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This document is an AIM admission document and has been drawn up in accordance with the AIM Rules for Companies. This document does not constitute a prospectus within the meaning of section 85 of FSMA, has not been drawn up in accordance with the Prospectus Rules and has not been approved by or filed with the Financial Conduct Authority. This document does not constitute an offer of transferable securities to the public within the meaning of FSMA or otherwise.

The Directors, whose names appear on page 7 of this document, and the Company, the registered office of which is set out on page 7 of this document, accept responsibility, collectively and individually, for the information contained in this document, including compliance with the AIM Rules for Companies. To the best of the knowledge of the Directors (having taken all reasonable care to ensure such is the case) the information contained in this document is in accordance with the facts and contains no omission likely to affect the import of such information.

Application will be made for the Entire Share Capital to be admitted to trading on AIM, a market operated by the London Stock Exchange. It is expected that Admission will become effective and that dealings in the Entire Share Capital will commence at 8.00 a.m. on 17 August 2018.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the UK Listing Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. Each AIM company is required pursuant to the AIM Rules for Companies to have a nominated adviser. The nominated adviser is required to make a declaration to the London Stock Exchange on Admission in the form set out in Schedule Two of the AIM Rules for Nominated Advisers. The London Stock Exchange has not itself examined or approved the contents of this document. The Ordinary Shares are not traded on any other market or Recognised Investment Exchange and save for the application for admission to AIM, no such applications have been made or will be made.

The whole of the text of this document should be read. You should be aware that an investment in the Company involves a high degree of risk and prospective investors should carefully consider the section entitled "Risk Factors" in Part III of this document, which sets out certain risk factors relating to any investment in Ordinary Shares.

VITESSE MEDIA PLC

(Incorporated in England and Wales under the Companies Act 1985 with registered no. 02607995)

**PROPOSED ACQUISITION OF THE TRADE AND ASSETS OF INVESTMENTNEWS
CONDITIONAL PLACING OF 23,306,875 NEW ORDINARY SHARES AT 80 PENCE PER SHARE
PROPOSED SHARE REORGANISATION
PROPOSED CHANGE OF NAME TO BONHILL GROUP PLC
ADMISSION OF THE ENTIRE SHARE CAPITAL TO TRADING ON AIM
AND
NOTICE OF GENERAL MEETING**



Nominated Adviser and Joint Broker



Joint Broker

The Placing Shares (and any Excess EIS/VCT Shares) will, on Admission, rank *pari passu* in all respects with the New Ordinary Shares arising pursuant to the Share Reorganisation, including the right to receive all dividends or other distributions declared, paid or made after Admission.

Stockdale Securities is authorised and regulated in the United Kingdom by the FCA and is advising the Company and no one else in connection with the Proposals (whether or not a recipient of this document), and is acting exclusively for the Company as nominated adviser and joint broker for the purpose of the AIM Rules for Companies. Stockdale Securities will not be responsible to any person other than the Company for providing the protections afforded to its customers, nor for providing advice in relation to the Placing and Admission or the contents of this document.

Canaccord Genuity is authorised and regulated in the United Kingdom by the FCA and is advising the Company and no one else in connection with the Proposals (whether or not a recipient of this document), and is acting exclusively for the Company as joint broker for the purpose of the AIM Rules for Companies. Canaccord Genuity will not be responsible to any person other than the Company for providing the protections afforded to its customers, nor for providing advice in relation to the Placing and Admission or the contents of this document.

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This document does not constitute an offer to buy or to subscribe for, or the solicitation of an offer to buy or subscribe for, Ordinary Shares in any jurisdiction in which such offer or solicitation is unlawful. In particular, the Ordinary Shares offered by this document have not been,

and will not be, registered under the United States Securities Act of 1933 as amended (the “**Securities Act**”) or qualified for sale under the laws of any state of the United States or under the applicable laws of any of Canada, Australia, South Africa or Japan and, subject to certain exceptions, may not be offered or sold in the United States or to, or for the account or benefit of, US persons (as such term is defined in Regulation S under the Securities Act) (“**US Person**”) or to any national, resident or citizen of Canada, Australia, South Africa or Japan. Neither this document nor any copy of it may be sent to or taken into the United States, Canada, Australia or Japan, nor may it be distributed directly or indirectly to any US Person or to any persons with addresses in Canada, Australia, South Africa or Japan (the “**Excluded Territories**”), or to any corporation, partnership or other entity created or organised under the laws thereof, or in any country outside England and Wales where such distribution may lead to a breach of any legal or regulatory requirement.

Copies of this document will be available free of charge to the public during normal business hours on any day (Saturdays, Sundays and public holidays excepted) at the offices of Stockdale Securities from the date of this document for the period ending one month after Admission and will also be available on the Company’s website. The information contained in this document has been prepared solely for the purposes of the Proposals and is not intended to inform or be relied upon by any subsequent purchasers of Ordinary Shares (whether on or off exchange) and accordingly no duty of care is accepted in relation to any such persons.

Set out at the end of this document is a Notice of General Meeting of the Company to be held at the offices of Dentons UK and Middle East LLP at One Fleet Place, London EC4M 7WS at 1.00 p.m. on 16 August 2018. A Form of Proxy for use at the General Meeting is enclosed. To be valid, Forms of Proxy should be completed and signed in accordance with the instructions printed thereon and returned as soon as possible and, in any event, so as to be received by the Company’s registrars, Share Registrars, by not later than 1.00 p.m. on 14 August 2018. Pursuant to Regulation 41 of the Uncertified Securities Regulations 2001, the time by which a Shareholder must be entered in the register of members in order to have the right to attend and vote at the meeting is 1.00 p.m. on 14 August 2018. Completion and return of a Form of Proxy will not preclude a member from attending and voting at the meeting should they so wish.

NOTICE TO OVERSEAS SHAREHOLDERS

The Placing Shares have not been and will not be registered or qualified under the relevant laws of any state, province or territory of the Excluded Territories and may not be offered or sold, resold, taken up, transferred, delivered or distributed, directly or indirectly, into or within any of the Excluded Territories except pursuant to an applicable exemption from such Excluded Territory’s registration or qualification requirements.

Subject to certain exceptions in compliance with the Securities Act and the rules promulgated thereunder or any applicable laws in the Excluded Territories, this document will not be published, released, or distributed, directly or indirectly; and must not be sent, in whole or in part: (i) in or into any Excluded Territory; (ii) to any person within the United States; or (iii) to any person in any jurisdiction where to do so might constitute a violation of local securities laws or regulation.

The Placing Shares have not been and will not be registered under the Securities Act or under any securities laws of any state or other jurisdiction of the United States. The Placing Shares may not be offered, sold, taken up, exercised, resold, transferred or delivered, directly or indirectly to or within the United States or to any US Person, except pursuant to an applicable exemption from, or a transaction not subject to, the registration requirements of the US Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. There will be no public offer in the United States.

The Placing Shares have not been approved or disapproved by the US Securities and Exchange Commission (the SEC), any state securities commission in the United States or any other US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Placing Shares or the accuracy or adequacy of this document. Any representation to the contrary is a criminal offence in the United States.

No action has been taken by the Company, Stockdale Securities or Canaccord Genuity that would permit an offer of the Placing Shares or possession or distribution of this document or any other offering or publicity material in any jurisdiction where action for that purpose is required, other than the United Kingdom. None of the Company, Stockdale Securities, Canaccord Genuity or any of their respective affiliates, directors, officers, employees or advisers is making any representation to any offeree, purchaser or acquirer of Placing Shares regarding the legality of an investment in the Placing Shares by such offeree, purchaser or acquirer under the laws applicable to such offeree, purchaser or acquirer. This document does not constitute an offer to sell the Placing Shares to any person in any jurisdiction. The Company reserves the right, in its sole and absolute discretion, to reject any subscription or purchase of the Placing Shares that the Company or its representatives believe may give rise to a breach or violation of any law, rule or regulation.

FORWARD LOOKING STATEMENTS

Certain statements contained herein constitute forward-looking statements. The forward-looking statements contained herein include statements about the expected effects of the Admission, the expected timing of the Admission and other statements other than in relation to historical facts. Forward-looking statements including, without limitation, statements typically containing words such as “intends”, “anticipates”, “targets”, “estimates”, “believes”, “should”, “plans”, “will”, “expects” and similar expressions or statements that are not historical facts are intended to identify those expressions or statements as forward-looking statements. The statements are based on the current expectations of Vitesse Media plc and are subject to uncertainty and changes in circumstances. By their nature, forward-looking statements involve risk and uncertainty and the factors described in the context of such forward-looking statements in this document could cause actual results and developments to differ materially from those expressed in or implied by such forward-looking statements. There are also a number of other factors that could cause actual results or developments to differ materially from those expressed or implied by such forward-looking statements. These factors include, but are not limited to, local and global political and economic conditions, interest rate fluctuations (including those from any potential credit rating decline) and legal or regulatory developments and changes. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements.

None of Vitesse Media plc, Stockdale Securities and Canaccord Genuity nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied by any forward-looking statements contained herein will actually occur. Other than in accordance with their legal or regulatory obligations (including under the AIM Rules, the Disclosure and Transparency Rules of the Financial Conduct Authority and the City Code on Takeovers and Mergers), none of Vitesse Media plc, Stockdale Securities and Canaccord Genuity is under any obligation, and each of them expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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KEY INFORMATION

The following information is extracted from, and should be read in conjunction with, the full text of this document. Investors should read the whole document and not rely solely on the information in this “Key Information” section or any other information summarised in this document.

Overview

The Company is an AIM quoted leading B2B media business specialising in Business Information, Live Events and Data & Insight across three business communities. It has announced that it has entered into a conditional agreement to acquire the trade and assets of InvestmentNews for a total consideration of \$27.1 million (approximately £20.7 million), subject to adjustment for normalised working capital. The Company has also announced that it is raising, in aggregate, approximately £18.6 million (before expenses) by way of a conditional placing of 23,306,875 New Ordinary Shares at 80 pence per share. The Acquisition constitutes a reverse takeover pursuant to Rule 14 of the AIM Rules for Companies and, as such, is subject to Shareholders’ approval at the General Meeting.

Since August 2017, the Company’s board of directors has undergone significant change and a new senior management team has been appointed. The Directors believe that the Company now has in place an experienced board of directors and senior management team of the necessary quality, skill and substantial expertise, together with the required strategy, processes, infrastructure and controls to build and maintain a business of significant scale.

The Company’s corporate strategy is to transition to long term, “must have”, recurring revenue streams through:

- building market leading brands within its chosen business communities;
- developing high value core propositions; and
- expanding beyond the UK and into large, or fast growing, international territories.

The Company’s chosen business communities, which are Technology, Financial Services and Diversity, share the following characteristics:

- significant scale;
- fast growing and rapidly innovating; and
- global coverage.

Proposed acquisition of InvestmentNews

InvestmentNews is one of the market leading Business Information and Data & Insight brands supporting the US financial adviser and wealth manager community. Since its launch in 1997 as a weekly publication, InvestmentNews has expanded the engagement with its community through the launch of an award-winning website, live events and research and data offerings. InvestmentNews is a US market leader among its peer group measured by the number of advertisement pages, size of digital audience, amount of website traffic and the number of paid subscribers and event attendees. InvestmentNews is a key information source for US based advisers, which consists of over 300,000 financial advisers, investment advisers, wealth managers, securities brokers, insurance, accounting, banking, law and other financial planning/investment professionals with over 150,000 weekly readers of its InvestmentNews publication, on average 545,000 unique monthly users, 1.6 million monthly page views of its InvestmentNews.com website and over 1,250 attendees annually to its live events. The business has 42 staff members and is headquartered in New York.

InvestmentNews has a number of attributes which the Board believes makes it a highly attractive acquisition target for the Company, namely:

- it is active in the significant US financial advisory and wealth management sector which the Directors believe has further potential for growth;
- it is a leading B2B media brand in that sector;
- it has existing high margin revenue streams;
- it has the potential to expand its Live Events and Data & Insight propositions;
- the business has been underinvested while having the potential for accelerated organic growth and accretive acquisitions; and
- it has an experienced management team.

Financing and use of proceeds

The Company is seeking to raise £18.6 million (gross). It will use the net proceeds of the Placing to:

- satisfy the initial cash element of the consideration and the transaction commitment fee payable to the Sellers for the Acquisition;
- enhance the Enlarged Group’s technology platform; and
- fund the working capital requirements of the Enlarged Group.

YOUR ATTENTION IS DRAWN TO THE RISK FACTORS SET OUT IN PART III OF THIS DOCUMENT

PLACING & ADMISSION STATISTICS

Placing Price per Placing Share	80p
Number of Existing Ordinary Shares in issue immediately prior to the Share Reorganisation ⁽¹⁾	172,061,640
Number of New Ordinary Shares of 1 pence each in issue after the Share Reorganisation	4,301,541
Number of Consideration Shares	3,815,338
Number of Placing Shares	23,306,875
Number of Excess EIS/VCT Shares	up to 900,000
Number of Adviser Shares	1,976,224
Number of New Ordinary Shares in issue immediately following Admission	33,399,978
Percentage of the Enlarged Share Capital represented by the Placing Shares	69.8%
Market capitalisation of the Company at the Placing Price at Admission ⁽²⁾	£26.72 million
Estimated net proceeds of the Placing receivable by the Company	£17.45 million
Existing AIM Ticker	VIS
New AIM Ticker ⁽³⁾	BONH
Existing ISIN for the Ordinary Shares	GB0006563406
New ISIN for the New Ordinary Shares (and any Excess EIS/VCT Shares)	GB00BFWYSS80
Website	www.vitessemedia.com
Website from Admission	www.bonhillplc.com

A US Dollar to Pounds Sterling exchange rate of \$1.3105/£1.00 has been applied throughout this document unless stated otherwise.

Notes:

- (1) This comprises the 172,061,632 Existing Ordinary Shares in issue as at the date of this document and the further 8 Existing Ordinary Shares to be issued prior to the Share Reorganisation.
- (2) This assumes that no Excess EIS/VCT Shares are issued.
- (3) The proposed new AIM Ticker shall become effective only if the Resolutions are passed at the General Meeting.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2018

Publication and posting of this document and the Forms of Proxy	31 July
Latest time and date for return of Forms of Proxy or CREST Proxy instructions for the General Meeting	1.00 p.m. on 14 August
General Meeting	1.00 p.m. on 16 August
Announcement of the result of the General Meeting	16 August
Record Date for the Share Reorganisation	close of business on 16 August
Issue of the EIS Placing Shares and the VCT Placing Shares (and any Excess EIS/VCT Shares)	16 August
Admission to trading on AIM of the Entire Share Capital, completion of the Acquisition, dealings in the Entire Share Capital commence and enablement in CREST	8.00 a.m. on 17 August
Despatch of definitive share certificates for Ordinary Shares (and any Excess EIS/VCT Shares) in certificated form (where applicable)	by 24 August

Notes:

- (1) References to times in this document are to London, UK time (unless otherwise stated).
- (2) The timing of the events in the above timetable and in this document is indicative only. If any of the above times and/or dates are adjusted by the Company, the revised times and/or dates will be notified to the London Stock Exchange by an announcement via an RIS and, where appropriate, to Shareholders.

DIRECTORS, SECRETARY AND ADVISERS

Directors	Nileshbhai (Neil) Jayantilal Sachdev, MBE <i>(Non-Executive Chairman)</i> Simon Leslie Stilwell <i>(Chief Executive Officer)</i> David Anthony Brown <i>(Group Finance Director)</i> Nicola (Niki) Jane Dowdall <i>(MD – Events and Marketing)</i> Anne Elizabeth Donoghue <i>(Non-Executive Director)</i> Fraser James Gray <i>(Non-Executive Director)</i>
Company Secretary	Louise Emily Park Vitesse Media plc 14 Bonhill Street London EC2A 4BX
Registered Office and Service Address of the Directors	Vitesse Media plc 14 Bonhill Street London EC2A 4BX
Nominated Adviser and Joint Broker	Stockdale Securities Limited 100 Wood Street London EC2V 7AN
Joint Broker	Canaccord Genuity Limited 88 Wood Street London EC2V 7QR
Legal Advisers to the Company	Dentons UK and Middle East LLP One Fleet Place London EC4M 7WS
Legal Advisers to the Nominated Adviser and Joint Brokers	Stephenson Harwood LLP 1 Finsbury Circus London EC2M 7SH
Auditors and Reporting Accountant to the Company	BDO LLP 55 Baker Street London W1U 7EU
Financial PR	Belvedere Communications Limited Enterprise House 1-2 Hatfields London SE1 9PG
Registrar and Receiving Agent	Share Registrars The Courtyard 17 West Street Farnham Surrey GU9 7DR

PART I

LETTER FROM THE CHAIRMAN OF VITESSE MEDIA PLC

(Incorporated in England and Wales under the Companies Act 1985 with registered no. 02607995)

Directors:

Nileshbhai (Neil) Sachdev MBE *(Non-Executive Chairman)*
Simon Stilwell *(Chief Executive Officer)*
David Brown *(Chief Financial Officer)*
Nicola (Niki) Dowdall *(MD – Events and Marketing)*
Anne Donoghue *(Non-Executive Director)*
Fraser Gray *(Non-Executive Director)*

Registered Office:

Vitesse Media plc
14 Bonhill Street
London
EC2A 4BX

To: Shareholders and, for information only, holders of options over Ordinary Shares

Dear Shareholder

31 July 2018

**PROPOSED ACQUISITION OF THE TRADE AND ASSETS OF INVESTMENTNEWS
CONDITIONAL PLACING OF 23,306,875 NEW ORDINARY SHARES
AT 80 PENCE PER SHARE
PROPOSED SHARE REORGANISATION
PROPOSED CHANGE OF NAME TO BONHILL GROUP PLC
ADMISSION OF THE ENTIRE SHARE CAPITAL TO TRADING ON AIM
AND
NOTICE OF GENERAL MEETING**

Introduction

Earlier today it was announced that the Company had entered into a conditional agreement to acquire the trade and assets of InvestmentNews for a total consideration of \$27.1 million (approximately £20.7 million), subject to adjustment for normalised working capital, of which \$23.1 million (approximately £17.6 million) will be satisfied in cash and \$4.0 million (approximately £3.1 million) will be satisfied by the issue of the Consideration Shares.

Of the cash consideration payable in respect of the Acquisition, \$17.1 million (approximately £13.1 million) is payable on Completion with the Deferred Consideration of \$6.0 million (approximately £4.6 million) to be paid over a 35 month period from 31 October 2018 pursuant to the terms of the Promissory Note to be entered into on Completion.

The Company has also announced that it is raising, in aggregate, approximately £18.6 million (before expenses) by way of a conditional placing of 23,306,875 New Ordinary Shares at 80 pence per share. The Acquisition constitutes a reverse takeover pursuant to Rule 14 of the AIM Rules for Companies and, as such, is subject to Shareholders' approval at the General Meeting. The Company also announced earlier today its audited final results for the year ended 31 March 2018, details of which are set out below.

Upon Admission, the Company intends to change its name to Bonhill Group plc, subject to Shareholders' approval at the General Meeting.

In order to improve the perception, liquidity and marketability of the Ordinary Shares, the Board is also proposing a share reorganisation, subject to Shareholders' approval at the General Meeting. Further details of the Share Reorganisation are set out below.

The purpose of this document is to provide Shareholders with further information on the Proposals and this letter explains why the Board believes that they are in the best interests of the Company and its Shareholders as a whole and recommends that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting, notice of which is set out at the end of this document, as they have irrevocably undertaken to do so in respect of their aggregate shareholdings representing approximately 10.6 per cent. of the Existing Ordinary Share Capital.

In addition certain Shareholders have given irrevocable undertakings to the Company to vote in favour of the Resolutions in respect of their entire beneficial holdings of Existing Ordinary Shares, amounting to, in aggregate, 86,640,279 Existing Ordinary Shares, representing approximately 50.35 per cent. of the Existing Ordinary Share Capital.

Background on the Company

On 11 August 2017, Vitesse announced the appointment of Simon Stilwell as its Chief Executive and a proposed placing, which subsequently raised £2.15 million before expenses, the proceeds of which were used to repay the Company's then indebtedness and for working capital purposes. In particular, the proceeds were used to fund the development of the Company's live events business (including the 'Women in "...'" series), expand the capabilities of the Company's existing digital platforms, fund new business development and to explore acquisition opportunities.

Since completion of the 2017 Placing, the Company's board of directors has undergone significant change. Between October 2017 and January 2018, Edward Riddell was appointed as Group Finance Director; Anne Donoghue and Fraser Gray were appointed as Non-Executive Directors; and I was appointed as Non-Executive Chairman. In addition, we made three senior management appointments, namely James Robson as Chief Operating Officer, Clive Brett as Chief Technology Officer and Lawrence Gosling as Editorial Director. On 24 April 2018, it was announced that Edward Riddell had indicated his intention to resign as a director of the Company following publication of the Company's audited financial statements for the year ended 31 March 2018, and on 29 May 2018 David Brown was appointed as Group Finance Director. The Directors believe that the Company now has a management team with the skills and experience necessary to make a success of its increasingly diverse business.

The Company's new senior management team has:

- *refocused the Company's corporate strategy to position it for growth;*
- *revised the Company's business model, chosen business communities and core propositions:* the Company's existing brands are being refocused and reinvigorated, including the re-launch of information-age.com (a website for chief technology officers and the technology industry), while the Company has also recently launched its DiversityQ brand and website, www.DiversityQ.com, to form the centerpiece of its proposition to the Diversity business community;
- *reviewed the Company's organisational structure, employee competences and business processes;*
- *accelerated the Company's focus on signing multi-year, multi-location contracts with major international brands; and*
- *invested in new technology infrastructure:* the Company has started to invest in a new technology platform (further details of which are set out below) which the Directors believe will enable it to grow existing revenue streams and, in due course, generate new ones. In addition, they believe the new technology infrastructure will improve the Company's operational efficiency, ensure IT security, strengthen corporate governance and underpin the Company's role as a trusted partner in its chosen communities.

The Directors believe that the Company now has in place a board of directors and experienced senior management team of the necessary quality, skill and substantial expertise, together with the required strategy, processes, infrastructure and controls to build and maintain a business of significant scale.

Corporate strategy

The Company's corporate strategy is to transition to long term, "must have", recurring revenue streams through:

- building market leading brands within its chosen business communities;
- developing high value core propositions; and
- expanding beyond the UK and into large, or fast growing, international territories.

Chosen business communities

The Company's chosen business communities, which are set out below, share the following characteristics:

- significant scale;
- fast growing and rapidly innovating; and
- global coverage.

1) *Technology*

- The Board believes that the Company's established Information Age brand and its technology events, such as the Data Leadership Summit and Tech Leaders Awards, provide it with both UK and international market presence to grow existing, and launch new, Live Events and create new Data & Insight products that will provide the international chief technology officer community with valuable insights and guidance on the rapid growth and innovation taking place across the global technology industry.
- The global technology sector is forecast to grow to \$3.0 trillion in 2018¹.
- The UK technology sector grew 2.6 times faster than the rest of the UK economy between 2016 and 2017, with the UK being the number one destination for technology start-up employees in Europe².
- In the UK, total investment and number of deals in digital technology companies in 2016 increased to £3.3 billion over 2,645 deals, while between September 2016 and August 2017, the UK was in the top three countries for total capital invested in digital technology companies behind only the US and China.
- The Technology sector is subject to rapid change and innovation with key trends in 2018 including AI, blockchain, cybersecurity, edge computing, immersive technologies (such as augmented and virtual reality), IoT and quantum computing.

2) *Financial Services*

- The Board believes that Vitesse, with its existing brands, such as What Investment, GrowthBusiness.co.uk and the Investor Allstars, and key customers such as Fidelity, Invesco, Artemis and Aberdeen Standard, is well placed to assist the Financial Services community in navigating through, and adapting to, the rapidly changing business environment that it is facing.
- The UK Government estimated that the financial and insurance services sector contributed approximately £119 billion in gross value to the UK economy in 2017³;
- In 2018, global wealth of high net worth ("**High-Net-Worth**") individuals grew by 10.6 per cent, the sixth consecutive year in succession, surpassing the \$70 trillion threshold for the first time. The US remained the largest single country contributor to global High-Net-Worth wealth with its population of High-Net-Worth individuals increasing by 10.2 per cent. in 2017 to 5.3 million people, and their total wealth growing by 10.5 per cent. to \$18.6 trillion. Asia-Pacific was the world's fastest growing region growing by 12.1 per cent. in 2017 to 6.2 million people with their wealth growing by 14.8 per cent. to \$21.6 trillion.⁴ The traditional Financial Services industry is facing a range of challenges, including increasing and changing regulation, competition from new entrants, pressure on fees, growing disintermediation and the impact of evolving technology, such as mobile payments and cyber security.

3) *Diversity*

- With the growth of its Diversity events portfolio and launch of its new DiversityQ brand, the Board believes that the Company is well placed to play a significant role, and to build a business of scale, in the B2B Diversity sector.
- Diversity in the workplace, ranging across gender, physical abilities, race, ethnicity, sexual orientation, age and socio-demographic issues, has become a significant focus for the UK Government, the business community and the general public.
- Businesses are increasingly addressing the Diversity agenda following a number of high profile events, including female board under-representation and UK gender pay gap reporting.

1 Source: Forrester Research October 2017

2 Source: Tech Nation 2018 Report

3 Source: House of Commons Briefing Paper – Financial services: contribution to the UK economy – 25 April 2018

4 Source: Capgemini – World Wealth Report 2018

- The issue that many businesses are now grappling with is not how to 'deal with' workplace issues raised by the Diversity agenda, but rather how to embrace diversity within their own organisations, create an inclusive and diverse workforce, working environment and culture, and engage that diverse workforce to maximise productivity through employee satisfaction and, consequently, enhance corporate earnings.
- Research has shown that companies in the top quartile for gender diversity on their executive teams are 21 per cent. more likely to have above average profitability than companies in the bottom quartile. For ethnic/cultural diversity, top quartile companies are 33 per cent. more likely to outperform on profitability than companies in the bottom quartile, and companies with the most ethnically/culturally diverse boards worldwide are 43 per cent. more likely to experience higher profits than those in the bottom quartile.⁵
- In its financial year ended 31 January 2015, in response to the rising importance of Diversity within boardroom priorities, Vitesse launched the Women in IT Awards in London to recognise the outstanding innovation achieved by women in the IT industry. The event attracted 412 attendees. The following year, the Company expanded the franchise by launching the Tomorrow's Tech Leaders careers fair in London with those two events, in the fourteen month period ended 31 March 2017, attracting, in aggregate, 1,140 attendees and generating a social media reach of approximately 3.6 million individuals.
- In response to the increasing focus on Diversity (as noted above), the Company accelerated both the number and scale of its Diversity events, as a result, in the year ended 31 March 2018, Vitesse ran four Diversity events in the UK and USA, attracting, in aggregate, 2,490 attendees, generating a social media reach of 10.5 million individuals. In the financial year ending 31 December 2019, the Company is intending to run, in aggregate, fourteen Diversity events in the UK, Ireland, USA and Singapore, aiming to attract a total of approximately 6,500 attendees. The Company's Diversity event portfolio will comprise six events in the Women in IT series, two Women in Finance Awards events, two Women in Asset Management events and four other Diversity events.
- In June 2018, the Company launched DiversityQ.com to act as a focus for its Diversity events and developing Business Information and Data & Insight propositions.

Core propositions

The Company aims to support its chosen business communities through the provision of three inter-related and complementary core propositions, being Business Information, Live Events and Data & Insight, each of which has multiple revenue generating opportunities. These propositions are core constituents of the global B2B media market which grew by approximately 3 per cent. in 2017 to \$189 billion and is forecast to continue to grow at a CAGR of 3 per cent. between 2017 and 2022 to \$217.5 billion. The UK B2B media market was valued at \$8.75 billion in 2017 and is forecast to grow to \$9.3 billion in 2022.

Business Information

- The Company's websites comprise DiversityQ.com, GrowthBusiness.co.uk, GrowthCompany.co.uk, Information-Age.com, SmallBusiness.co.uk, Taxguides.co.uk and WhatInvestment.co.uk. Vitesse has one digital magazine, Growth Company Investor, and a single print publication, What Investment.
- These propositions generate revenues from sponsorship and advertising, affiliate marketing, brand/content licensing, subscriptions and membership fees.
- The global B2B Business Information market grew by approximately 1 per cent. in 2017 to \$15.9 billion and is forecast to grow at a CAGR of 1.8 per cent. between 2017 and 2022 to \$17.3 billion.⁶

Live Events

- In the current financial year, the Company intends to run the following events: the Women in IT Awards series in the UK, Ireland, the USA (New York and Silicon Valley) and Asia (Singapore); the Women in Finance series in the UK and Ireland; the Women in Asset Management series in the US and Asia; the Investor Allstars series in the UK and USA; the Grant Thornton Quoted Company Awards; the British Small Business Awards; the Tech Leaders Awards; and the Data Leaders Awards and the Future Stars of Tech.

5 Source: McKinsey – Delivering through diversity (Jan 2018)

6 Source: PwC – Business-to-Business Report 2018

- It also intends to run the following careers fairs, conferences and summits: Tomorrow's Tech Leaders Today; the Tech Apprenticeship day; the Festival of Small Business Conference; Biocapital Europe; the Tech Leaders Summit; the Data Leadership Summit and the Diversity and Inclusion Directors Summit.
- These events generate revenues from sponsorship, delegate, and lead generation fees;
- The global B2B trade shows market grew by approximately 4 per cent. in 2017 to \$31.7 billion and is forecast to grow at a CAGR of 4 per cent. between 2017 and 2022 to \$38.4 billion.⁷

Data & Insight

- The Company's brands produce research, surveys and white papers such as the Information Age GDPR reports and directories and databases, such as the Small Business Grants.
- The Company also intends to launch a series of data products and workflow solutions and to offer bespoke consultancy services across all three of its chosen business communities which the Directors believe will further embed Vitesse's brands within those communities, provide cross selling opportunities with its other core propositions and generate long term recurring revenue streams for the Company.
- These products can generate revenues, including one-off fees, retainers, subscriptions and licensing.
- The global B2B Data & Insight market grew by approximately 4 per cent. in 2017 to approximately \$102.7 billion and is forecast to grow at a CAGR of 3.7 per cent. between 2017 and 2022 to approximately \$123.1 billion.⁷

International expansion

The Directors believe that there is material scope for the Company to expand its international footprint. They anticipate being able to successfully develop and expand the Company's existing properties into overseas territories, as demonstrated with the extension of the 'Women in "...'" series from the UK into the US. This territory expansion will be supported by an increasing focus on signing multi-year, multi-location contracts with major international brands such as BP, Frank Recruitment and the London Stock Exchange. In particular, the Board also believes that there is significant further potential for the Company to build on its recent success with Women in IT USA, with further expansion into the US, the world's largest B2B media, technology and financial services markets, and, secondly, to expand into Asia, the world's fastest growing region.

New technology platform

The Board believes that technology is critical to the successful implementation of its corporate strategy. Therefore, the Company intends to invest part of the net proceeds from the Placing into upgrading and installing a new integrated technology platform which the Directors believe should enable it to generate greater recurring revenue streams, reduce its cost base and, therefore produce higher margins and enhanced profits.

The new technology platform will allow the Company to interact directly with its business communities, generate a single customer view across all of its propositions and improve audience intelligence and insight, leading to the Company creating better targeted content which should attract a larger, more engaged, audience. This, in turn, should result in:

- **revenue and margin improvement**
through:
 - *improving the Company's existing products* which should generate increased advertising, sponsorship and lead generation volumes and yields, greater subscription revenues and higher delegate numbers;
 - *new product development* leading to more engaging business information, better targeted new live event launches, greater value and higher margin data and insight products and improved cross-selling between products, increasing revenue per brand; and

⁷ Source: PwC – Business-to-Business Report 2018

- *creating workflow management tools* which should lead to higher renewal rates and improved margins, and should provide greater opportunities to upsell new products; and
- **cost savings** through improved productivity and speed to market, operational efficiencies, cost effective delivery mechanisms embedded into clients' workflows and better business controls.

A new technology platform will also provide the Company with best practice IT security and assist with corporate governance, reduce business risks and assist strategic decision making.

Acquisition strategy

For the past nine months, the Board has been exploring potential acquisitions of complementary businesses which are aligned to the Company's business communities, core propositions and territory focus.

The Board believes that the InvestmentNews acquisition represents a transformational opportunity for the Company, which is consistent with the Company's corporate strategy, and provides a market leading asset of scale.

Summary information on InvestmentNews

InvestmentNews is a market leading Business Information and Data & Insight brand supporting the US financial adviser and wealth manager ("**FA/WM**") community. Since its launch in 1997 as a weekly publication, InvestmentNews has expanded the engagement with its community through the launch of an award-winning website, live events and research and data offerings. InvestmentNews is a US market leader among its peer group measured by the number of advertisement pages, size of digital audience, amount of website traffic and the number of paid subscribers and event attendees. InvestmentNews is a key information source for US based advisers, which consists of over 300,000 financial advisers, investment advisers, wealth managers, securities brokers, insurance, accounting, banking, law and other financial planning/investment professionals with over 150,000 weekly readers of its InvestmentNews publication, on average 545,000 unique monthly users, 1.6 million monthly page views of its InvestmentNews.com website and over 1,350 attendees annually to its live events. The business has 42 staff members and is headquartered in New York.

InvestmentNews has a number of attributes which the Board believes make it a highly attractive acquisition target for Vitesse:

- it is active in the significant US financial advisory and wealth management sector which the Directors believe has further potential for growth;
- it is one of the leading B2B media brand in that sector;
- it has existing high margin revenue streams;
- it has the potential to expand its Live Events and Data & Insight propositions;
- the business has been underinvested while having the potential for accelerated organic growth and accretive acquisitions; and
- it has an experienced management team.

