

Regulatory Story

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Bidstack Group PLC - BIDS Admission, Completion of Acquisition and Holdings
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Bidstack Group PLC
19 September 2018

RNS ANNOUNCEMENT:

For immediate release

19 September 2018

Bidstack Group Plc ("Bidstack" or "the Company")

Admission to AIM, Completion of Acquisition and Directors Holdings

Bidstack Group Plc (AIM: BIDS), the native in-game advertising group, which changed its name from Kin Group Plc on 18 September 2018, is pleased to announce that the acquisition of Bidstack Limited by way of a reverse takeover, the Placing of 58,333,340 Ordinary Shares to raise approximately £3.5m before expenses and the Vendor Placing of 12,820,245 Ordinary Shares all completed at 8.00 a.m. this morning when the Enlarged Ordinary Share Capital was admitted to trading on AIM.

Appointment of new directors

In addition each of James Draper, Francesco Petruzzelli and John McIntosh have now joined the board of the Company as chief executive, chief technology officer and finance director, respectively.

James Draper, CEO of Bidstack said:

"I am delighted bidstack is joining AIM. The funds raised from the Placing will enable us to grow our business and cement our position as the go-to media owner of native in-game advertising.

I would like to thank our employees for their hard work, together with our existing shareholders for their support and we welcome our new shareholders."

Directors Dealings and Interests

Details of the Directors dealings which have taken place as part of the transaction and of the holdings the Directors of the Company own or are interested in as at 19

September 2018 are set out in the following table:

Name	Number of Ordinary Shares on Admission	% of Enlarged Ordinary Share Capital
Mr D Stewart ¹	989,733	0.50%
Mr J Draper ²	41,260,562	20.75%
Mr F Petruzzelli ³	7,250,000	3.65%
Mr J McIntosh ⁴	-	0.00%
Mr J Taylor ⁵	560,000	0.28%
Mr L Mair ⁶	1,041,666	0.52%

Notes:

- Mr Stewart has an interest in 457,333 Ordinary Shares which are held by Ruscombe Management Services Limited and has Warrants over 250,103 Existing Ordinary Shares at an exercise price of £0.05 per Existing Ordinary Share and an interest in Warrants over 25,000 Ordinary Shares with an exercise price of £0.20 held by Ruscombe Management Services Limited.
- Mr Draper has been granted options over 5,000,000 Ordinary Shares at an exercise price of £0.20 per Ordinary Share. In addition, Mr Draper is deemed interested in 72,500 Ordinary Shares in accordance with section 822 (1) (a) of the Companies Act 2006.
- Mr Petruzzelli has been granted options over 4,799,500 Ordinary Shares at an exercise price of £0.014 per Ordinary Share, over 7,500,000 Ordinary Shares at an exercise price of £0.06 per Ordinary Share and over 10,000,000 Ordinary Shares at an exercise price of £0.20 per Ordinary Share.
- Mr McIntosh has been granted options over 1,000,000 Ordinary Shares at an exercise price of £0.06 per Ordinary Share.
- Mr Taylor has an interest in 15,000 Warrants with an exercise price of £0.20 and in Warrants over 505,205 Existing Ordinary Shares at an exercise price of £0.05 per Ordinary Share.
- Mr Mair has an interest in 62,500 Warrants with an exercise price of £0.20 and in Warrants over 250,103 Existing Ordinary Shares at an exercise price of £0.05 per Ordinary Share.

Significant Shareholders

The Directors are aware of the following shareholders who, on Admission, own 3% or more of the Enlarged Ordinary Share Capital:

	Number of New Ordinary Shares on Admission	% of Enlarged Ordinary Share Capital
James Draper	41,260,562	20.75
Optiva Securities	15,000,000	7.54
Killik & Co	15,000,000	7.54
Simon Mitchell	9,979,298	5.02
Courtney Investments Limited	7,666,667	3.86
Francesco Petruzzelli	7,250,000	3.65

Definitions

Defined terms used in this announcement have the meanings set out in the Admission Document dated 31 August 2018 (unless the context otherwise requires), which is available on the Company's website www.bidstack.com

Notification and public disclosure of transactions by persons discharging managerial responsibilities ("PDMRs") and persons closely associated ("PCA") with them are shown below.

****ENDS****

Bidstack Group plc

Donald Stewart, Chairman

James Draper, Chief Executive

+44 (0) 7786 575 372

Spark Advisory Partners Limited (Nominated Adviser)

Mark Brady / Neil Baldwin / James Keeshan

+44 (0) 203 368 3550

Peterhouse Capital Limited (Broker)

Erin Zucker / Lucy Williams / Duncan Vasey

+44 (0) 20 7469 0930

Belvedere Communications (Financial PR)

