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For immediate release

6 June 2017

## **DP Poland plc**

("DP Poland" or the "Company")

### **Result of Placing**

DP Poland is pleased to announce the completion of a placing of 12,200,000 new ordinary shares in the Company (the "Placing Shares") at a price of 43 pence per Placing Share (the "Placing Price") to raise a total of £5,246,000 (the "Placing").

The Placing is subject to admission of the Placing Shares to trading on AIM ("Admission"). Application has been made for the Placing Shares to be admitted to trading on AIM and it is expected that Admission will become effective and that dealings in the Placing Shares will commence on or around 9 June 2017. The trade date for the Placing is 6 June 2017 and settlement is expected to occur on 9 June 2017.

The Placing Shares represent, in aggregate, approximately 8.2 per cent of the Company's issued ordinary share capital as enlarged by the issue of the Placing Shares. Following Admission, the Placing Shares will be issued and allotted credited as fully paid and will rank pari passu with the Company's existing ordinary shares, including the right to receive all dividends and other distributions declared, made or paid on or in respect of such shares after the date of issue.

## **Total Voting Rights**

The Placing is conditional, among other things, upon Admission becoming effective. Following Admission, the Company's issued ordinary share capital will consist of 149,415,112 ordinary shares of 0.5 pence each ("**Ordinary Shares**"), with the right to one vote each. The Company does not hold any Ordinary Shares in treasury. Therefore, the total number of Ordinary Shares and voting rights in the Company will be 149,415,112. With effect from Admission, 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 interests in, or a change to their interest in, the share capital of the Company under the Company's Articles of Association.

# Directors' participation in the Placing and related party transactions

The following Directors ("Participating Directors") have agreed to subscribe, in aggregate, for 510,000 Placing Shares under the Placing as follows:

Name	Role	Number of Placing Shares	Holding post Placing
Christopher Moore	Non-executive Director	348,000	4,254,663
Gerald Ford	Non-executive Director	116,000	1,148,953
Nick Donaldson	Non-executive Chairman	23,000	361,248
Rob Morrish	Non-executive Director	23,000	304,581

### **Related Party transactions**

Hargreave Hale Limited ("Hargreave Hale"), a substantial shareholder in the Company, has agreed to subscribe for 1,162,000 Placing Shares in the Placing. In addition, as indicated above, the Participating Directors have agreed to subscribe for a total of 510,000 Placing Shares in the Placing.

Hargreave Hale and the Participating Directors will in each case be treated as a "related party" for the purposes of Rule 13 of the AIM Rules in relation to the participation by them (or their associates) in the Placing.

The Directors, having consulted with Peel Hunt in its capacity as the Company's nominated adviser for the purposes of the AIM Rules, consider that the terms on which Hargreave Hale will subscribe for Placing Shares in the Placing are fair and reasonable insofar as shareholders of the Company are concerned.

In relation to the Participating Directors' proposed participation in the Placing, the Directors (excluding the Participating Directors), having consulted with Peel Hunt in its capacity as the Company's nominated adviser for the purposes of the AIM Rules, consider that the terms on which the Participating Directors will subscribe for Placing Shares in the Placing are fair and reasonable insofar as shareholders of the Company are concerned.

## Use of proceeds

The Company intends to use the net proceeds of the Placing to maintain the roll-out of new stores, with the planned opening in 2018 of 15 new corporate stores, against a target of up to 20 store openings that year and in 2019 providing loans by the Company for 5 sub-franchised store openings against a target of up to 15 store openings that year. In addition, the Company intends to increase its investment in marketing.

Unless otherwise defined, the terms used in this announcement have the meanings set out in the Company's announcement of the Placing issued on 5 June 2017.

For further information please contact:

**DP Poland plc** 020 3393 6954

Peter Shaw, Chief Executive

Peel Hunt LLP (nominated adviser and broker) 020 7418 8900

Adrian Trimmings / George Sellar

#### IMPORTANT NOTICE

This announcement does not constitute, or form part of, a prospectus relating to the Company, nor does it constitute or contain any invitation or offer to any person, or any public offer, to subscribe for, purchase or otherwise acquire any shares in the Company or advise persons to do so in any jurisdiction, nor shall it, or any part of it form the basis of or be relied on in connection with any contract or as an inducement to enter into any contract or commitment with the Company.

