

9 April 2025

## **Tialis Essential IT Plc**

(“Tialis” or the “Company”)

### **Creation of New Subsidiary, Director Dealings and Issue of Equity**

**Tialis (AIM: TIA)**, the mid-market IT Managed Services provider, announces that the Company intends to create a new subsidiary to house its consultancy operations. Initially led by Andy Mills and Ian Smith, AI Auxesis Limited (the “Subsidiary”), will be redefining the future of business growth by combining practical strategic consulting with investment. We will partner with early-stage organisations and visionary founders to accelerate innovation, scale intelligent solutions, and unlock long-term value.

Our dual approach gives us a unique edge, bridging the gap between investment and execution. We work closely with companies in AI and automation to identify transformative opportunities, offering tailored guidance backed by real capital support. Whether streamlining operations, deploying intelligent systems, or scaling cutting-edge startups, we bring both the expertise and the resources to drive meaningful impact.

Both Andy Mills and Ian Smith have been involved in numerous successful start-ups and scale plays across the last 21 years together.

Andy Mills said: “We have a healthy pipeline of consulting and investing opportunities and are delighted to be working with Tialis to bring this new business to market, we see us scaling this business over the next five years to a considerable size”.

The creation of the Subsidiary requires an upfront investment of £250,000 that will be used to fund its first consulting project which will then immediately start generating revenue and be profitable from day one. This investment will be 50% funded by the Company and the remaining 50% funded by direct contributions of £62,500 made into the Subsidiary by both Ian Smith, Executive Director of the Company, and Andy Mills, in exchange for 25% of the shares each in the Subsidiary. As non-corporate shareholders, both Ian and Andy will be entitled to a 10% per shareholder uncapped profit share on any capital gain in the underlying investment in the Subsidiary (the “Profit Share”).

The Company will contribute £125,000 to the Subsidiary.

#### **Issue of Equity**

In order to meet this contribution to the Subsidiary, the Company is conducting a direct subscription in the Company’s ordinary shares at the mid-market closing price on 8 April 2025 of 60 pence per share (the “Subscription Shares”), which it will then pass on to the Subsidiary. In total the Company is issuing 208,333 Subscription Shares for cash for a total of approximately £125,000 (the “Subscription”).

The subscribers to this fundraise will be Ian and Andy in equal proportion to each other at 50% each in return for their respective 25% holdings in the Subsidiary.

#### **Related Party Transaction**

Ian Smith by virtue of being a director and significant shareholder of the Company, is considered to be a related party of the Company.

As above, Ian has subscribed for 104,166 Ordinary Shares of 1p each in the Company (“Ordinary Shares”) through his Self-Invested Personal Pension (“SIPP”) at a price of 60p per Ordinary Share.

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Both Ian Smith's participation in the Profit Share and the Subscription constitute related party transactions for the purposes of Rule 13 of the AIM Rules for Companies (together, the "Related Party Transactions").

The Directors of the Company (other than Ian Smith) consider, having consulted with Cavendish Capital Markets Limited, the Company's Nominated Adviser, that the terms of the Related Party Transactions are fair and reasonable insofar as the Company's shareholders are concerned.

Following the above transactions, Mr Smith's beneficial interest in the Company is 647,166 Ordinary Shares, which represents 2.64% of the Company's issued ordinary share capital.

Ian is also the Chief Executive Officer and major shareholder of MXC Capital Limited ("MXC"). MXC's holding is 18,454,685 Ordinary Shares representing 75.22% of the Company's issued ordinary share capital. Ian and MXC hold in aggregate 19,101,851 Ordinary Shares, representing 77.86% of the Company's issued ordinary share capital.

### **Admission and Total Voting Rights**

Application will be made to the London Stock Exchange for the admission 208,333 Subscription Shares to trading on AIM ("Admission"). It is expected that Admission will become effective and dealings in the Subscription Shares will commence on or around 14 April 2025.

The subscription Shares will be issued fully paid and will rank *pari passu* in all respects with the Company's existing Ordinary Shares.

Following Admission, the total number of Ordinary Shares in the capital of the Company in issue will be 24,535,077. As the Company does not currently hold any Ordinary Shares in treasury, the total number of voting rights in the Company following Admission will be 24,535,077. This figure may be used by Shareholders, from Admission, as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change in their interest in, the share capital of the Company under the FCA's Disclosure and Transparency Rules.

Further details of the PDMR dealing are included below. This information has been provided in accordance with Article 5(1)(b) of the Market Abuse Regulation (EU) No 596/2014 which is part of UK law by virtue of the European Union (Withdrawal) Act 2018.

### **For more information, contact:**

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**NOTIFICATION AND PUBLIC DISCLOSURE OF TRANSACTIONS BY PERSONS DISCHARGING MANAGERIAL RESPONSIBILITIES AND PERSONS CLOSELY ASSOCIATED WITH THEM**

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<b>1</b>	<b>Details of the person discharging managerial responsibilities/person closely associated</b>		
a)	Name	Andrew Ian Smith	
<b>2</b>	<b>Reason for the notification</b>		
a)	Position/status	Director	
b)	Initial notification/ Amendment	Initial Notification	
<b>3</b>	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>		
a)	Name	Tialis Essential IT plc	
b)	LEI	213800HA4PK7BHINK929	
<b>4</b>	<b>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</b>		
a)	Description of the financial instrument, type of instrument  Identification code	Ordinary Shares of 1p each  GB00BN4M3M55	
b)	Nature of the transaction	Subscription for 104,166 ordinary shares	
c)	Price(s) and volume(s)	<b>Price(s)</b>	<b>Volume(s)</b>
		60 pence	104,166
d)	Aggregated information - Aggregated volume - Price	104,166 £62,499.60	
e)	Date of the transaction	9 April 2025	
f)	Place of the transaction	London, AIM	