

This announcement contains inside information within the meaning of the EU Market Abuse Regulation 596/2014. Upon the publication of this announcement, this inside information is now considered to be in the public domain.

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First Derivatives plc

2 July 2019

### **Proposed secondary placing**

First Derivatives plc ("FD" or the "Group") today announces that it has been advised that Brian Conlon, Chief Executive Officer, is proposing to sell at least 1.5 million shares in the Group (the "Placing Shares"), representing approximately 5.7 per cent. of the Group's issued share capital, via an accelerated bookbuild through Goodbody Stockbrokers UC ("Goodbody") and Investec Bank plc ("Investec") (the "Placing"). The Group is not party to the Placing and will not receive any proceeds from the Placing.

Mr. Conlon currently holds approximately 29.8 per cent. of the voting rights of the Group and following the Placing, assuming the Placing is fully placed, will hold approximately 24.1 per cent. of the voting rights of the Group. If the Placing proceeds, Mr. Conlon has agreed with Goodbody and Investec not to sell his remaining shares for a period of six months (subject to certain customary exceptions).

Goodbody and Investec have been appointed as Joint Bookrunners (the "Bookrunners") in respect of the Placing, which will be launched immediately following this announcement through an accelerated bookbuild, open to certain existing and new institutional investors. The final number of Placing Shares to be placed and the placing price will be agreed by the Bookrunners and Mr. Conlon at the close of the bookbuild process, and the results of the Placing will be announced as soon as practicable thereafter. The timing for the close of the bookbuild process is at the absolute discretion of the Bookrunners.

Mr. Conlon has entered into a block trade agreement with Goodbody and Investec as joint Bookrunners in relation to the Placing.

### **Current trading and outlook**

Current trading conditions and the outlook for the Group remain unchanged since the update included in the announcement of FD's preliminary results on 21 May 2019.

### **Statement regarding Brian Conlon**

The diagnosis and treatment of Mr. Conlon remains unchanged since the Group's announcement on 17 May 2019. Mr. Conlon continues in his role as Chief Executive Officer during his ongoing weekly treatment, which is expected to last a number of months.

### **Enquiries**

For further information please contact:

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#### IMPORTANT INFORMATION ON THE PLACING FOR INVITED PLACEEES ONLY

MEMBERS OF THE GENERAL PUBLIC ARE NOT ELIGIBLE TO TAKE PART IN THE PLACING. THIS ANNOUNCEMENT AND ANY OFFER OF SECURITIES TO WHICH IT RELATES ARE ONLY ADDRESSED TO AND DIRECTED AT (1) IN ANY MEMBER STATE OF THE EUROPEAN ECONOMIC AREA, PERSONS WHO ARE QUALIFIED INVESTORS WITHIN THE MEANING OF ARTICLE 2(1)(E) OF EU DIRECTIVE 2003/71/EC AND ANY RELEVANT IMPLEMENTING MEASURES (THE "PROSPECTUS DIRECTIVE"); AND (2) IN THE UNITED KINGDOM, PERSONS WHO (I) HAVE PROFESSIONAL EXPERIENCE IN MATTERS RELATING TO INVESTMENTS WHO FALL WITHIN ARTICLE 19(5) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005 (AS AMENDED) (THE "ORDER"); OR (II) FALL WITHIN ARTICLE 49(2)(A) TO (D) OF THE ORDER OR (III) ARE PERSONS TO WHOM AN OFFER OF THE PLACING SHARES MAY OTHERWISE LAWFULLY BE MADE (ALL SUCH PERSONS REFERRED TO IN (1) AND (2) TOGETHER BEING REFERRED TO AS "RELEVANT PERSONS"). THE INFORMATION REGARDING THE PLACING SET OUT IN THIS ANNOUNCEMENT MUST NOT BE ACTED ON OR RELIED ON BY PERSONS WHO ARE NOT RELEVANT PERSONS. ANY INVESTMENT OR INVESTMENT ACTIVITY TO WHICH THIS ANNOUNCEMENT RELATES IS AVAILABLE ONLY TO RELEVANT PERSONS AND WILL BE ENGAGED IN ONLY WITH RELEVANT PERSONS.

This announcement and the information contained herein is for information purposes only and does not constitute or form part of any offer or an invitation to acquire or dispose of securities in the United States, Canada, Australia, Japan or South Africa or in any other jurisdiction in which such an offer or solicitation is unlawful.

