complement and enhance its existing model. The investment will also support omni-channel marketing and distribution initiatives and further advance research and development across the portfolio.

**Capitalisation, Investment Structure and Potential Dilution:** The table below summarises the Company's share capital and potential dilution arising from the cornerstone investment on a post-consolidation basis (1:1000), which represents the economic and pricing basis of the investment. Pre-consolidation figures are shown for reference only.

Description	Post-Consolidation Shares	Pre-Consolidation (Reference)	Cash Proceeds (€)
<b>Existing issued share capital (pre-financing)</b>	<b>474,934</b>	474,933,967	—
<b>Pre-Paid Warrants (PPWs) – investor subscription</b>	5,000,000	5,000,000,000	5,000,000
<b>A Warrants (€1.00 exercise price)</b>	10,000,000	10,000,000,000	10,000,000
<b>B Warrants (€2.00 exercise price)</b>	5,000,000	5,000,000,000	10,000,000
<b>Investor subtotal</b>	<b>20,000,000</b>	<b>20,000,000,000</b>	<b>25,000,000</b>
<b>BMG fee PPWs (non-cash)</b>	650,000	650,000,000	—
<b>Fee-related warrant conversions</b>	1,950,000	1,950,000,000	2,600,000
<b>Fee subtotal</b>	<b>2,600,000</b>	<b>2,600,000,000</b>	<b>2,600,000</b>
<b>Total new shares (fully diluted)</b>	<b>22,600,000</b>	<b>22,600,000,000</b>	<b>27,600,000</b>
<b>Total issued shares including existing</b>	<b>23,074,934</b>	<b>23,074,933,967</b>	<b>27,600,000</b>

**Reporting:** No further announcements on drawdowns, tranches, or individual conversions are expected unless required under the Market Abuse Regulation, or if material variations occur, other than any public announcements made by Euronext in connection with new corporate actions such as capital increases arising from this agreement, or disclosures within the Company's regular financial reports.

## Disclaimer

This announcement contains forward-looking statements, including statements regarding the Company's expectations, intentions, plans, beliefs or forecasts. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or developments to differ materially from those expressed or implied by such

statements. These forward-looking statements are based on assumptions and assessments made by the Company in light of its experience and perception of historical trends, current conditions and expected future developments. Forward-looking statements speak only as at the date of this announcement.

Except as required by applicable law or regulation, Rapid Nutrition PLC undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Forward-looking statements are provided for illustrative purposes only and are not guarantees of future performance.

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The distribution of this announcement may be restricted by law in certain jurisdictions. Persons into whose possession this announcement comes are required to inform themselves about, and to observe, any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

Rapid Nutrition PLC has engaged Fairfax Partners Inc., based in Vancouver, British Columbia, to provide investor relations and communications services. The service agreement has an initial term of three months commencing January 1, 2026. In consideration for the services, the Company will pay Fairfax Partners a monthly cash fee of €50,000 plus applicable taxes. Fairfax Partners is an independent third-party service provider. Neither Fairfax Partners nor its principals hold, directly or indirectly, any interest in the securities of the Company.