For the year ended 31 December 2017, InvestmentNews reported audited revenues of \$16.754 million (2016: \$17.244 million), and profit before tax of \$0.670 million (2016: \$0.567 million), prior to an allocated central cost of \$4.428 million, which, for the twelve months following Completion, is estimated to be approximately \$1.114 million.

Reasons for the Acquisition

The Board believes that the Acquisition is highly complementary to all three pillars of the Company's corporate strategy, as set out below.

Chosen business communities: Strength in Financial Services and Diversity communities

The Company has an established market presence within the UK Financial Services business community with brands such as What Investment, Growth Company Investor and the Quoted Company Awards catering to the UK investor and global asset manager community by covering topics such as stocks, funds, markets, asset allocation and pensions and retirement planning. InvestmentNews complements those offerings as a market leading brand catering to a similar community in the US financial advisory and wealth management sector, providing information and insight on issues such as investments, insurance, broker-dealers and retirement.

The Company also has a number of brands within its Financial Services business community, such as SmallBusiness.co.uk and GrowthBusiness.co.uk, that provide business improvement and financial advice to owners and managers of small and medium sized enterprises. Similarly, InvestmentNews provides guidance to its community on practice management to enable members of that community to improve the operational effectiveness of their businesses.

The Company has also had significant recent success in the Diversity sector, growing brands such as Women in IT and Women in Finance, both in the UK and overseas. InvestmentNews has also been active in the Diversity sector, launching events such as the Women Advisor Summit for women working in the US financial services sector.

The Board believes that there are a range of opportunities for the Company to deploy its expertise and experience to support InvestmentNews in growing its market share among both the US Financial Services and Diversity communities.

Core propositions: Complementary fit across all three core propositions

Business Information – the Company's management team has significant experience in both print and digital publishing. Whilst the Company's Business Information propositions are predominantly digitally focused, with brands such as growthcompany.co.uk, it also has one legacy print/digital brand, What Investment. Both organisations produce a similar range of written news, features, analysis, guides and e-newsletters, as well as video 'webinars' and 'talking heads'.

Live Events – the Company has a well-established series of live events and an experienced events team that has had significant recent success within the UK and overseas in launching and growing its events portfolio, including the Investor Allstars Awards and summits, such as the Tech Leaders Summit. InvestmentNews has a more limited live events team, although it organises similar types of events, such as the Women to Watch Awards and the Retirement Investor Summit.

Data – InvestmentNews also has a suite of benchmarking studies together with a range of other data products, which it is planning to expand. The Company is in the process of developing its own Data & Insight propositions across its business communities and InvestmentNews' existing research and data propositions provide tried and tested models to follow.

The Board believes that there is a strong complementary fit between the Company's and InvestmentNews' core propositions and that the Company's management team will be able to utilise its skills and experience to significantly enhance the InvestmentNews business.

International territories: Expansion into the USA

The USA is the largest B2B media, as well as the largest financial services, market on a per country basis in the world. The Board believes that the acquisition of InvestmentNews will enable the Company to build on its recent success of launching the Women in IT series in the US and will provide it with a platform and permanent presence from which to expand InvestmentNews' market share within the US Financial Services and Diversity communities, to grow existing, and launch new, propositions; and to acquire new assets and/or businesses.

Further information on InvestmentNews is set out in Part II of this document.

Potential synergies for the Enlarged Group

The Board has identified certain revenue synergies which it believes could be realised across the Enlarged Group, including:

- leveraging the Company's new technology platform and the management team's digital experience and expertise to improve InvestmentNews' audience targeting, increase advertising return on investment and continue to grow custom activities with the asset manager and insurance community;
- applying the Company's live events expertise to InvestmentNews' smaller events portfolio with a view to increasing the quality, quantity and scale of events, growing revenues and improving margins;
- increasing InvestmentNews' community insight and intelligence to improve and develop the business' existing, and to launch new, Data & Insight propositions that should generate higher margin, recurring revenues;
- increasing focus on multi-year, cross-proposition and cross-border revenue opportunities from major global asset managers and other major international brands, such as Fidelity, Aberdeen Standard Investments and Schroders; and
- providing the Company with a platform to expand its Diversity proposition and for further 'bolt-on' acquisitions in the US.

The Board has also identified a range of potential cost synergies which it believes could be generated across the Enlarged Group:

- applying the Company's print publishing expertise to generate cost savings across the Enlarged Group's print cost base;
- enabling the editorial teams across the Enlarged Group to work collaboratively on combined propositions;
- extending the Company's new technology platform across the Enlarged Group, to generate operating efficiencies; and
- allocating central overheads, including the Company's management team and central support services, across the Enlarged Group.

Summary of the terms of the Acquisition

Under the Acquisition Agreement, Indigo Opco has agreed to acquire from the Sellers the trade and certain related assets of InvestmentNews (together with the assumption of certain related liabilities) for a total consideration of \$27.1 million (approximately £20.7 million), subject to adjustment for normalised working capital, of which \$23.1 (approximately £17.6 million) will be satisfied in cash and \$4.0 million (approximately £3.1 million) will be satisfied by the issue by the Company to the Sellers of the Consideration Shares.

Of the cash consideration payable in respect of the Acquisition, \$17.1 million (approximately £13.1 million) is payable on Completion with the Deferred Consideration of \$6.0 million (approximately £4.6 million) to be paid over a 35 month period from 31 October 2018 pursuant to the terms of the Promissory Note to be entered into on Completion. In addition, the Company will pay to the Sellers a transaction commitment fee of \$175,000 on Completion, which is payable irrespective of whether the Acquisition completes, save in circumstances relating to the Sellers' default.

The Consideration Shares are being valued at the same price as the Placing Price and will be issued to Crain free from any and all liens, charges and encumbrances and ranking in full for all dividends or other distributions declared, made or paid on the share capital of the Company after Admission, and ranking *pari passu* in all other respects with the other New Ordinary Shares. In order to maintain an orderly market in the Ordinary Shares, Crain has agreed with the Company not to dispose of any of the Consideration Shares for a period of 18 months following the date of Admission (save in certain limited circumstances, such as in the case of a takeover of the Company, a court sanctioned scheme of arrangement, or a purchase by the Company of its own shares). Crain has also agreed with the Company that, for the period of 18 months following the date of Admission, it will exercise all of its voting rights attaching to the Consideration Shares to vote in favour of any Shareholders' resolution proposed by the Board at any general meeting of the Company, and not exercise any such voting rights in respect of any such resolution contrary to the recommendation of the Chairman of the Company. By way of a reciprocal commitment,

those members of the Company's executive senior management team who are subscribing for Placing Shares (Simon Stilwell, David Brown, James Robson and Lawrence Gosling) have, in relation to those shares, each separately agreed with Crain not to dispose of their respective holdings of Placing Shares (save in the same limited circumstances described above in relation to the restrictions agreed to by Crain in respect of the Consideration Shares). These restrictions expire on the earlier of (a) 18 months following the date of Admission; (b) the date on which Crain ceases to hold any Consideration Shares; and (c) the date on which any of them ceases to be employed by the Group (in which case the restrictions shall cease to apply to that individual only).

Completion of the Acquisition Agreement is conditional upon, amongst other things, (i) the passing of the Resolutions; (ii) the Placing; and (iii) Admission, all to be satisfied on or before 17 September 2018. The parties also have the right to terminate the Acquisition Agreement in the event of a material breach by the other.

The Acquisition Agreement contains customary representations and warranties provided by the Sellers in respect of themselves and InvestmentNews, subject to certain financial and other limitations. Indigo Opco has provided a more limited set of representations and warranties in respect of itself to the Sellers, subject to similar limitations. The Sellers have also agreed to conduct the InvestmentNews business in the ordinary course for the period from the date of the Acquisition Agreement until Completion.

The Sellers and Indigo Opco have each entered into three year post-Completion restrictive covenants for the protection of their respective businesses.

The Company has agreed to guarantee the performance by Indigo Opco of its payment obligations under the Acquisition Agreement, and each of the Company and Indigo Holdco has agreed to guarantee the performance by Indigo Opco of its obligations in relation to the Deferred Consideration payable under the Promissory Note. Furthermore, as security for the performance by Indigo Opco of all of its obligations under the Promissory Note, Indigo Opco has agreed to provide a continuing first-priority lien and security interest to Crain over all of its assets and Indigo Holdco has agreed to provide a continuing first-priority lien and security interest to Crain over all of its interests in Indigo Opco.

The Promissory Note also contains a number of customary covenants from Indigo Opco and Indigo Holdco in favour of Crain, including in relation to compliance with applicable laws and restrictions on incurring debt, granting security, declaring dividends and making distributions, acquisitions and disposals, intra-group repayments and related party transactions. In addition, the events of default under the Promissory Note include, amongst others, failure to pay, insolvency and bankruptcy of any obligor, change in ownership of Indigo Opco or Indigo Holdco and cross default provisions in relation to failure to pay any undisputed amounts due by Indigo Opco under the TSA.

Further details of the Acquisition Agreement and the Promissory Note are set out in Part VI of this document.

Summary of the terms of the Transition Services Agreement

In order to preserve the continuity of the Target Business following Completion, Indigo Opco and Crain have agreed to enter into the TSA with effect from Completion.

Pursuant to the terms of the TSA, Crain has agreed to provide Indigo Opco with interim printing and distribution, technology, finance and operations support services. The services are to be provided for a two year period following Completion, subject to earlier termination by Indigo Opco on 30 days' notice in respect of services designated as "short term services" and 90 days' notice in respect of services designated as "long term services". In the case of "long term services", notice of termination may not be given until at least three months following Completion. The TSA is also subject to termination by either party in the event of a breach of a material obligation by the other.

In consideration for the provision of these services, Indigo Opco has agreed to pay to Crain on a monthly basis an annualised fee of \$752,983 plus a percentage of total reprint revenue in 2018, \$768,000 plus a percentage of total reprint revenue in 2019 and \$783,300 plus a percentage of total reprint revenue in 2020. This is based on the assumption that all of the services are provided throughout the relevant period and that the financial and volumetric forecasts of the operations of InvestmentNews are substantially in accordance with the current forecasts agreed between the parties. The fees payable are also subject to

adjustment in various circumstances, including, for example, where a particular service is terminated, or where agreed service levels in terms of availability, quality and response times are not met.

Share Reorganisation

At the date of this document, the Existing Ordinary Share Capital comprises 172,061,632 Existing Ordinary Shares.

The Directors believe that the Share Reorganisation is in the best interests of the Company, and that it will improve the perception, liquidity and marketability of the Ordinary Shares, resulting in a more appropriate number of shares given the Company's size.

Under the Share Reorganisation it is proposed that:

- (i) every Existing Ordinary Share be sub-divided and redesignated as one ordinary share of 0.025 pence and 39 deferred shares of 0.025 pence each; and
- (ii) every 40 resulting ordinary shares be consolidated into one New Ordinary Share and every 360 resulting deferred shares be consolidated into one New Deferred Share.

Accordingly, the proportion of New Ordinary Shares held by each Shareholder on the Record Date in the issued share capital of the Company immediately after the Share Reorganisation (but prior to the Placing) will, save for fractional entitlements (which are discussed further below), be the same as the proportion of New Ordinary Shares held by each such Shareholder in the issued ordinary share capital of the Company immediately before the Share Reorganisation. The Share Reorganisation will result in an issued ordinary share capital of 4,301,541 New Ordinary Shares prior to the issue of the Placing Shares.

The nominal value and rights attaching to the New Ordinary Shares and the New Deferred Shares will be the same as the Existing Ordinary Shares and the Existing Deferred Shares, respectively. The New Ordinary Shares arising from the Share Reorganisation will trade on AIM in place of the Existing Ordinary Shares at Admission.

Issue of additional Existing Ordinary Shares

Following the passing of the relevant resolutions at the General Meeting but before the Share Reorganisation becomes effective, the Company intends to issue such number of additional Existing Ordinary Shares (up to a maximum of 359 Existing Ordinary Shares) as will result in the total number of Existing Ordinary Shares in issue being exactly divisible by 40. Based on the current issued share capital of the Company, the Company expects to issue an additional 8 Existing Ordinary Shares.

Fractional entitlements

In the event that the number of Existing Ordinary Shares held by a Shareholder is not divisible by 40, the Share Reorganisation will generate an entitlement to a fraction of a New Ordinary Share. Any New Ordinary Shares in respect of which there are such fractional entitlements will be aggregated and sold in the market for the best price reasonably obtainable, and the net proceeds of such sale distributed in due proportion among those Shareholders entitled to fractions of a New Ordinary Share, except that any amount otherwise due to a member of less than £5 will be retained for the benefit of the Company. Given the current share price per Existing Ordinary Share, it is anticipated that the net proceeds of sale attributable to each relevant Shareholder will be less than £5 and, accordingly, there will be no distribution of any net proceeds of sale to such Shareholders.

Any Shareholder holding fewer than 40 Existing Ordinary Shares at the Record Date will cease to be a Shareholder. The minimum threshold to receive New Ordinary Shares will be 40 Existing Ordinary Shares.

Any New Deferred Shares in respect of which there are fractional entitlements will also be aggregated and the resulting New Deferred Shares will be transferred to the Company Secretary and subsequently cancelled in accordance with the procedure described below.

Resulting share capital

The issued ordinary share capital of the Company immediately following the Share Reorganisation and Admission is expected to comprise 33,399,978 New Ordinary Shares (assuming that: (i) 8 additional Existing Ordinary Shares are issued in connection with the Share Reorganisation; and (ii) all of the Placing Shares, the Consideration Shares and the Adviser Shares are issued).

Following the Share Reorganisation, all existing share certificates will cease to be valid. The Company will issue new share certificates to those Shareholders holding shares in certificated form to take account of the proposed change of name of the Company and the Share Reorganisation. New share certificates are expected to be despatched by 24 August 2018. Shareholders will still be able to trade in Ordinary Shares during the period between the passing of the Resolutions and the date on which they receive new share certificates.

Cancellation of Deferred Shares

The Articles of Association (and the New Articles that are proposed to replace them) permit the Company to reacquire and cancel its Deferred Shares. Accordingly, as soon as reasonably practicable following Admission, the Board intends to undertake a company acquisition of its own shares for no value in accordance with the requirements of the Companies Act on the basis that the Deferred Shares (including all New Deferred Shares created as a result of the Share Reorganisation) have no market value and are not listed or traded on AIM. Upon this acquisition taking place, the Deferred Shares will be immediately cancelled, which will result in the Company having a more manageable share register consisting of only Ordinary Shares.

Details of the Placing

The Company has also announced that it is raising, in aggregate, approximately £18.6 million (approximately £17.4 million net of expenses) through the Placing.

The Placing is conditional, amongst other things, on:

- (i) the passing of the Resolutions;
- (ii) save in respect of the EIS Placing Shares and the VCT Placing Shares (and any Excess EIS/VCT Shares), the Acquisition Agreement becoming unconditional in all respects (save for any conditions that relate to Admission or the Placing Agreement);
- (iii) the Placing Agreement becoming unconditional in all respects save for Admission by no later than 8.00 a.m. on 17 August 2018 (or such later date, as the Brokers may agree being no later than 8.00 a.m. on 17 September 2018 and not having been terminated in accordance with its terms; and
- (iv) save in respect of the EIS Placing Shares and the VCT Placing Shares (and any Excess EIS/VCT Shares), Admission.

The Placing Shares will represent approximately 69.8 per cent. of the Enlarged Share Capital at Admission and will rank *pari passu* in all respects with the New Ordinary Shares arising pursuant to the Share Reorganisation, including the right to receive all dividends and other distributions declared, made or paid after their date of issue.

If the Resolutions are passed at the General Meeting, it is expected that Admission will become effective and dealings in the Placing Shares will commence at 8.00 a.m. on 17 August 2018.

Further details of the Placing Agreement are set out in paragraph 13 of Part VII of this document.

Stockdale Securities and Canaccord Genuity, as agents of and on behalf of the Company, have conditionally placed the Placing Shares (being 23,306,875 New Ordinary Shares) firm with Placees at the Placing Price. The Placing is raising, in aggregate, £18.6 million (before expenses).

The Company is also giving itself the flexibility to raise up to an additional £720,000 by the issue of Excess EIS/VCT Shares to investors seeking the benefit of EIS or VCT relief, and whose applications for are received and accepted by the Company prior to the General Meeting.

The EIS Placing Shares and the VCT Placing Shares (and any Excess EIS/VCT Shares) will be unconditionally issued to the relevant Placees one business day prior to the anticipated date of Admission, so that Placees investing as part of the EIS Placing and the VCT Placing (and any subscribers for Excess EIS/VCT Shares) should be able to benefit from tax advantages pursuant to the EIS rules and the VCT rules as governed by HMRC. The Non-EIS/VCT Placing Shares will be issued on the day of Admission.

Related Party Transactions

Each of Simon Stilwell, David Brown and I have agreed to subscribe for 125,000 Placing Shares, 375,000 Placing Shares and 25,000 Placing Shares, respectively. These subscriptions are deemed to be related party transactions pursuant to AIM Rule 13 of the AIM Rules for Companies. The Directors (other than Simon Stilwell, David Brown and I) consider, having consulted with Stockdale Securities, that the terms of each of Simon Stilwell's, David Brown's and my participations in the Placing are fair and reasonable insofar as the Shareholders are concerned. Immediately following Admission, Simon Stilwell, David Brown and I will hold 562,500 New Ordinary Shares, representing approximately 1.70 per cent. of the Enlarged Share Capital, 375,000 New Ordinary Shares, representing approximately 1.13 per cent. of the Enlarged Share Capital and 25,000 New Ordinary Shares, representing approximately 0.08 per cent. of the Enlarged Share Capital respectively. Details of the Directors' shareholdings as at the date of this document and immediately following Admission are set out in paragraph 8.1 of Part VII of this document.

In addition, Anthony Cross has agreed to subscribe for 812,500 Placing Shares. As Anthony Cross holds more than 10 per cent. of the Existing Ordinary Share Capital, and is therefore a substantial shareholder in accordance with the AIM Rules for Companies, this subscription is deemed to be a related party transaction pursuant to AIM Rule 13 of the AIM Rules for Companies. The Directors (other than Simon Stilwell, David Brown and I) consider, having consulted with Stockdale Securities, that the terms of Anthony Cross' participation in the Placing are fair and reasonable insofar as the Shareholders are concerned. Immediately following Admission, Anthony Cross will hold 1,612,500 New Ordinary Shares, representing approximately 4.87 per cent. of the Enlarged Share Capital. Details of the major Shareholders' holdings as at the date of this document and immediately following Admission are set out in paragraph 8.4 of Part VII of this document.

Use of proceeds

Of the Placing proceeds, £13.0 million (\$17.1 million) will be used to satisfy the initial cash consideration and the transaction commitment fee payable to the Sellers in relation to the Acquisition and the balance of the Placing proceeds will be used to enhance the Enlarged Group's technology platform, fund the costs incurred in connection with the Proposals and the working capital requirements of the Enlarged Group.

Admission, settlement and dealings

Application will be made for the Entire Share Capital to be admitted to trading on AIM. If the Resolutions are passed at the General Meeting, it is expected that Admission will become effective and dealings in the Ordinary Shares will commence at 8.00 a.m. on 17 August 2018. These dates and times may change.

The Company will apply for the Ordinary Shares to be admitted to CREST with effect from Admission. Accordingly, settlement of transactions in Ordinary Shares held in uncertificated form following Admission will take place within the CREST system.

CREST is a voluntary system and holders of Ordinary Shares who wish to receive and retain share certificates will be able to do so.

All Placing Shares (and any Excess EIS/VCT Shares) will be issued payable in full at the Placing Price. It is intended that, if applicable, definitive share certificates in respect of the New Ordinary Shares (and any Excess EIS/VCT Shares) will be distributed by 24 August 2018 or as soon as practicable thereafter. No temporary documents of title will be issued.

Directors and senior management

Details of the Directors are set out below:

Neil Sachdev MBE – Non-Executive Chairman (Age 59)

Neil Sachdev MBE is an experienced Chairman with a strong track record of corporate governance, strategy and change management who was appointed as Non-Executive Chairman of the Company on 6 December 2017. He is Chairman of Cakebox Holdings plc, Martin's Properties Limited (retiring in July 2018 but remaining as an independent non-executive director until December 2018) and was Chairman of Market Tech Holdings Limited until June 2017 and Chairman of Sirius Real Estate Limited until December 2018. He stepped down as a Non-Executive Director of Intu Properties plc (formerly Capital Shopping Centres) during 2016 after ten years' service. Previously, Neil was Group Property Director of J Sainsbury and before that served for 28 years with Tesco, where he rose to be Stores Board Director, responsible for property and operations for the entire UK business. He also holds a number of public sector positions and was awarded an MBE for his work in relation to Energy Efficiency & Sustainability in the Retail sector. Mr Sachdev is currently the Chair of the Advisory Board of Warwick Business School.

Simon Stilwell – Chief Executive (Age 49)

Simon was, until 2015, chief executive of Liberum, the investment bank that he co-founded in 2007 and grew from a start up to £55m of revenue and 170 people in seven profitable years. Prior to Liberum, he served as head of sales, small companies, at Collins Stewart plc and was also a director at Beeson Gregory Limited. Simon was commissioned into the Gloucestershire Regiment in 1992 and served in a variety of countries and roles before starting his City career in 1996. He graduated with a BSc in Geological Sciences from Durham University. He is also a Non-Executive Director of Gresham House plc.

David Brown – Group Finance Director (Age 46)

David qualified as a chartered accountant with KPMG before joining Greene King plc in 1998, where he held a number of senior executive roles focusing on finance and acquisitions, including Interim Group Finance Director between February and October 2014 and then subsequently Corporate Finance Director. Most recently, he was Chief Financial Officer of Market Tech Holdings Limited from March 2016 until its acquisition by LabTech Investments Limited which resulted in the company being de-listed in July 2017. He was appointed as Group Finance Director of the Company on 29 May 2018.

Nicola Dowdall – Managing Director Events and Marketing (Age 52)

Niki leads the Company's expanding events business and is involved at every level from launch to delivery, including sales, marketing, logistics and content. Niki has over 30 years' experience in the events industry. Prior to joining Vitesse in 2006, she was group show director at DMG World Media, running events visited by half a million people, such as the Daily Mail Ski and Snowboard Show and the Daily Mail Ideal Home Show.

Anne Donoghue – Non-Executive Director (Age 55)

Anne has over 30 years' experience in Financial Services. Starting her career at the Co-operative Bank, Anne's responsibilities included retail, commercial banking and customer services. In 1997, Anne joined NatWest where she held senior operational roles, including Head of Telephony Operations with business integration delivery accountability as part of RBS' reverse integration of NatWest, post-acquisition. Between 2004 and 2010, Anne worked for the RBS/Tesco joint venture, Tesco Personal Finance PLC, where she held the position of International Director, responsible for Financial Services development and delivery in Tesco's international businesses, including, Ireland, Central and Eastern Europe, China and the Far East. More recently, Anne has focused on the third sector, particularly on events in the military charities sector along with commercial events including, in 2013, for media company City AM. Anne was appointed as a Non-Executive Director of the Company on 15 November 2017.

Fraser Gray – Non-Executive Director (Age 54)

Fraser Gray BSc is an ICAS chartered accountant, licensed insolvency practitioner and accredited mediator and sits on a number of advisory boards. He is experienced in a wide variety of corporate activity supporting

SME companies on growth and strategic matters. Fraser was a Managing Director at AlixPartners in London until December 2016 following its acquisition of Zolfo Cooper Europe in February 2015. Fraser became a founding partner of Zolfo Cooper Europe in October 2008, which was set up to acquire Kroll Corporate Advisory & Restructuring Group where Fraser had worked since October 1996 and was a partner and leader of the Scottish practice. Fraser is also a Non-Executive Director of Maven Income and Growth VCT 6 PLC and Denholm Oilfield Services Limited. He was appointed as a Non-Executive Director of the Company on 6 December 2017.

Senior management

Details of the senior management team are set out below:

James Robson – Chief Operating Officer (Age 49)

James has an extensive knowledge of the media sector, having operational and significant transactional experience from a career spanning 25 years. James joined Vitesse in January 2018 from leading UK publishing company, DC Thomson, where he led its corporate ventures division, DC Thomson Ventures from 2015. Previously, James had worked for six years in the media corporate finance team of both KPMG and Grant Thornton. James started his career in 1993 as a corporate lawyer with Clifford Chance before completing an MBA at Cranfield School of Management. He then worked as a strategy consultant with Andersen Consulting before entering the media industry in 1999 where he spent eight years, firstly as part of ITV Digital's corporate development team followed by six years at BBC Worldwide where he was Strategy & Business Development Director of its Home Entertainment division, and subsequently spending a year as Interim Managing Director of satellite platform Freesat.

Clive Brett – Chief Technology Officer (Age 38)

Clive joined Vitesse in January 2018. He co-founded Convertr Media Limited in 2011 and built its digital marketing technology platform into a global market leader used by many of the world's leading brands. Convertr is a customer acquisition platform that uses data augmentation to power demand generation for B2B and B2C brands globally. Clive is a Non-Executive Director of Convertr and has previously been Chief Technology Officer of Playmob Limited and Senior Technical Advisor at SeedCloud Advisory Limited. Prior to co-founding Convertr, Clive was the founder and CEO of BB-IT Solutions Limited.

Lawrence Gosling – Editorial Director (Age 54)

Lawrence has more than 20 years' experience in senior editorial roles, having launched and grown several notable titles within the investment sphere. Before joining Vitesse in January 2018, he was most recently, the Group Editorial Director of Incisive Media and the Editorial Director of the Financial Services division of Incisive Media. He was the editor of Investment Week when it was launched in January 1995 and went on to launch a range of magazines, websites and conference and awards programmes for the business. In 1994, he joined Reuters and prior to that spent five years with Financial Times magazines, notably on Financial Adviser. Lawrence was also the launch editor of IFAonline, Mortgage Solutions, Cover and Bloomberg Money magazines. Lawrence started his journalistic career at the Fleet Street News Agency which provided a range of stories for the UK's national newspapers.

Corporate governance and Board practices

The Board recognises the value and importance of high standards of corporate governance. Accordingly, the Board proposes to adopt the recommendations set out in the QCA Corporate Governance Code for small and mid-sized quoted companies published by the Quoted Companies Alliance ("**QCA Guidelines**") from 28 September 2018 in full and will comply or explain in detail any departure from that code and the reasons for doing so.

At Admission, the Board will comprise six directors, of whom three are executive directors and three are non-executives. The Board considers that Anne Donoghue, Fraser Gray and I are independent (within the meaning of the QCA Guidelines). The Directors believe that the size and composition of the Board is appropriate for the Enlarged Group at Admission.

Board

The Board will continue to be responsible for the overall management of the Enlarged Group, including the formulation and approval of the Enlarged Group's long term objectives and strategy, the approval of budgets, the oversight of Enlarged Group operations, the maintenance of sound internal control and risk management systems and the implementation of the Enlarged Group's strategy, policies and plans. Whilst the Board may delegate specific responsibilities, there will be a formal schedule of matters specifically reserved for decision by the Board; such reserved matters will include, amongst other things, approval of significant capital expenditure, material business contracts and major corporate transactions. The Board will formally meet eleven times per year to review performance.

The Company has established an audit and risk committee, a remuneration committee and a nomination committee with formally delegated duties and responsibilities, and has adopted a share dealing code and an anti-corruption policy, as described below.

Audit and risk committee

The audit and risk committee will continue to be responsible for monitoring the integrity of the Company's financial statements, reviewing significant financial reporting issues, reviewing the effectiveness of the Company's internal control and risk management systems, monitoring the effectiveness of the internal audit function and overseeing the relationship with the external auditors (including advising on their appointment, agreeing the scope of the audit and reviewing the audit findings).

The audit and risk committee comprises Anne Donoghue, Fraser Gray and myself and is chaired by Fraser Gray. The audit committee meets at least three times a year at appropriate times in the reporting and audit cycle and otherwise as required. The audit committee comprises members with the appropriate financial and business expertise to act efficiently as a member of the committee. The audit committee also meets regularly with the Company's external auditors.

Remuneration committee

The remuneration committee has responsibility for making recommendations to the Board on the Company's policy on the remuneration of the Company's Chief Executive Officer, executive directors and other senior employees, including performance linked bonuses and performance linked pay schemes, benefits and related eligibility requirements, share incentive schemes, grants of awards under any share option scheme adopted by the Company and for the determination, within agreed terms of reference, of specific remuneration packages for each of the executive Directors, including pension rights, contracts of employment and any compensation payments.

The terms of reference of the remuneration committee cover such issues as membership and frequency of meetings, together with the role of the Company Secretary and the requirements of notice of and quorum for and the right to attend meetings, including the ability of the committee to invite non-members to attend meetings of the committee, and, if considered appropriate, the appointment of independent remuneration consultants.

The duties of the remuneration committee include: determining and monitoring policy on, and setting levels of, remuneration, contracts of employment, early termination, performance-related pay and bonuses, pension arrangements, reporting and disclosure. The terms of reference also set out the reporting responsibilities and the authority of the committee to exercise its duties. The committee is required to conduct an annual assessment of its compliance with its terms of reference and of its effectiveness.

The Remuneration Committee comprises Anne Donoghue, Fraser Gray and myself and is chaired by Anne Donoghue. The remuneration committee meets at least two times a year and otherwise as required.

Nomination committee

The terms of reference of the nomination committee cover such issues as membership and frequency of meetings, together with the role of the Company Secretary and the requirements of notice of and quorum for and the right to attend meetings, including the ability of the committee to invite non-members to attend meetings of the committee and use of services of external advisers to facilitate a search for candidates for open positions.

The duties of the nomination committee include: giving consideration to succession planning for members of the Board and senior management; evaluation of the balance of skills, knowledge and experience on the Board; reviewing the leadership needs of the Company; considering proposals for directors to take up further directorships in other entities; recommending plans for succession planning to the Board and recommending suitable candidates to the Board for new, or vacant, positions at board level. The terms of reference also set out the reporting responsibilities and the authority of the committee to exercise its duties. The committee is required to conduct an annual assessment of its compliance with its terms of reference and of its effectiveness.

The committee meets as necessary and comprises Anne Donoghue, Fraser Gray and myself as chairman. The nomination committee will normally meet not less than once a year.

New Articles of Association

The Directors intend to adopt new articles of association for the Company, which will be put to Shareholders proposed to be adopted by special resolution at the General Meeting. Further information on the New Articles is set out in paragraphs 5 and 6 of Part VII of this document.

The City Code

The Company is a public company incorporated in England and Wales, and application will be made to the London Stock Exchange for the Entire Share Capital to be admitted to trading on AIM. The City Code applies to all companies who have their registered office in the UK, Channel Islands or Isle of Man and whose securities are traded on a regulated market in the UK or a stock exchange in the Channel Islands or Isle of Man or a multilateral trading facility (such as AIM). Accordingly, the Company is subject to the City Code and therefore all Shareholders are entitled to the protections afforded by it. Further information on the key provisions of the City Code is set out in paragraph 18 of Part VII of this document.

The City Code governs, *inter alia*, transactions which may result in a change of control of a public company (or certain private companies) to which the City Code applies. Under Rule 9 of the City Code any person who acquires, whether by a series of transactions over a period of time or not, an interest (as defined in the City Code) in shares which (taken together with shares in which that person is already interested or in which persons acting with him are interested) carry 30 per cent. or more of the voting rights of a company which is subject to the City Code, is normally required to make a general offer to all the remaining shareholders to acquire their shares. Similarly, Rule 9 of the City Code also provides that when any person, together with persons acting in concert with him, is interested in shares which, in aggregate, carry more than 30 per cent. of the voting rights of such company but does not hold shares carrying more than 50 per cent. of such voting rights, a general offer will normally be required if any further interest in shares is acquired which increases the percentage of shares carrying voting rights in which he, together with persons acting in concert with him, are interested.

Rule 9 of the City Code further provides, among other things, that where any person who, together with persons acting in concert with him, holds over 50 per cent. of the voting rights of a company, acquires any further shares carrying voting rights, they will not generally be required to make a general offer to the other shareholders to acquire the balance of their shares, though Rule 9 of the City Code would remain applicable to individual members of a concert party who would not be able to increase their percentage interests in the voting rights of such company through or between Rule 9 thresholds without complying with the requirements of Rule 9 or first obtaining a waiver from the Takeover Panel.

Anti-bribery policy

The Company has adopted an anti-bribery and corruption policy which applies to all individuals working for the Company, or providing services to it, wherever located. It sets out their responsibility to observe and uphold a general prohibition on bribery and corruption in the jurisdictions in which the Company operates, as well as providing guidance to those working for the Company on how to recognise and deal with bribery and corruption issues and the potential consequences. The Company expects all employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, apprentices, secondees, agency staff, volunteers and interns to conduct their day-to-day business activities lawfully, ethically and with integrity, be aware of and refer to this policy in all of their business activities worldwide and to conduct business on the

Company's behalf in compliance with it. Management at all levels are responsible for ensuring that those reporting to them, internally and externally, are made aware of and understand this policy.

New Share Option Scheme

The Directors believe that the success of the Group will depend to a significant degree on the future performance of the Group's management team. The Directors also recognise the importance of ensuring that the management team is well motivated and identifies closely with the success of the Group.

Accordingly, the Company intends to adopt the New Share Option Scheme. The New Share Option Scheme will replace the existing Share Option Scheme. On Admission, the holders of Options granted in accordance with the rules of the Share Option Scheme will waive their entitlement to those Options in consideration for the grant of New Options under the New Share Option Scheme. Further details of the New Share Option Scheme and the awards granted thereunder are set out in paragraph 11 of Part VII of this document.

