

Regulatory Story



Bidstack Group Results of Placing and Subscription
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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION AS STIPULATED UNDER THE MARKETABUSE REGULATION (EU NO. 596/2014).

5 June 2020

Bidstack Group PLC

("Bidstack" or the "Company")

Results of Placing and Subscription

Bidstack is pleased to announce the results of the placing (the "Placing") and the subscription (the "Subscription") announced on 4 June 2020.

The Placing was significantly over-subscribed and applicants have been scaled back. A total of 137,500,000 new ordinary shares of 0.5 pence each in the capital of the Company (the "Placing Shares") were placed by Stifel with institutional and other investors at a price of 4 pence per Placing Share (the "Placing Price"), raising gross proceeds of a £5.5 million.

In addition certain directors of the Company and others have subscribed for a total of 5,000,000 new ordinary shares of 0.5 pence each in the capital of the Company (the "Subscription Shares") at the Placing Price, raising gross proceeds of £200,000.

The Placing Shares and Subscription Shares being issued represent, in aggregate, circa 58.19 per cent. of Bidstack's issued ordinary share capital immediately prior to the Placing.

The Placing Shares and the Subscription Shares will, when issued, be subject to the Company's articles of association. They will be credited as fully paid and will rank pari passu in all respects with the existing ordinary shares in issue in the capital of the Company, including the right to receive all future dividends and distributions declared, made or paid on or in respect of such ordinary shares by reference to a record date falling after their date of issue.

Application has been made for the Placing Shares and the Subscription Shares to be admitted to trading on AIM ("Admission"). Subject to Admission becoming effective, it is expected that settlement of subscriptions in respect of the Placing Shares and the Subscription Shares and that trading in the Placing Shares and the Subscription Shares will commence at 8.00 a.m. on Wednesday 10 June 2020.

The Placing and Subscription are conditional upon, inter alia, Admission becoming effective not later than 8.00 a.m. (London time) on Wednesday 10 June 2020 (or such later time and/or date, being not later than 8.00 a.m. (London time) on 30 June 2020, as Stifel may agree with the Company) and the Placing Agreement not being terminated in accordance with its terms before that time.

As part of the Subscription Donald Stewart, Chairman of Bidstack, has subscribed for 625,000 Subscription Shares, John McIntosh, Finance Director, has subscribed for 750,000 Subscription Shares, Mike Hayes, non-Executive Director, has subscribed for 500,000 Subscription Shares and Derek Wise, non-Executive Director, has subscribed for 250,000 Subscription Shares. Following the Placing and Subscription the holdings of the Directors will be as follows:

Director	Existing number of Ordinary Shares	Number of Subscription Shares	Total number of Ordinary Shares following the Subscription	Proportion of the Enlarged Share Capital (%)
Donald Stewart	1,149,773	625,000	1,774,734	0.46%
James Draper	39,760,562	-	39,760,562	10.26%
Francesco Petruzzelli	5,750,000	-	5,750,000	1.48%
John McIntosh	200,000	750,000	950,000	0.25%
Mike Hayes	-	500,000	500,000	0.13%
Derek Wise	-	250,000	250,000	0.06%
Total:	46,860,335	2,125,000	48,985,296	12.65%

Stifel acted as sole broker and bookrunner in respect of the Placing.

Total Voting Rights

Following Admission becoming effective, the total number of voting rights in the Company will be 387,373,646. No ordinary shares of the Company are held in treasury. This figure may be used by shareholders in the Company as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change in their interest in, the share capital of the Company under the FCA's Disclosure Guidance and Transparency Rules.

Capitalised terms used but not defined in this announcement have the same meanings as set out in the placing announcement of the Company released at 4:55 p.m. (BST) on 4 June 2020.

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The Placing Shares and the Subscription Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended (the "US Securities Act"), or under any securities laws of any state or other jurisdiction of the United States and may not be offered, sold, resold, transferred or delivered, directly or indirectly, in or into the United States except pursuant to an applicable exemption from the registration requirements of the US Securities Act and in compliance with the securities laws of any state or other jurisdiction of the United States. There is no intention to register any portion of the Placing or the Subscription in the United States or to conduct any public offering of securities in the United States or elsewhere.

Notice to all investors

Stifel Nicolaus Europe Limited ("Stifel") is authorised and regulated in the United Kingdom by the FCA. Stifel is acting exclusively as sole broker and bookrunner to the Company in connection with the Placing and will not regard any other person (whether or not a recipient of this Announcement) as a client in relation to the Placing and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients or for providing advice in relation to the Placing or any transaction, matter or arrangement described in this announcement.

Apart from the responsibilities and liabilities, if any, which may be imposed upon Stifel by the Financial Services and Markets Act 2000, as amended ("FSMA") or the regulatory regime established thereunder,

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Information to Distributors

Solely for the purposes of Article 9(8) of Commission Delegated Directive 2017/593 (the "Delegated Directive") regarding the responsibilities of manufacturers under the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Placing Shares have been subject to a product approval process, which has determined that such Placing Shares are: (i) compatible with the target market for the Placing of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all eligible distribution channels for dissemination of the Placing Shares, each as set out in this Announcement, as are permitted by MiFID II (the "Target Market Assessment").

Notwithstanding the Target Market Assessment, distributors should note that: the price of the Placing Shares may decline and investors could lose all or part of their investment; the Placing Shares offer no guaranteed income and no capital protection; and an investment in the Placing Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Placing. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Bookrunners will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Placing Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Placing Shares and determining appropriate distribution channels.

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