Update, Equity Issue and PDMR Notification

GENFLOW BIOSCIENCES PLC

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Genflow Biosciences PLC

09 October 2025

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9 October 2025

Genflow Biosciences Plc

Termination of Initial Transaction, Subscription of New Ordinary Shares, Warrant Issue and PDMR Dealings

Genflow Biosciences Plc (LSE:GENF) (OTCQB:GENFF) ("Genflow" or "the Company"), announces that its board of directors has taken the decision to terminate, and not to proceed with, the subscription announced by the Company on 2 October 2025 (the "Initial Transaction"). Please see Issue of Equity - Correction - 12:37:10 02 Oct 2025 - GENF News article | London Stock Exchange.

In the alternative, it has raised gross proceeds of £440,000 (before expenses) via an allotment to Eric Leire of 40,000,000 new ordinary shares of £0.0003 each ("New Ordinary Shares") at an issue price of 1.1 pence (being the closing bid price as at close of business on 8 October 2025) (the "Issue Price") (the "Alternative Transaction").

The Board has taken this decision on the basis that the Alternative Transaction is more favourable to, and less dilutive for, shareholders than the Initial Transaction.

Issuance of the New Ordinary Shares

The Company continues to be unable to issue and admit the New Ordinary Shares without either the publication of a prospectus approved by the Financial Conduct Authority ("FCA") or relying upon an exemption to the requirement to issue a prospectus.

Consequentially, the Alternative Transaction involves a subscription by Eric Leire, CEO and director of the Company, for the New Ordinary Shares at the Issue Price pursuant to the employee offer exemption under Article 1(4)(i) and 1(5) (h) of the UK Prospectus Regulation.

Following allotment of the New Ordinary Shares, Eric Leire has agreed to direct the issue of 35,454,546 of such New Ordinary Shares to a consortium of existing shareholders (the "Purchasers"). Eric Leire will be issued the remaining 4,545,454 New Ordinary Shares.

Warrants

Concurrent with the purchase of the New Ordinary Shares, the Purchasers and Eric Leire will receive warrants from the Company on a one-for-one basis. These warrants will be exercisable for a period of 24 months at an exercise price of 1.2 pence ("Exercise Price"), subject to adjustment in certain circumstances as set out in the warrant instrument.

Total Voting Rights

Application will be made for the 40,000,000 New Ordinary Shares, which will rank pari passu in all respects with the existing Ordinary Shares of the Company, to be admitted to the FCA official list and to trading on the equity shares (transition) category of the Official List maintained by the FCA and to trading on the main market for listed securities of the LSE, which is expected to occur on or around 8.00 a.m. on 16 October 2025 (the "Admission").

Upon Admission, the total number of issued shares and the total number of voting rights in the Company will be 493,547,942.

The above figure of 493,547,942 should be used by shareholders in the Company as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the share capital of the Company under the FCA's Disclosure Guidance and Transparency Rules.

Dr. Eric Leire, CEO of Genflow, commented: "We would like to express our sincere gratitude to our historical shareholders for their continued confidence and commitment to Genflow's vision. Their ongoing support reflects a shared belief in our mission. With this additional capital, Genflow is able to deliver on our near-term objectives."

UK Market Abuse Regulation (UK MAR) Disclosure

Certain information contained in this announcement would have been inside information for the purposes of Article 7 of Regulation No 596/2014 (as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018) until the release of this announcement. The person responsible for arranging for the release of this announcement on behalf of Genflow Biosciences is Eric Leire, Chief Executive Officer.

Notification of transactions of directors, persons discharging managerial responsibilities or connected persons

1.	**Details of the person discharging managerial responsibilities / person closely associated**	
a)	**Name**	Eric Leire
2.	**Reason for the Notification**	
a)	**Position/status**	PDMR
b)	**Initial notification / Amendment**	Initial notification
3.	**Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor**	
a)	**Name**	Genflow Biosciences plc
b)	**LEI**	213800HVOFXRXVEGDN62
4.	**Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted**	
a)	**Description of the Financial instrument, type of instrument** **Identification Code**	Ordinary Shares of £0.0003 GB00BP2C3V08
b)	**Nature of the transaction**	Off Market Allotment and Subscription
c)	**Price(s) and volume(s)**	Price(s) | Volume(s)

		1.1 pence per Ordinary Share	40,000,000 Ordinary Shares	
d)	**Aggregated information:** **Aggregated volume** **Price**	 40,000,000 Ordinary Shares 1.1 pence per Ordinary Share		
e)	**Dates of the transaction**	8 October 2025		
f)	**Place of the transactions**	London		

Contacts

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About Genflow Biosciences

Founded in 2020, Genflow Biosciences Plc. (LSE:GENF) (OTCQB:GENFF), a biotechnology company headquartered in the UK with R&D facilities in Belgium, is pioneering gene therapies to decelerate the aging process, with the goal of promoting longer and healthier lives while mitigating the financial, emotional, and social impacts of a fast-growing aging global population. Genflow's lead compound, GF-1002, works through the delivery of a centenarian variant of the SIRT6 gene which has yielded promising preclinical results. Genflow's 12-month proof-of-concept clinical trial evaluating their SIRT6-centenarian gene therapy in aged dogs began in March 2025. Other programs planned include a clinical trial that will explore the potential benefits of GF-1002 in treating MASH (Metabolic Dysfunction-Associated Steatohepatitis), the most prevalent chronic liver disease for which there is no effective treatments. Please visit www.genflowbio.com and follow the Company on LinkedIn and X.

DISCLAIMER

The contents of this announcement have been prepared by, and are the sole responsibility of, the Company.

This announcement may contain forward-looking statements. The forward-looking statements include, but are not limited to, statements regarding the Company's or the Directors' expectations, hopes, beliefs, intentions or strategies regarding the future. In addition, any statement that refers to projections, forecasts or other characterisations of future events or circumstances, including any underlying assumptions, is a forward-looking statement. The words "anticipate", "believe", "continue", "could", "estimate", "expect", "intend", "may", "might", "plan", "possible", "potential", "predict", "project", "seek", "should", "would" and similar expressions, or in each case their negatives, may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking.

Forward-looking statements include all matters that are not historical facts. Forward-looking statements are based on the current expectations and assumptions regarding the Company, the business, the economy and other future conditions. Because forward-looking statements relate to the future, by their nature, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. Forward-looking statements are not guarantees of future performance and the Company's actual financial condition, actual results of operations and financial performance, and the development of the industries in which it operates or will operate, may differ materially from those made in or suggested by the forward-looking statements contained in this announcement. In addition, even if the Company's financial condition, results of operations and the development of the industries in which it operates or will operate, are consistent with the forward-looking statements contained in this announcement, those results or developments may not be indicative of financial condition, results of operations or developments in subsequent periods. Important factors that could cause actual results to differ materially from those in the forward-looking statements include regional, national or global, political, economic, social, business, technological, competitive, market and regulatory conditions.

Any forward-looking statement contained in this announcement applies only as of the date of this announcement and is expressly qualified in its entirety by these cautionary statements. Factors or events that could cause the Company's actual plans or results to differ may emerge from time to time, and it is not possible for the Company to predict all of them. The Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this announcement to reflect any change in its expectations or any change in events, conditions or circumstances on which any forward-looking statement contained in this announcement is based, unless required to do so by applicable law, the Prospectus Regulation Rules, the Listing Rules, the Disclosure Guidance and Transparency Rules of the FCA or the UK Market Abuse Regulation.

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