On Admission, the Company intends to make two types of award to six members of its senior management team, including the executive Directors. Each individual will be awarded an option over 312,498 Ordinary Shares with an exercise price equal to the Placing Price so that their total exercise cost is £249,999. These options are subject to a performance condition such that they will vest if the total shareholder return over the performance period is 7 per cent. per annum compounded or higher. Half of this award will vest subject to the meeting of this performance condition over a three year period and half will vest subject to the meeting of the performance condition over a four year period.

In addition, the six individuals will receive unapproved awards under a value creation plan structure which will entitle the individuals as a whole to 10.0 per cent. of total shareholder returns over the compound annual hurdle of 10 per cent. Half of this award will vest subject to the meeting of this performance condition over a three year period and half will vest subject to the meeting of the performance condition over a four year period. The increase in shareholder value is calculated as the market capitalisation of the Company at the performance measurement date less the net invested capital in the Company. The net invested capital in the Company is the equity value of the Company on Admission plus any additional amounts paid to subscribe for new Ordinary Shares increased by the compound annual hurdle of 10 per cent., from the date of the issuance of the new Ordinary Shares up to the performance measurement date and less all amounts paid by the Company by way of dividends or other distributions in respect of the Ordinary Shares over the relevant period.

Audited final results for the year ended 31 March 2018

Earlier today, the Company announced its audited final results for the year ended 31 March 2018. Revenue was £2.6 million (14 months ended 31 March 2017: £2.68 million), representing growth on a pro rata basis of 13 per cent, EBITDA of (£0.393) million (14 months ended 31 March 2017: (£0.056) million) and EBIT of (£0.966) million (14 months ended 31 March 2017: (£0.267) million). During the year, all of the Company's debt was repaid and investment was made to strengthen the Company's infrastructure.

Current trading and prospects of the Enlarged Group

Vitesse

In the 3 months to 30 June 2018, the Group traded ahead of budget, due, in particular, to a strong period for Events with Women In Finance and Future Stars of Tech. The Board has accelerated its plans to restructure its media sales team on the back of the relaunch of InformationAge and the launch of the DiversityQ website. Traditionally, the quarter ending 30 September is the Company's quietest quarter due to limited Events activity. However, Events momentum for the second half is building well.

InvestmentNews

For the six months to 30 June 2018, InvestmentNews traded ahead of budget and was approximately 15 per cent. up on the same period last year. At the half year point, it has booked revenue covering approximately 82 per cent. of its full year budget.

Unaudited pro forma statement of net assets of the Enlarged Group

An unaudited pro forma statement of net assets of the Enlarged Group is set out in Part V of this document illustrating the effect of the Acquisition and the Placing as if they had taken place as at 31 March 2018.

Dividend policy

Subject to restructuring the Company's reserves, the Directors intend to commence a progressive dividend policy in respect of the year ending 31 December 2019 with the earliest dividend expected to be declared for the 6 months ending 30 June 2019. The Board intends to pay an interim and a final dividend of one-third and two-thirds of the annual dividend payable.

Taxation

Your attention is drawn to the Taxation section contained in paragraph 12 of Part VII of this document. **If you are in any doubt as to your tax position, you should consult your own independent financial adviser immediately.**

EIS and VCT status

The Company has applied for advance assurance from HMRC that the EIS Placing Shares and the VCT Placing Shares (and any Excess EIS/VCT Shares) will rank as "eligible shares" for the purposes of EIS and will be capable of being a "qualifying holding" for the purposes of investment by VCTs. However, none of the Company, the Directors or any of the Company's advisers give any warranty or undertaking that such advance assurance will be granted or that such reliefs will be available and not withdrawn at a later date.

Proposed change of name

A special resolution will be proposed at the General Meeting to approve the change of name of the Company to Bonhill Group plc.

Bonhill Group plc will act as the holding company for a variety of brands in its chosen communities. Given the scale and nature of change in the Enlarged Group, the Board believes that this is an appropriate time for the Company to change its name.

If the resolution is passed at the General Meeting, the Company's AIM ticker will be changed to BONH and its website address will be changed to www.bonhillplc.com as of Admission.

Change of accounting reference date

Following Admission, the Company proposes to change its accounting reference date from 31 March to 31 December to align with the accounting reference date of InvestmentNews. As set out above, the Company has announced today its audited final results for the year ended 31 March 2018 and the Company will next report unaudited interim results for the 6 months ending 30 September 2018, audited results for the 9 months ending 31 December 2018 and unaudited results for the 6 months ending 30 June 2019 for the Enlarged Group.

General Meeting

To enable the Proposals to be implemented, it is necessary for Shareholders to:

- (a) approve the Acquisition;
- (b) approve the Share Reorganisation;
- (c) give the Board the necessary authorities to allot New Ordinary Shares and any Excess EIS/VCT Shares;
- (d) approve the adoption of New Articles; and
- (e) approve the change of name of the Company to Bonhill Group plc.

Accordingly, you will find at the end of this document the notice convening the General Meeting to be held at the offices of Dentons UK and Middle East LLP at One Fleet Place, London EC4M 7WS at 1.00 p.m. on 16 August 2018. The following resolutions will be proposed at the General Meeting, of which Resolutions 1 to 4 (inclusive) will be proposed as ordinary resolutions and Resolutions 5 to 7 (inclusive) will be proposed at special resolutions:

Resolution 1 – Acquisition

To approve the Acquisition, which constitutes a reverse takeover for the Company under Rule 14 of the AIM Rules for Companies and therefore cannot be completed without Shareholder approval.

Resolution 2 – Share Reorganisation

To approve and give effect to the Share Reorganisation, which is described in more detail above.

Resolution 3 – Authority to allot shares

To grant authority to the Directors to allot (i) shares in connection with the Acquisition, the Placing, the issue of the Adviser Shares and the New Share Option Scheme; (ii) any Excess EIS/VCT Shares; and (iii) any further ordinary shares up to a maximum aggregate nominal amount of £222,666.52, which amount represents approximately two-thirds of the Company's Enlarged Share Capital. This additional two-thirds authority is granted on the basis that any amount in excess of one-third of the Enlarged Share Capital may only be allotted pursuant to a fully pre-emptive rights issue. The Directors have no present intention of exercising any part of the additional 'two-thirds' authority.

Resolution 3 is conditional upon Resolutions 1, 2, 4 and 6 being passed and the Share Reorganisation described in Resolution 2 becoming effective.

Resolution 4 – Ratification of prior allotments

The current Articles of Association contain a restriction upon the maximum amount of shares that may be allotted by the Company. All prior allotments of shares by the Company have occurred under and in accordance with approved Shareholder authorities, however the Company has inadvertently previously issued shares in excess of the prescribed threshold contained in the Articles. The Board therefore wishes to seek Shareholder ratification of those past allotments in accordance with section 239 of the Companies Act. The Directors believe that no Shareholder has been prejudiced as a result of the maximum authorised share capital having been exceeded, and that therefore seeking this ratification from Shareholders is appropriate. Under the Companies Act, companies are no longer required to have an authorised share capital and accordingly this limit will be removed as part of the process of adopting the New Articles under Resolution 6 of the General Meeting. This will bring the Company into line with the position adopted by the vast majority of other AIM traded companies.

Resolution 5 – Disapplication of pre-emption rights

To allow the Directors to allot equity securities as if the statutory pre-emption rights contained in section 561(1) of the Companies Act do not apply.

This authority is limited to the allotment of shares in connection with (i) the Acquisition, the Placing, the issue of the Adviser Shares and the New Share Option Scheme; (ii) the issue of Excess EIS/VCT Shares; (iii) rights issues and other pre-emptive offers; and (iv) otherwise up to an aggregate nominal amount of £33,399.97, representing approximately 10 per cent. of the Enlarged Share Capital.

Resolution 5 is conditional upon Resolutions 2 and 3 being passed and the Share Reorganisation described in Resolution 2 becoming effective.

Resolution 6 – Adoption of the New Articles

To adopt the New Articles.

A summary of the principal changes to be made to the existing Articles of Association is set out at paragraph 6 of Part VII of this document.

Resolution 7 – Change of name

To effect the change of name of the Company to “Bonhill Group plc” for the reasons described above.

Resolution 7 is conditional upon the passing of Resolution 3.

All of the Resolutions need to be approved by Shareholders for all of the Proposals to be implemented.

Action to be taken

You will find enclosed a Form of Proxy for use by Shareholders at the General Meeting. The Form of Proxy should be completed in accordance with the instructions printed thereon and forwarded to the Company’s registrars, Share Registrars, or submitted electronically through CREST as soon as possible, and in any event so as to be received by no later than 1.00 p.m. on 16 August 2018. Completion and return of a Form of Proxy will not preclude you from attending the General Meeting and voting in person if you wish.

Irrevocable undertakings to vote in favour of the Resolutions

Each of the Directors who holds Ordinary Shares has given an irrevocable undertaking to the Company to vote in favour of the Resolutions in respect of their entire beneficial holdings of Existing Ordinary Shares amounting to, in aggregate, 18,237,448 Existing Ordinary Shares, representing approximately 10.60 per cent. of the Existing Ordinary Share Capital. In addition, Anthony Cross, City Financial Investment Company Limited, Herald Investment Management Limited and Peter James Tracey have given irrevocable undertakings to the Company to vote in favour of the Resolutions in respect of their entire beneficial holdings of Existing Ordinary Shares, amounting to, in aggregate, 68,402,831 Existing Ordinary Shares, representing approximately 39.75 per cent. of the Existing Ordinary Share Capital. In total therefore, the Company has received irrevocable undertakings to vote in favour of the Resolutions amounting to, in aggregate, 86,640,279 Existing Ordinary Shares, representing approximately 50.35 per cent. of the Existing Ordinary Share Capital.

Further information

Your attention is drawn to the additional information set out in the remainder of this document and, in particular, to the Risk Factors set out in Part III of this document.

Recommendation

The Directors consider that the Proposals are in the best interests of the Company and Shareholders as a whole.

Accordingly, the Directors unanimously recommend that you vote in favour of the Resolutions as they have irrevocably undertaken to do so in respect of their own direct and beneficial shareholdings being, in aggregate, 18,237,448 Existing Ordinary Shares, representing approximately 10.60 per cent. of the Existing Ordinary Share Capital.

Yours faithfully

Neil Sachdev
Non-Executive Chairman

PART II

INFORMATION ON INVESTMENTNEWS

Introduction

InvestmentNews is one of the market leading Business Information and Data & Insight brands supporting the US financial adviser and wealth manager community as measured by digital audience size. It interacts with its community through a weekly publication, InvestmentNews, its award-winning website, www.InvestmentNews.com, live events and research and data offerings.

InvestmentNews is a key information source for US based advisers, which consists of over 300,000 financial advisers, investment advisers, wealth managers, securities brokers, insurance, accounting, banking, law and other financial planning/investment professionals with over 150,000 weekly readers of its InvestmentNews publication, on average 545,000 unique monthly users, 1.6 million monthly page views of its InvestmentNews.com website and approximately 1,250 attendees annually to its live events. The business has 42 staff members and is headquartered in New York.

InvestmentNews was launched in 1997 as a weekly business publication by Crain, one of the US's largest privately held B2B media companies which operates 55 brands worldwide. In 1998, InvestmentNews launched its website, www.InvestmentNews.com, followed in 2006, by hosting its first conference, The Retirement Income Summit, which is now in its 12th year. The business currently operates eleven industry specific conferences per year. In 2009, InvestmentNews acquired a leading independent benchmarking studies platform for financial advisers from Moss Adams LLC expanding its research proposition into more in-depth data and insight.

Key business highlights

Significant US FA/WM sector with further potential for growth: the US has the largest financial services industry in the world with the US High-Net-Worth wealth market experiencing strong growth, the population of High-Net-Worth individuals increasing by 10.2 per cent. in 2017, to 5.3 million people and their wealth growing by 10.5 per cent. to \$18.6 trillion⁸. The FA/WM community is hard to engage due to the technical nature of the sector, and compliance and regulatory constraints, as well as being fragmented across a diverse group comprising financial advisers, investment advisers, wealth managers, securities brokers, insurance, accounting, banking, law and other financial planning/investment professionals. These factors provide barriers to entry and also opportunities to create valuable propositions such as the business' live events portfolio and its benchmarking studies.

A leading B2B media brand in the FA/WM sector: over the past twenty years, InvestmentNews has become one of the market leading B2B information brands in the FA/WM sector, as measured by advertisement pages, digital audience and website traffic. The weekly publication has a core subscriber base of over 61,000 professionals and over 170,000 weekly readers. InvestmentNews.com has a core audience of 545,000 unique monthly users generating over 1.6 million monthly page views.

Existing high margin Business Information revenue streams: The Directors believe that, through product innovation, pricing reviews and improved technology, InvestmentNews can maintain margins and minimise print contribution decline from its print publication, while increasing digital contribution.

Potential to significantly expand its Live Events and Data & Insight propositions: InvestmentNews has recently launched two new events and expanded one of its existing events, bringing its portfolio to eleven events annually. It hired its first dedicated Director of Events in 2017 to drive expansion in both the scale of its existing events, and continue to add further events, within the portfolio. The business also plans to grow its Data & Insight proposition, building on the success of its benchmarking studies (for example, launching studies on investment management usage and market sizing).

Underinvested business with potential for accelerated organic growth and accretive acquisitions: InvestmentNews has received relatively little investment over the last few years. There is,

8 Source: Capgemini World Wealth Report 2018

therefore, the potential to deploy capital to accelerate growth organically of revenues streams and margins, while also acquiring products and/or businesses that are aligned with the Enlarged Group's growth strategy.

Experienced management team: InvestmentNews' publisher, Suzanne Siracuse has been with the business since it was launched, and has been its publisher since 2006, having previously occupied the position of associate publisher. She is an experienced advocate and speaker in the FAWM and Diversity sectors. Suzanne is supported by industry veteran, Frederick Gabriel, Editor of InvestmentNews, Mark Bruno, Associate Publisher (responsible for the business' custom publishing, data and research products) and Josh Brous, InvestmentNews' Director of Events and Integrated Solutions. The management team and the wider staff of InvestmentNews will remain with the business following the Acquisition.

The US Financial Planning and Advice Sector

InvestmentNews is a leading B2B information business servicing the US FAWM sector. The sector is comprised of companies that provide financial planning, financial advice and wealth management services to both individuals and business clients. Operators also offer advice, in conjunction with other activities, such as portfolio management, retirement planning, protection planning and brokerage services.

In 2018, global High-Net-Worth wealth grew by 10.2 per cent., the sixth consecutive year in succession, surpassing the \$70 trillion threshold for the first time⁹. The US remained the largest contributor to global High-Net-Worth wealth 2017 with the US population of High-Net-Worth individuals increasing by 10.2 per cent. in 2017, to 5.3 million people, and their wealth growing by 10.5 per cent. to approximately \$18.6 trillion.

The US Department of Labor ("DOL") Fiduciary Rule

The US FAWM sector has been affected by the DOL Fiduciary Rule, which was introduced in April 2016, and the SEC Standards of Conduct announced in April 2018. The DOL Fiduciary Rule sought to expand the "investment advice fiduciary" definition under the Employee Retirement Income Security Act 1974 ("**ERISA**") which had the effect of imposing a substantially commission-free advice environment in the sector. In June 2018, the DOL Fiduciary Rule was struck down by the US Fifth Circuit Court of Appeals.

The SEC's Standards of Conduct focus on bringing broker-dealers on a fiduciary par with investment advisers, who already have to comply with fiduciary responsibilities under the SEC. The Standards of Conduct are currently subject to a comment period ending on 7 August 2018, and are not yet settled regulations.

Since the introduction of the DOL Fiduciary Rule in 2016, the US financial services industry has been gearing up to comply with the change in regulations, and commentators believe that the US financial services industry will naturally move towards a more UK style Retail Distribution Review ("**RDR**") environment.

Over the last two years, InvestmentNews has seen a decline in advertising spend as asset managers and insurance companies, advertising to financial advisers and wealth managers, have needed to review advertising literature to ensure that it complied with the new rules. At the same time, the conflict of interest that subtly exists between some advisory firms and their investment partners in terms of providing a marketing/advertising spend in return for business has required a certain amount of business restructuring which has reduced some firms' marketing and advertising budgets. The Directors believe that once advertising clients affected by the regulations either directly or indirectly align themselves closer to the spirit of any rules to reduce conflicts of interest and create compliant marketing and advertising material, a more normal advertising environment should resume.

The Directors also believe that the changes to the industry referred to above could provide the following opportunities for InvestmentNews:

- the highly technical nature of the issues provides editorial opportunities in explaining the rules and the impact on readers' clients which could make InvestmentNews even more of a 'go to' publication;

9 Source: Capgemini's Global Wealth Report 2018

- there is an opportunity to attract advertisers who are further down the line in their 'professional' journey and want to highlight their reputational credentials to attract like-minded advisers;
- the mix and spread of InvestmentNews' advertisers (product providers, business support, compliance, software, technology adviser networks) giving it an advantage over more product-focused publications; and
- InvestmentNews' custom content team is in a good position to help clients with marketing literature, blogs and web content to explain the issues and show how they are adapting and innovating.

US B2B media sector

The US is the largest B2B media market in the world on a per country basis, and it is expected that, by 2020, the US will account for approximately 49 per cent. of the global B2B market. Between 2017 and 2022, growth is forecast to be approximately 3.2 per cent. per annum.

- The value of the Business Information sub-sector reached \$5.8 billion in 2017 and, between 2017 and 2022, is forecast to grow by 1.4 per cent. per annum to \$6.3 billion.
- The value of the B2B trade show sub-sector reached \$14.3 billion in 2017 and, between 2017 and 2022, is forecast to grow by 4.1 per cent. per annum to \$17.5 billion.
- The value of the Data & Insight sub-sector reached \$55.6 billion in 2017 and, between 2017 and 2022, is forecast to grow by 4.3 per cent. per annum to \$68.5 billion.

Business overview

InvestmentNews' commercial activities are as follows:

- **Business Information:** this comprises the following propositions:
 - *weekly print publication:* revenues are generated by sponsorship and advertising with a small, but growing list of paid subscribers;
 - *website and digital products:* revenues are generated by advertising and sponsorship and a small number of digital paid subscriptions; and
 - *miscellaneous products* (for example, reprints and licensing): products are paid for directly by customers;
- **Live Events:** conferences, workshops, think tanks and awards evenings. Revenues predominantly comprise sponsorship, with the remainder coming from paid registrations; and
- **Data & Insight:** benchmarking studies, independent industry research, surveys and executive briefs.

Business Information: controlled circulation publication

InvestmentNews publishes its print publication on a weekly cycle, 45 times per year with editions not being published in the peak holiday seasons during July and August and over Christmas. The business also publishes ad hoc 'specials'. The publication has an average circulation run of 61,000 per issue, with each copy consisting of approximately 33 pages, a third of which are devoted to advertising.

The title is distributed on a so called controlled circulation basis, so readers register to receive the product for free. The current controlled circulation audience is approximately 61,000, with approximately 2,000 paid subscribers. Revenue is generated predominantly from sponsorship and advertising within a copy with advertising solutions varying across display, classified and insert advertising, as well as custom publishing propositions.

The traditional weekly publication remains a popular platform for reaching professionals in the FA/WM sector with the average reader being approximately 55 years of age. The business has received strong feedback from its readership as to their liking and continued support for the printed product with 93.4 per cent. of readers specifically requesting to receive the print edition in 2017. Although advertising revenue has slowed, this level of reader loyalty to the print publication has meant that financial institutions remain interested in exploring ways to leverage the advertising opportunities in the publication.

InvestmentNews also has a small, but growing, paid for subscriber 'audience'. The business offers three packages to its paid subscribers:

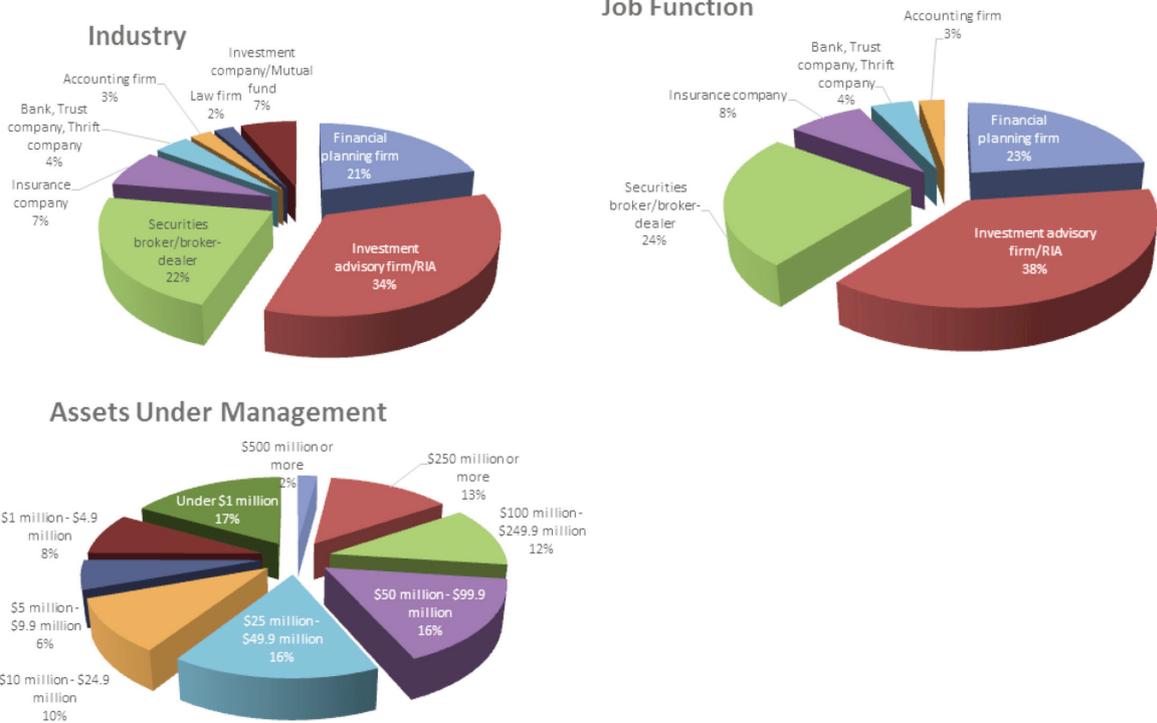
- **Classic Print:** the publication (45 issues per annum), including free delivery at a cost of \$49 per annum;
- **Premium Access:** in addition to the Classic Print features set out above, the Premium Access subscriber is offered unlimited access to InvestmentNews.com at a cost of \$129 per annum; and
- **VIP Access:** in addition to the Premium Access features set out above, the VIP Access subscriber is offered full access to InvestmentNews' data at a cost of \$239 per annum.

Business Information: Digital

InvestmentNews is a leading digital media brand in the US FA/WM sector, with InvestmentNews.com having one of the largest digital audiences of financial advisers in the sector. InvestmentNews' targeted digital audience in terms of:

- industry segment mainly comprises financial planning and financial advisory firms across all channels, including the brokerage and independent channels (with advisers representing broker-dealers, and as part of firms such as LPL, Commonwealth and Advisor Group), the registered investment adviser channel (with firms such as Aspirant, Private Ocean and The Colony Group and their custodial providers, such as Charles Schwab, TD Ameritrade and Fidelity) and with the advisers representing the securities broker channel and employees of firms such as Merrill Lynch and UBS. Also, asset management firms such as Blackrock, T. Rowe Price and Northern Trust, which, in aggregate, represent approximately 75 per cent. of the website's audience;
- job function mainly comprises financial planners/investment advisers, registered representatives and financial planning managers within those organisations; and
- assets under management ranges across all sizes of organisations.

InvestmentNews web registrant demographics by:



Source: Clickshare December 2017

Notes:

- Industry tabulated from 343,478 responses or 58 per cent. of total circulation
- Job function tabulated from 242,804 responses or 41 per cent. of total circulation
- AUM tabulated from 272,414 responses or 46 per cent. of total circulation

InvestmentNews.com generates on average 545,000 monthly unique users, 1.6 million monthly page views and is one of the leading B2B websites in the US media industry.

InvestmentNews offers a suite of digital product offerings to its clients:

- **Contextual Advertising:** allows clients to align sales messaging with the most relevant article pages and themes published by InvestmentNews.com through its targeted run-of-site advertising programme;
- **Dedicated Home Page Placements:** a gateway for all news, features, special reports, research and competitive intelligence available on InvestmentNews.com, which generates more than 125,000 page views per month on average;
- **eNewsletters:** InvestmentNews publishes up to date market information via its 9 different eNewsletters, which are published daily, weekly, monthly, bi-monthly, or quarterly. InvestmentNews also periodically publishes special reports relating to targeted topics and news events;
- **Interstitials:** the first time each unique user visits the InvestmentNews.com site each day, a pop-up advertisement appears for up to 15 seconds before redirecting to InvestmentNews content;
- **Sponsored Emails:** InvestmentNews owns and operates a detailed database of over 100,000 US advisers who opt-in to receive third-party messages. InvestmentNews sells access to the list and transmits the sponsors' messages on their behalf;
- **Thought Leadership:** features clients' white papers within the most widely read stories, columns and blogs appearing on InvestmentNews.com, generating leads directly when advisers download their white papers;
- **Video:** pre-roll advertisements before InvestmentNews content or sponsorship of an InvestmentNews editorially driven initiative; and
- **Webcasts:** InvestmentNews offers 3 types of webcast sponsorships: editorial/topical, research-related and custom.

InvestmentNews also offers bespoke custom digital solutions to its clients:

- **Market research:** custom surveys developed and delivered directly to financial advisers and individual investors in addition to presentations, reports and research papers that clients can publish independently, or co-brand with InvestmentNews. The business can also provide analysis of adviser and investor surveys;
- **Sponsored content/content distribution:** content developed by industry professionals and strategic content marketing campaigns optimally positioned and distributed directly to InvestmentNews' audience;
- **Custom video services:** video production, editing and distribution solutions, custom coverage of conferences, industry events and internal gatherings, case studies and testimonial development;
- **Webcasts:** developing webcast topic with a client designed to engage and inform hundreds of financial advisers, positioning their clients' executives as "thought leaders" and "subject matter experts" via a live, interactive, audio or video webcast; and
- **White papers:** InvestmentNews helps a client to identify the most popular topics facing financial advisers and to develop strategies for delivering co-branded or private-labelled reports directly to their offices, desks, or inboxes, as the case may be.

The aim of each custom digital campaign is to tailor it to an individual client's goals and objectives and the campaign can be scaled to work within a wide range of budgets. Projects range from \$10,000 for a sponsored content campaign to \$150,000 for a customised research project and distribution campaign.

Business Information: Miscellaneous

InvestmentNews has a number of miscellaneous revenue streams:

- **Reprints and royalties:** InvestmentNews leverages its content and award/recognition offerings to provide marketing solutions to subscribers and advertisers. Royalties are earned from licensing existing InvestmentNews content to third party clients;

- **List rental purchases:** InvestmentNews has a proprietary list of thousands of professionals who have opted-in for third party emails, which firms pay to sponsor; and
- **eBookstore:** hosted by InvestmentNews on its website, which generates revenue via individual book downloads and hard cover sales.

In the year ended 31 December 2017, InvestmentNews' Business Information segment generated audited revenues of \$13.980 million (2016: \$15,504 million), representing approximately 83.4 per cent. of total revenue (2016: 89.9 per cent.).

Live Events

InvestmentNews' live events serve as forums for US financial advisers and industry professionals to present, discuss and identify new ideas, challenges, opportunities and developments in the financial planning and advice industry as well as acknowledge and celebrate achievements. Senior, mid-level and junior executives are able to network and stay abreast of key sector trends. Events hosted by InvestmentNews can be classified into two categories:

- **InvestmentNews Industry Conferences:** conferences, workshops and think tanks where financial advisers, industry professionals, and executives meet to discuss and learn about the financial advice industry via seminars, keynote addresses and panel discussions; and
- **Award/Recognition Events:** forums held to recognise excellence in the financial planning and advice industry.

InvestmentNews' Live Event portfolio

<i>Event</i>	<i>Description</i>	<i>Launch date</i>
Women Adviser Summit	A one day workshop designed for female advisers who want to develop their skill sets. It is held in three cities (Boston, Chicago and San Francisco). InvestmentNews plans to add a fourth city in 2018 (Denver).	2015
Retirement Plan Adviser Think Tank	A roundtable and workshop created specifically for aggregators, who represent thousands of retirement plan advisers, and consultants, who work closely with both retirement plan advisers and plan sponsors, will address and discuss the key themes and opportunities within the evolving profession of retirement plan advice.	2018
Diversity and Inclusion Think Tank and Awards	This new one-day think tank will provide diversity and inclusion best practices around key themes such as recruitment, retention, firm culture and communication strategies. The awards will recognize individuals and firms that excel in creating a successful environment that embraces a culture of diversity and inclusion.	2018
FinTech Think Tank	This VIP roundtable and workshop unites FinTech decision-makers from some of the top broker-dealers, custodians and large RIA firms to identify and discuss technology solutions that will enable innovation – and solve complex problems – across the financial advice industry.	2017
Retirement Income Summit	A two day educational event providing insights and solutions on retirement income strategies for advisers, including an assessment of the challenges and opportunities advisers face when generating, sustaining and protecting their clients' retirement income.	2006

<i>Event</i>	<i>Description</i>	<i>Launch date</i>
Women to Watch Awards	An awards event honouring the most influential and powerful women in the US wealth management industry. It also has a 'companion' executive brief focused on highlighting best practices in attracting and retaining women in leadership roles.	2016
Innovators in Investing video webcast series	Recently revised format, including sessions to inform and educate financial advisers on the latest trends in investing solutions available to retail investors. Includes integrated live and video webcasts.	2017
Best Practices workshops & awards	Brings together financial advisers and influential firms for a full day conference. Attendees participate in facilitated workshop sessions designed to address the challenges and opportunities within their businesses. The workshops also help to translate InvestmentNews' benchmarking studies into personalised, practical strategies for growth.	2013
Women's Leadership Forum	A half day event tailored to women working in the financial services industry with discussions focusing on leadership and advancement of women's issues to encourage more females to join the financial services industry as well as empowering those currently working in financial services.	2013
Future of the Business	A think tank bringing together the industry's best young minds to identify challenges and opportunities that will shape the future of financial advice.	2017
Icons & Innovators	An awards showcase of the leaders, visionaries and legends who have shaped the US financial advice industry.	2017

Revenues predominantly consist of sponsorship (approximately 85 per cent.) with the balance coming from delegate ticket sales.

In the year ended 31 December 2017, InvestmentNews' Live Events segment generated audited revenue of \$1.447 million (2016: \$1.037 million), representing approximately 8.6 per cent. of consolidated revenue (2016: 6.0 per cent.).

Data & Insight

InvestmentNews has two research propositions:

- **Benchmarking research:** InvestmentNews' market leading independent benchmarking studies for financial advisers are sold to financial advisers, private equity firms, consultants and investment banks. In addition to individual benchmarking study sales, benchmarking research generates revenues via report sponsorships, webcasts, eNewsletters, and 'cut reports' (clients buy "cuts" of the benchmarking data for product development, and to populate their own internal tools for advisers). The business currently has three benchmarking offerings:
 - *Financial Performance Study of Advisory Firms (to be renamed 'The Study of Pricing & Profitability')*: long running and widely used independent benchmarking study in the US financial advice industry, allowing advisers to benchmark their businesses against the revenues, expenses and profitability of hundreds of advisory firms across the industry. The study is priced at \$499;
 - *Adviser Compensation and Staffing Study*: provides professionals with benchmarking data to evaluate their firm's salaries, structure and overall human capital strategy. The study is priced at \$499; and
 - *Adviser Technology Study*: technology blueprint for advisers. The study provides detailed information on the overall levels of technology investments and specific allocations, broken out by firm size and type. The study is priced at \$299.
- **Custom research:** InvestmentNews offers bespoke research solutions by leveraging its experience of the US FAWM sector. The custom research team works closely with its clients, using its experience

and research techniques to understand clients' business goals and challenges. InvestmentNews produces, and at times distributes, the high-level findings of its custom research through white papers, executive briefs, research studies or webcasts.

InvestmentNews also has a suite of four database products:

- **Broker Dealer Data Center:** offers recruitment and financial data on more than 100 independent broker-dealers in the US. It is priced at \$795;
- **Advisers on the Move:** provides details about specific advisers and teams who have recently changed firms, including details of the firms they have joined and have left. It is priced at \$99;
- **RIA Data Center:** is an interactive ranking tool providing professionals with access to key information on fee only registered investment advisers, including their average account size, discretionary and non-discretionary assets under management, as well as total assets held under management. It is priced at \$595; and
- **Investment Adviser Research Dashboard:** is powered by InvestmentNews' Financial Performance Study and its Adviser Compensation and Staffing Benchmarking Study. It is a competitive intelligence and benchmarking tool collated via a survey from over 500 independent advisory firms. It is used by financial advisers who are looking to effectively manage and grow their businesses. It is priced at \$999 per annum per user.

In the year ended 31 December 2017, InvestmentNews' Data & Insight segment generated audited revenue of \$1.327 million (2016: \$0.703 million), representing approximately 7.9 per cent. of consolidated revenue (2016: 4.1 per cent.).

