



RNS Number : 9050K
S4 Capital PLC
19 December 2018

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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION.

19 December 2018

S⁴CAPITAL PLC
("S⁴ Capital" or the "Company")
Results of Open Offer

On 4 December 2018, the Board of S⁴ Capital announced details of a share issue to raise gross proceeds of £74.0 million by way of a Firm Placing and a Placing and Open Offer (together the "**Issue**") in order to fund the cash consideration payable in connection with the MightyHive Merger.

The Issue and the MightyHive Merger remain conditional upon: (i) the Merger Agreement becoming or being declared unconditional in all respects; (ii) the Placing Agreement becoming or being declared unconditional in all respects and not having been terminated in accordance with its terms; (iii) the Issue Resolution passing at the General Meeting of the Company that has been convened for 20 December 2018; and (iv) Admission becoming effective.

Results of Open Offer

The Company is pleased to announce the results of the Open Offer, which closed for acceptances at 11.00 a.m. on 18 December 2018. Valid applications have been received in respect of 14,865,353 New Ordinary Shares, representing 58.05 per cent. of the number of New Ordinary Shares available under the Open Offer, excluding the New Ordinary Shares that the Directors, the Proposed Directors and their affiliates agreed not to take up.

Applications have been made for the New Ordinary Shares to be issued via the Open Offer to be admitted to trading on the standard segment of the Official List of the London Stock Exchange ("**Admission**"). It is expected that Admission and commencement of dealings in the new Ordinary Shares will occur at 8.00 a.m. on 24 December 2018.

Notification of transactions by PDMRs

The following named PDMRs, or persons closely associated with such PDMRs, will acquire the following New Ordinary Shares pursuant to the Issue if Admission becomes effective.

PDMR	Position	Shares acquired	Total beneficial holding after acquisition
Paul Roy	Non-executive director	223,605	1,592,863
Rupert Faure Walker	Non-executive director	183,022	1,303,776
Sue Prevezer	Non-executive director	227,272	227,272

The Notification of Dealing Form for each PDMR can be found below. This notification is made in accordance with the Market Abuse Regulation.

1	Details of the person discharging managerial responsibilities/person closely associated	
a)	Name	Paul Roy
2	Reason for the notification	
a)	Position/status	Non-executive director
b)	Initial notification/ Amendment	Initial
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name	S ⁴ Capital plc
b)	LEI	LEI 21380068SP9V65KPQN68
4	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted	
a)	Description of the financial instrument, type of instrument Identification code	Ordinary shares of 25 pence each GB00BFZZM640
b)	Nature of the transaction	Share acquisition

c)	Price(s) and volume(s)	Price(s) £1.10	Volume(s) 223,605	
d)	Aggregated information - Aggregated volume - Price	Aggregate Price £1.10	Aggregate Volume 223,605	Aggregate Total £245,965.50
e)	Date of the transaction	19 December 2018		
f)	Place of the transaction	XLON		
1	Details of the person discharging managerial responsibilities/person closely associated			
a)	Name	Rupert Faure Walker		
2	Reason for the notification			
a)	Position/status	Non-executive director		
b)	Initial notification/ Amendment	Initial		
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor			
a)	Name	S ⁴ Capital plc		
b)	LEI	LEI 21380068SP9V65KPQN68		
4	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted			
a)	Description of the financial instrument, type of instrument Identification code	Ordinary shares of 25 pence each GB00BFZZM640		
b)	Nature of the transaction	Share acquisition		
c)	Price(s) and volume(s)	Price(s) £1.10	Volume(s) 183,022	
d)	Aggregated information - Aggregated volume - Price	Aggregate Price £1.10	Aggregate Volume 183,022	Aggregate Total £201,324.20
e)	Date of the transaction	19 December 2018		
f)	Place of the transaction	XLON		
1	Details of the person discharging managerial responsibilities/person closely associated			
a)	Name	Sue Prevezer		
2	Reason for the notification			
a)	Position/status	Non-executive director		
b)	Initial notification/ Amendment	Initial		
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor			
a)	Name	S ⁴ Capital plc		
b)	LEI	LEI 21380068SP9V65KPQN68		

4	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted			
a)	Description of the financial instrument, type of instrument Identification code	Ordinary shares of 25 pence each GB00BFZZM640		
b)	Nature of the transaction	Share acquisition		
c)	Price(s) and volume(s)	Price(s)	Volume(s)	
		£1.10	227,272	
d)	Aggregated information - Aggregated volume - Price	Aggregate Price	Aggregate Volume	Aggregate Total
		£1.10	227,272	£249,999.20
e)	Date of the transaction	19 December 2018		
f)	Place of the transaction	XLON		

Unless otherwise defined, the terms used in this announcement shall have the same meaning as set out in the announcement released by S⁴ Capital on 4 December 2018.

This Announcement should be read in its entirety. In particular, you should read and understand the information provided in the "**Important Notices**" section below.

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IMPORTANT NOTICES

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