Cat Valentine / Llew Angus

+44 (0) 20 3567 0515

1	Details of the person discharging managerial responsibilities / person closely associated	
a)	Names	Mr D Stewart (through Ruscombe Management Services Limited)
2	Reason for the notification	
a)	Position/status	Non-Executive Chairman
b)	Initial notification /Amendment	Initial
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name	Bidstack Group Plc
b)	LEI	213800Q47UWF61LMRR02
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	Ordinary Shares of £0.005 each in the issued share capital of the Company
b)	Identification code	GB00BZ7M6059
c)	Nature of the transaction	Placing Shares and Adviser Shares

d)	Price(s) Volume(s)	333,333 Placing Shares at 6p 500,000 Adviser Shares at 6p
d)	Aggregated information - Aggregated volume - Price	As stated above
e)	Date of the transactions	19 September 2018
f)	Place of the transaction	London Stock Exchange, AIM Market (XLON)

1	Details of the person discharging managerial responsibilities / person closely associated	
a)	Names	Mr J Draper
2	Reason for the notification	
a)	Position/status	Chief Executive Officer
b)	Initial notification /Amendment	Initial notification
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name	Bidstack Group Plc
b)	LEI	213800Q47UWF61LMRR02
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	Ordinary Shares of £0.005 each in the issued share capital of the Company
b)	Identification code	GB00BZ7M6059
c)	Nature of the transaction	Consideration shares
d)	Price(s) Volume(s)	41,260,562 Consideration shares at 6p 5,000,000 Management Options at an exercise price of 20p
d)	Aggregated	As stated above

	information - Aggregated volume - Price	
e)	Date of the transactions	19 September 2018
f)	Place of the transaction	London Stock Exchange, AIM Market (XLON)

1	Details of the person discharging managerial responsibilities / person closely associated	
a)	Names	Mr F Petruzzelli
2	Reason for the notification	
a)	Position/status	Chief Technology Officer
b)	Initial notification /Amendment	Initial notification
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name	Bidstack Group Plc
b)	LEI	213800Q47UWF61LMRR02
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	Ordinary Shares of £0.005 each in the issued share capital of the Company
b)	Identification code	GB00BZ7M6059
c)	Nature of the transaction	Consideration Shares, Replacement Options and Management Options
d)	Price(s) Volume(s)	7,250,000 Consideration shares at 6p 4,799,500 Replacement Options at an exercise price of 1.14p 7,500,000 Management Options at an exercise price of 6p 10,000,000 Management Options at an exercise price of 20p

d)	Aggregated information - Aggregated volume - Price	As stated above
e)	Date of the transactions	19 September 2018
f)	Place of the transaction	London Stock Exchange, AIM Market (XLON)

1	Details of the person discharging managerial responsibilities / person closely associated	
a)	Names	Mr L Mair
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	Bidstack Group Plc
b)	LEI	213800Q47UWF61LMRR02
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	Ordinary Shares of £0.005 each in the issued share capital of the Company
b)	Identification code	GB00BZ7M6059
c)	Nature of the transaction	Placing Shares and Adviser Shares
d)	Price(s) Volume(s)	291,666 Placing Shares at 6p 500,000 Adviser Shares at 6p
d)	Aggregated information - Aggregated volume - Price	As stated above
e)	Date of the	19 September 2018

	transactions	
f)	Place of the transaction	London Stock Exchange, AIM Market (XLON)

1	Details of the person discharging managerial responsibilities / person closely associated	
a)	Names	Mr S Mitchell
2	Reason for the notification	
a)	Position/status	PDMR
b)	Initial notification /Amendment	Initial notification
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name	Bidstack Group Plc
b)	LEI	213800Q47UWF61LMRR02
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	Ordinary Shares of £0.005 each in the issued share capital of the Company
b)	Identification code	GB00BZ7M6059
c)	Nature of the transaction	Consideration Shares
d)	Price(s) Volume(s)	9,979,298 Consideration Shares at 6p
d)	Aggregated information - Aggregated volume - Price	As stated above
e)	Date of the transactions	19 September 2018
f)	Place of the transaction	London Stock Exchange, AIM Market (XLON)

1	Details of the person discharging managerial responsibilities / person closely associated	

a)	Names	Mr J Taylor
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	Bidstack Group Plc
b)	LEI	213800Q47UWF61LMRR02
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	Ordinary Shares of £0.005 each in the issued share capital of the Company
b)	Identification code	GB00BZ7M6059
c)	Nature of the transaction	Adviser Shares
d)	Price(s) Volume(s)	500,000 Adviser Shares at 6p
d)	Aggregated information - Aggregated volume - Price	As stated above
e)	Date of the transactions	19 September 2018
f)	Place of the transaction	London Stock Exchange, AIM Market (XLON)

1	Details of the person discharging managerial responsibilities / person closely associated	
a)	Names	Mr J McIntosh
2	Reason for the notification	
a)	Position/status	Finance Director

b)	Initial notification /Amendment	Initial
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name	Bidstack Group Plc
b)	LEI	213800Q47UWF61LMRR02
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	Ordinary Shares of £0.005 each in the issued share capital of the Company
b)	Identification code	GB00BZ7M6059
c)	Nature of the transaction	Grant of Options
d)	Price(s) Volume(s)	1,000,000 Options at 6p
d)	Aggregated information - Aggregated volume - Price	As stated above
e)	Date of the transactions	19 September 2018
f)	Place of the transaction	London Stock Exchange, AIM Market (XLON)

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