Growth Opportunities

The Directors believe that there are a range of opportunities available to InvestmentNews to grow its business organically and also to deploy capital for accretive strategic acquisitions:

- **Business Information:**
 - Weekly publication: the Directors believe that adapting and innovating the print product, revising the title's pricing strategy, increasing paid subscriptions and custom publishing should maintain margins and minimise contribution decline from its print publication;
 - Digital: the Directors believe that:
 - The introduction of a new technology platform under the Company's ownership should improve audience insight and intelligence, leading to better targeted online content and a larger, more engaged audience; and
 - A larger, more engaged audience should, in turn, allow InvestmentNews' sales team to improve volumes and yields of traditional digital advertising, deliver greater paid for subscriptions volumes and further develop its custom product offering, driving custom digital revenues.
- **Live Events:**

The Directors believe that:

- An increased understanding of InvestmentNews' on and off-line community will provide the Company with greater insight into the current sector trends;
- This will, in turn, allow InvestmentNews to create more engaging live event content attracting greater numbers of delegates and sponsors, and enabling it to increase sponsorship yield, from each event;
- A better understanding of InvestmentNews' on and offline community will also allow the Company to better target new live event launches. For example, InvestmentNews used its knowledge and network of top retirement plan advisers ("**RPA**s") to create an RPA Think Tank event which launched in Q1 2018;
- As a result, the scale and the number of events in the Live Event portfolio should increase significantly.

- **Data & Insight:**

- The Directors intend to expand upon InvestmentNews' Data & Insight team to build on the success of the business' custom research proposition;
- They also intend to leverage InvestmentNews' existing research capabilities, benchmarking and database products to create a new series of Data & Insight products that will cover the technical facets of the US FA/WM sector and/or the practice management issues that many of InvestmentNews' community face. New products include an investment management usage study and a new market sizing study;
- InvestmentNews' management has identified a number of acquisition targets that are closely aligned to the Data & Insight growth strategy and which would provide the business with a significant step change.

Advertising and sponsorship clients

Over the last twenty years, the InvestmentNews leadership team has built relationships with key decision-makers at many of the leading financial services firms in the US who advertise in or sponsor the business' products and services.

In the year ended 31 December 2017, the business had a total of 190 advertising and sponsorship clients ranging across the US FA/WM sector with a low level of customer concentration. InvestmentNews' top three clients only accounted for, in aggregate, approximately 14 per cent., and its top ten clients only accounted for, in aggregate, approximately 35 per cent., of total advertising and sponsorship revenues.

Sales and Marketing

The InvestmentNews sales team comprises a national sales manager, supported by five regional sales managers who oversee key client and agency relationships on a geographic basis. They work individually, as a team and, on key accounts, with the Publisher and/or Associate Publisher as appropriate.

Each sales manager sells across all of InvestmentNews Business Information and Data & Insight propositions and has an individual sales target. The business has a Live Events sales executive who focuses on that business area, working with the Director of Events and also in partnership with the wider sales team on cross-media pitches.

InvestmentNews' Director of Marketing leads the business' market activities, supported by a team of two marketers and works closely with both the sales and content teams.

Operations

InvestmentNews' printing and distribution, reprints, business operational processes, technology, finance and other general and administrative functions are carried out by Crain. The Company and Crain have negotiated the Transition Services Agreement whereby Crain will continue to provide all of the above services to InvestmentNews for up to two years for a fee. Further details of the Transition Services Agreement are set out in Part I of this document.

Competition

The Directors believe that InvestmentNews' major competitors include ALM Media (owner of Investment Advisor and Think Advisor), Charter Financial Publishing Network (Financial Advisor), the Financial Times (Financialadvisoriq.com), Informa plc (owner of Wealth Management) and SourceMedia (owner of Financial Planning and OnWallStreet).

InvestmentNews is a market leading B2B information brand in the US FA/WM sector, as measured by the number of advertisement pages, size of digital audience, website traffic and paid subscribers.

Senior management

InvestmentNews has approximately 38 employees. On completion of the Acquisition Agreement all of those individuals will be offered employment by Indigo Opco on terms no less beneficial than those currently enjoyed by them. The profiles of four of the key members of senior management may be summarised as follows:

- **Suzanne Siracuse – Publisher:** oversees the strategy, financial performance and day-to-day operations of the business. She was part of the brand's launch team in 1997, became publisher in 2006 having previously served as associate publisher, and has led the InvestmentNews business since then. She is also an experienced advocate and speaker in the US FA/WM and Diversity sectors.
- **Frederick Gabriel Jr. – Editor:** has worked at InvestmentNews for over twenty years. He is an award-winning journalist who served as both a reporter and editor on a number of financial publications prior to joining InvestmentNews. He is responsible for overseeing all editorial coverage for InvestmentNews' weekly publication and website as well as setting the business operational and editorial strategy.
- **Mark Bruno – Associate Publisher:** responsible for InvestmentNews' custom publishing, research businesses and data product sales. He is an award-winning journalist, author and researcher who has written for and edited a number of financial publications over the last decade.
- **Josh Brous – Director of Events and Integrated Solutions:** joined InvestmentNews in September 2017. He oversees the strategy, development, execution and growth of InvestmentNews' live events portfolio. He has over 15 years' live event and conference experience having previously worked as VP of Events at Haymarket Media Inc., where he managed their global conferences, awards and virtual events business and prior to that spent 7 years overseeing events for Summit Business Media with a focus on brands serving finance, insurance and legal sectors.

Financial overview and HFI summary

For the year ended 31 December 2017, InvestmentNews reported audited revenues of \$16.754 million (2016: \$17.244 million), and profit before tax of \$0.670 million (2016: \$0.567 million), prior to an allocated central cost of \$4.428 million, which, for the twelve months following Completion, is estimated to be approximately \$1.114 million.

	<i>Year ended 31 December 2017 \$'000</i>	<i>Year ended 31 December 2016 \$'000</i>	<i>Year ended 31 December 2015 \$'000</i>
Revenue	16,754	17,244	19,130
Gross profit	13,600	14,118	15,808
Profit before taxation	670	567	2,113
Profit before taxation prior to central cost allocation from parent	5,098	5,456	6,695

PART III

RISK FACTORS

An investment in the Ordinary Shares is subject to a number of risks. Shareholders and prospective investors should consider carefully all of the information set out in this document and the risks attaching to an investment in the Company, including in particular the risks described below (which are not set out in any order of priority), before making any investment decisions. The information below does not purport to be an exhaustive list. Shareholders and prospective investors should consider carefully whether an investment in Ordinary Shares is suitable for them in the light of information in this document and their personal circumstances.

The Ordinary Shares should be regarded as a highly speculative investment and an investment in Ordinary Shares should only be made by those with the necessary expertise to fully evaluate the investment. Prospective investors are advised to consult an independent adviser authorised under FSMA.

If any of the following risks relating to the Enlarged Group were to materialise, the Enlarged Group's business, financial condition and results of future operations could be materially adversely affected. In such cases, the market price of the Ordinary Shares could decline and an investor may lose part or all of its investment. Additional risks and uncertainty not presently known to the Directors, or which the Directors currently deem immaterial, may also have a material adverse effect upon the Company or the Enlarged Group.

In addition to the usual risks associated with an investment in any company, the Directors consider the following risk factors to be significant to Shareholders and prospective investors.

General risks

An investment in the Company is only suitable for investors who are capable of evaluating the risks and merits of such investment and who have sufficient resources to bear any loss which may result from the investment (which may be equal to the whole amount invested). Such an investment should be seen as complementary to existing investments in a wide spread of financial assets and should not form a major part of an investment portfolio. Investors should not consider investing in Ordinary Shares unless they already have a diversified investment portfolio. Prospective investors should consider with care whether an investment in the Company is suitable for them in the light of their personal circumstances and the financial resources available to them. The investment opportunity offered in this document may not be suitable for all recipients of this document. Prospective investors are therefore strongly recommended to consult an investment adviser authorised under FSMA, or such other similar body in their jurisdiction, who specialises in advising on investments of this nature before making their decisions to invest.

Investment in the Company should not be regarded as short term in nature. There can be no guarantee that any appreciation in the value of the Company's investments will occur or that the investment objectives of the Company will be achieved. Investors may not recover the full amount initially invested.

The prices of shares and the income derived from them can go down as well as up. Past performance is not necessarily a guide to the future.

Risks relating to the Acquisition

There can be no assurances that the Acquisition will complete

Completion of the Acquisition is subject to Shareholders' approval and the Placing being successfully completed.

If the Acquisition does not proceed, Vitesse will have incurred significant advisory and other costs which it will have to pay in any event.

The Enlarged Group may fail to realise the expected benefits of the Acquisition

The Directors believe that the Acquisition will provide strategic and financial benefits for the Enlarged Group. However, there is a risk that the anticipated benefits will fail to materialise, or that they will be less significant than anticipated, and this may have a significant impact on the Enlarged Group's financial condition, result of operations and prospects and/or the price of the Ordinary Shares and the Enlarged Group.

Integration of InvestmentNews

The Enlarged Group's success will be partially dependent on the ability to successfully integrate InvestmentNews without significant disruption. Although the Directors believe that such disruption is unlikely, and have sought to preserve the continuity of the InvestmentNews business following completion of the Acquisition through the Transition Services Agreement, issues and challenges may come to light through the process of amalgamation and integration of two businesses, based in the United States and the UK respectively. If the Company is unable to integrate the Acquisition successfully, this could have a significantly negative impact on the results of operations and/or financial condition of the Enlarged Group.

Risks relating to the Enlarged Group's business

Trading

The Enlarged Group's trading expectations are based on assumptions which the Directors consider to be reasonable, but which are inherently subject to variation and uncertainty. There can be no assurance or guarantee that those expectations will be fulfilled, that the outcome of the Enlarged Group's strategy will be achieved, or that the Enlarged Group will achieve the desired levels of revenue or profit.

The Enlarged Group will be dependent on certain key executives and personnel

The Enlarged Group will have a relatively small senior management team and the loss of any key individual, or the inability to attract appropriate personnel could impact upon the Enlarged Group's future performance. The ability to continue to attract and retain employees with the appropriate qualifications, expertise and skills cannot be guaranteed. If the Enlarged Group is unable to hire and retain such personnel in a timely manner, the ability to sell its products and otherwise to grow its business will be impaired which may have a detrimental effect upon the performance of the Enlarged Group.

The Enlarged Group may be adversely affected by legislation and regulatory changes

This document has been prepared on the basis of current legislation, regulations, rules and practices and the Directors' interpretation thereof. Whilst the Enlarged Group will take every effort to ensure that it complies with all applicable legislation, regulations, rules and practices, such interpretation may not be correct and it is always a possibility that legislation, regulations, rules and practices may change. Any changes to legislation, regulations, rules or practices or their interpretation may have an adverse effect on the Enlarged Group's operations and the returns available on an investment in the Enlarged Group.

In particular, there remains ongoing uncertainty in the US FA/WM sector over the short, medium and long-term impact of the SEC's Standards of Conduct which focus on bringing broker-dealers on a fiduciary par with investment advisers, who already have to comply with fiduciary responsibilities under the SEC. The SEC's Standards of Conduct are currently subject to a comment period ending on 7 August 2018, and are not yet settled regulations. Since the introduction of the DOL Fiduciary Rule in 2016, which was struck down by the US Fifth Circuit Court of Appeals in June 2018, the US financial industry has been gearing up to comply with the change in regulations, and with the SEC's standards of Conduct yet to be settled, the ultimate impact on the US FA/WM sector remains uncertain and could adversely impact on the trading of the Enlarged Group.

Currency risk

InvestmentNews reports its results US dollars and the Enlarged Group reports its results in Sterling. Therefore, some of the Enlarged Group's costs and revenues will be denominated in currencies outside of its reporting currency. Adverse movements in exchange rates may result in additions to the Enlarged Group's reported costs or reductions in the Enlarged Group's reported revenues.

Insurance

There can be no certainty that the Enlarged Group's insurance cover is adequate to protect against every eventuality. The occurrence of an event for which the Company did not have adequate insurance cover could have a materially adverse effect on the Enlarged Group's business, revenue, financial condition, profitability, prospects and results of operations.

Future acquisitions

The Enlarged Group may acquire other businesses, technologies, products and services if suitable opportunities become available. Any future acquisition poses integration and other risks which may significantly affect the Enlarged Group's results or operations. There can be no assurance that the Enlarged Group will identify suitable acquisitions or opportunities, obtain the financing necessary to complete and support such acquisitions or acquire businesses on satisfactory terms, or that any business acquired will prove to be profitable. In addition, the acquisition and integration of independent companies is a complex, costly and time consuming process involving a number of possible problems and risks, including possible adverse effects on the Enlarged Group's operating results, diversion of management's attention, failure to retain personnel, failure to maintain customer service levels, disruption to relationships with customers and other third parties, risks associated with unanticipated events or liabilities and difficulties in the assimilation of the operations, technologies, systems, services and products of the acquired companies.

Risks relating to the general industry of the Enlarged Group

Competition

The market in which the Enlarged Group operates is highly competitive and fast moving. Competition is likely to continue and/or increase in the future from both established competitors and new entrants to the market. The Enlarged Group's competitors may have greater financial, technical and other resources than the Enlarged Group. Competitors may be able to develop products that are more attractive to customers than those offered by the Enlarged Group. If any of the foregoing risks occurred, that could have a material adverse effect on the Enlarged Group's financial condition, results of operations and prospects.

Rapidly changing technology in the industry in which the Enlarged Group operates

The success and growth of the Enlarged Group's business depends to a significant degree upon the development and further expansion of its online business and its ability to continue to adapt to technological changes, evolving industry standards and consumers' changing needs and preferences in a timely manner. Continuing to develop the Enlarged Group's online business is a key component of its overall strategy for growing the business and, if the Enlarged Group is unable to succeed in realising the potential of its online business, this could have a material adverse effect on its business, results of operations, financial condition and prospects. There can be no assurance that the Enlarged Group will be successful in maintaining and/or growing its digital business, or that its digital business will be profitable or successful in the future, which could lose significant opportunities for new revenue from digital sources. If the Enlarged Group is not successful in developing and expanding its digital business, or if increased competition results in increased cost pressures, such failure or revenue reductions could have a material adverse effect on its business, results of operations and financial condition.

Data protection and changes resulting from the General Data Protection Regulation and global data protection measures

The Enlarged Group does not aim to collect, store or use personally identifiable information (such as names, addresses, telephone numbers or other information that permits the contacting of a specific individual) from end users, but the data that the Enlarged Group collects about users' interactions with its customers may be considered personally identifiable information in some jurisdictions and subject to various international data protection laws and regulations. Accordingly, the Group is subject to a number of laws relating to privacy and data protection, including the UK's Data Protection Act 1998 and the Privacy and Electronic Communications (EC Directive) Regulations 2003, as well as relevant non-EEA data protection and privacy laws. Such laws govern the Enlarged Group's ability to collect, use and transfer personal information. The General Data Protection Regulation (Regulation (EU) 2016/679) ("**GDPR**") came into force on 25 May 2018 and places more onerous obligations in relation to data protection compliance.

The Company has taken, and will take, steps to ensure compliance with the GDPR, but there is a risk that such measures may not be deemed sufficient in order to comply with the regulation or regulatory guidance. Failure to comply with the GDPR or other data protection legislation in the countries where the Enlarged Group operates or to which it is subject, may leave it open to criminal and civil sanctions.

General economic conditions

Market conditions may affect the value of the Company's shares regardless of operating performance. The Enlarged Group could be affected by unforeseen events outside its control, including natural disasters, terrorist attacks and political unrest and/or government legislation or policy in the UK, the US and elsewhere. General economic conditions may affect interest rates and inflation rates. Movements in these rates will have an impact on the Company's cost of raising and maintaining debt financing. Similarly, general economic conditions will impact on the Enlarged Group's customers, impacting on the Company's ability to win new business and the potential recoverability of amounts owed. A prolonged economic downturn may lead to an overall decline in the volume of the Company's revenues, restricting the Enlarged Group's ability to realise a profit. The markets in which the Enlarged Group offers its products and services are directly affected by many national and international factors that are beyond the Company's control.

Taxation

Any change in the Company's tax status or in taxation legislation could affect the Company's ability to provide returns to Shareholders. Any statements in this document concerning the taxation of investors in Ordinary Shares are based on current UK tax law and practice which is subject to change. The taxation of an investment in the Company depends on the individual circumstances of investors.

Cyber security

The Enlarged Group relies on information technology systems to conduct its operations and consequently, its infrastructure and systems are at risk from cyber-attacks. Cyber-attacks can result from deliberate attacks or unintentional events and may include (but are not limited to) third parties gaining unauthorised access to the Enlarged Group's infrastructure and systems for the purpose of misappropriating its financial assets, intellectual property or sensitive information, corrupting data, or causing operational disruption. If the Enlarged Group suffers from a cyber-attack, whether by a third party or insider, it may incur significant costs and suffer other negative consequences, such as remediation costs (including liability for stolen assets or information) and repairing any damage caused to the Enlarged Group's network infrastructure and systems. The Enlarged Group may also suffer reputational damage and loss of investor confidence.

Brexit risk

On 23 June 2016, the United Kingdom held a referendum on the United Kingdom's continued membership of the European Union. This resulted in a vote for the United Kingdom to exit the European Union. There are significant uncertainties in relation to the terms and the timeframe within which such an exit would be affected, and there are significant uncertainties as to what the impact will be on the fiscal, monetary and regulatory landscape in the UK, including *inter alia*, the UK's tax system, the conduct of cross-border business and export and import tariffs. There is also uncertainty in relation to how, when and to what extent these developments will impact on the economy in the United Kingdom and the future growth of its various industries and on levels of investor activity and confidence, on market performance and on exchange rates.

There is also a risk that the vote by the United Kingdom to leave could result in other member states reconsidering their respective membership of the European Union. Although it is not possible to predict fully the effects of the exit of the United Kingdom from the European Union, any of these risks, taken singularly or in the aggregate, could have a material adverse effect on the Enlarged Group's business, revenue, financial condition, profitability, prospects and results of operations.

Risks relating to the Ordinary Shares

Dilution

The effect of the Placing will be a reduction to Shareholders' proportionate ownership and voting interests in the Company.

The Enlarged Group may need to raise additional funds in the future to finance, amongst other things, working capital, expansion of the Enlarged Group, new developments relating to existing operations or new acquisitions. If additional funds are raised through the issuance of new equity or equity-linked securities of the Enlarged Group other than on a *pro rata* basis to existing Shareholders, the percentage ownership of the existing Shareholders may be reduced. Shareholders may also experience subsequent dilution and/or such securities may have preferred rights, options and pre-emption rights senior to the Ordinary Shares. The Enlarged Group may also issue Ordinary Shares as consideration shares on acquisitions or investments which would also dilute Shareholders' respective shareholdings.

The value of the Ordinary Shares may decrease as well as increase and there may be volatility in the price of the Ordinary Shares

The Placing Price may not be indicative of the market price for the Ordinary Shares following Admission. The market price of the Ordinary Shares could be volatile and subject to significant fluctuations due to a variety of factors, including changes in sentiment in the market regarding the Enlarged Group, the Enlarged Group's sector or equities generally, any regulatory changes affecting the Enlarged Group's operations, variations in the Enlarged Group's operating results and/or business developments of the Enlarged Group and/or its competitors, the actual operating and share price performance of other companies in the industries and markets in which the Enlarged Group operates, news reports relating to trends in the Enlarged Group's markets or the wider economy and the publication of research analysts' reports regarding the Enlarged Group or the sector generally, actual or anticipated fluctuations in the Enlarged Group's operating performance, termination of contracts by partners, announcements of developments by existing and future competitors, changes in the Enlarged Group's key personnel or actual or potential litigation.

Trading and performance of the Ordinary Shares may not meet the expectations of investors

The AIM Rules for Companies are less demanding than those of the Official List, and an investment in a company whose shares are traded on AIM is likely to carry a higher risk than an investment in a company whose shares are quoted on the Official List. It may be more difficult for investors to realise their investment in a company whose shares are traded on AIM than to realise an investment in a company whose shares are quoted on the Official List. The share price of publicly traded, early stage companies can be highly volatile. The price at which the Ordinary Shares will be traded and the price at which investors may realise these investments will be influenced by a large number of factors, some specific to the Enlarged Group and its operations, and some which may affect quoted companies generally. The value of the Ordinary Shares will be dependent upon the success of the operational activities undertaken by the Enlarged Group, and prospective investors should be aware that the value of the Ordinary Shares can go down as well as up. Furthermore, there is no guarantee that the market price of an Ordinary Share will accurately reflect its underlying value.

Continued trading on AIM

The Company cannot assure investors that the Ordinary Shares will always continue to be traded on AIM or on any other exchange. If such trading were to cease, certain investors may decide to sell their shares, which could have an adverse impact on the price of the Ordinary Shares. Additionally, if in the future the Company decides to obtain a listing on another exchange in addition or as an alternative to AIM, the level of liquidity of the Ordinary Shares traded on AIM could decline.

Future sales of Ordinary Shares could adversely affect the price of the Ordinary Shares

The sale of a significant number of Ordinary Shares in the public market, or the perception that such sales may occur, could materially adversely affect the market price of the Ordinary Shares. Shareholders may sell their Ordinary Shares in the public or private market and the Enlarged Group may undertake a public or private offering of Ordinary Shares. The Enlarged Group cannot predict what effect, if any, future sales of Ordinary Shares will have on the market price of the Ordinary Shares. If the Enlarged Group's existing Shareholders were to sell, or the Enlarged Group was to issue a substantial number of Ordinary Shares in the public market, the market price of the Ordinary Shares could be materially adversely affected. Sales by the Enlarged Group's existing Shareholders could also make it more difficult for the Enlarged Group to sell equity securities in the future at a time and price that it deems appropriate.

Dividends

There can be no assurance as to the level of any future dividends. The declaration, payment and amount of any future dividends of the Enlarged Group are subject to the discretion of the Shareholders or, in the case of interim dividends to the discretion of the Directors, and will depend upon, amongst other things, the Enlarged Group's earnings, financial position, cash requirements, availability of profits, as well as the applicability of relevant laws or generally accepted accounting principles from time to time.

Investment risk

Potential investors should be aware that the value of shares can rise or fall and that there may not be proper information available for determining the market value of the Ordinary Shares at all times. An investment in a share which is traded on AIM, such as the Ordinary Shares, is likely to be difficult to realise and carries a high degree of risk. The ability of an investor to sell Ordinary Shares will depend upon there being a willing buyer for them at an acceptable price. Consequently, it might be difficult for an investor to realise his/her investment in the Enlarged Group and he/she may lose all his/her investment. The Ordinary Shares therefore may not be suitable as a short-term investment.

EIS/VCT tax qualification and potential investments

The Company has applied for advance assurance from HMRC that the new Ordinary Shares represent a qualifying holding for Venture Capital Trusts and a subscription for new Ordinary Shares by way of the Placing was capable of qualifying for Enterprise Investment Scheme tax reliefs.

Although any potential future subscription for shares may be eligible for tax relief under the EIS, or be a qualifying holding for a VCT investor, neither the Company nor the Board will provide any warranty or guarantee in this regard. Investors would have to take their own advice and rely on it. Neither the Company nor the Directors will give any warranties or undertakings that EIS relief or VCT relief will not be withdrawn. Investors must take their own advice and rely on it. If the Company carries on activities beyond those disclosed to HMRC, then Shareholders may cease to qualify for the tax benefits. The actual availability of EIS relief and qualifying status for VCT purposes would be contingent upon certain conditions being met by both the Company and the relevant investors. Should the law regarding EIS or VCT change, then any reliefs or qualifying status previously obtained may be lost. If the Company ceases to carry on the business outlined in this document, changes the manner in which the business is undertaken or acquires or commences a business which is not insubstantial to the Company's activities at any time this could prejudice the status of any future tax efficient investments made in the Company under the VCT provisions, if clearance is received. If these changes are made during the three year period from the last allotment of any investment in tax efficient shares, this could prejudice the qualifying status of the Company (as referred to above) under the EIS provisions. Circumstances may arise where the Board believes that the interests of the Company are not best served by acting in a way that preserves the EIS or VCT qualifying status. In such circumstances, the Company cannot undertake to conduct its activities in a way designed to secure or preserve any such relief or status claimed by any Shareholder.

If the Company does not employ all of the proceeds of an EIS share issue for qualifying trading purposes within 24 months of the date of issue of any EIS shares, the Company will not be a qualifying company and as such EIS relief will be withdrawn. In respect of subscription for any VCT shares made by a VCT, if the Company does not employ the funds invested by the VCT for qualifying purposes within 24 months, the funds invested by the VCT would be apportioned *pro rata* and its qualifying holding would be equal to the VCT's funds that had been employed for qualifying trade purposes within the above time limits. Any remaining element of the VCT's investment would comprise part of its non-qualifying holding. The above information is based upon current tax law and practice and other legislation and any changes in the legislation or in the levels and bases of, and reliefs from, taxation may affect the value of an investment in the Company. Any person who is in any doubt as to their taxation position should consult their professional taxation advisers.

The attention of potential investors is drawn to paragraph 12 of Part VII of this document. The tax rules, including stamp duty provisions and their interpretation relating to an investment in the Company may change. The levels of, and reliefs from, taxation may change. The tax reliefs referred to in this document are those currently available and their value depends on investors' individual circumstances. Any change in the Company's tax status or the tax applicable to holding Ordinary Shares or in taxation legislation or its interpretation, could affect the value of the investments held by the Company, its ability to provide returns

to Shareholders and/or alter the post-tax returns to Shareholders. Statements in this document concerning taxation of the Company and its Shareholders are based on current UK tax law and practice which is subject to change.

Completion of the Placing and the Acquisition is subject to satisfaction (or waiver) of a number of conditions which are normal for a transaction of this nature including Admission. There is no guarantee that these conditions will be satisfied (or waived), in which case the Placing and the Acquisition will not complete. The issue of the EIS Placing Shares and the VCT Placing Shares (and any Excess EIS/VCT Shares) is not conditional on completion of the Acquisition, the allotment and issue of the remainder of the Placing Shares or Admission. There is a risk that the issue of the EIS Placing Shares and VCT Placing Shares (and any Excess EIS/VCT Shares) completes and matters subsequently arise which mean that the Placing or Acquisition do not complete as anticipated.

Forward looking statements

This document contains forward looking statements that involve risks and uncertainties. The Enlarged Group's results could differ materially from those anticipated in the forward-looking statements as a result of many factors, including the risks faced by the Enlarged Group, which are described above and elsewhere in the document. Additional risks and uncertainties not currently known to the Board may also have an adverse effect on the Enlarged Group's business.

The specific and general risk factors detailed above do not include those risks associated with the Enlarged Group which are unknown to the Directors.

Although the Directors will seek to minimise the impact of the Risk Factors, investment in the Enlarged Group should only be made by investors able to sustain a total loss of their investment. Investors are strongly recommended to consult an investment adviser authorised under FSMA who specialises in investments of this nature before making any decision to invest.

PART IV

HISTORICAL FINANCIAL INFORMATION OF INVESTMENTNEWS

SECTION A: ACCOUNTANT'S REPORT ON THE HISTORICAL FINANCIAL INFORMATION OF INVESTMENTNEWS



BDO LLP
55 Baker Street
London
W1U 7EU

The Directors
Vitesse Media plc
14 Bonhill Street
London EC2A 4BX

31 July 2018

The Directors
Stockdale Securities Limited
100 Wood Street
London
EC2V 7AN

Dear Sirs

Vitesse Media plc (the “Company”)

InvestmentNews

Introduction

We report on the financial information set out in Section B of Part IV. This financial information has been prepared for inclusion in the admission document dated 31 July 2018 of the Company (the “**Admission Document**”) on the basis of the accounting policies set out in Note 2 to the financial information. This report is required by paragraph (a) of Schedule Two of the AIM Rules for Companies and is given for the purpose of complying with that paragraph and for no other purpose.

Responsibilities

As described in Note 1 of the financial information in Section B of Part IV of this document, the Directors are responsible for preparing the financial information on the basis of preparation set out in Note 1 to the financial information.

It is our responsibility to form an opinion on the financial information and to report our opinion to you.

Save for any responsibility arising under paragraph (a) of Schedule Two of the AIM Rules for Companies to any person as and to the extent there provided, to the fullest extent permitted by the law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with Schedule Two of the AIM Rules for Companies consenting to its inclusion in the Admission Document.

Basis of opinion

We conducted our work in accordance with Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of significant estimates and judgements made by those responsible for the preparation of the financial information and

whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in the United States of America or other jurisdictions outside the United Kingdom and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

Opinion

In our opinion, the financial information gives, for the purposes of the Admission Document, a true and fair view of the state of affairs of InvestmentNews as at 31 December 2015, 31 December 2016 and 31 December 2017 and of its results, cash flows and changes in equity for the years then ended in accordance with the basis of preparation set out in Note 1 to the financial information.

Declaration

For the purposes of Paragraph (a) of Schedule Two of the AIM Rules for Companies we are responsible for this report as part of the Admission Document and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Admission Document in compliance with Schedule Two of the AIM Rules for Companies.

Yours faithfully

BDO LLP

Chartered Accountants

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127)

SECTION B: HISTORICAL FINANCIAL INFORMATION OF INVESTMENTNEWS

Statement of total comprehensive income

	<i>Note</i>	<i>Year ended 31 December 2015 \$'000</i>	<i>Year ended 31 December 2016 \$'000</i>	<i>Year ended 31 December 2017 \$'000</i>
Total revenue	4	19,130	17,244	16,754
Cost of sales		<u>3,322</u>	<u>3,126</u>	<u>3,154</u>
Gross profit		15,808	14,118	13,600
Administrative expenses before cost allocations from parent company		9,113	8,662	8,502
Cost allocations from parent company		4,582	4,889	4,428
Total administrative expenses		<u>13,695</u>	<u>13,551</u>	<u>12,930</u>
Profit before taxation	5	2,113	567	670
Taxation	8	–	–	–
Profit for the period and total comprehensive income attributable to equity holders		<u>2,113</u>	<u>567</u>	<u>670</u>

Statement of financial position

	<i>Note</i>	<i>1 January 2015 \$'000</i>	<i>31 December 2015 \$'000</i>	<i>31 December 2016 \$'000</i>	<i>31 December 2017 \$'000</i>
Non-current assets					
Property, plant and equipment	9	<u>5</u>	<u>2</u>	<u>1</u>	<u>4</u>
Total non-current assets		<u>5</u>	<u>2</u>	<u>1</u>	<u>4</u>
Current assets					
Trade and other receivables	10	4,456	3,948	4,293	3,818
Cash and cash equivalents	11	–	–	–	–
Total current assets		<u>4,456</u>	<u>3,948</u>	<u>4,293</u>	<u>3,818</u>
Total assets		<u>4,461</u>	<u>3,950</u>	<u>4,294</u>	<u>3,822</u>
Current liabilities					
Trade and other payables	12	<u>1,956</u>	<u>1,945</u>	<u>1,866</u>	<u>1,897</u>
Total current liabilities		<u>1,956</u>	<u>1,945</u>	<u>1,866</u>	<u>1,897</u>
Total liabilities		<u>1,956</u>	<u>1,945</u>	<u>1,866</u>	<u>1,897</u>
Net assets		<u>2,505</u>	<u>2,005</u>	<u>2,428</u>	<u>1,925</u>
Net parent company investment		<u>2,505</u>	<u>2,005</u>	<u>2,428</u>	<u>1,925</u>

Statement of changes in equity

	<i>Net parent company investment \$'000</i>
Net parent company investment as at 1 January 2015	2,505
Profit for the year	2,113
Distribution payment	<u>(2,613)</u>
Net parent company investment as at 31 December 2015	2,005
Profit for the year	567
Distribution payment	<u>(144)</u>
Net parent company investment as at 31 December 2016	2,428
Profit for the year	670
Distribution payment	<u>(1,173)</u>
Net parent company investment as at 31 December 2017	<u>1,925</u>

Statement of cash flows

	<i>Note</i>	<i>Year ended 31 December 2015 \$'000</i>	<i>Year ended 31 December 2016 \$'000</i>	<i>Year ended 31 December 2017 \$'000</i>
Profit after tax		2,113	567	670
Depreciation of property, plant and equipment	9	<u>3</u>	<u>1</u>	<u>2</u>
Operating profit before working capital changes		2,116	568	672
Decrease/(increase) in trade and other receivables	10	508	(345)	475
(Decrease)/increase in trade and other payables	12	<u>(11)</u>	<u>(79)</u>	<u>31</u>
Cash generated by operations		2,613	144	1,178
Income taxes paid	8	<u>–</u>	<u>–</u>	<u>–</u>
Net cash generated by operating activities		<u>2,613</u>	<u>144</u>	<u>1,178</u>
Investing activities				
Purchase of property, plant and equipment	9	<u>–</u>	<u>–</u>	<u>(5)</u>
Net cash used by investing activities		<u>–</u>	<u>–</u>	<u>(5)</u>
Financing activities				
Distribution payments		<u>(2,613)</u>	<u>(144)</u>	<u>(1,173)</u>
Net cash used by financing activities		<u>(2,613)</u>	<u>(144)</u>	<u>(1,173)</u>
Net (decrease)/increase in cash and cash equivalents		–	–	–
Effect of foreign currency translation on cash and cash equivalent		–	–	–
Cash and cash equivalents at beginning of year		<u>–</u>	<u>–</u>	<u>–</u>
Cash and cash equivalents at end of year	11	<u>–</u>	<u>–</u>	<u>–</u>

Notes to the historical financial information

1. Basis of preparation

The historical financial information represents the results of the Target Business.

The Target Business is the trade and assets of InvestmentNews which are being acquired by Indigo Opco LLC, a subsidiary of the Company, under the Acquisition Agreement. InvestmentNews is the market leading Business Information, Live Event and Data & Insight brand supporting the US financial adviser and wealth manager community. It interacts with its community through a weekly publication, its award-winning website, www.InvestmentNews.com, live events and research and data offerings.

The historical financial information has been prepared in accordance with the requirements of the AIM Rules for Companies for the purposes of the Admission Document and represents historical financial information on the Target Business for each of the three years ended 31 December 2015, 31 December 2016 and 31 December 2017.

The Directors are responsible for the preparation of this historical financial information.