This announcement, including the Appendix, and the information contained herein is not for release, publication or distribution, directly or indirectly, in whole or in part, in or into or from the United States, Canada, Australia, Japan or the Republic of South Africa, or any other jurisdiction where to do so might constitute a violation of the relevant laws or regulations of such jurisdiction (the "Restricted Jurisdictions"). The Placing Shares have not been and will not be registered under the United States Securities Act 1933, as amended (the "Securities Act") or under the securities laws of any state or other jurisdiction of the United States and may not be offered, sold, resold or delivered, directly or indirectly, in or into the United States absent registration except pursuant to an exemption from or in a transaction not subject to the registration requirements of the Securities Act. No public offering of the Placing Shares is being made in the United States. The Placing Shares are being offered and sold outside the United States in "offshore transactions", as defined in, and in compliance with, Regulation S under the Securities Act. Persons receiving this announcement (including custodians, nominees and trustees) must not forward, distribute, mail or otherwise transmit it in or into the United States or use the United States mails, directly or indirectly, in connection with the Placing. This announcement does not constitute or form part of an offer to sell or issue or a solicitation of an offer to buy, subscribe for or otherwise acquire any securities in any jurisdiction including, without limitation, any of the Restricted Jurisdictions or any other jurisdiction in which such offer or solicitation would be unlawful. This announcement and the information contained in it is not for publication or distribution, directly or indirectly, to persons in a Restricted Jurisdiction unless permitted pursuant to an exemption under the relevant local law or regulation in any such jurisdiction.

No action has been taken by the Company, Peel Hunt or any of their respective directors, officers, partners, agents, employees or affiliates that would permit an offer of the Placing Shares or

possession or distribution of this announcement or any other publicity material relating to such Placing Shares in any jurisdiction where action for that purpose is required. Persons receiving this announcement are required to inform themselves about and to observe any restrictions contained in this announcement.

This announcement is directed only at persons whose ordinary activities involve them in acquiring, holding, managing and disposing of investments (as principal or agent) for the purposes of their business and who have professional experience in matters relating to investments and: (A) if in a member state of the European Economic Area persons who are (unless otherwise agreed with Peel Hunt) "qualified investors", as defined in article 2.1(e) of the Prospectus Directive (Directive 2003/71/EC), as amended, (B) if in the United Kingdom, persons who (i) have professional experience in matters relating to investments who fall within the definition of "investment professionals" in article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "FPO") or fall within the definition of "high net worth companies, unincorporated associations etc" in article 49(2)(a) to (d) of the FPO and (ii) are "qualified investors" as defined in section 86 of the Financial Services and Markets Act 2000, as amended ("FSMA") or (C) persons to whom it may otherwise be lawfully communicated (each, a "Relevant Person"). No other person should act on or rely on this announcement and persons distributing this announcement must satisfy themselves that it is lawful to do so.

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 or the Placing relate is available only to Relevant Persons and will be engaged in only with Relevant Persons. As regards all persons other than Relevant Persons, the details of the Placing set out in this announcement are for information purposes only.

Persons (including, without limitation, nominees and trustees) who have a contractual or other legal obligation to forward a copy of this announcement should seek appropriate advice before taking any action.

Certain statements in this announcement are forward-looking statements which are based on the Company's expectations, intentions and projections regarding its future performance, anticipated events or trends and other matters that are not historical facts. These forward-looking statements, which may use words such as "aim", "anticipate", "believe", "could", "intend", "estimate", "target" "expect" and words of similar meaning, include all matters that are not historical facts. These forward-looking statements involve risks, assumptions and uncertainties that could cause the actual results of operations, financial condition, liquidity and dividend policy and the development of the industries in which the Company's businesses operate to differ materially from the impression created by the forward-looking statements. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Given those risks and uncertainties, prospective investors are cautioned not to place undue reliance on any forward-looking statements. Forward-looking statements speak only as of the date of such statements and, except as required by the UK Financial Conduct Authority ("FCA"), the London Stock Exchange or applicable law, the Company undertakes no obligation to

update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Any indication in this announcement of the price at which Ordinary Shares have been bought or sold in the past cannot be relied upon as a guide to future performance. Persons needing advice should consult an independent financial adviser. No statement in this announcement is intended to be a profit forecast and no statement in this announcement should be interpreted to mean that earnings per share of the Company for the current or future financial years would necessarily match or exceed the historical published earnings per share of the Company.

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In connection with the Placing, Peel Hunt or any of its affiliates, acting as investors for their own account, may subscribe for or purchase Ordinary Shares and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own account in such Ordinary Shares and other securities of the Company or related investments in connection with the Placing or otherwise. Accordingly, references to the Ordinary Shares being offered, subscribed, acquired, placed or otherwise dealt in should be read as including any offer to, or subscription, acquisition, placing or dealing by Peel Hunt and any of its affiliates acting as investors for their own account. In addition, Peel Hunt or its affiliates may enter into financing arrangements and swaps in connection with which it or its affiliates may from time to time acquire, hold or dispose of Ordinary Shares. Peel Hunt has no intention to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

The Placing Shares will not be admitted to trading on any stock exchange other than the AIM Market of the London Stock Exchange.

Neither the content of the Company's website (or any other website) nor the content of any website accessible from hyperlinks on the Company's website (or any other website) is incorporated into, or forms part of, this announcement.