

DPW Holdings Announces Pricing of \$6 Million Registered Offering

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NEWPORT BEACH, CA, May 15, 2018 (GLOBE NEWSWIRE) -- DPW Holdings, Inc. (NYSE American: DPW) ("**DPW**" or the "**Company**"), today announced that it has entered into definitive agreements for the sale of \$6 million of its common stock and warrants in a registered direct offering to new and existing institutional and accredited shareholders of the Company. Pursuant to the Securities Purchase Agreement entered into with the investors, the Company will issue, in the aggregate, 7,691,775 shares of Common Stock at a purchase price of \$0.78 per share. Investors will also receive five-year warrants to purchase shares of Common Stock at an exercise price of \$0.94 per share, of which warrants to purchase up to 1,922,944 shares shall be immediately exercisable and the balance of such warrants will not be exercisable until the 6-month anniversary of the closing date. The closing of the sale of the securities is expected to take place on or about May 17, 2018, subject to the satisfaction of customary closing conditions.

“This capital raise is strategic, providing both working capital and funding to execute our growth strategies including completing the acquisition of Enertec Systems.” said Milton “Todd” Ault, III, the Company’s CEO and Chairman.

The shares of Common Stock and such shares underlying the warrants are issuable pursuant to the Company’s registration statement filed with the Securities and Exchange Commission (File No. 333-222132), which became effective on January 11, 2018.

This press release does not constitute an offer to sell or the solicitation of an offer to buy, nor will there be any sales of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. A prospectus supplement relating to the shares of common stock will be filed by the Company with the SEC. When available, copies of the prospectus supplement, together with the accompanying prospectus, can be obtained at the SEC’s website at www.sec.gov.

The Company urges stockholders and others to read the current report on Form 8-K that will be issued later today regarding the transaction as provided at www.DPWHoldings.com and at www.sec.gov.

ABOUT DPW HOLDINGS, INC.

Headquartered in Newport Beach, CA, DPW Holdings, Inc., (www.DPWHoldings.com), is a diversified holding company a growth strategy of acquiring undervalued assets, disruptive technologies, sustainable solutions, and exciting ventures for incubation and development to their full potential for long-term growth and investor returns.

The Company through its wholly-owned subsidiary, Coolisys Technologies, Inc., is dedicated to providing world-class technology-based solutions for where innovation is the main driver for mission-critical applications and lifesaving services. Coolisys serves the defense, aerospace, naval, homeland security, medical, telecom, datacom, and industrial markets. Coolisys’ growth strategy targets core markets that are characterized by “high barriers to entry” and require specialized products and services that are not likely to be commoditized. Coolisys through its portfolio companies develops and manufactures cutting-edge products and power solutions utilizing its customized digital power management and resonant topology to achieve the highest efficient and

highest density power converters and inverters, specialized complex airborne high-frequency, radio frequency (RF), and microwave detector-log video amplifiers (DVLA), very high-frequency filters and naval power conversion and distribution equipment. Coolisys manages four entities including Digital Power Corporation, www.DigiPwr.com, a leading manufacturer of power electronics and technology based in Northern California, 1-877-634-0982; Digital Power Limited dba Gresham Power Ltd., www.GreshamPower.com, a designer and manufacturer of power distribution systems primarily for Naval use based in Salisbury, UK.; Microphase Corporation, www.MicroPhase.com, a designer and manufacturer of microwave electronic technology with its headquarters based in Shelton, CT, 1-203-866-8000; and Power-Plus Technical Distributors, www.Power-Plus.com, a value-added wholesale distributor based in Sonora, CA, 1-800-963-0066.

Digital Power Lending, LLC, www.DigitalPowerLending.com, a wholly owned subsidiary of the Company, is based in Fremont, CA, and is a California private lending company operating under Financial Lender's License #60-DBO77905 dedicated to strategically providing capital to small and middle size businesses for an equity interest in addition to loan fees and interest. Super Crypto Mining, Inc. www.SuperCryptoMining.com is a wholly-owned subsidiary of the Company, is based in Fremont CA that leverages its engineering expertise and existing locations to create crypto currency mining facilities across the globe. Super Crypto Mining, Inc. operates the branded division, Super Crypto Power, www.SuperCryptoPower.com. Excelo, LLC, www.Excelo.com, a wholly-owned subsidiary of the Company, is a national search firm specializing in fulfilling strategic executive, professional and hi-tech placements for businesses delivering world-class services. DPW Holdings, Inc.'s headquarters is located at 201 Shipyard Way, Suite E, Newport Beach, CA 92663; 1-877-634-0982. For Investor inquiries: IR@DPWHoldings.com or 1-888-753-2235.

Forward-Looking Statements

The foregoing release contains "forward looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including statements regarding the acquisition and the ability to consummate the acquisition. These forward-looking statements generally include statements that are predictive in nature and depend upon or refer to future events or conditions, and include words such as "believes," "plans," "anticipates," "projects," "estimates," "expects," "intends," "strategy," "future," "opportunity," "may," "will," "should," "could," "potential," or similar expressions. Statements that are not historical facts are forward-looking statements. Forward-looking statements are based on current beliefs and assumptions that are subject to risks and uncertainties. Forward-looking statements speak only as of the date they are made, and the Company undertakes no obligation to update any of them publicly in light of new information or future events. Actual results could differ materially from those contained in any forward-looking statement as a result of various factors. More information, including potential risk factors, that could affect the Company's business and financial results are included in the Company's filings with the U.S. Securities and Exchange Commission, including, but not limited to, the Company's Forms 10-K, 10-Q and 8-K. All filings are available at www.sec.gov and on the Company's website at www.DPWHoldings.com.

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Source: DPW Holdings, Inc.