This basis of preparation describes how the historical financial information has been prepared in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS"), save as described below. This is the first financial information on Target Business prepared in accordance with IFRS and IFRS 1 'First time adoption of IFRS' has been applied from the transition date of 1 January 2015. Note 14 sets out the details of the adjustments required to present the accounts under IFRS including any exemptions taken. The accounting policies used have been consistently applied from the transition balance sheet and throughout all periods presented in this financial information.

The accompanying historical financial information is derived from the historical accounting records of Crain Communications Inc. (the "**Parent Company**") on a 'carve out' basis. As such, the financial information as of 31 December 2015, 31 December 2016 and 31 December 2017 consists entirely of the results of Target Business as historically managed under the parent company.

The financial information includes expense allocations for certain corporate and shared service functions historically provided by the parent company, including, but not limited to, executive oversight, accounting, treasury, human resources, occupancy, procurement, information technology, audience activity and other shared services. Following the Acquisition, these functions will be performed using internal resources of the Group or purchased services, some of which may be provided by the parent company under the Transition Services Agreement.

The Directors believe these allocations are made on a consistent basis and are reasonable. Nevertheless, the historical financial information may not include all of the actual expenses or reflect the financial position and cash flows that would have been incurred had the Target Business operated as a standalone business during the periods presented.

The financial information also includes certain assets and liabilities that have historically been held at parent company corporate level. These assets and liabilities will be transferred to Indigo Opco LLC, as of the date of the Acquisition through specific identification and allocation where necessary.

Target Business represents a single operating entity with the parent company. Transactions historically treated as intercompany between Target Business and the parent company have been included in the financial information and are considered effectively settled in cash at the time that each transaction is recorded. The net effect of these transactions is reflected in the statement of cash flows as a financing activity and in the statement of financial position as net parent company investment.

Although representing a departure from formal IFRS, the treatments applied above are based on the conventions used for the preparation of historical financial information for inclusion in investment circulars as described in the Annexure to SIR 2000 (Revised) (Standards for Investment Reporting applicable to Public Reporting Engagements on Historical Financial Information) issued by the UK Auditing Practices Board.

The historical financial information does not constitute statutory accounts as defined in Section 434 of the Companies Act 2006.

The presentation currency of the financial information is US Dollars, rounded to the nearest thousand (\$'000) unless otherwise indicated. The functional currency of the Target Business is US Dollars.

The financial information has been prepared on a going concern basis and under the historical cost convention, the principal accounting policies applied in the preparation of the financial information are set out below.

2. Accounting policies

Composition of the financial information

The financial information comprises:

- Statement of total comprehensive income
- Statement of financial position
- Statement of changes in equity
- Statement of cash flows
- Notes to the historical financial information

Going concern

The Directors have reviewed detailed forecasts of sales, costs and cash flows for the period to 30 June 2020. The assumptions underlying the forecasts of the Target Business, taking into account the ownership of the business within the Company's group, have been challenged, varied and tested to establish the likelihood of a range of possible outcomes including reasonable cash flow sensitivities. On this basis, the Directors have a reasonable expectation that the Target Business has adequate resources to continue in operational existence for the foreseeable future and therefore they have adopted the going concern basis of accounting in preparing the financial information on the Target Business. The financial information does not include any adjustments that would result from the going concern basis of preparation being inappropriate.

Changes in accounting policies

This is the first set of IFRS financial information on the Target Business and all relevant standards have been adopted for the first time. In preparing the historical financial information on the Target Business, the Directors are required to adopt the relevant standards that would apply to the Company's next consolidated financial statements.

New standards, interpretations and amendments not yet effective

The following new standards, interpretations and amendments, which are not yet effective and have not been adopted early in this financial information, will or may have an effect on future financial information on Target Business:

- IFRS 15 Revenue from Contracts with Customers, effective date 1 January 2018. IFRS 15 is intended to clarify the principles of revenue recognition and establish a single framework for revenue recognition. This standard replaces the previous standard IAS 11 Construction Contracts, IAS 18 Revenue and revenue related IFRICs. The core principle is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.
- IFRS 9 Financial Instruments, effective date 1 January 2018. IFRS 9 is a replacement for IAS 39 'Financial Instruments' and covers three distinct areas. Phase 1 contains new requirements for the classification and measurement of financial assets and liabilities. Phase 2 relates to the impairment of financial assets and requires the calculation of impairment on an expected loss basis rather than the current incurred loss basis. Phase 3 relates to less stringent requirements for general hedge accounting.

- IFRS 16 Leases, effective date 1 January 2019, sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract, i.e. the customer ('lessee') and the supplier ('lessor'). IFRS 16 completes the IASB's project to improve the financial reporting of leases and replaces the previous leases standard, IAS 17 Leases, and related Interpretations.

It is not anticipated that the adoption of the above standards, amendments and interpretations of existing standards will have a material impact on the financial information on Target Business in the period of initial application.

Foreign Currency

Foreign currency transactions and balances

- (i) Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions.
- (ii) Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the reporting period end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.
- (iii) Net parent company investment is translated using the exchange rates prevailing at the dates of the transactions.

Revenue Recognition

Revenue represents the fair value, net of value added tax, of consideration received or receivable for goods sold and services provided to customers. There are three primary revenue streams:

- Business information – recognised over the period in which the service is provided and net of commission
- Live events – recognised at the date of the event
- Data and insight – recognised over the period in which the service is provided

In each case, customers may be invoiced in advance of income recognition, in which case the proportion of invoiced income relating to subsequent periods is included in deferred income.

The Directors consider that there is one operating segment as required by IFRS 8 Operating Segments. As a result, no segmental disclosures have been made.

Property, plant and equipment

Items of property, plant and equipment are stated at cost of acquisition or production cost less accumulated depreciation and impairment losses. Depreciation is charged so as to write off the cost of assets, less any residual value, over their estimated useful lives using the straight-line method on the following basis:

- Office equipment – over three years

Cash and cash equivalents

The parent company uses a centralised approach to cash management and financing in its operations. Transactions between Target Business and the parent company are accounted for as net parent company investment. Accordingly, none of the cash, cash equivalents, debt or related interest expense at the parent company corporate level are assigned to Target Business.

Financial instruments

Financial assets and financial liabilities relating to the Target Business are recognised in the statement of financial position when the parent company has become party to the contractual provisions of the instrument.

Trade and other receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method. A provision for impairment is made where there is objective evidence of impairment. There is no material difference between carrying and fair values.

Significant financial difficulties of the customer, probability that the customer will enter bankruptcy or financial reorganisation, and default or delinquency in payments (more than 60 days overdue) are considered indicators that the trade receivable is impaired.

The carrying amount of the asset is reduced by use of an allowance account and the amount of the loss is recognised in the statement of comprehensive income within administrative expenses. When a trade receivable is deemed uncollectable it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited against administrative expenses in the statement of comprehensive income.

Trade payables

Trade payables are initially recognised at cost and subsequently measured at amortised cost using the effective interest method. There is no material difference between carrying and fair values.

Fair Value Hierarchy

All financial instruments measured at fair value must be classified into one of the levels below:

- Level 1: Quoted prices, in active markets.
- Level 2: Fair Inputs other than quoted market prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: Inputs that are not based on observable market data.

Net parent company investment

The net parent company investment arises from the 'carve out' of the Target Business from the parent company and represents the parent company's historical investment in the business, accumulated net earnings and the net effect of the transactions with and the allocations from the parent company.

Operating leases: lessee

Target Business occupies offices which are held under operating leases entered into by the parent company. Assets held under operating leases are not recorded in the statement of financial position and rental payments are charged directly to profit or loss on a straight-line basis over the lease term. The charges for operating leases, which are met by the parent company, will be recharged, in the future, under the Transition Services Agreement (see note 13).

Taxation

Federal income tax regulations in the United States of America require that individual stockholders of the parent company report income and expenses and any tax liability is paid by the stockholder rather than the parent company. As a result, no allocation has been made for either tax expense or liability in the financial information.

Retirement Benefits: defined benefit scheme

Employees of the parent company working in the Target Business have hitherto participated in a defined benefit scheme for United States employees, sponsored by the parent company. The plan is accounted for as a multi-employer scheme and as a result no asset or liability is recorded to recognise the funded status of this plan and it is treated as a defined contribution scheme with the scheme costs being expensed in the year in which they are incurred.

The defined benefit scheme defines the amount of pension benefit that an employee will receive on retirement, dependent on one or more factors including age, years of service and salary. The scheme is closed to new members and to future accrual. The asset or liability of the scheme is currently reported by

the parent company and the balance for the scheme will remain with the parent company and will not transfer under the Acquisition Agreement.

Employee benefit scheme

Employees of the parent company working in the Target Business participate in a qualified profit-sharing scheme and a service reward plan sponsored by the parent company. Substantially all of the US based full-time employees participate in these schemes. In 2017 the service reward plan was discontinued and rolled into the profit-sharing plan. The profit sharing plan is fully funded by the accrual made within the financial information.

Critical accounting estimates and judgements

Certain estimates and assumptions are made regarding the future. Estimates and judgements are continually evaluated based on historical experience and other factors, including the expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

- (a) allocated amounts of assets and liabilities from the parent company and the method of their allocation. Allocation is made on the basis of specific identification as being an integral part of the operating assets and liabilities of the Target Business.

3. Financial instruments – risk management

The management of Target Business has overall responsibility for the determination of the business's risk management objectives and policies. The overall objective of the management of Target Business is to set policies that seek to reduce risk as far as possible without unduly affecting the business's competitiveness and flexibility. Financial information on Target Business is reported in US\$. All funding requirements and financial risks are managed based on policies and procedures adopted by the management of Target Business. No financial instruments of a speculative nature have been issued or used in connection with Target Business.

Target Business is exposed to the following financial risks, in relation to financial instruments entered into by the parent company, which are accounted for in the financial information on Target Business:

- Market risk
- Credit risk
- Liquidity risk

Target Business is exposed to risks that arise from the use of financial instruments. The principal financial instruments accounted for by the business, from which financial instrument risk arises, are as follows:

- Trade and other receivables
- Cash and cash equivalents
- Trade and other payables

To the extent financial instruments are not carried at fair value in the statement of financial position, book value approximates to fair value at 31 December 2015, 31 December 2016, 31 December 2017 and 1 January 2015.

Trade and other receivables are measured at book value and amortised cost. Book values and expected cash flows are reviewed by the management of the Target Business and any impairment charged to the statement of comprehensive income in the relevant period.

Trade and other payables are measured at book value and amortised cost.

Financial instruments by category

<i>Financial assets</i>	<i>31 December 2015</i>	<i>31 December 2016</i>	<i>31 December 2017</i>
	<i>\$'000</i>	<i>\$'000</i>	<i>\$'000</i>
Cash and cash equivalents	–	–	–
Trade receivables (net)	3,898	4,268	3,675
Other receivables	–	–	–
Loans and receivables	<u>3,898</u>	<u>4,268</u>	<u>3,675</u>
<i>Financial liabilities</i>	<i>31 December 2015</i>	<i>31 December 2016</i>	<i>31 December 2017</i>
	<i>\$'000</i>	<i>\$'000</i>	<i>\$'000</i>
Trade payables	262	587	480
Other payables	240	153	80
Accruals	860	562	849
Trade and other payables	<u>1,362</u>	<u>1,302</u>	<u>1,409</u>

The management of risk is of fundamental importance to the management of Target Business. This note summarises the key risks relating to the Target Business and the policies and procedures put in place by its management to control them.

a) **Market risk**

Market risk arises from the use of interest bearing and foreign currency financial instruments. It is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in interest rates (interest rate risk) or foreign exchange rates (currency risk).

Interest rate risk

Interest rate risk is the risk that movements in the interest rate applicable to both loans and deposits will affect the business's profitability. The Target Business has no interest bearing borrowings, neither does it have any deposits and is therefore not exposed to cash flow interest rate risk.

Foreign exchange risk

Foreign exchange risk is the risk that movements in exchange rates affect the profitability of the business. This risk is managed through natural hedging and is regarded as being insignificant.

b) **Credit risk**

Credit risk is the risk of financial loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The business is mainly exposed to credit risk from credit sales. The business's net trade receivables for the three reported periods are disclosed in the financial assets table above.

The Target Business is exposed to credit risk in respect of these balances such that, if one or more of the customers encounters financial difficulties, this could materially and adversely affect the business' financial results. Credit risk is mitigated by assessing the credit rating of new customers prior to entering into contracts and by entering contracts with customers with agreed credit terms.

In order to minimise this credit risk, it is endeavoured only to deal with companies which are demonstrably creditworthy and this, together with the aggregate financial exposure, is continuously monitored. The maximum exposure to credit risk is the value of the outstanding amount.

The collectability of its trade receivables is evaluated and an allowance is provided for potential credit losses as necessary. It is not considered that there is any concentration of risk within trade receivables.

c) **Liquidity risk**

Liquidity risk arises from the management of working capital. It is the risk of encountering difficulty in meeting financial obligations as they fall due. The business's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due. The table below analyses the financial liabilities related to the Target Business by contractual maturities and all amounts disclosed in the table are the undiscounted contractual cash flows:

31 December 2015	Within	1-2 years	2-5 years	More than
	1 year			5 years
	\$'000	\$'000	\$'000	\$'000
Trade and other payables and accruals	1,362	–	–	–
Total	1,362	–	–	–
31 December 2016	Within	1-2 years	2-5 years	More than
	1 year			5 years
	\$'000	\$'000	\$'000	\$'000
Trade and other payables and accruals	1,302	–	–	–
Total	1,302	–	–	–
31 December 2017	Within	1-2 years	2-5 years	More than
	1 year			5 years
	\$'000	\$'000	\$'000	\$'000
Trade and other payables and accruals	1,409	–	–	–
Total	1,409	–	–	–

d) **Capital Management**

The Target Business' capital is made up of the net parent company investment.

The Target Business' objectives when maintaining capital are:

- To safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for parent company and benefits for other stakeholders; and
- To provide an adequate return to the parent company by pricing products and services commensurately with the level of risk.

Movements in the net parent company investment are set out in the statement of changes in equity. All working capital requirements are financed from existing cash resources generated by the business but held in accounts operated by the parent company.

4. Revenue

There are three income streams recognised within revenue and as reported to the chief operating decision maker. The analysis is made only in revenue and no further analysis of the income statement or financial position statement is carried out. Revenue received in advance of the provision of the service is deferred in order to ensure it is recognised in the period in which the service is delivered.

Operating revenue is reported as follows:

	<i>2015</i>	<i>2016</i>	<i>2017</i>
	<i>\$'000</i>	<i>\$'000</i>	<i>\$'000</i>
Revenue arises from:			
Business Information	17,552	15,504	13,980
Live Events	1,164	1,037	1,447
Data & Insight	414	703	1,327
Total revenue	<u>19,130</u>	<u>17,244</u>	<u>16,754</u>

For executive management purposes, the Target Business has one reportable segment, that of market leading Business Information, Live Events and Data & Insight brand supporting the US financial adviser and wealth manager community.

All revenue arose within the United States.

5. Profit before taxation

The profit before taxation is reached after charging the following expenses:

	<i>2015</i>	<i>2016</i>	<i>2017</i>
	<i>\$'000</i>	<i>\$'000</i>	<i>\$'000</i>
Staff costs	6,150	6,215	5,907
Depreciation on property, plant and equipment	3	1	2
Fees payable to the company's auditor for the audit of the Company's annual accounts	21	18	18

6. Staff costs

Total staff costs

	<i>2015</i>	<i>2016</i>	<i>2017</i>
	<i>\$'000</i>	<i>\$'000</i>	<i>\$'000</i>
Wages and salaries	5,850	5,904	5,611
Social security costs	299	311	296
Pension	-	-	-
Total	<u>6,150</u>	<u>6,215</u>	<u>5,907</u>

The average monthly number of employees working in the Target Business during the period was as follows:

	<i>2015</i>	<i>2016</i>	<i>2017</i>
Sales	8	7	7
Promotion/Audience	5	5	7
Editorial	17	18	17
Conference	-	-	1
Publishing office	4	4	4
Internet	4	4	2
Total	<u>38</u>	<u>38</u>	<u>38</u>

7. Employee benefits

Defined benefit scheme

Expenses of the scheme are as follows:

31 December 2015 \$'000	31 December 2016 \$'000	31 December 2017 \$'000
6	7	4

Employee benefit scheme

The profit sharing plan is fully funded by the accrual made within the financial information as follows:

31 December 2015 \$'000	31 December 2016 \$'000	31 December 2017 \$'000
240	153	80

8. Income tax

Federal income tax regulations in the United States of America require that individual stockholders of the parent company report income and expenses and any tax liability is paid by the stockholder rather than the parent company. As a result, no allocation has been made for either tax expense or liability in the financial information. However, a zero tax charge may not be reflective of the tax going forward because, as part of a UK group, InvestmentNews may have to pay tax on profits in the future.

9. Property, plant and equipment

	<i>Office equipment</i> \$'000
COST	
At 1 January 2015	13
Additions	—
At 31 December 2015	13
Additions	—
At 31 December 2016	13
Additions	5
At 31 December 2017	18
DEPRECIATION	
At 1 January 2015	8
Charge for year	3
At 31 December 2015	11
Charge for year	1
At 31 December 2016	12
Charge for period	2
At 31 December 2017	14
NET BOOK VALUE	
At 1 January 2015	5
At 31 December 2015	2
At 31 December 2016	1
At 31 December 2017	4

10. Trade and other receivables

	1 January 2015 \$'000	31 December 2015 \$'000	31 December 2016 \$'000	31 December 2017 \$'000
Trade receivables - gross	4,456	3,948	4,314	3,730
Less: provision for impairment	–	(50)	(46)	(55)
Accounts receivable - net	4,456	3,898	4,268	3,675
Prepayments	–	50	25	143
Other receivables	–	–	–	–
Total	<u>4,456</u>	<u>3,948</u>	<u>4,293</u>	<u>3,818</u>

The ageing of trade receivables is as follows:

	31 December 2015 \$'000	31 December 2016 \$'000	31 December 2017 \$'000
Up to 30 days overdue	718	948	583
31 days – 60 days overdue	270	409	450
61 days – 90 days overdue	149	202	81
More than 90 days overdue	78	242	103
Total overdue	<u>1,215</u>	<u>1,801</u>	<u>1,217</u>

The management of the Target Business evaluates the collectability of its trade receivables and maintains an allowance account for the impairment provision for potential credit losses. Trade receivables that were past due but not impaired relate to customers with no history of default and where management believes there will be no default on this occasion.

Allowance account for doubtful debt

	31 December 2015 \$'000	31 December 2016 \$'000	31 December 2017 \$'000
Closing balance	<u>50</u>	<u>46</u>	<u>55</u>

Trade receivables have not been discounted as they are short-term debts.

11. Cash and cash equivalents

	1 January 2015 \$'000	31 December 2015 \$'000	31 December 2016 \$'000	31 December 2017 \$'000
Cash and cash equivalents	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>

12. Trade and other payables

	1 January 2015 \$'000	31 December 2015 \$'000	31 December 2016 \$'000	31 December 2017 \$'000
<i>Current</i>				
Trade payables	520	262	587	480
Accruals	884	1,100	715	929
Deferred revenue	552	583	564	488
Total	<u>1,956</u>	<u>1,945</u>	<u>1,866</u>	<u>1,897</u>

The carrying values of trade and other payables approximate to fair values.

13. Operating leases

The Target Business occupies office facilities which are leased under several non-cancellable operating lease agreements which are paid and leased by the parent company. Expenses are allocated to the income statement on a straight-line basis over the term of the lease. However, as at 31 December 2017, no material future minimum lease payments are associated with these leases as they are paid by the parent company. Future occupancy costs may be charged under the Transition Services Agreement but there is no material minimum lease payment commitment.

14. Related party transactions

The Target Business represents a single operating entity within the parent company and is the subject of a 'carve out'. Under these circumstances, the parent company is regarded as a related party. The business is initially reliant on the transitional support of the parent company after the Acquisition and the arrangement has been formalised under the Transition Services Agreement which provides for the continuation of certain services which have been provided in the past.

Settlement of transactions are deemed to be cash payments by the parent company which are reflected in the historical financial information of the Target Business as a financing activity in the statement of cash flows.

15. Events after the reporting date

No significant events have taken place after the reporting date.

16. Transition to IFRS

This is the first time that financial information has been presented on the Target Business for the three years ended 31 December 2017 under International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board and approved by the EU. For the purposes of this historical financial information, the date of transition to IFRS was 1 January 2015 as this was the earliest period for which IFRS has been adopted in the preparation of historical financial information on the Target Business.

In restating its US GAAP financial information, the Company has made some adjustments to ensure the financial information is compliant with IFRS.

Transitional provisions under IFRS 1

IFRS 1, First-time adoption of International Financial Reporting Standards, provides for certain exemptions and exceptions when applying IFRS for the first time. The Directors have not found it necessary to make use any of these provisions in preparing financial information on the Target Business.

IFRS Impact

The main items contributing to the change in financial information compared with that reported under US GAAP as at the transition date are presentation changes on the face of the income statement, statement of financial position and cash flow statement in accordance with the requirements of IFRS as follows:

1. Names of primary statements are amended to comply as necessary;
2. Accounts receivable and prepaid expenses are presented as 'trade and other receivables' on the face of the statement of financial position; and
3. Accounts payable, accrued expenses, deferred revenue and other liabilities are presented as 'trade and other payables'.

PART V

UNAUDITED PRO FORMA STATEMENT OF NET ASSETS OF THE ENLARGED GROUP

The following unaudited pro forma statement of net assets of the Group (the “pro forma financial information”) has been prepared to illustrate the effect on the consolidated net assets of the Group as if the Acquisition and the Placing had taken place on 31 March 2018.

The pro forma financial information has been prepared for illustrative purposes only and, because of its nature, addresses a hypothetical situation and does not, therefore, represent the Group’s actual financial position or results.

The pro forma financial information is based on the consolidated net assets of the Group as at 31 March 2018, as set out in the audited consolidated financial statements of the Company for the year ended 31 March 2018, and has been prepared in a manner consistent with the accounting policies adopted by the Company in preparing such information and on the basis set out in the notes set out below.

	<i>Adjustments</i>				
<i>The Group as at 31 March 2018 (Note 1) £000</i>	<i>Target Business as at 31 December 2017 (Note 2) £000</i>	<i>Acquisition of Target Business (Notes 3,4) £000</i>	<i>Net placing proceeds (Note 5) £000</i>	<i>Pro forma net assets of the Group £000</i>	
ASSETS					
Non-current assets					
Property, plant and equipment	35	3	–	–	38
Intangible assets	1,127	–	19,305	–	20,432
	1,162	3	19,305	–	20,470
Current assets					
Trade and other receivables	337	2,725	–	–	3,062
Cash and cash equivalents	1,004	–	(13,748)	18,145	5,401
	1,341	2,725	(13,748)	18,145	8,463
Total assets	2,503	2,728	5,557	18,145	28,933
LIABILITIES					
Non-current liabilities					
Deferred Consideration	–	–	(3,794)	–	(3,794)
	–	–	(3,794)	–	(3,794)
Current liabilities					
Trade and other payables	(540)	(1,354)	–	–	(1,894)
Deferred Consideration	–	–	(785)	–	(785)
	(540)	(1,354)	(785)	–	(2,679)
Total liabilities	(540)	(1,354)	(4,579)	–	(6,473)
NET ASSETS	1,963	1,374	978	18,145	22,460

Notes:

- The net assets of the Group at 31 March 2018 have been extracted without material adjustment from the audited consolidated financial statements of the Company for the year ended 31 March 2018.

Adjustments:

2. The net assets of the Target Business have been extracted without material adjustment from the financial information on the Target Business for the year ended 31 December 2017, set out in Section B of Part IV of this document, translated at a rate of \$1.4008: £1, being the prevailing rate at 31 March 2018.
3. An adjustment has been made to reflect the estimated intangible assets arising on the acquisition of the Target Business.

For the purposes of this pro forma financial information, no adjustment has been made to the separate assets and liabilities of the Target Business to reflect their fair value. The difference between the net assets of the Target Business as stated at their book value at 31 December 2017 and the estimated consideration has therefore been presented as a single value in "Intangible assets". The net assets of the Target Business will be subject to a fair value restatement as at the effective date of the Acquisition. Actual intangible assets included in the Company's next published consolidated financial statements may therefore be materially different from that included in the pro forma statement of net assets.

The total consideration included below does not include any amount to reflect the potential adjustments relating to the net working capital and net debt and cash adjustments, as detailed in Part VI of this document. At the date of this document, these future adjustments are uncertain and therefore have not been included as an adjustment to the pro forma financial information. The Company will have to include a potential adjustment in its future published consolidated financial statements and the actual value of the adjustment that will be included in the Company's future published consolidated financial statements may be material.

	<i>£000</i>
Initial consideration payable in cash (US\$17,100,000)	13,048
Consideration satisfied by the issue of Consideration Shares (\$4 million)	3,052
Deferred Consideration payable in cash (\$6 million)	4,579
Total	<u>20,679</u>
Book value of net assets of the Target Business as at 31 December 2017	<u>1,374</u>
Estimated intangible assets arising on the Acquisition	<u><u>19,305</u></u>

The initial cash consideration and the Deferred Consideration are each translated at the prevailing rate at 27 July 2018 (the latest practicable date before the date of this document) of \$1.3105: £1). Deferred Consideration of US\$1,029,000 (£785,000) is due within one year and Deferred Consideration of US\$4,971,000 (£3,794,000) is due after more than one year.

4. The decrease in cash comprises the initial consideration payable in cash of £13,048,000 and estimated costs of the Acquisition of £700,000.
5. The Placing is estimated to raise net proceeds of £18,145,476 (£18,645,476 gross proceeds less estimated expenses of £500,000).
6. In addition to the costs of Acquisition and the expenses of the Placing referred to in notes 4 and 5 above, New Ordinary Shares are to be issued to Stockdale Securities, Canaccord Genuity and Taurus London in satisfaction of certain fees payable by the Company to such advisers in relation to the Acquisition, Placing and Admission, as applicable.
7. No account has been taken of the financial performance of the Group since 31 March 2018, the financial performance of the Target Business since 31 December 2017, nor of any other event save as disclosed above.

PART VI

SUMMARY OF THE PRINCIPAL TERMS OF THE ACQUISITION

1. Overview

The Target Business is being acquired from the Sellers by Indigo Opco, a wholly owned US subsidiary of the Company, under the Acquisition Agreement, the principal terms of which are summarised below. Pursuant to the Acquisition Agreement, Indigo Opco, and Crain have agreed to enter into the TSA with effect from Completion in order to preserve the continuity of the Target Business following Completion. The principal terms of the TSA are summarised in Part I of this document.

2. Summary of the principal terms and conditions of the Acquisition Agreement

Pursuant to the Acquisition Agreement between the Sellers, Indigo Opco (as buyer) and the Company (as parent guarantor), Indigo Opco, has agreed to buy and the Sellers have agreed to sell the Target Business for a total consideration of US\$27.1 million, subject to an adjustment for normalised working capital as at Completion, of which \$23.1 million (approximately £17.6 million) will be satisfied in cash and \$4.0 million (approximately £3.1 million) will be satisfied by the issue by the Company to the Sellers of the Consideration Shares.

Of the cash consideration payable in respect of the Acquisition, \$17.1 million (approximately £13.1 million) is payable on Completion with the Deferred Consideration of \$6.0 million (approximately £4.6 million) to be paid in accordance with the Promissory Note, a summary of the principal terms and conditions of which are set out in paragraph 3 below.

The Consideration Shares are being valued at the same price as the Placing Price and will be issued to Crain free from any and all liens, charges and encumbrances and ranking in full for all dividends or other distributions declared, made or paid on the share capital of the Company after Admission, and ranking *pari passu* in all other respects with the other New Ordinary Shares. In order to maintain an orderly market in the Ordinary Shares, Crain has agreed with the Company not to dispose of any of the Consideration Shares for a period of 18 months following the date of Admission (save in certain limited circumstances, such as in the case of a takeover of the Company, a court sanctioned scheme of arrangement, or a purchase by the Company of its own shares). Crain has also agreed with the Company that, for the period of 18 months following the date of Admission, it will exercise all of its voting rights attaching to the Consideration Shares to vote in favour of any Shareholders' resolution proposed by the Board at any general meeting of the Company, and not exercise any such voting rights in respect of any such resolution contrary to the recommendation of the Chairman of the Company. By way of a reciprocal commitment, those members of the Company's executive senior management team who are subscribing for Placing Shares (Simon Stilwell, David Brown, James Robson and Lawrence Gosling) have, in relation to those shares, each separately agreed with Crain not to dispose of their respective holdings of Placing Shares (save in the same limited circumstances described above in relation to the restrictions agreed to by Crain in respect of the Consideration Shares). These restrictions expire on the earlier of (a) 18 months following the date of Admission; (b) the date on which Crain ceases to hold any Consideration Shares; and (c) the date on which any of them ceases to be employed by the Company or any company in the same group (in which case the restrictions shall cease to apply to that individual only).

The Acquisition Agreement is conditional upon, amongst other things, (i) the passing of the Resolutions; (ii) the Placing; and (iii) Admission, all to be satisfied on or before 17 September 2018. The parties also have the right to terminate the Acquisition Agreement prior to Completion in the event of a material breach by the other.

The relevant assets comprising the Target Business include, in summary, all relevant and related account receivables, certain inventory, contracts, intellectual property rights and agreements, prepaid expenses, rights under relevant warranties, indemnities and all similar rights against third parties, limited proceeds of insurance, books and records and goodwill of the Target Business. There are also a number of assets specifically excluded from the Target Business, which include (amongst other things) certain contracts and intellectual property rights, including any right and/or title to the names "Crain", "Crain's Wealth" or "Crain Communications". In addition, Indigo Opco has agreed to assume certain liabilities relating to the Target

Business, including (amongst other things) all post Completion liabilities in respect of the assigned contracts and trade accounts payable to third parties in connection with the Target Business.

Save for the Deferred Consideration payable under the Promissory Note, the total consideration payable in respect of the Acquisition is to be settled within 5 business days of Completion. The consideration is subject to an adjustment for normalised working capital as at Completion, which shall be estimated prior to Completion and then finalised by agreement or determination following Completion to reflect the agreed normalised working capital position.

The Sellers have given customary representations and warranties in respect of themselves and the Target Business, which are subject to certain limitations including (amongst others):

- (a) a claims threshold of US\$135,500 with respect to the aggregate of all claims of whatever amount (save for the representations and warranties relating to title, capacity, taxes and brokerage commissions);
- (b) an aggregate liability cap of US\$5,000,000 (save that this cap does not apply to representations and warranties relating to title, capacity, taxes and brokerage commissions, which are subject to a maximum liability cap equal to the aggregate Consideration received by the Sellers); and
- (c) a time limit of 2 years from Completion (save that this time limitation does not apply to representations and warranties relating to title, capacity and brokerage commissions, which are unlimited, and those relating to environmental matters, tax and pensions and other employment benefit plans, which are subject to the relevant statutory limitation period plus 60 days).

Indigo Opco has provided a more limited set of representations and warranties in respect of itself to the Sellers, subject to similar limitations. The Sellers have also agreed to conduct the Target Business in the ordinary course for the period from the date of the Acquisition Agreement until Completion.

The Sellers and Indigo Opco have each entered into three year post-Completion restrictive covenants for the protection of their respective businesses. Under the non-compete provisions, the Sellers have agreed that neither they nor their affiliates shall (i) operate in the US in relation to marketing, creating, producing or distributing business information, live events, data research or certain products or services to the extent primarily targeted at the financial advisory and wealth management market; (ii) establish a business anywhere in the world using the name 'InvestmentNews'; or (iii) intentionally encourage a material commercial partner to terminate or modify their relationship with Indigo Opco. Indigo Opco has agreed that it shall not undertake certain activities (such as producing business information or live events) in the United States which are primarily targeted or intended to service, the 'Pensions and Institutional Market', and the Company has agreed not to establish or operate any company or business anywhere in the world using the name 'Pensions & Investments'. Notwithstanding the foregoing, Indigo Opco may continue to generate revenues from participants in the 'Pensions and Institutional Market' on the proviso that they are not primarily targeted at participants in that market.

The Company has agreed to guarantee the performance by Indigo Opco of its payment obligations under the Acquisition Agreement. Save with respect to the guarantee under the Promissory Note (described in paragraph 3 below), the guarantee will terminate immediately upon settlement by Indigo Opco of the purchase price.

The Acquisition Agreement is governed by the laws of the State of New York.

3. Summary of the principal terms and conditions of the Promissory Note

Under the Promissory Note to be entered into on Completion, Indigo Opco will pay Crain the \$6.0 million of Deferred Consideration, together with all accrued interest thereon at an initial rate of six per cent. per annum increasing to eight per cent. per annum with effect from 1 December 2018.

The Deferred Consideration is payable by Indigo Opco in 35 equal consecutive monthly instalments of US\$171,428.57 plus accrued interest, provided that all amounts owing under the Promissory Note shall be due and payable on the earlier of (a) 31 August 2021 and (b) the date of an event of default by Indigo Opco. The events of default under the Promissory Note include, amongst others, failure to pay, insolvency and bankruptcy of any obligor, change in ownership of Indigo Opco or Indigo Holdco and cross default provisions in relation to failure to pay any undisputed amounts due by Indigo Opco under the TSA.

Each of the Company and Indigo Holdco has agreed to guarantee the performance by Indigo Opco of its obligations in relation to the Deferred Consideration payable under the Promissory Note. Furthermore, as security for the performance by Indigo Opco of all of its obligations under the Promissory Note, Indigo Opco has agreed to provide a continuing first-priority lien and security interest to Crain over all of its assets and Indigo Holdco has agreed to provide a continuing first-priority lien and security interest to Crain over all of its interests in Indigo Opco.

