

## **Provexis PLC (Provexis")**

### **Completion of £25 million Equity Financing Facility**

Provexis plc (PXS.L), which focuses on the discovery, development and licensing of scientifically-proven functional food, medical food and dietary supplement technologies, is pleased to announce that it has secured a 3 year Equity Financing Facility of up to £25m (the "EFF") with Evolution Securities Limited ("Evolution"). The EFF has been arranged by Darwin Strategic Limited ("Darwin"), an appointed representative of Evolution.

#### **Terms of the EFF**

The EFF agreement, which is dated 30 March 2010, provides Provexis with a facility which (subject to certain limited restrictions) can be drawn down at any time over the next 3 years. The timing and amount of any draw down is at the discretion of Provexis. Provexis is under no obligation to make a draw down and may make as many draw downs as its wishes, up to the total value of the EFF, by way of issuing subscription notices to Evolution. Following delivery of a subscription notice, Evolution will subscribe and Provexis will allot to Evolution new ordinary shares of 0.1p each ("Ordinary Shares").

The subscription price for any Ordinary Shares to be subscribed by Evolution under a subscription notice will be at a 7.5% discount to an agreed reference price determined during 5, 10 or 15 trading days following delivery of a subscription notice (the "Pricing Period"). The length of the Pricing Period is at the discretion of Provexis and is set at each relevant subscription notice. Provexis is also obliged to specify in each subscription notice a minimum price below which Ordinary Shares will not be issued.

The maximum number of Ordinary Shares which may be issued under any individual subscription notice will primarily be determined by reference to the average daily trading volume of Provexis' ordinary shares over the 15 trading days preceding the issue of the relevant subscription notice, although this may be reduced in certain circumstances, including where the minimum price is not maintained. There is also an over-allotment facility available to Provexis, under which (and subject to the agreement of Evolution) Provexis may, at anytime before the issue of the new Ordinary Shares pursuant to a particular draw-down, increase the amount of the draw-down by up to the aggregate undrawn amount under the EFF.

Any subscription notice which Provexis may issue will only be valid to the extent that it has the requisite shareholder authority to issue the maximum number of Ordinary Shares that Evolution may be required to subscribe under the relevant subscription notice. On any single draw-down, Ordinary Shares will not be issued to Evolution to the extent that this would equate to more than 25% of the enlarged issued ordinary share capital of the Company.

Evolution or the Company may terminate the EFF in specified circumstances. The issue of subscription notices is subject to specified pre-conditions. The Company has provided warranties and indemnities to Evolution and affiliated persons. If the aggregate price paid for the Ordinary Shares allotted under the EFF by the second anniversary of the EFF is not equal to or more than five million pounds (subject to certain exceptions), or if the EFF is terminated by Evolution in certain circumstances, then the Company will be required to pay a fee to Evolution amounting to 1% of the value of the facility in cash or by an issue of fully paid ordinary shares at the company's discretion. In consideration of Evolution agreeing to provide the EFF the Company has entered into a warrant agreement dated 30 March 2010 for the grant to Evolution of warrants to subscribe for up to ten million Ordinary Shares, such warrants to be exercisable at a price of 20 pence per share and to be exercisable at any time prior to the expiry of 36 months following the date of the warrant agreement.

**Stephen Moon, CEO of Provexis, commented:**

“We are extremely pleased to be announcing the EFF. As set out in today’s pre-close statement, the Company has sufficient capital to finance the commercialisation of Fruitflow® and to develop its existing technology pipeline of functional and medical food technologies. The EFF however provides the Board with the financial flexibility to accelerate the development of current technologies and/or acquire new technology opportunities. The Board believes this flexibility is vital as the business enters this important phase in its development. We are delighted to partner with Darwin Strategic, who have demonstrated their commitment to the future of the company with this facility.”

**About Darwin Strategic:**

Darwin Strategic, a majority owned subsidiary of The Evolution Group, provides funding solutions for UK listed PLCs, including Equity Financing Facilities. Darwin Strategic has extensive experience in both corporate finance and secondary market trading, and offers bespoke funding solutions for companies beyond traditional debt and equity funding.

31 March 2010

**Enquiries:**

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