The Placing Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended (the "US Securities Act"), or under the securities laws of any state or other jurisdiction of the United States, and, absent registration, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and the securities laws of any relevant state or other jurisdiction of the United States. There will be no public offering of the Placing Shares in the United States or elsewhere. Subject to certain exceptions, the Placing Shares are being offered and sold outside of the United States in "offshore transactions" within the meaning of, and in reliance on, the safe harbour from the registration requirements under the Securities Act provided by Regulation S promulgated thereunder.

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

No prospectus or offering document has been or will be prepared in connection with the Placing. Any investment decision to buy securities in the Placing must be made solely on the basis of publicly available information. Such information is not the responsibility of and has not been independently

verified by Mr. Conlon, Goodbody or Investec or any of their respective partners, directors, officers, employees, advisers, agents, consultants or affiliates ("Affiliates"). Save for any responsibilities or liabilities, if any, imposed on Goodbody and/or Investec by any regulatory regime, no responsibility or liability is accepted by either Goodbody or Investec or any of their respective Affiliates for any errors, omissions or inaccuracies in such information or opinions or for any loss, cost or damage suffered or incurred howsoever arising, directly or indirectly, from any use of this Announcement or its contents or otherwise in connection with this Announcement or from any acts or omissions of Mr. Conlon in relation to the Placing.

Neither this announcement nor any copy of it may be taken, released, published, transmitted or distributed, directly or indirectly, in or into or from the United States (including its territories and possessions, any state of the United States and the District of Columbia), Canada, Australia, South Africa or Japan. Any failure to comply with this restriction may constitute a violation of United States, Canadian, Australian, South African or Japanese securities laws.

The distribution of this announcement and the offering or sale of the Placing Shares in certain jurisdictions may be restricted by law. No action has been taken by Mr. Conlon, Goodbody or Investec or any of their respective Affiliates that would, or which is intended to, permit a public offer of the Placing Shares in any jurisdiction or possession or distribution of this announcement or any other offering or publicity material relating to the Placing Shares in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required by Mr. Conlon, Goodbody and Investec to inform themselves about and to observe any applicable restrictions.

No reliance may be placed, for any purposes whatsoever, on the information contained in this announcement or on its completeness and this announcement should not be considered a recommendation by Goodbody, Investec or any of their Affiliates in relation to any purchase of, or subscription for, securities of FD.

No representation or warranty, express or implied, is given by or will be made as to, or in relation to, and no responsibility or liability is or will be accepted by Goodbody, Investec or by any of their respective Affiliates as to or in relation to, the accuracy or completeness of this announcement or any other written or oral information made available to or publicly available to any interested party or its advisers. To the extent permitted at law, all liability is expressly disclaimed.

Goodbody and Investec are acting exclusively for Mr. Conlon in connection with the Placing and no-one else. Goodbody or Investec will not regard any other person as their respective clients to in this announcement and will not be responsible to anyone other than Mr. Conlon for providing the protections afforded to their respective clients, nor will they be responsible for providing advice in relation to the contents of or any transaction, arrangement or other matter referred to herein.

Goodbody, Investec and any of their respective Affiliates, acting as an investor for their own account, may participate in the Placing on a proprietary basis and in that capacity, may retain, purchase, sell or otherwise deal for their own accounts such securities referred to herein. In addition, they may enter into financing arrangements and swaps with investors in connection with which they may from time to time acquire, hold or dispose of shares. Goodbody or Investec do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

Goodbody Stockbrokers UC, trading as Goodbody, is regulated by the Central Bank of Ireland. In the United Kingdom, Goodbody is authorised and subject to limited regulation by the Financial Conduct Authority.

Investec Bank plc is authorised by the Prudential Regulation Authority and regulated in the United Kingdom by the Financial Conduct Authority and the Prudential Regulation Authority.

### **Forward-looking statements and projections**

Some statements in this announcement are forward-looking. They represent our expectations for our business and involve risks and uncertainties. We have based these forward-looking statements on our current expectations and projections about future events. We believe that our expectations and assumptions with respect to these forward-looking statements are reasonable. However, because they

involve known and unknown risks, uncertainties and other factors, which are in some cases beyond our control, our actual results or performance may differ materially from those expressed or implied by such forward-looking statements. These forward-looking statements speak only as of the date of this document and no obligation is undertaken, save as required by law, by the Listing Rules of Euronext Growth Dublin, the AIM Rules for Companies and AIM Rules for Nominated Advisers, the Disclosure Guidance and Transparency Rules or other applicable legislation or regulation, to reflect new information, future events or otherwise.

Neither the content of the Group's website nor any website accessible by hyperlinks on the Group's website is incorporated in, or forms part of, this announcement.