The Promissory Note also contains a number of customary covenants from Indigo Opco and Indigo Holdco in favour of Crain, including in relation to compliance with applicable laws and restrictions on incurring debt, granting security, declaring dividends and making distributions, acquisitions and disposals, intra-group repayments and related party transactions.

The Promissory Note is governed by the laws of the State of New York.

PART VII

ADDITIONAL INFORMATION

1 Responsibility statement

The Company and the Directors (whose names and functions appear on page 7 of this document) accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Company and the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

2 The Company

- 2.1 The Company was incorporated and registered in England and Wales with the name Tudor Myles & Company Limited as a private limited company under the Companies Act 1985 on 3 May 1991 with registered number 02607995. On 3 September 1997, the Company re-registered as a public limited company and changed its name to Tudor Myles & Company plc.
- 2.2 The Company subsequently changed its name to Bremonhill plc on 22 September 1997, to Press Vitesse plc on 14 May 1999, to E-Vitesse plc on 17 December 1999 and to Vitesse Media plc on 24 July 2001.
- 2.3 Subject to, and conditional on, the passing of the Resolutions at the General Meeting to be held on 16 August 2018, the Company's name will be changed to Bonhill Group plc.
- 2.4 On 3 October 2001, the Company's entire issued share capital was admitted to trading on AIM.
- 2.5 The Company is a public limited company and the liability of its members is limited.
- 2.6 The principal legislation under which the Company operates and pursuant to which the Ordinary Shares (including the New Ordinary Shares) have been or will be created (as applicable), is the Companies Act and the regulations and subordinate legislation made under it.
- 2.7 The Company is domiciled in the United Kingdom. The registered office of the Company is at 14 Bonhill Street, London EC2A 4BX.
- 2.8 The telephone number of the Company is +44(0)20 7250 7010 and its website is www.vitessemedia.com. The Company's website will be changed to www.bonhillplc.com with effect from Admission.
- 2.9 The current accounting reference date of the Company is 31 March. However, it is proposed that following Admission the accounting reference date will be changed to 31 December.
- 2.10 The business of the Company and its principal activity is to act as holding company of the Group.
- 2.11 The Company has no administrative, management or supervisory bodies other than the Board, the Remuneration Committee, the Nomination Committee and the Audit and Risk Committee.
- 2.12 The Company's auditor is BDO LLP of 55 Baker Street, London W1U 7EU, which is a member firm of the Institute of Chartered Accountants in England and Wales.

3 Subsidiaries

3.1 In preparation for the Acquisition, on 2 May 2018 the Company incorporated two new subsidiaries in the State of Delaware, United States (Indigo Invest Holdco, Inc. and Indigo Opco). Indigo Opco will acquire the Target Business under the Acquisition Agreement and Indigo Invest Holdco, Inc. will act as the holding company for the Enlarged Group's business and operations in the United States.

3.2 The following table contains details of the Company's subsidiaries following Admission:

<i>Name of subsidiary</i>	<i>Principal activity (by division)</i>	<i>Country of incorporation</i>	<i>Percentage ownership (%)</i>	<i>Immediate Parent Company</i>
Bonhill Group Limited (company number 11415178) ¹	Non-trading group entity	England and Wales	100%	Vitesse Media plc
Growth Company Investor Limited (company number 03138652)	Online, print publishing and events for investors and entrepreneurs	England and Wales	100%	Vitesse Media plc
Information Age Media Limited (company number 03861760)	Online, print publishing and events for IT professionals	England and Wales	100%	Vitesse Media plc
Indigo Invest Holdco, Inc.	Non-trading group entity	State of Delaware, USA	100%	Vitesse Media plc
Indigo Opco, LLC	Online, print publishing and events for financial professionals	State of Delaware, USA	100%	Vitesse Media plc

Note:

(1) Bonhill Group Limited will change its name to Vitesse Media Limited by way of a name swap with the Company subject to and conditional on resolution 7 of the Resolutions being passed at the General Meeting

3.3 An additional subsidiary of the Company, Carduus Capital LLP, was dissolved on 11 April 2017.

4 Share capital

4.1 The Company was incorporated with an authorised share capital of £100 divided into 100 ordinary shares of £1 each, of which two were issued as subscriber shares to the two subscribers to the Company's memorandum of association.

4.2 Prior to the Placing and Admission, as further detailed in 4.4 below, the aggregate nominal share capital of the Company is 4,042,957.15, divided into 172,061,632 Ordinary Shares of 1 pence each and 25,603,787 Deferred Shares of 9 pence each.

4.3 In the three years prior to the date of this document, there have been the following changes to the Company's share capital:

(a) on 16 February 2016, 13,888,889 Ordinary Shares of 1 pence each were issued and allotted for 1.8 pence per share (therefore a share premium of 0.8 pence was paid on each Ordinary Share); and

(b) on 26 September 2017, 107,500,000 Ordinary Shares of 1 pence each were issued and allotted for 2 pence per share (therefore a share premium of 1 pence was paid on each Ordinary Share).

4.4 The issued share capital of the Company as at the date of this document and as it is expected to be immediately following Admission excluding any Excess EIS/VCT Shares is as follows:

	<i>As at the date of this document (pre-Share Reorganisation)</i>		<i>Immediately following Admission (post-Share Reorganisation)</i>	
	<i>Number of Shares</i>	<i>Aggregate Nominal Value (£)</i>	<i>Number of Shares</i>	<i>Aggregate Nominal Value (£)</i>
Fully paid Ordinary Shares in issue	172,061,632	1,720,616.32	33,399,978	333,999.78
Fully paid Deferred Shares in issue	25,603,787	2,304,340.83	44,243,798	3,981,941.82
Total	<u>197,665,419</u>	<u>4,024,957.15</u>	<u>77,643,776</u>	<u>4,315,941.6</u>

- 4.5 At the date of this document, there is no authorised but unissued share capital.
- 4.6 At the date of this document, the Company does not have in issue any securities not representing share capital.
- 4.7 Save as otherwise set out in this document:
- no unissued share or loan capital of the Company or any of its subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
 - there are no Ordinary Shares in the capital of the Company currently in issue with a fixed date on which entitlement to a dividend arises and there are no arrangements in force whereby future dividends are waived or agreed to be waived;
 - there are no outstanding convertible or redeemable securities issued by the Company; and
 - no share capital or loan capital of the Company or any of its subsidiaries (other than intra-group issues by wholly-owned subsidiaries) is in issue and no such issue is proposed.
- 4.8 Save as disclosed in this document, no commission, discounts, brokerages or other specific terms have been granted by the Company in connection with the issue or sale of any of its share or loan capital.
- 4.9 The Ordinary Shares will be in registered form and capable of being held in uncertificated form.
- 4.10 The Placing Price of 80 pence per Placing Share represents a premium of 8,000 per cent. over the nominal value of 1p per share and is payable in full on Admission under the terms of the Placing.

5 Summary of the New Articles

The New Articles proposed to be adopted by special resolution at the General Meeting of the Company to be held on 16 August 2018 contain, *inter alia*, the following principal provisions:

5.1 Limited liability

The liability of the members of the Company is limited to the amount, if any, unpaid on the Ordinary Shares in the Company held by them.

5.2 Share rights

Subject to the provisions of the Companies Act, and without prejudice to any rights attached to any Ordinary Shares or class of Ordinary Shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine.

Subject to the provisions of the Companies Act, and without prejudice to any rights attaching to any Ordinary Shares or class of Ordinary Shares, the Board may issue Ordinary Shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder. Subject to the New Articles and to the provisions of the Companies Act, the Ordinary Shares of the Company are at the disposal of the Board.

The Deferred Shares are non-voting and have no rights other than a deferred right to a return of capital.

5.3 **Voting rights**

Subject to the provisions of the Companies Act, and to any special rights or restrictions as to voting attached to any Ordinary Shares or class of Ordinary Shares or otherwise provided by these New Articles:

- (a) on a show of hands:
 - (i) every member who is present in person shall have one vote;
 - (ii) every proxy present who has been duly appointed by one or more members entitled to vote on the resolution shall have one vote, except that if the proxy has been duly appointed by more than one member entitled to vote on the resolution and is instructed by one or more of those members to vote for the resolution and by one or more others to vote against it, or is instructed by one or more of those members to vote in one way and is given discretion as to how to vote by one or more others (and wishes to use that discretion to vote in the other way) he shall have one vote for and one vote against the resolution;
 - (iii) every corporate representative present who has been duly authorised by a corporation shall have the same voting rights as the corporation would be entitled to; and
- (b) on a poll every member who is present in person or by a duly appointed proxy or corporate representative shall have one vote for every share of which he is the holder or in respect of which his appointment of proxy or corporate representative has been made.

In the case of joint holders, the person whose name stands first in the register of members and who votes in person or by proxy is entitled to vote to the exclusion of all other joint holders.

No member shall be entitled to vote at any general meeting unless all moneys presently payable by him in respect of Ordinary Shares in the Company have been paid.

Where, in respect of any Ordinary Shares, any member or any other person appearing to be interested in Ordinary Shares of the Company fails to comply with any notice given by the Company under section 793 of the Companies Act, then the Board may suspend the voting rights attaching to such Ordinary Shares as described in paragraph 5.5 below.

5.4 **Dividends**

The Company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the Board. Except as otherwise provided by the rights and restrictions attached to any class of Ordinary Shares, all dividends will be declared and paid according to the amounts paid up on the Ordinary Shares on which the dividend is paid, but no amount paid on a share in advance of calls shall be treated for these purposes as paid up on the share. Dividends may be declared or paid in any currency. The Board may pay interim dividends if it appears to the Board that they are justified by the financial position of the Company. The Board may also pay at intervals determined by it any dividend at a fixed rate if the financial position of the Company, in the opinion of the Board, justifies the payment.

Where, in respect of any Ordinary Shares, any member or any other person appearing to be interested in Ordinary Shares of the Company fails to comply with any notice given by the Company under section 793 of the Companies Act, then, provided that the Ordinary Shares concerned represent at least 0.25 per cent. in nominal amount of the issued Ordinary Shares of the relevant class, the Company may retain dividends on such Ordinary Shares as described in paragraph 5.5 below.

Any dividend which has remained unclaimed for 12 years from the date when it became due for payment shall, if the Board so resolves, be forfeited and cease to remain owing by the Company.

The Board may, if authorised by an ordinary resolution of the Company, offer any holder of Ordinary Shares the right to elect to receive Ordinary Shares by way of scrip dividend instead of cash in respect of the whole (or some part, to be determined by the Board) of any dividend.

5.5 **Requirement to disclose interests in Ordinary Shares**

If a member, or any other person appearing to be interested in Ordinary Shares held by that member, has been issued with a notice pursuant to section 793 of the Companies Act and has failed in relation to any Ordinary Shares (the “**default Ordinary Shares**”) to give the Company the information thereby required within the prescribed period from the date of notice, the following sanctions shall apply:

- (a) the member shall not be entitled in respect of the default Ordinary Shares or any other Ordinary Shares held by the member to attend and vote either personally or by proxy at any general meeting of the Company or to exercise any other right conferred by membership in relation to any such meeting or poll; and
- (b) where the default Ordinary Shares represent at least 0.25 per cent. in nominal value of their class the Board may direct that:
 - (i) any dividend or other money payable in respect of the Ordinary Shares shall be retained by the Company without any liability to pay interest on it and the member shall not be entitled to elect in the case of a scrip dividend to receive Ordinary Shares instead of that dividend; and
 - (ii) the member shall not be entitled to transfer any of such Ordinary Shares unless required by the Uncertificated Securities Regulations 2001 (“**Regulations**”) or by way of an approved transfer, which is a transfer (1) by way of sale of the whole beneficial interest to an unconnected third party, or (2) which results from a sale made through a recognised investment exchange or any other stock exchange outside the UK on which the Company’s Ordinary Shares are normally traded, or (3) pursuant to an acceptance of a takeover offer.

The above restrictions shall continue until either the default is remedied or the Ordinary Shares are the subject of an approved transfer. Any dividends withheld shall be paid to the member as soon as practicable after the above restrictions lapse.

5.6 **Transfer of Ordinary Shares**

All transfers of Ordinary Shares which are in certificated form may be effected by an instrument of transfer in any usual form or any other form which the Board may approve, and shall be signed by or on behalf of the transferor and, unless the share is a fully paid share, the transferee. The transferor will be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect of it.

All transfers of Ordinary Shares which are in uncertificated form shall be effected in accordance with the Regulations.

The Board may, in its absolute discretion and without giving any reason, decline to register the transfer of a certificated share which is not fully paid, provided that, in the case of a class of Ordinary Shares which have been admitted to the Official List, the refusal does not prevent dealings from taking place on an open and proper basis. The Board may also decline to register the transfer of a certificated share unless the instrument of transfer (i) is lodged, duly stamped (if stampable), at the place where the register of members of the Company is kept accompanied by the certificate for the share to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; (ii) is in respect of only one class of Ordinary Shares; and (iii) is in favour of not more than four transferees.

The Board may decline to register a transfer of an uncertificated share in the circumstances set out in the Regulations, and where, in the case of a transfer to joint holders, the number of joint holders to whom the uncertificated share is to be transferred exceeds four.

If the Board declines to register a transfer, it shall send the transferee notice of its refusal within two months after the date on which the instrument of transfer was lodged with the Company or the instructions of the Operator (as defined in the Regulations) were received.

No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting the title to a share.

Subject to the provisions of the Regulations, the Board may permit title to Ordinary Shares of any class to be evidenced otherwise than by a certificate and title to Ordinary Shares of such class to be transferred by means of a relevant system, and subject to the Regulations may cancel such permission.

5.7 **Variation of rights**

Subject to the provisions of the Companies Act, if at any time the capital of the Company is divided into different classes of Ordinary Shares, rights attached to any class of Ordinary Shares may be varied or abrogated either with the written consent of the holders of not less than three-quarters in nominal value of the issued Ordinary Shares of that class (excluding any Ordinary Shares of that class held as treasury Ordinary Shares), or with the sanction of a special resolution passed at a separate general meeting of the holders of those Ordinary Shares.

5.8 **Lien and forfeiture**

The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys payable to the Company (whether presently or not) in respect of that share. The Company may sell, in such manner as the Board determines, any share on which the Company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within 14 clear days after notice has been sent to the holder of the share, or to the person entitled to it by transmission, demanding payment and stating that if the notice is not complied with the share may be sold.

Subject to the terms of issue, the Board may from time to time make calls upon the members in respect of any amounts unpaid on their Ordinary Shares. Each member shall, subject to receiving at least 14 clear days' notice, pay to the Company the amount called on his Ordinary Shares. In the event of non-payment, the Board may give to the person from whom it is due not less than 14 clear days' notice requiring payment of the amount unpaid together with any interest which may have accrued and any costs, charges and expenses incurred by the Company by reason of such non-payment. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with the Ordinary Shares in respect of which the call was made will be liable to be forfeited.

5.9 **Untraced members**

The Company shall be entitled to sell at the best price reasonably obtainable any Ordinary Shares of a member, or any Ordinary Shares to which a person is entitled by transmission, who has remained untraced for 12 years immediately prior to the date of the publication of an advertisement of an intention by the Company to make such a disposal.

5.10 **General meetings**

The Board shall convene and the Company shall hold general meetings as annual general meetings in accordance with the requirements of the Companies Act. The Board may convene general meetings whenever and at such times and places as it shall determine.

An annual general meeting shall be convened by not less than 21 clear days' notice. Subject to the provisions of the Companies Act, all other general meetings may be convened by not less than 14 clear days' notice.

The notice shall specify the place, day and time of the meeting and the general nature of the business to be transacted at the meeting. In the case of a meeting convened to pass a special resolution, the notice shall specify the intention to propose the resolution as a special resolution. Subject to the provisions of the Companies Act, the New Articles and to any applicable restrictions, the notice shall be sent to every member and every Director and to the auditors. The accidental omission to send a notice, or to send any notification where required by the Companies Act or the New Articles in relation to the publication of a notice of meeting on a website, or to send a form of proxy where required by the Companies Act or the New Articles, to any person entitled to receive the same shall not invalidate the proceedings at that meeting.

A general meeting may be held at more than one place. Its proceedings are valid if the chairman of the meeting is satisfied that electronic or other facilities are available to enable each person present at each place to participate in the business of the meeting. The meeting is deemed to take place at the place at which the chairman of the meeting is present (the principal place). The Board may, for the purpose of facilitating the organisation and administration of such general meeting, make arrangements, whether involving the issue of tickets (on a basis intended to afford to all members and proxies and others entitled to attend the meeting an equal opportunity of being admitted to the principal place) or the imposition of some random means of selection or otherwise as the Board considers appropriate.

The Board and, at any general meeting, the chairman may make any arrangement and impose any requirement or restriction appropriate to ensure the safety and security of those attending the meeting, including a requirement for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place. They may also refuse entry to or to eject from the meeting a person who refuses to comply with these arrangements.

No business shall be transacted at any general meeting unless a quorum is present. Subject to the New Articles, two persons (present in person or by proxy) entitled to vote upon the business to be transacted at the meeting shall be a quorum. The chairman of the meeting may, with the consent of the meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting to another time and place (or indefinitely). Whenever a meeting is adjourned for 30 days or more or indefinitely, at least seven clear days' notice must be given, and the notice must specify the place, day and time of the adjourned meeting and the general nature of the business to be transacted.

A Director shall be entitled to attend and speak at any general meeting. The chairman of the meeting may invite any person to attend and speak at that meeting if he considers that this will assist in the deliberations of the meeting.

A resolution put to a vote of the meeting shall be decided on a show of hands unless a poll is duly demanded. Subject to the provisions of the Companies Act, a poll may be demanded by the chairman, at least five members having the right to vote on the resolution, or a member or members representing not less than 10 per cent. of the total voting rights of all the members having the right to vote on the resolution, or a member or members holding Ordinary Shares conferring the right to vote on the resolution, being Ordinary Shares on which an aggregate sum has been paid up equal to not less than 10 per cent. of the total sum paid up on all the Ordinary Shares conferring that right.

5.11 **Directors**

Appointment of Directors

Unless otherwise determined by ordinary resolution, the number of Directors (other than alternate directors) shall not be less than two. Directors may be appointed by the Company by ordinary resolution of shareholders or by the Board.

At each annual general meeting any Director who has been appointed by the Board since the last annual general meeting, or who held office at the time of the two preceding annual general meetings and did not retire at either of them, or who has held office with the Company, other than employment or executive office, for a continuous period of nine years or more at the date of the meeting, shall retire from office and may offer himself for re-appointment by the members. A Director who retires from office at an annual general meeting, if not re-appointed or deemed under the New Articles to be re-appointed at the meeting, shall vacate office at its conclusion.

No person other than a Director retiring under the New Articles shall be appointed a Director at any general meeting unless (i) he is recommended by the Board; or (ii) not less than seven nor more than 42 days before the date appointed for the meeting, notice by a member qualified to vote at the meeting (not being the person to be proposed) has been received by the Company of the intention to propose that person for appointment stating the particulars which would, if he were so appointed, be required to be included in the Company's register of Directors, together with notice executed by that person of his willingness to be appointed.

Removal of Directors

The Company may, by special resolution, remove a Director before the expiry of his period of office and may by ordinary resolution appoint another person who is willing to act to be a Director in his place.

Remuneration of Directors

The emoluments of any Director holding executive office for his services as such shall be determined by the Board, and may be of any description, including admission to, or continuance of, membership of any scheme (including any share acquisition scheme) or fund instituted or established or financed or contributed to by the Company for the provision of pensions, life assurance or other benefits for employees or their dependants, or the payment of a pension or other benefits to him or his dependants on or after retirement or death, apart from membership of any such scheme or fund.

The ordinary remuneration for the services of the Directors who do not hold executive office (excluding amounts payable under any other provision of the New Articles) shall not exceed in aggregate £250,000 per annum or such higher amount as the Company may from time to time by ordinary resolution determine. Subject thereto, each such Director shall be paid a fee for their services (which shall be deemed to accrue from day to day) at such rate as may from time to time be determined by the Board. Any Director who does not hold executive office and who performs special services which in the opinion of the Board are outside the scope of the ordinary duties of a Director may be paid such extra remuneration by way of additional fee, salary, commission or otherwise as the Board may determine.

The Directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of the Board or committees of the Board, general meetings or separate meetings of the holders of any class of Ordinary Shares or of debentures of the Company or otherwise in connection with the discharge of their duties.

Powers of the Board

Subject to the provisions of the Companies Act and the New Articles and to any directions given by the Company in general meeting by special resolution, the business of the Company shall be managed by the Board which may exercise all the powers of the Company, whether relating to the management of the business of the Company or not and including without limitation the power to dispose of all or any part of the undertaking of the Company. No alteration of the New Articles and no such special resolution shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that resolution had not been passed.

The Board may exercise the voting power conferred by the Ordinary Shares in any body corporate held or owned by the Company in such manner in all respects as it thinks fit (including without limitation the exercise of that power in favour of any resolution appointing its members or any of them as Directors of such body corporate, or voting or providing for the payment of remuneration to the Directors of such body corporate).

Borrowing powers

Subject to the provisions of the Companies Act, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking property and uncalled capital or any part or parts thereof and to issue debentures and other securities whether outright or as collateral security for any debt liability or obligation of the Company or of any third party.

Directors' interests

The Board may, subject to the procedural requirements set out in the New Articles, authorise any matter which would otherwise involve a director breaching his duty under the Companies Act to avoid conflicts of interest. Where the Board gives such authority, or where any of the situations described in sub-paragraphs (a) to (d) below applies in relation to a director, the Board may impose upon the relevant director such terms as it may determine and it may revoke or vary such authority at any time.

Provided that he has disclosed to the Board the nature and extent of his interest, a director notwithstanding his office:

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
- (b) may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director;
- (c) may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is interested or with which he has such a relationship at the request or direction of the Company; and
- (d) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any office or employment or for any transaction or arrangement or from any interest in any such body corporate.

Restrictions on voting

A Director shall not vote on, or be counted in the quorum in relation to, any resolution of the Board concerning any contract or other matter in which he has an interest, but this prohibition shall not apply to any resolution where that interest arises only from one or more of the following matters:

- (a) the giving to him of any guarantee, indemnity or security in respect of money lent or obligations undertaken by him or by any other person at the request of or for the benefit of the Company or any of its subsidiary undertakings;
- (b) the giving to a third party of any guarantee, indemnity or security in respect of a debt or obligation of the Company or any of its subsidiary undertakings for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security;
- (c) the giving to him of any other indemnity where all other Directors are being offered indemnities on substantially the same terms;
- (d) the funding by the Company of his expenditure on defending proceedings or the doing by the Company of anything to enable him to avoid incurring such expenditure where all other Directors are being offered substantially the same arrangements;
- (e) any contract, arrangement, transaction or proposal concerning an offer of Ordinary Shares or debentures or other securities of or by the Company or any of its subsidiary undertakings for subscription or purchase in which offer he is or may be entitled to participate as a holder of securities or in the underwriting or sub-underwriting of which he is to participate;
- (f) any contract in which he is interested by virtue of his interest in Ordinary Shares or debentures or other securities of the Company or by reason of any other interest in or through the Company;
- (g) any contract concerning any other company (not being a company in which the Director owns one per cent. or more) in which he is interested directly or indirectly whether as an officer, shareholder, creditor or otherwise howsoever;
- (h) any contract concerning the adoption, modification or operation of a pension fund, superannuation or similar scheme or retirement, death or disability benefits scheme or employees' share scheme which relates both to Directors and employees of the Company or of any of its subsidiary undertakings and does not provide in respect of any Director as such any privilege or advantage not accorded to the employees to which the fund or scheme relates;
- (i) any contract for the benefit of employees of the Company or of any of its subsidiary undertakings under which he benefits in a similar manner to the employees and which does not provide to any Director as such any privilege or advantage not accorded to the employees to whom the contract relates; and
- (j) any contract, arrangement, transaction or proposal concerning any insurance which the Company is empowered to purchase or maintain for, or for the benefit of, any Directors of the Company or for persons who include Directors of the Company.

A Director is entitled to vote on the terms of appointment (including without limitation fixing or varying the terms of appointment) of any Director other than his own.

Indemnity of officers and insurance

Subject to the provisions of the Companies Act but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every Director, secretary or other officer (excluding an auditor) of the Company or of an associated company shall be indemnified by the Company against any liability incurred by him in the actual or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, and any Director of a company that is a trustee of an occupational pension scheme for employees of the Company or of an associated company may be indemnified by the Company against liability incurred in connection with the Company's activities as trustee of the scheme.

Also, subject to the provisions of the Companies Act, the Board may purchase and maintain for the benefit of any person who holds or has held a relevant office insurance against any liability incurred by him in respect of any act or omission in the discharge of his duties or in the exercise of his powers or otherwise in relation to his holding of a relevant office, and for this purpose relevant office means that of Director, secretary or other officer (excluding an auditor) or employee of the Company or an associated company or any predecessor in business of the Company or an associated company or a trustee of any pension fund or retirement, death or disability scheme for the benefit of any employee of the Company or an associated company.

6 Summary of the changes to the existing Articles of Association of the Company

The principal changes to the existing Articles of Association which arise will from the adoption of the New Articles are summarised below:

6.1 *Objects clause*

The requirement for a company to include an objects clause in its memorandum of association was abolished by the Companies Act. The New Articles will not contain an objects clause and therefore the Company's objects will be unrestricted.

6.2 *Authorised share capital*

The requirement for a company to have an authorised share capital was abolished by the Companies Act. The New Articles make no provision as to the maximum number of shares that may be allotted by the Company, thereby removing the Company's current limit of £3,500,000.

6.3 *Change of name*

The Company may change its name by resolution of the Board (rather than by ordinary resolution, which is required under its existing Articles of Association).

6.4 *Delegation of power to make calls*

The existing Articles of Association contain a provision allowing Directors to delegate the power to make calls on members, in respect of any uncalled share capital of the Company, to lenders. The New Articles will not include this provision.

6.5 *Liability of members following a call*

Under the New Articles, a member on whom a call is made shall remain liable for such calls made on that member, even if shares in respect of which the call was made are subsequently transferred.

6.6 *Non-Executive Director remuneration*

Under the New Articles, the ordinary remuneration for the services of Non-Executive Directors (excluding amounts payable under any other provision of the New Articles) shall not exceed in aggregate £250,000 per annum, rather than £100,000 per annum under the existing Articles of Association.

7 Additional information on the Directors

7.1 The Directors and each of their respective functions are set out on page 7 of this document.

7.2 The business address of the Directors is at 14 Bonhill Street, London EC2A 4BX.

7.3 Details of the length of service of each of the Directors to date in their current office are set out below:

Name	Previous name	Date of birth	Age	Commencement date in office
Nileshbhai Sachdev	–	07 November 1958	59	6 December 2017
Simon Stilwell	–	08 December 1968	49	11 August 2017
David Brown	–	26 February 1972	46	29 May 2018
Nicola Dowdall	Nicola Baker and Nicola Jones	12 November 1965	52	10 July 2007
Anne Donoghue	Anne Nicholson	01 August 1962	55	15 November 2017
Fraser Gray	–	19 July 1964	54	6 December 2017

7.4 Details of any directorship that is or was in the last five years held by each of the Directors, and any partnership of which each of the Directors is or was in the last five years a member in addition to their directorships of the Group are set out below:

Name	Current directorships and partnerships	Previous directorships and partnerships
Nileshbhai Sachdev MBE	Cake Box Holdings plc Exclusive Contract Services Limited Exclusive Services Group Limited Martin's Design and Construction Limited Martin's Estates (Clerkenwell) Limited Martins Properties (Chelsea) Limited Martin's Properties (Kensington) Limited Martin's Properties (Radnor Walk) Limited Martin's Properties Holdings Limited Martin's Properties No.1 Limited Network Rail Limited NHS Property Services Limited Querkus Limited Radnor Walk Investments Limited	Barleygold Limited BL Crawley BL Sainsbury Superstores Limited BL Superstores (Funding) Limited BL Superstores Finance Plc BLS Non Securitised 2012 1 Limited BLS Non Securitised 2012 2 Limited BLSSP (Cash Management) Limited BLSSP (Lending) Limited BLSSP (PHC 1 2010) Limited BLSSP (PHC 1 2012) Limited BLSSP (PHC 1) Limited BLSSP (PHC 3) Limited BLSSP (PHC 2) Limited BLSSP (PHC 4) Limited BLSSP (PHC 5) Limited BLSSP (PHC 6) Limited BLSSP (PHC 7) Limited BLSSP (PHC 9) Limited BLSSP (PHC 10) Limited BLSSP (PHC 15) Limited BLSSP (PHC 16) Limited BLSSP (PHC 17) Limited BLSSP (PHC 19) Limited BLSSP (PHC 2 2010) Limited BLSSP (PHC 20) Limited BLSSP (PHC 21) Limited BLSSP (PHC 22) Limited BLSSP (PHC 23) Limited

Name	Current directorships and partnerships	Previous directorships and partnerships
Nileshbhai Sachdev MBE (continued)		BLSSP (PHC 24) Limited BLSSP (PHC 25) Limited BLSSP (PHC 26) Limited BLSSP (PHC 27) Limited BLSSP (PHC 28) Limited BLSSP (PHC 30) Limited BLSSP (PHC 11) Limited BLSSP (PHC 12) Limited BLSSP (PHC 13) Limited BLSSP (PHC 14) Limited BLSSP (PHC 31) Limited BLSSP (PHC 32) Limited BLSSP (PHC 33) Limited BLSSP (PHC 35) Limited British Land Superstores (Non-Securitised) Clarendon Property Company Clever Tech Limited East Walls Nominees No. 1 Limited East Walls Nominees No. 2 Limited Harvest 2 GP Limited Harvest 2 Selly Oak Limited Harvest GP Limited Harvest Nominee No. 1 Limited Harvest Nominee No. 2 Limited HSS Hire Group Plc IGD Services Limited Institute of Grocery Distribution Limited Intu Properties Plc J Sainsbury Plc JSD (London) Limited Medico Dental Holdings Limited Oxford Road Land Limited Pencilscreen Limited Ramheath Properties Limited Romford Developments Limited S.W. Dewsbury Limited Sainsbury Bridgeco Holdco Limited Sainsbury Bridgeco Propco Limited Sainsbury Holdco A Limited Sainsbury Holdco B Limited Sainsbury Propco A Limited Sainsbury Propco B Limited Sainsbury Propco C Limited Sainsbury Propco D Limited Sainsbury's Supermarkets Limited

Name	Current directorships and partnerships	Previous directorships and partnerships
Nileshbhai Sachdev MBE (continued)		Selected Land and Property Company Sirius Realestate Limited Sixth Sense Partnership Limited Stamford Properties (Dorking) Limited Ten Fleet Place Vyson
Simon Stilwell	Bedham Holdings Limited Gresham House Plc Little Forest Folk Too Limited Vintage Tack Room Limited Vintage Gunroom Limited	ALTLending (UK) Limited ALTLending (UK) Limited LAF Advisory Limited LAX1 Limited LAX2 Limited LAX3 Limited Liberum Alternative Finance Limited Liberum ALTFI Limited Liberum Capital Limited Liberum Capital Nominees Limited Liberum Foundation Liberum Limited Little Forest Folk Limited Optic Systems Limited
David Brown	Lucid Target Limited	Atlantic Developments Limited Atlantic Estates (London) Limited Atlantic Estates Limited Atlantic Management Limited Atlantic Markets Limited Atlantic Venture Investments Limited Belhaven Group Properties Limited Belhaven Pubs Limited Camden Canal Market Limited Camden Lock (London) Limited Camden Lock Limited Camden Market Estates Arches Limited Camden Market Property Management Limited Camden Roof Terrace Limited Capital Pub Company Trading Limited Castlehaven Row Limited Centrepoint Management Limited Chalk Farm Development Limited Cloverleaf Restaurants Limited Coco Pazzo Limited Davey Autos Limited

Name	Current directorships and partnerships	Previous directorships and partnerships
David Brown (continued)		Dave Autos (UK) Limited Elcross Estates Limited Electric Enterprises Limited Fiver London Limited G.K. Holdings No. 1 Limited Gilgamesh Bar & Restaurant Limited Gilgamesh Camden Limited Glispa Global Group Limited Glispa GmbH Glispa Holdings GmbH Greene King Debt Acquisitions Limited Greene King Investments Limited Labs Camden Limited Labs Camden Management Limited LFR Group Limited London Waterbus Company Limited Market Tech Holdings Limited Market Tech Holdings Plc Market Tech UK Limited Marketcom Limited Nomad Space Services Limited Piazza (Camden) Limited Realpubs Developments Limited Realpubs Limited Realpubs II Limited Rushmere Sports Club Limited Sapphire Food North East No. 1 Limited Sapphire Food North West No. 3 Limited Sapphire Food South East No. 4 Limited Sapphire Food South West No. 2 Limited Sapphire Rural Destination No. 5 Limited Stables Market (Camden) Limited Stanley Sidings Limited Stanley Sidings (Listed Buildings Restoration) Limited Stucco-media Limited The Camden Market Management Company Limited The Capital Pub Company Limited The Market Events Company Limited The Market Service Charge Company Limited

Name	Current directorships and partnerships	Previous directorships and partnerships
David Brown (continued)		Tunnel Market Limited Upper Piazza (Camden) Limited Water Lane (Kentish Town) Management Limited
Nicola Dowdall	None	None
Anne Donoghue	Square Events Limited Square Mile Salute Limited	Square Mile Events Limited Chamberlain's Restaurant Limited Commonwealth Argosy Limited
Fraser Gray	Blaven Advisory Limited Denholm Oilfield Services Limited Maven Income and Growth VCT 6 plc Maven Capital (Telfer House) LLP Maven Capital (Llandudno) LLP The Reel One Partnership LLP Zebra Realisations LLP Zolfo Cooper (Now Zebra Realisations) LLP	Alixpartners Europe LLP

7.5 Save as disclosed in paragraph 7.6 below, at the date of this document, none of the Directors named in this document:

- (a) has any unspent convictions in relation to indictable offences;
- (b) has been declared bankrupt or has entered into an individual voluntary arrangement;
- (c) was a director of any company at the time of or within the twelve months preceding any receivership, compulsory liquidation, creditors' voluntary liquidation, administration, company voluntary arrangement or any composition or arrangement with its creditors generally or any class of its creditors with which such company was concerned;
- (d) was a partner in a partnership at the time of or within the twelve months preceding a compulsory liquidation, administration or partnership voluntary arrangement of such partnership;
- (e) has had his assets the subject of any receivership or was a partner in a partnership at the time of or within the twelve months preceding any assets thereof being the subject of a receivership; or
- (f) has been the subject of any public criticisms by any statutory or regulatory authority (including any recognised professional body) nor has ever been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company.

7.6 David Brown was a director of Belhaven Group Properties Limited and Greene King Debt Acquisitions Limited, which are both in members' voluntary liquidation.

8 Interests of Directors and other major Shareholders

8.1 The interests of the Directors, their immediate families and any persons connected with them (within the meaning of section 252 of the Act) (all of which, unless otherwise stated, are beneficial) in the issued share capital of the Company as at the date of this document and as they are expected to be immediately following Admission are/will be as follows:

<i>Director</i>	<i>Ordinary Shares</i>			
	<i>As at the date of this document (pre-Share Reorganisation)</i>		<i>Immediately following Admission (post-Share Reorganisation)</i>	
	<i>Number of Ordinary Shares</i>	<i>Percentage of issued Ordinary Shares</i>	<i>Number of Ordinary Shares</i>	<i>Percentage of issued Ordinary Shares</i>
Nileshbhai Sachdev MBE	Nil	Nil	25,000	0.07
Simon Stilwell	17,500,000 ¹	10.17	562,500	1.68
David Brown	Nil	Nil	375,000	1.12
Nicola Dowdall ²	Nil	Nil	25,000	0.07
Anne Donoghue	181,363	0.11	4,534	0.01
Fraser Gray ³	556,085	0.32	13,902	0.04

Notes

- (1) Shares are held in the name of Rathbone Nominees Limited
- (2) This does not include the share options over Ordinary Shares held by Nicola Dowdall, details of which are set out in paragraph 8.2 below
- (3) Shares are held in the name of HSDL Nominees Limited

8.2 In addition to the interests of the Directors set out in paragraph 8.1 above, the following options over Ordinary Shares have been granted to Nicola Dowdall (as set out in the table below) in accordance with the rules of the Share Option Scheme, which is being replaced by the New Share Option Scheme (the details of which are set out in paragraph 11 below):

<i>Name</i>	<i>Number of share options</i>	<i>As at the date of this document (pre-Share Reorganisation)</i>	
		<i>Exercise price (pence)</i>	<i>Exercise period</i>
Nicola Dowdall ¹	100,000	9p	05.08.2010 to 04.08.2020
	50,000	9p	28.02.2011 to 04.08.2020
	150,000	9p	22.06.2012 to 04.08.2020
	200,000	8p	15.02.2015 to 14.02.2021
	250,000	4p	27.07.2015 to 26.07.2022
	200,000	2.25p	14.02.2016 to 13.02.2023
	100,000	4.63p	02.04.2017 to 02.04.2024
	500,000	3.7p	30.09.2015 to 30.09.2024
	500,000	3p	12.11.2015 to 12.11.2024
	<u>2,050,000</u>		

Note:

- (1) On Admission, Nicola will waive her entitlement to the above share options (which have not been adjusted to reflect the Share Reorganisation), in consideration for the grant of New Options under the New Share Option Scheme, as set out in paragraph 11 below.

8.3 Save as disclosed in paragraphs 8.1 and 8.2 above, none of the Directors nor any member of his or her immediate family nor any person connected with him or her (within the meaning of section 252 of the Act) holds or is beneficially or non-beneficially interested, directly or indirectly, in any Ordinary Shares or options to subscribe for, or securities convertible into, Ordinary Shares or any ordinary shares of the Company's subsidiary undertakings.

8.4 In addition to the interests of the Directors set out in paragraphs 8.1 and 8.2 above, as at the date of this document, insofar as is known to the Company, the following persons are, or will at Admission be, interested in three per cent. or more of the issued share capital of the Company:

Name	Ordinary Shares			
	As at the date of this document (pre-Share Reorganisation)		Immediately following Admission (post-Share Reorganisation)	
	Number of Ordinary Shares	Percentage of issued Ordinary Shares	Number of Ordinary Shares	Percentage of issued Ordinary Shares
Anthony Cross ¹	32,000,000	18.60%	1,612,500	4.83%
David & Monique Newlands ²	13,500,000	7.85%	1,087,500	3.26%
City Financial Investment Company Limited ³	13,313,200	7.74%	332,830	1.00%
Herald Investment Management Limited ⁴	13,089,631	7.61%	3,302,240	9.89%
Killik & Co LLP ⁵	10,982,279	6.38%	690,806	2.07%
Peter James Tracey ⁶	10,000,000	5.81%	1,125,000	3.37%
Christopher John Ingram	8,387,597	4.87%	209,689	0.63%
David Smith ⁷	7,368,421	4.28%	215,460	0.65%
Unicorn Asset Management Limited ⁸	1,600,000	0.93%	3,790,000	11.35%
Crain	–	–	3,815,338	11.42%
Schroders Investment Management Limited	–	–	3,750,000	11.23%
Downing LLP	–	–	3,236,250	9.69%
Legal & General Investment Management Limited	–	–	3,062,500	9.17%

Notes

- (1) Shares are held in the name of Roy Nominees Limited
- (2) Shares are held in the name of Hargreaves Lansdown (Nominees) Ltd
- (3) Shares are held in the name of Bank of New York (Nominees) Limited
- (4) Shares are held in the name of BNY (OCS) Nominees Limited
- (5) Shares are held in the name of Platform Securities Nominees Limited
- (6) Shares are held in the name of Hargreave Hale Nominees Limited
- (7) Shares are held in the name of Hargreaves Lansdown (Nominees) Limited
- (8) Shares are held in the name of The Bank of New York (Nominees) Limited

8.5 Save as disclosed in paragraph 8.4 above, there are no persons, so far as the Company is aware, who are or will be immediately following Admission interested in three per cent. or more of the Company's issued share capital, nor, so far as the Company is aware, are there any persons who at the date of this document or immediately following Admission, directly or indirectly, jointly or severally, exercise or could exercise control over the Company.

8.6 As at Admission (and following the cancellation of the Deferred Shares), the Company's share capital will consist of Ordinary Shares with equal voting rights (subject to the Articles). No major Shareholder of the Company has any different voting rights from the other Shareholders.

8.7 Save as disclosed in this document, no Director is or has been interested in any transactions which are or were unusual in their nature or conditions or significant to the business of the Company or the Group during the current or immediately preceding financial year or which were effected during any earlier financial year and remain in any respect outstanding or unperformed.

8.8 There are no outstanding loans or guarantees provided by the Company or the Group, or to or for the benefit of any of the Directors.

- 8.9 There are no actual or potential conflicts of interest between any Director's duties to the Company and any private interests and/or other duties he may have.
- 8.10 No Director nor any member of his immediate family nor any person connected with him (within the meaning of section 252 of the Companies Act) has a Related Financial Product (as defined in the AIM Rules for Companies) referenced to the Ordinary Shares.

9 Directors' remuneration and service agreements

- 9.1 The Directors have entered into service contracts or letters of appointment which are summarised below. Save for these agreements, there are no service agreements or letters of appointment between any Director and the Company or any of the subsidiaries not determinable without payment of compensation (other than statutory compensation) within one year and none are proposed to be entered into. Other than general employment rights under applicable law, none of the agreements summarised below confer a specific right of the relevant employee or officer to receive compensation upon termination of appointment.

9.2 *Simon Stilwell (Chief Executive Officer)*

Simon Stilwell was appointed Chief Executive of the Company in August 2017. His service agreement with the Company is terminable on six months' prior written notice by either party. Mr Stilwell's current salary is £150,000 per annum (increasing to £175,000 from Admission), which is subject to annual review by the Remuneration Committee. Mr Stilwell is entitled to participate in a discretionary performance related bonus scheme. He is also entitled to various benefits under the agreement, including healthcare benefits and directors' and officers' liability insurance. There are provisions in his service agreement requiring Mr Stilwell to keep information on the Group confidential and to protect the Group's intellectual property rights. The service agreement contains various separate and independent restrictive covenants relating to non-competition and non-poaching of key employees for a period of six months following termination of employment.

9.3 *David Brown (Chief Financial Officer)*

David Brown was appointed Group Finance Director of the Company in May 2018. His service agreement with the Company is terminable on three months' prior written notice by either party. Mr Brown's current salary is £125,000 per annum (increasing to £150,000 from Admission), which is subject to annual review by the Remuneration Committee. Mr Brown is entitled to participate in a discretionary performance related bonus scheme. He is also entitled to various benefits under the agreement, including healthcare benefits and directors' and officers' liability insurance. There are provisions in his service agreement requiring Mr Brown to keep information on the Group confidential and to protect the Group's intellectual property rights. The service agreement contains various separate and independent restrictive covenants relating to non-competition and non-poaching of key employees for a period of six months following termination of employment.

9.4 *Nicola Dowdall (MD – Events and Marketing)*

Niki Dowdall was appointed as a director of the Company on 10 July 2007 and as Managing Director – Events and Marketing in August 2017. Her service agreement with the Company is terminable on twelve months' prior written notice by either party. Ms Dowdall's current salary is £125,000 per annum (increasing to £150,000 from Admission), which is subject to annual review by the Remuneration Committee. Ms Dowdall is entitled to participate in a discretionary performance related bonus scheme. She is also entitled to various benefits under the agreement, including pension, healthcare benefits, death in service and directors' and officers' liability insurance. There are provisions in his service agreement requiring Ms Dowdall to keep information on the Group confidential and to protect the Group's intellectual property rights. The service agreement contains various separate and independent restrictive covenants relating to healthcare benefits, death in service, non-competition and non-poaching of key employees for a period of three months following termination of employment.

9.5 **Nileshbhai Sachdev MBE (Non-Executive Chairman)**

Nileshbhai Sachdev MBE was appointed as a Non-Executive Director and Chairman of the Company on 6 December 2017. Mr Sachdev receives a fee of £30,000 per annum (increasing to £50,000 from Admission). The agreement may be terminated by either party on three months' written notice.

9.6 **Anne Donoghue (Non-Executive Director)**

Anne Donoghue was appointed as a Non-Executive Director of the Company on 15 November 2017. Ms Donoghue receives a fee of £20,000 per annum (increasing to £30,000 from Admission). The agreement may be terminated by either party on one month's written notice.

9.7 **Fraser Gray (Non-Executive Director)**

Fraser Gray was appointed as a Non-Executive Director of the Company on 6 December 2017. Mr Gray receives a fee of £20,000 per annum (increasing to £30,000 from Admission). The agreement may be terminated by either party on one month's written notice.

9.8 **Directors' remuneration**

On the basis of the arrangements in force at the date of this document, it is estimated that the aggregate annual remuneration payable (including pension contributions and benefits in kind, but excluding any New Options) to the Directors for the current financial period (31 March 2018 to 31 December 2018, assuming the change in accounting reference date) will be approximately £400,000.

10 **Employees**

10.1 Details of the average number of the Group's employees (including directors) during each of the previous three financial periods ended 31 March 2018, 31 March 2017 and 31 January 2016, respectively, is as follows (rounded to the nearest whole number):

	<i>31 March 2018</i>	<i>Period ended 31 March 2017</i>	<i>31 January 2016</i>
Senior management	4	4	7
Finance and administration	3	3	2
Editorial/design/events	12	11	11
Marketing and sales	9	6	6
Total	<u>28</u>	<u>24</u>	<u>26</u>

10.2 During the periods set out above, the Group did not employ employees in any jurisdiction other than the United Kingdom.

10.3 Details of the average number of employees of InvestmentNews in connection with the Target Business in the United States (including directors) during each of the three financial years ended 31 December 2017, 31 December 2016 and 31 December 2015, respectively, is as follows (rounded to the nearest whole number):

	<i>31 December 2017</i>	<i>Year ended 31 December 2016</i>	<i>31 December 2015</i>
Sales	8	7	7
Promotion/Audience	5	5	7
Editorial	17	18	17
Conference	–	–	1
Publish Office	4	4	4
Internet	4	4	2
Total	<u>38</u>	<u>38</u>	<u>38</u>

10.4 The senior management team of the Enlarged Group will comprise the Directors and James Robson, Clive Brett and Lawrence Gosling. Biographies of the members of the Company's senior management team are set out in Part I of this document.

11 New Share Option Scheme

(a) Background

The Company intends to adopt the New Share Option Scheme (known as the Vitesse Media 2018 Employee Share Option Plan) (the "**Plan**") to help recruit, retain and provide incentives to selected employees and executive directors of the Group ("**Employees**") whose performance is paramount for the growth of the Group and for the benefit of Shareholders. Set out below is a summary of the principal terms of the Plan.

(b) Outline

The Plan is a discretionary share option plan which will allow the grant of:

- (i) **Enterprise Management Incentives Options ("EMI Options")**, which are highly tax-efficient employee incentives; and
- (ii) **Unapproved Options ("Unapproved Options")**, which are not tax-efficient, but nevertheless are employee incentives, as a 'top up' incentive or to Employees who are not eligible for the grant of EMI Options;

(together "**Options**") over Ordinary Shares.

(c) Administration

The Plan will be administered by the Remuneration Committee of the Board, which will make all decisions about participation, form, size and timing of Option grants.

(d) Eligibility

The Committee has complete discretion as to the selection of Employees to whom Options are to be granted.

EMI Options can only be granted to those selected Employees who meet the legislative requirements.

(e) Grant of Options

Options may be granted within 42 days after the date when the Plan is adopted or after the announcement of the Company's interim or final results. They may also be granted at other times in exceptional circumstances which the Remuneration Committee considers justify the granting of Options, but not during a 'close period'.

No Options may be granted more than 10 years after the adoption date of the Plan.

No consideration is payable for the grant of an Option. Options are non-transferable (except to personal representatives in the event of the death of the participant).

The Plan rules permit the Company to determine whether any liability for employer's NICs arising in connection with any Options shall be transferred to participants.

(f) Exercise price

The price per Ordinary Share payable on the exercise of an Option shall be determined by the Board when Options are granted.

(g) Individual limits on participation

The aggregate market value of Ordinary Shares (as at the date of grant) over which Options may be granted to a selected employee in any year shall be in accordance with the limits agreed by the Remuneration Committee.

EMI Options cannot be granted to a participant if the total Market Value of Ordinary Shares subject to unexercised qualifying EMI Options and any unexercised options granted to him under a Company Share Option Plan would exceed £249,999.

(h) **Limit on the issue of Ordinary Shares**

The number of Ordinary Shares in respect of which rights to subscribe for new Ordinary Shares may on any day be granted under the Plan, when added to the number of Ordinary Shares issued or which remain issuable pursuant to rights to subscribe for new Ordinary Shares granted under the Plan and any other employees' share scheme of the Company in the period of 10 years ending on that day shall not exceed 15 per cent. of the issued ordinary share capital of the Company on that day.

Subject to the above limitation, EMI Options cannot be granted if the total Market Value of unexercised qualifying EMI Options would exceed £3 million. For the purpose of this limit, the Market Value is determined at the Grant Date(s) of the Options.

(i) **Market Value**

For so long as the Shares are traded on AIM (or a recognised stock exchange), the Market Value of an Ordinary Share will be its closing price (as derived from the Daily Official List for such market or exchange) for the immediately preceding dealing day. If the Ordinary Shares are not so traded, their Market Value will be determined in accordance with the principles in Part 8 of the Taxation of Chargeable Gains Act 1992.

(j) **Vesting and Performance Conditions**

Options will have either a three-year or a four-year vesting period, as the Remuneration Committee determines on the date of grant.

An Option with a three-year vesting period will vest in full on the third anniversary of the date of grant.

An Option with a four-year vesting period will vest as follows: (a) 50 per cent. of the Option will vest on the third anniversary of the date of grant, and (b) the remaining portion of the Option will vest on the fourth anniversary of the date of grant.

To the extent an Option has vested, it may be exercised at any time before the tenth anniversary of the date of grant, unless other earlier exercise or lapsing provisions apply.

The Remuneration Committee may at its discretion set objective performance conditions to determine whether or the extent to which an Option will vest. Any performance conditions may be adjusted if an event occurs which causes the Remuneration Committee to decide that the adjusted conditions will measure performance more fairly and provide a more effective incentive.

(k) **Cessation of Employment**

With regard to an Option with a three-year vesting period, if a participant becomes a 'good leaver' at any time prior to the full vesting of the Options, subject to the satisfaction of the performance conditions (if any), the participant's Option will vest on a pro-rated basis based on the time that has elapsed between the date of grant and the date on which the participant becomes a leaver.

With regard to an Option with a four-year vesting period, the vesting provisions will be enshrined in his Option Agreement.

A 'good leaver' is a participant who ceases to be employed by any member of the Group for any of the following reasons: (a) injury or disability, or (b) retirement, or (c) redundancy, or (d) TUPE transfer or (e) transfer on the sale of the Group member who was the employer, or (f) death. The Committee may, at its discretion, determine any leaver to be a 'good leaver'.

If a participant ceases to be an employee of the Group for any other reason, and is not determined to be a 'good leaver' by the Committee, his Options will lapse on the date he ceases to be an employee.

If a participant dies, his Options to the extent vested but not exercised will be exercisable within 12 months from the date of his death.

With regard to an Option with a three-year vesting period, if a participant becomes a 'good leaver', his Options, to the extent vested but not exercised, may be exercised within six months from the date of cessation of the participant's employment.

(l) **Corporate Events**

In the event of a change of control of the Company, unvested Options will vest, subject to the satisfaction of the performance conditions. Options will remain exercisable for a limited period of six months after the change of control (unless they are exercisable conditional on a change of control occurring, in which case the Options would need to be exercised before the change of control).

Participants may, with the agreement of a new acquiring company, 'roll over' their Options in exchange for equivalent options over shares in the acquiring company, within a period of six months from such a change of control.

Participants may also be offered the opportunity to 'roll over' their Options in exchange for equivalent options over shares in a new company in the event of a reconstruction or reorganisation of the Company.

If a voluntary winding up of the Company is proposed, unvested Options will vest subject to the satisfaction of the performance conditions. To the extent vested, Options may be exercised on the resolution being passed.

If there is a variation in the Company's share capital, the number of Ordinary Shares subject to an Option and the exercise price may be adjusted by the Committee in a fair and reasonable way after consulting with the Company's professional advisers.

(m) **Exercise of Options**

An Option may be exercised in whole or in part, to the extent that it has vested. To exercise an Option, the participant must pay (or make alternative arrangements with the Company for the payment of) the aggregate exercise price and the tax and NIC liabilities arising on the exercise of the Option.

The grant and exercise of Options will be subject to any restrictions on dealing set out in the Market Abuse Regulation or otherwise imposed by statute, order, regulation or government directives.

The Remuneration Committee may decide to reduce or cancel an Option or to require the repayment of a benefit already received in the event of a material misstatement of the Company's results or fraud or gross misconduct of the participant.

(n) **Satisfying the exercise of Options**

Within 30 days of the exercise of an Option, the Company will issue or procure the transfer of Ordinary Shares to satisfy the exercise of the Option.

Instead of satisfying the exercise of an Unapproved Option by the issue or transfer of Ordinary Shares, the Remuneration Committee may, with the consent of the participant:

- (i) pay to the participant in cash (net of tax and NIC) an amount equal to the aggregate Market Value of the Ordinary Shares on the date of exercise less the aggregate exercise price; or
- (ii) issue or procure the transfer of a reduced number of Ordinary Shares which is equal to 'X' where $X = ((\text{the aggregate Market Value of the Shares on the date of exercise}) \text{ minus } (\text{the aggregate exercise price plus the tax and NIC liability arising on the exercise of the Option})) / \text{the Market Value of an Ordinary Share on the date of exercise}$; in which case the participant will not be required to pay the exercise price.

(o) **Contractual rights**

Participation in the Plan does not form part of the terms of a participant's contract of employment. The benefits under the Plan and of the shares acquired under the Plan are not pensionable.

A participant is not entitled to compensation for the loss of any right or benefit or prospective right or benefit under the Plan, for any reason whatsoever.

The Company may collect and process information relating to the participants which is necessary for the operation of the Plan in accordance with its policies on data protection as notified to the Group Employees from time to time.

The Company may process and transfer a participant's personal data for any purpose relating to the operation of the Plan in accordance with its privacy policy.

The decision of the Remuneration Committee is final in any dispute relating to any Option, including interpretation of the rules of the Plan.

(p) **Amendment and termination**

The Plan rules can be amended at any time by the Board provided that a participant's subsisting rights cannot be adversely affected without the participant's consent.

The Plan will terminate on the tenth anniversary of the date on which it was adopted. The subsisting rights of the participants who have been granted Options prior to termination of the Plan will not be affected by the termination of the Plan.

Proposed grant of EMI Options

<i>Name of participant</i>	<i>Number of Ordinary Shares under Option</i>	<i>Exercise price (p)</i>
Simon Stilwell	312,498	80
David Brown	312,498	80
Nicola Dowdall	312,498	80
James Robson	312,498	80
Clive Brett	312,498	80
Lawrence Gosling	312,498	80

Awards will lapse ten years from the date of award and may be exercised subject to the meeting of the performance condition described in Part I of this document in respect of half of the awards three years after the date of grant and in respect of half the awards four years after the date of grant. The total 'market value' of shares under an EMI Option that can be awarded to an individual under the Plan rules is £249,999. The number of shares under each of the EMI Options will be determined on the date of grant, taking into account the 'market value' of a share on the date of grant. If the proposed number of shares to be awarded to each of the individuals under their respective EMI Options exceed the £249,999 limit, only such number of shares with an aggregate 'market value' of £249,999 would be granted under an EMI option with the balance awarded as an unapproved option with the same exercise price and terms.

Proposed grant of unapproved options under value creation plan structure

<i>Name of participant</i>	<i>Maximum number of Ordinary Shares under Option</i>	<i>Exercise price</i>
Simon Stilwell	752,000	1p
David Brown	537,000	1p
Nicola Dowdall	150,000	1p
James Robson	408,000	1p
Clive Brett	150,000	1p
Lawrence Gosling	150,000	1p

Awards may be exercised subject to the meeting of the performance condition described in Part I of this document in respect of half of the awards three years after the date of grant and in respect of half the awards four years after the date of grant.

12 UK Taxation

The following information is intended only as a general guide to certain UK tax considerations relevant to prospective investors in Ordinary Shares. It does not purport to be a complete analysis of all potential UK tax consequences of acquiring, holding or disposing of Ordinary Shares. The information is based on current UK tax legislation and published HMRC practice (which may not be binding) as it applies to holding or disposing of Ordinary Shares at the date of this document, all of which are subject to change, possibly with retroactive effect.

The information relates only to Shareholders who are resident (and, in the case of individuals, resident and domiciled, or deemed domiciled) only in the UK for tax purposes and who hold Ordinary Shares beneficially as investments, unless otherwise stated. The comments do not address the position of certain classes of Shareholders who may be subject to special rules, such as dealers in securities, traders, insurance companies, banks, collective investment schemes, tax-exempt organisations or Shareholders who have (or are deemed to have) acquired their Ordinary Shares by virtue of an office or employment. Nor do the comments consider the tax position of any person holding investments in an HMRC-approved arrangement or scheme, including the enterprise investment scheme, venture capital scheme or business expansion scheme, or any non-UK resident Shareholder holding Ordinary Shares in connection with a trade, profession or vocation carried on in the UK (whether through a branch or agency or, in the case of a corporate Shareholder, a permanent establishment).

This section does not provide legal or tax advice to any Shareholder. Any person who is in any doubt as to their tax position, or who may be subject to tax in a jurisdiction other than the UK, is strongly recommended to consult their own professional adviser.

12.1 *Taxation of dividends*

The Company will not be required to withhold any UK tax on dividend payments in respect of the Ordinary Shares. Liability to UK tax on the receipt of a dividend will depend upon the individual circumstances of a Shareholder.

Individual shareholders resident and domiciled (or deemed domiciled) in the UK

Individual holders of Ordinary Shares who are resident and domiciled in the UK will be taxable on the total dividends received, except to the extent that they are earned through an ISA, self-invested pension plan or other regime which exempts the dividend from tax.

As from 6 April 2018, a nil rate of income tax applies to the first £2,000 of dividend income received by an individual Shareholder in a tax year (the “**Nil Rate Amount**”), regardless of what tax rate would otherwise apply to that dividend income. Any dividend income received by an individual shareholder in a tax year in excess of the Nil Rate Amount will be subject to income tax at the following dividend rates for the fiscal year 2018/2019: 7.5 per cent. to the extent that a Shareholder is within the basic rate; 32.5 per cent. to the extent that a Shareholder is within the higher rate; and 38.1 per cent. to the extent that a Shareholder is within the additional rate.

For the purpose of calculating which tax band any dividend income over the Nil Rate Amount falls into, dividend income is treated as the highest part of a Shareholder's income. In addition, dividends within the Nil Rate Amount which would (if there was no Nil Rate Amount) have fallen within the basic or higher rate bands will use up those bands respectively for the purposes of determining whether the threshold for higher rate or additional rate is exceeded.

UK resident corporate shareholders

A holder of Ordinary Shares which is a company resident for tax purposes in the UK will have to pay corporation tax in respect of any dividends it receives from the Company on the Ordinary Shares, unless (subject to the special rules for small company Shareholders mentioned below) the dividends fall within an exempt class and certain other conditions are met. Whether an exempt class applies and whether the other conditions are met will depend on the circumstances of the Shareholder. The exemptions are not comprehensive and are subject to anti-avoidance rules. Shareholders within the charge to UK corporation tax are advised to consult their professional adviser to determine the UK tax treatment of such dividends.

Shareholders within the charge to UK corporation tax which are “small companies” for the purposes of Chapter 2 of Part 9A of the Corporation Tax Act 2009 will generally not be subject to UK corporation tax on any dividend received, provided certain conditions are met (including an anti-avoidance condition).

Non-UK resident Shareholders

A non-UK resident Shareholder is not generally subject to further UK tax on dividends.

Shareholders resident for tax purposes outside the UK may be subject to foreign taxation on dividends received on their Ordinary Shares or in respect of other transactions relating to the Ordinary Shares under the tax law of their country of residence.

Shareholders resident for tax purposes outside the UK should consult their own tax advisers concerning their tax liability on dividend receipts, including any relief, credit or entitlement to a refund of any tax credit which may be available in the jurisdiction in which they are resident.

12.2 Disposal of Ordinary Shares acquired under the Placing

Existing Shareholders

To the extent that existing Shareholders acquire Ordinary Shares pursuant to the Placing, this should not be regarded as a re-organisation of the Company’s share capital for the purposes of UK taxation of chargeable gains. Accordingly such an acquisition of Ordinary Shares will instead be treated as a separate acquisition of Ordinary Shares.

New Shareholders

For the purpose of UK tax on chargeable gains, the amounts paid by a Shareholder for Ordinary Shares will generally constitute the base cost in those Ordinary Shares. A disposal or deemed disposal of Ordinary Shares (including a disposal on a winding up) by a Shareholder who is resident in the UK for tax purposes or Shareholders who carry on a trade in the UK through a permanent establishment with which their investment in the Company is connected, may give rise to a chargeable gain or an allowable loss for the purposes of UK taxation of chargeable gains depending upon the Shareholder’s circumstances and subject to any available exemption or relief.

Individual shareholders tax resident in the UK

For an individual Shareholder within the charge to UK capital gains tax, a disposal (or deemed disposal) of Ordinary Shares may give rise to a chargeable gain or an allowable loss for the purposes of capital gains tax. The current rate of capital gains tax on disposal of Ordinary Shares is 10 per cent. for individuals who are subject to income tax at the basic rate and 20 per cent. for individuals who are subject to income tax at the higher or additional rates. An individual Shareholder is entitled to realise an annual exempt amount of gains (currently £11,700) for the year to 5 April 2019 without being liable to UK capital gains tax.

If the conditions for Enterprise Investment Scheme relief are met, any capital gain may be exempt from tax. Individual Shareholders are advised to consult their professional adviser to determine whether they may qualify for relief under the Enterprise Investment Scheme, or whether any other tax reliefs or existing capital losses may be available. No indexation allowance will be available to such Shareholders.

Corporate shareholders

Corporate Shareholders within the charge to UK corporation tax may be liable to corporation tax on any chargeable gains realised on the disposal (or deemed disposal) of Ordinary Shares, at the current rate of 19 per cent. (which is slated to fall to 17 per cent. from April 2020), subject to any available exemption or relief. No indexation allowance will be available to such Shareholders.

A Shareholder who is not resident for tax purposes in the UK will not normally be liable for UK tax on capital gains realised on the disposal of Ordinary Shares, unless at the time of the disposal such Shareholder carries on a trade (which for this purpose includes a profession or vocation) in the UK

through a permanent establishment and such Ordinary Shares are to have been used, held or acquired for the purposes of such UK permanent establishment. A Shareholder who is an individual and who has previously been resident or ordinarily resident in the UK may in some cases be subject to UK tax on capital gains in respect of a disposal of Ordinary Shares in the event that they re-establish residence in the UK.

12.3 **Inheritance tax**

The Ordinary Shares will be assets situated in the UK for the purposes of UK inheritance tax. A gift of such assets by, or upon the death of, an individual holder may, subject to relevant exemptions and reliefs, give rise to a liability to UK inheritance tax, even if the holder is or was neither domiciled (nor deemed to be domiciled) in the UK. Generally, UK inheritance tax is not chargeable on gifts to individuals if the transfer is made more than seven years prior to the death of the donor.

A transfer of assets at less than full market value may be treated as a gift for inheritance tax purposes, and particular rules apply to gifts where the donor reserves or retains some benefit. Special rules apply to close companies and trustees who hold Ordinary Shares bringing them within the charge to inheritance tax.

Shareholders should consult their professional adviser if they are in any doubt about their UK inheritance tax position. In particular, if they make a gift or a transfer at less than market value, or if they intend to hold any Ordinary Shares through a trust or other indirect arrangements.

12.4 **Stamp Duty and Stamp Duty Reserve Tax (“SDRT”)**

No stamp duty and/or SDRT should be generally payable on the issue of Ordinary Shares. Subsequent sales of Ordinary Shares once admitted to trading on AIM should be exempt from both stamp duty and SDRT provided that the Ordinary Shares remain admitted to trading on AIM and are not listed on that or any other recognised stock exchange in the UK or elsewhere.

If the Ordinary Shares cease to qualify for this exemption, their transfer on sale will be subject to stamp duty and/or SDRT (generally at the rate of 0.5 per cent. of the consideration, rounded up to the nearest multiple of £5.00 in the case of stamp duty, subject to a de minimis threshold), although special rules apply in respect of certain transfers, including transfers to market intermediaries and transfers into clearance services or depositary receipt arrangements.

The information above is intended only as a general guide to the current tax position in the UK as at the date of this document. It does not cover all tax matters that may be of importance to a prospective investor. Each prospective investor is urged to consult its own tax adviser about the tax consequences to it of an investment in the Ordinary Shares in light of the investor’s own circumstances.

13 **Material contracts**

The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by members of the Group (i) within the period of two years immediately preceding the date of this document and which are, or may be, material or (ii) which contain any provision under which any member of the Group has an obligation or entitlement to the Group as at the date of this document:

- (a) each of the Acquisition Agreement, the Promissory Note and the TSA, which are described in Parts I and VI of this document respectively;
- (b) a placing agreement dated 31 July 2018 and made between (1) the Company, (2) the Directors and (3) the Brokers (the “**Placing Agreement**”), pursuant to which the Brokers have agreed, subject to certain conditions, to act as placing agent for the Company and to use their reasonable endeavours to procure placees to subscribe for the Placing Shares at the Placing Price.

The Placing Agreement is conditional upon, *inter alia*, Admission occurring on or before 8.00 a.m. on 17 August 2018 (or such later date as the Company and the Brokers may agree, being not later than 8.00 a.m. on 17 September 2018). The Placing Agreement contains customary

warranties and undertakings from the Company in favour of the Brokers in relation to, *inter alia*, the accuracy of the information in this document and other matters relating to the Group and its business. In addition, the Company has agreed to indemnify the Brokers in respect of certain liabilities they may incur in respect of the Placing. The Brokers have the right to terminate the Placing Agreement in certain circumstances prior to Admission, in particular, in the event of a material breach of the warranties or a force majeure event.

- (c) a nominated adviser and broker agreement dated 31 July 2018 and made between the (1) Company and (2) Stockdale Securities, pursuant to which the Company has appointed Stockdale Securities to act as nominated adviser and joint broker for the purposes of the AIM Rules for Companies. The agreement contains certain customary undertakings, warranties and indemnities given by the Company to Stockdale Securities. The agreement is for a fixed term of twelve months and thereafter is terminable upon not less than three months' prior written notice by either party. This agreement will replace the existing nominated adviser and broker agreement dated 6 May 2011 between (1) the Company and (2) Stockdale Securities;
- (d) a broker agreement dated 22 June 2018 and made between (1) the Company and (2) Canaccord Genuity, pursuant to which the Company has appointed Canaccord Genuity to act as joint broker to the Company. The Company has agreed to pay Canaccord Genuity an annual fee. The agreement is terminable upon written notice by either party at any time;
- (e) a financial adviser and bookrunner agreement dated 22 June 2018 between (1) the Company and (2) Canaccord Genuity, pursuant to which the Company has appointed Canaccord Genuity to provide independent advice in accordance with Rule 3.1 of the Takeover Code in connection with any future possible offer for the Company and bookrunning services. The agreement is terminable upon written notice by either party at any time;
- (f) a corporate finance adviser agreement between (1) Taurus London (a trading name of Liberum Capital Limited) and (2) the Company, pursuant to which the Company has appointed Taurus London to provide corporate finance advice in relation to the Acquisition for a fee payable upon Completion, to be satisfied by the issue of the relevant number of Adviser Shares to Taurus London;
- (g) a placing agreement dated 8 September 2017 relating to the placing of 107,500,000 Ordinary Shares on or around 27 September 2017 and made between (1) the Company and (2) Stockdale Securities (the "**2017 Placing Agreement**"), pursuant to which Stockdale Securities acted as placing agent for the Company in relation to the 2017 Placing. The 2017 Placing Agreement contains certain customary warranties from the Company in favour of Stockdale Securities in relation to, *inter alia*, the accuracy of the information contained in the circular of the Company dated 8 September 2017 and certain other matters relating to the Group and its business. In addition, the Company gave certain undertakings to Stockdale Securities and agreed to indemnify Stockdale Securities in relation to certain customary liabilities they might incur in respect of the 2017 Placing;
- (h) in relation to, and as security for, facilities provided to the Company by Lloyds Bank plc, an all monies debenture dated 26 January 1999 over all assets of the Company, an omnibus letter of set-off dated 5 November 2007 and an omnibus guarantee and set-off agreement dated 18 January 2008, each in favour of Lloyds Bank plc; and
- (i) in relation to, and as security for, facilities provided to the Company by Lloyds Commercial Finance Limited, an all monies debenture dated 27 May 2008 over all assets of the Company.

14 Related party transactions

In connection with the 2017 Placing, each of Simon Stilwell and Anthony Cross subscribed for 10,486,201 Ordinary Shares and 24,986,201 Ordinary Shares, respectively. As Simon Stilwell is a Director and due to the size of Anthony Cross' then existing holding of 7,013,799 Ordinary Shares, representing (at the time) approximately 10.9 per cent. of the Company's then issued share capital, each of these transactions was considered to be a related party transaction pursuant to Rule 13 of the AIM Rules for Companies.

Save as disclosed in this paragraph 14, or in Part I, Part VI, or Part VII of this document, or as referred to in the financial statements of the Company for the financial periods ended 31 March 2018, 31 March 2017 and 31 January 2016, so far as the Directors are aware, there have been no related party transactions of the kind

set out in the Standards adopted according to the Regulation (EC) No 1606/2002 that the Group is a party to.

15 Working capital

In the opinion of the Directors, having made due and careful enquiry, taking into account the net proceeds of the Placing, the working capital available to the Enlarged Group will be sufficient for its present requirements, that is for at least the next twelve months from the date of Admission.

16 Litigation

No member of the Enlarged Group is or has been involved in any governmental, legal or arbitration proceedings which may have or have had during the last twelve months preceding the date of this document, a significant effect on the financial position or profitability of the Company and/or the Enlarged Group nor, so far as the Company is aware, are any such proceedings pending or threatened.

17 Significant change

There has been no significant change in the financial or trading position of:

- (a) the Group since 31 March 2018, being the date to which the Company's last audited financial statements, were published; or
- (b) the Target Business since 31 December 2017, being the date to which the most recent historical financial information of InvestmentNews as included in Part IV of this document was prepared.

18 Takeover Code, squeeze out and sell out

18.1 Mandatory takeover bids

The Company is subject to the Takeover Code. Brief details of the Takeover Panel, the Takeover Code and the protections they afford are described below. The Takeover Code is issued and administered by the Takeover Panel. The Takeover Code applies to all takeover and merger transactions, however effected, where the offeree company is, *inter alia*, a listed public company resident in the UK. The Company is a public company resident in the UK and its shareholders are therefore entitled to the protections afforded by the Takeover Code. Under Rule 9 of the Takeover Code, where any person acquires, whether by a series of transactions over a period of time or not, an interest in Ordinary Shares (as defined in the Takeover Code) which (taken together with Ordinary Shares already held by him and any interest in Ordinary Shares held or acquired by persons acting in concert with him) carry 30 per cent. or more of the voting rights of a company, that person is normally required to make a general offer to all the holders of any class of equity share capital or other class of transferable securities carrying voting rights in that company to acquire the balance of their interests in the company. Rule 9 of the Takeover Code also provides that, among other things, where any person who, together with persons acting in concert with him, is interested in Ordinary Shares which in aggregate carry not less than 30 per cent. of the voting rights of a company but does not hold Ordinary Shares carrying more than 50 per cent. of the voting rights of such a company, and such person, or any person acting in concert with him, acquires an additional interest in Ordinary Shares which increases the percentage of Ordinary Shares carrying voting rights in which he is interested, then such person is normally required to make a general offer to all the holders of any class of equity share capital or other class of transferable securities carrying voting rights of that company to acquire the balance of their interests in the company.

An offer under Rule 9 of the Takeover Code must be in cash (or with a cash alternative) and at not less than the highest price paid within the preceding twelve months for any Ordinary Shares in the company by the person required to make the offer or any person acting in concert with him. Rule 9 of the Takeover Code further provides, among other things, that where any person who, together with persons acting in concert with him holds over 50 per cent. of the voting rights of a company, acquires an interest in Ordinary Shares which carry additional voting rights, then they will not generally be required to make a general offer to the other shareholders to acquire the balance of their Ordinary Shares. However, individual members of a concert party will not be able to increase their percentage interest in Ordinary Shares through or between a Rule 9 threshold without Takeover Panel consent. For the purposes of the Takeover Code, persons acting in concert comprise persons who, pursuant to an agreement or understanding (whether formal or

informal), cooperate to obtain or consolidate control of a company. Paragraph (9) of the definition of 'acting in concert' also deems any shareholders in a private company who sell their Ordinary Shares in that company in consideration for the issue of Ordinary Shares in a company to which the Takeover Code applies to be acting in concert for the purposes of the Takeover Code unless the contrary is established.

18.2 **Squeeze out**

Under the Companies Act, if a 'takeover offer' (as defined in section 974 of the Companies Act) is made for the Ordinary Shares and the offeror were to acquire, or unconditionally contract to acquire, not less than 90 per cent. in value of the Ordinary Shares to which the takeover offer relates (the "**Takeover Offer Ordinary Shares**") and not less than 90 per cent. of the voting rights attached to the Takeover Offer Ordinary Shares within three months of the last day on which its offer can be accepted, it could acquire compulsorily the remaining 10 per cent. It would do so by sending a notice to outstanding Shareholders telling them that it will acquire compulsorily their Takeover Offer Ordinary Shares and then, six weeks later, it would execute a transfer of the outstanding Takeover Offer Ordinary Shares in its favour and pay the consideration to the Company, which would hold the consideration on trust for the outstanding Shareholders. The consideration offered to the Shareholders whose Takeover Offer Ordinary Shares are acquired compulsorily under the Companies Act must, in general, be the same as the consideration that was available under the takeover offer.

18.3 **Sell-out**

The Companies Act also gives minority Shareholders a right to be bought out in certain circumstances by an offeror who has made a takeover offer. If a takeover offer relates to all the Ordinary Shares and at any time before the end of the period within which the offer could be accepted the offeror holds or has agreed to acquire not less than 90 per cent. of the Ordinary Shares (being voting Ordinary Shares that carry voting rights in the Company), any holder of Ordinary Shares to which the offer relates who has not accepted the offer is entitled by a written communication to the offeror to require it to acquire its Ordinary Shares. The offeror is required to give any Shareholder notice of his right to be bought out within one month of that right arising. The offeror may impose a time limit on the rights of the minority Shareholders to be bought out, but that period cannot end less than three months after the end of the acceptance period or, if later, the giving notice. If a Shareholder exercises his other rights, the offeror is bound.

19 **Consents**

19.1 Stockdale Securities Limited (as nominated adviser and joint broker of the Company) of 100 Wood Street, London EC2V 7AN is authorised and regulated in the UK by the FCA. Stockdale Securities has given and has not withdrawn its written consent to the issue of this document with the inclusion of its name and the references to it in the form and context in which they appear.

19.2 Canaccord Genuity Limited (as joint broker of the Company) of 88 Wood Street, London EC2V 7QR is authorised and regulated in the UK by the FCA. Canaccord Genuity has given and has not withdrawn its written consent to the issue of this document with the inclusion of its name and the references to it in the form and context in which they appear.

19.3 BDO LLP (as reporting accountant) of 55 Baker Street, London W1U 7EU is a member firm of the Institute of Chartered Accountants of England and Wales. BDO LLP has given and has not withdrawn its written consent to the inclusion in this document of its accountant's report on InvestmentNews as set out in Section A of Part IV of this document in the form and context in which it appears and has authorised its report for the purpose of Schedule Two of the AIM Rules for Companies.

20 **General**

20.1 The total costs and expenses of, or incidental to, the Proposals, all of which are payable by the Company, are estimated to be approximately £1.2 million (exclusive of value added tax). In addition to the cash costs of the Acquisition and the expenses of the Placing, New Ordinary Shares are to be issued

to Stockdale Securities, Canaccord Genuity and Taurus London in satisfaction of certain fees payable by the Company to such advisers in relation to the Acquisition, Placing and Admission, as applicable.

20.2 Save as disclosed in this Part VII, no person (excluding professional advisers otherwise disclosed in this document and trade suppliers) has: (a) received, directly or indirectly from the Company, within the 12 months preceding the Company's application for Admission; or (b) entered into contractual arrangements (not otherwise described in this document) to receive, directly or indirectly, from the Company on or after Admission, any of the following:

- (i) fees totalling £10,000 or more;
- (ii) securities where these have a value of £10,000 or more calculated by reference to the Placing Price; or
- (iii) any other benefit with a value of £10,000 or more at the date of Admission.

20.3 The Company will pay fees of approximately £12,000 and £25,000 to its remuneration consultants, h2glenfern Limited and MM&K, respectively, relating to advice and assistance connected to the establishment of the New Share Option Scheme.

20.4 Information in this document which has been sourced from third parties has been accurately reproduced and, so far as the Company is aware and has been able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

20.5 Save as disclosed in this document, the Directors are unaware of:

- (a) any trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Company's prospects for the current financial year;
- (b) any exceptional factors which have influenced the activities of the Company or the Target Business; or
- (c) any environmental issues that may affect the Group's utilisation of its tangible fixed assets.

20.6 Save for the Acquisition, the Group currently has no significant investments in progress and there are no future investments on which the Directors have already made firm commitments which are significant to the Group.

20.7 Save as disclosed in this document, there are no patents or other intellectual property rights or industrial, commercial or financial contracts which are material to the Company's business or profitability.

20.8 Save as disclosed in this document, there are no arrangements known to the Company, the operation of which may at a subsequent date result in a change in control of the Company.

20.9 There are no mandatory takeover bids outstanding in respect of the Company and no public takeover bids or takeover offer takeover offer (within the meaning of Part 28 of the Companies Act) have been made by third parties either in the last financial year or the current financial period of the Company.

20.10 The current accounting reference period of the Company will end on 31 March 2019. However, it is proposed that following Admission the accounting reference date of the Company will be changed to 31 December meaning that, subject to such change, the current accounting reference period will end on 31 December 2018.

20.11 As at the date of this document, the current auditors of the Company are BDO LLP, who audited the statutory accounts of the Company for the year ended 31 March 2018. The previous auditors of the Company were RSM UK Audit LLP of 25 Farringdon Street, London EC4A 4AB who were responsible for auditing the accounts of the Company for the financial periods ended 31 March 2017 and 31 January 2016. Each of the above named audit reports were unqualified and did not contain a statement under sections 498(2) or (3) of the Companies Act.

21 Documents available for inspection

21.1 The Company's financial results for each of the three financial periods ended 31 March 2018, 31 January 2017 and 31 January 2016, respectively, together with the Company's unaudited interim results for the six months ended 30 September 2017, are available free of charge on the Company's website (www.vitessemedia.com, or from Admission, www.bonhillplc.com) or in hard copy from the registered office of the Company at 14 Bonhill Street, London EC2A 4BX (telephone number +44(0)20 7250 7010). Neither the content of the Company's website (or any other website) is incorporated into, or forms part of this document, and investors should not rely on it.

21.2 In addition to the financial results referred to in paragraph 21.1 above, copies of the following documents will be available for inspection during usual business hours on any day (Saturdays, Sundays and public holidays excepted) at the registered office of the Company for a period of one month from the date of this document:

- (a) the Articles of Association and New Articles of Association;
- (b) a copy of this document;
- (c) copies of the service agreements of the Executive Directors; and
- (d) copies of the letters of appointment of the Non-Executive Directors.

21.3 A copy of this document is also available at the Company's website at www.vitessemedia.com (or from Admission, www.bonhillplc.com).

Dated 31 July 2018

DEFINITIONS

The following definitions apply throughout this document and the Proxy Form, unless the context otherwise requires:

“2017 Placing”	the placing by Stockdale Securities, as agent of and on behalf of the Company, of 107,500,000 Existing Ordinary Shares at a price of 2 pence per Existing Ordinary Share, which completed on 27 September 2017
“Acquisition”	the proposed acquisition of the Target Business by Indigo Opco, a subsidiary of Vitesse pursuant to the Acquisition Agreement and the Promissory Note
“Acquisition Agreement”	the conditional agreement in relation to the Acquisition dated 31 July 2018 between the Sellers, Indigo Opco and the Company (and any addendum thereto), a summary of the principal terms and conditions of which is set out in Part VI of this document
“Admission”	admission of the Entire Share Capital to trading on AIM becoming effective in accordance with the AIM Rules for Companies
“Adviser Shares”	an aggregate of 1,976,224 New Ordinary Shares which are to be issued to Stockdale Securities, Canaccord Genuity and Taurus London (a trading name of Liberum Capital Limited) in satisfaction of certain fees payable by the Company to such advisers in relation to the Acquisition, Placing and Admission, as applicable
“AIM”	the market of that name operated by the London Stock Exchange
“AIM Rules for Companies”	the AIM Rules for Companies published by the London Stock Exchange, as amended
“AIM Rules for Nominated Advisers”	means the AIM Rules for Nominated Advisers published by the London Stock Exchange, as amended
“Articles” or “Articles of Association”	the articles of association of Vitesse Media plc in place at the date of this document
“Board” or “Directors”	the directors of the Company who names appear on page 7 of this document
“Brokers”	Stockdale Securities and Canaccord Genuity
“B2B”	business-to-business
“CAGR”	compound annual growth rate
“Canaccord Genuity”	Canaccord Genuity Limited, a company incorporated in England and Wales with registered number 01774003
“certificated” or “in certificated form”	means not in uncertificated form (that is, not in CREST)
“City Code” or “Takeover Code”	the City Code on Takeovers and Mergers issued by the Panel on Takeovers and Mergers
“Companies Act” or “Act”	the Companies Act 2006 as amended

“Company” or “Vitesse”	Vitesse Media plc, a company incorporated in England and Wales with registered number 02607995
“Completion”	completion of the Acquisition
“Consideration Shares”	3,815,338 New Ordinary Shares which are to be issued pursuant to the Acquisition
“Crain”	Crain Communications, Inc., one of the Sellers
“CREST”	the computerised settlement system operated by Euroclear which facilitates the holding of and transfer of shares in uncertificated form
“CREST Manual”	the rules governing the operation of CREST, consisting of the CREST Reference Manual, CREST International Manual, CREST Central Counterparts Service Manual, CREST Rules, Registrar Service Standards, Settlement Discipline Rules CCSS Operations Manual, Daily Timetable, CREST Application Procedure and CREST Glossary of Terms (all as defined in the CREST Glossary of Terms promulgated by Euroclear on 15 July 1996, (as amended) and published by Euroclear
“CREST member”	a person who has been admitted by Euroclear as a system member (as defined in the CREST Regulations)
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI2001/3755)
“Daily Official List”	the daily publication of official quotations for all securities traded on the London Stock Exchange
“Deferred Consideration”	the principal amount of US\$6,000,000 (together with all interest and costs payable in respect thereof) payable by Indigo Opco to the Sellers by way of deferred consideration pursuant to the Acquisition in accordance with the terms of the Promissory Note
“Deferred Shares”	the Existing Deferred Shares and the New Deferred Shares as the circumstances dictate
“EIS”	Enterprise Investment Scheme under provision of Part 5 of the Income Tax Act 2007
“EIS Placing”	the conditional placing by Stockdale Securities and Canaccord Genuity, as agents of and on behalf of the Company of the EIS Placing Shares at the Placing Price on the terms and subject to the conditions of the Placing Agreement
“EIS Placing Shares”	the 350,000 New Ordinary Shares which are to be issued under the Placing to certain Placees seeking to benefit from EIS relief
“Enlarged Group”	the Group following the acquisition of the Target Business
“Enlarged Share Capital”	the share capital of the Company on Admission, comprising the New Ordinary Shares arising pursuant to the Share Reorganisation, the Consideration Shares, the Placing Shares and the Adviser Shares but excluding any Excess EIS/VCT Shares
“Entire Share Capital”	the entire issued share capital of the Company on Admission
“ERISA”	the Employee Retirement Income Security Act 1974

“EU”	the European Union
“Euroclear”	Euroclear UK and Ireland Limited (formerly named CrestCo Limited), the operator of CREST
“Excess EIS/VCT Shares”	up to 900,000 Ordinary Shares of 1p each in the capital of the Company which may be issued by the Company on the date of the General Meeting at the same price as the Placing Price as a result of additional applications received and accepted by the Company prior to the General Meeting from investors seeking to benefit from EIS relief or VCT relief
“Existing Deferred Shares”	deferred shares of 9p each in the capital of the Company in issue at the date of this document
“Existing Ordinary Share Capital”	the ordinary share capital of the Company at the date of this document, comprising 172,061,632 Existing Ordinary Shares
“Existing Ordinary Shares”	ordinary shares of 1p each in the capital of the Company in issue prior to the Share Reorganisation
“FA/WM”	financial adviser/wealth manager
“FCA”	the Financial Conduct Authority
“Form of Proxy” or “Proxy Form”	the form of proxy enclosed with this document for use by Shareholders in connection with the General Meeting
“FSMA”	the Financial Services and Markets Act 2000, as amended
“General Meeting”	the general meeting of the Company convened for 1.00 p.m. on 16 August 2018 at the offices of Dentons UK and Middle East LLP at One Fleet Place, London EC4M 7WS, and any adjournment thereof, notice of which is set out at the end of this document
“Group”	the Company and its subsidiaries at the date of this document
“HMRC”	Her Majesty’s Revenue & Customs
“Indigo Holdco”	Indigo Invest Holdco, Inc, a wholly owned US subsidiary of the Company
“Indigo Opco”	Indigo Opco, LLC, an indirect wholly owned US subsidiary of the Company, established for the purpose of effecting the Acquisition
“InvestmentNews”	the print and digital business information, live events and data and research products and services business for the financial advisory and wealth management market, owned by Crain and being acquired by the Company under the Acquisition Agreement
“London Stock Exchange”	London Stock Exchange plc
“MAR”	Market Abuse Regulation (596/2014)
“New Articles” or “New Articles of Association”	the new articles of association of Vitesse Media plc proposed to be adopted by special resolution at the General Meeting
“New Deferred Shares”	the deferred shares of 9p each in the capital of the Company arising from the Share Reorganisation

“New Options”	options to subscribe for Ordinary Shares pursuant to the New Share Option Scheme
“New Ordinary Shares”	the ordinary shares of 1p each in the capital of the Company arising upon completion of the Share Reorganisation, the Consideration Shares, the Placing Shares and the Adviser Shares
“New Share Option Scheme”	the new Vitesse Share Option Scheme to be adopted on or around Admission, details of which are set out in paragraph 11 of Part VII of this document
“Non-EIS/VCT Placing Shares”	17,956,875 New Ordinary Shares which are to be issued under the Placing excluding the EIS Placing Shares and the VCT Placing Shares
“Notice” or “Notice of Meeting”	the notice of General Meeting set out at the end of this document
“Official List”	the Official List of the UK Listing Authority
“Options”	options to subscribe for Ordinary Shares pursuant to the existing Share Option Scheme
“Ordinary Shares”	the Existing Ordinary Shares, the New Ordinary Shares and/or the Excess EIS/VCT Shares as the context permits
“Overseas Shareholders”	Shareholders who are resident in or a citizen or a national of any country outside the United Kingdom
“Placees”	any person who has agreed to subscribe for Ordinary Shares pursuant to the Placing
“Placing”	the conditional placing by Stockdale Securities and Canaccord Genuity, as agents of and on behalf of the Company, of the Non-EIS/VCT Placing Shares, the EIS Placing Shares and the VCT Placing Shares at the Placing Price on the terms and subject to the conditions of the Placing Agreement
“Placing Agreement”	the agreement dated 31 July 2018 and made between the Company, the Directors, Stockdale Securities and Canaccord Genuity, details of which are set out in paragraph 13 of Part VII of this document
“Placing Price”	80p per Placing Share
“Placing Shares”	23,306,875 New Ordinary Shares which are to be issued under the Placing comprising the EIS Placing Shares, VCT Placing Shares and Non-EIS/VCT Placing Shares
“Promissory Note”	a promissory note to be entered into on Completion from Indigo Opco, Indigo Holdco and the Company to Crain in relation to the payment by Indigo Opco of the Deferred Consideration, a summary of the principal terms and conditions of which is set out in Part VI of this document
“Proposals”	the Acquisition, the Placing, the Share Reorganisation, adoption of the New Articles, the proposed change of the Company’s name and Admission

“QCA Guidelines”	the corporate governance guidelines for small and mid-size quoted companies published by the Quoted Companies Alliance in April 2018
“Record Date”	close of business on 16 August 2018
“Registrars” or “Share Registrars”	Share Registrars Limited
“Regulatory Information Service” or “RIS”	a regulatory information service that is approved by the FCA and that is on the list of regulatory information service providers as maintained by the FCA
“Remuneration Committee”	the remuneration committee of the Company
“Resolutions”	the resolutions to be proposed at the General Meeting, details of which are set out in the Notice of Meeting
“SEC”	U.S. Securities and Exchange Commission
“Securities Act”	US Securities Act of 1933, as amended
“Sellers”	Crain and Crain Management Services, Inc.
“Share Reorganisation”	the proposed reorganisation of the Company’s Existing Ordinary Shares, details of which are set out in Part I of this document
“Shareholders”	holders of Ordinary Shares from time to time
“Share Option Scheme”	the Vitesse Share Option Scheme, which is being replaced by the New Share Option Scheme, details of which are set out in paragraph 11 of Part VII of this document
“Sterling”, “£”, “pence” or “p”	the lawful currency of the UK
“Stockdale Securities”	Stockdale Securities Limited, a company incorporated in England and Wales with registered number 00762818
“Takeover Panel”	the UK Panel on Takeovers and Mergers
“Target Business”	the trade and assets of InvestmentNews being acquired by Indigo Opco, a subsidiary of the Company under the Acquisition Agreement
“TSA” or “Transition Services Agreement”	the conditional agreement concerning the provision of certain ongoing services to be entered into on Completion between Crain (as the provider of the services) and Indigo Opco (as the recipient of the services)
“UK Listing Authority”	the FCA in its capacity as the competent authority for the purpose of Part VI of FSMA
“uncertificated” or “uncertificated form”	recorded on the relevant register of Ordinary Shares as being held in Uncertificated Form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland
“United States”, “USA”, or “US”	the United States of America, its territories and possessions, any state of the United States and the District of Columbia
“VAT”	value added tax

“VCT”	a company approved as a Venture Capital Trust under the provisions of Part 6 of the Income Tax Act 2007
“VCT Placing”	the conditional placing by Stockdale Securities and Canaccord Genuity, as agents of and on behalf of the Company of the VCT Placing Shares at the Placing Price on the terms and subject to the conditions of the Placing Agreement
“VCT Placing Shares”	the 5,000,000 New Ordinary Shares which are to be issued under the Placing to certain Placees seeking to benefit from VCT relief
“\$”	US dollars, the lawful currency of the US

NOTICE OF GENERAL MEETING

VITESSE MEDIA PLC

(the “Company”)

(incorporated and registered in England and Wales with registered number 2607995)

NOTICE is hereby given that a general meeting (the **Meeting**) of the Company will be held at the offices of Dentons UK and Middle East LLP at One Fleet Place, London EC4M 7WS on 16 August 2018 at 1.00 p.m. for the purpose of considering and, if thought fit, passing the below resolutions, of which Resolutions 1,2,3 and 4 will be proposed as ordinary resolutions and Resolutions 5, 6 and 7 will be proposed as special resolutions.

ORDINARY RESOLUTIONS

- 1 THAT the proposed acquisition by Indigo Opco, LLC (a wholly owned subsidiary of the Company) of certain assets and the assumption of certain liabilities relating to the financial, media and events business known as InvestmentNews (the **Acquisition**) pursuant to the terms and subject to the conditions contained in an agreement dated 31 July 2018 between Crain Communications Inc. and Crain Management Services, Inc. (as sellers) and Indigo Opco, LLC (as buyer) (the **Acquisition Agreement**), as more particularly described in the admission document issued by the Company dated 31 July 2018 (the **Admission Document**), be and is hereby approved and that the directors of the Company (**Directors**), or a duly authorised committee of the Directors, be and are hereby authorised:
 - (a) to do or procure to be done all acts and things on behalf of the Company and any of its subsidiaries as they consider necessary, desirable or expedient to implement, or otherwise in connection with, the Acquisition; and
 - (b) to agree such modifications, variations, revisions, waivers, extensions, additions or amendments to any of the terms and conditions of the Acquisition Agreement and/or to any documents relating to it, as they may in their absolute discretion think fit, provided that such modifications, variations, revisions, waivers, extensions, additions or amendments are not of a material nature.

- 2 THAT:
 - (a) with effect from close of business on 16 August 2018 (the **Record Date**) each ordinary share of 1 pence in the capital of the Company (the **Existing Ordinary Shares**) be sub-divided and redesignated as:
 - (i) 1 new ordinary share of 0.025 pence (the **Interim Ordinary Shares**), each such share having the same rights and being subject to the same restrictions as the Existing Ordinary Shares (save as to nominal value) as set out in the Company’s articles of association for the time being; and
 - (ii) 39 new deferred shares of 0.025 pence each (the **Interim Deferred Shares**), such shares having the same rights and being subject to the same restrictions as the existing deferred shares of 9 pence each in the capital of the Company (the **Existing Deferred Shares**) (save as to nominal value) as set out in the Company’s articles of association for the time being;
 - (b) immediately following sub-paragraph (a) becoming effective, every 40 Interim Ordinary Shares be consolidated into 1 ordinary share of 1 pence in the capital of the Company, each such share having the same rights and being subject to the same restrictions as the Existing Ordinary Shares (the **New Ordinary Shares**);
 - (c) immediately following sub-paragraph (a) becoming effective, every 360 Interim Deferred Shares be consolidated into 1 deferred share of 9 pence in the capital of the Company each such share having the same rights and being subject to the same restrictions as the Existing Deferred Shares (the **New Deferred Shares**),
provided always that, where the consolidation and sub-division under sub-paragraphs (a) to (c) would result in a member of the Company being entitled to a fraction of a New Ordinary Share or a fraction of a New Deferred Share, the Directors may deal with such fractions as they think

fit, and in particular such fractions may, so far as possible, be aggregated together in respect of each class of such shares, and the Directors be and are hereby authorised among other things to (i) sell (or appoint any person to sell) to any person, on behalf of the relevant members, all the New Ordinary Shares representing fractions of such shares for the best price reasonably obtainable and distribute the net proceeds of sale to and among the members entitled to such shares in due proportions (save that the Company shall not be required to pay any such amount to any member unless it exceeds £5); and (ii) transfer to any person (including the Company), on behalf of the relevant members, all the New Deferred Shares representing fractions of such shares for no consideration, and that any person nominated by the Directors shall be and is hereby authorised to execute an instrument of transfer in respect of such shares on behalf of the relevant members and do all acts and things the Directors consider necessary or expedient to effect the transfer of such shares to, or in accordance with the directions of, any purchasers of such shares.

- 3 That, conditional upon the passing of Resolutions 1, 2, 4 and 6 and upon Resolution 2 becoming effective, in substitution for any existing authority under section 551 of the Companies Act 2006 (the **Act**), but without prejudice to the exercise of any such authority prior to the date of this resolution, the Directors be generally and unconditionally authorised for the purposes of that section, to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or convert any security into, shares in the Company (being **relevant securities**) provided that this authority shall be limited to:
- (a) the allotment of the Placing Shares, the Consideration Shares and the Adviser Shares (as each term is defined in the Admission Document);
 - (b) the allotment of the Excess EIS/VCT Shares (as defined in the Admission Document);
 - (c) the grant and/or allotment of the New Options under the New Share Option Scheme (as each term is defined in the Admission Document);
 - (d) the allotment of **equity securities** (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £222,666.52 (approximately two thirds of the Enlarged Share Capital) (such amount to be reduced by the nominal amount of any relevant securities allotted pursuant to the authority in sub-paragraph (d) below) in connection with an offer of, or an invitation to apply for, equity securities:
 - (i) to holders of ordinary shares, where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as practicable) to their respective holdings of such shares; and
 - (ii) to holders of any other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements, record dates or legal, regulatory or practical issues arising under the laws or requirements of any overseas territory, or by virtue of shares being represented by depository receipts, or the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
 - (e) the allotment, otherwise than pursuant to sub-paragraphs (a) to (d) above, of relevant securities up to an aggregate nominal amount of £111,333.26 (approximately one third of the Enlarged Share Capital) (such amount to be reduced by the nominal amount of any equity securities allotted pursuant to the authority in sub-paragraph (c) above) in excess of £111,333.26 (approximately one third of the Enlarged Share Capital),

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is 15 months from the date of the passing of this resolution or, if earlier, the date of the next annual general meeting of the Company, save that the Company may, before such expiry, make offers or agreements which would or might require relevant securities to be allotted after such expiry, and the Directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

4 That, pursuant to section 239 of the Act, any prior allotment(s) of relevant securities by the Company in excess of the amount of authorised share capital set out in the articles of association of the Company be and is (are) hereby ratified.

SPECIAL RESOLUTIONS

5 That, conditional upon the passing of Resolutions 2 and 3 and upon Resolution 2 becoming effective, in substitution for any existing power under sections 570 and 573 of the Act, but without prejudice to the exercise of any such power prior to the date of this resolution, the Directors be and are hereby empowered in accordance with those sections to allot equity securities for cash, as if section 561(1) of the Act did not apply to such allotment of equity securities, provided that this power shall be limited to:

- (a) the allotment of equity securities pursuant to sub paragraphs (a) to (d) of Resolution 3; and
- (b) the allotment, otherwise than pursuant to sub paragraph (a) above, of equity securities up to an aggregate nominal amount of £33,399.97 (10 per cent. of the Enlarged Share Capital).

The power granted by this resolution shall, unless renewed, varied or revoked by the Company, expire on the date which is 15 months from the date of the passing of this resolution or, if earlier, the date of the next annual general meeting of the Company, save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution had expired.

6 That the new articles of association of the Company in the form produced to the meeting be and are hereby adopted as the articles of association of the Company in place, and to the exclusion, of its existing articles of association including those provisions which are treated as provisions of the articles by virtue of section 28 of the Companies Act 2006.

7 That, conditional upon the passing of Resolution 3, the name of the Company be changed to Bonhill Group plc with immediate effect.

By order of the Board

.....
Louise Park, Company Secretary

Registered office:
14 Bonhill Street
London
EC2A 4BX

31 July 2018

Notes

1. Shareholders entitled to attend and vote at the Meeting are also entitled to appoint one or more proxies to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. If you wish your proxy to speak at the Meeting, you should appoint a proxy other than the chairman of the Meeting and give your instructions to that proxy.
2. A form of proxy is enclosed for use at the Meeting. Please read carefully the instructions on how to complete the form. To be valid it must be received by email in accordance with the instructions set out on the form, by post or (during normal business hours only) by hand to the Company's registrars Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, no later than 1.00 p.m. on 14 August 2018 (time and date falling 48 hours prior to the date of the Meeting, excluding non business days). Shareholders who intend to appoint more than one proxy can obtain additional Forms of Proxy from Share Registrars Limited. Alternatively the form may be photocopied prior to completion. The Forms of Proxy should be returned in the same envelope and each should indicate that it is one of more than one appointment being made.
3. Completion of the appropriate form of proxy does not prevent a shareholder from attending the Meeting and voting in person if he/she is entitled to do so and so wishes. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.
4. To be entitled to attend and vote at the meeting or any adjournment (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of members of the Company at 1.00 p.m. on 14 August 2018 (date falling 48 hours before the date of the Meeting, excluding non business days) or, if the Meeting is adjourned, at 1.00 p.m. on the day two days prior to the adjourned meeting. Changes to the register of members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
6. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a **CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID: 7RA36) 48 hours (excluding non-working days) before the time appointed for holding the meeting or adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
7. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
8. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
9. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
10. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, tel. +44 (0) 1252 821390. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
11. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR. The revocation notice must be received by Share Registrars Limited by close of business on the day two business days before the Meeting or, if the Meeting is adjourned, at close of business on the day two days prior to the adjourned meeting. In the case of a shareholder which is a corporation, the revocation notice must be executed under its common seal or signed on its behalf by an officer or an attorney of the corporation or other person authorised to sign it. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
12. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.

