

Publication of a Prospectus

Released : 26/05/2017

RNS Number : 3827G
Alfa Financial Software Hldgs PLC
26 May 2017

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES OF AMERICA, CANADA, JAPAN OR AUSTRALIA OR ANY OTHER JURISDICTION WHERE TO DO SO MIGHT CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION

This announcement is an advertisement for the purposes of the UK Prospectus Rules of the Financial Conduct Authority (the "FCA") and not a prospectus. This announcement is not an offer to sell, or a solicitation of an offer to acquire, securities in the United States or in any other jurisdiction, including in or into Australia, Canada, Japan or the United States.

Neither this announcement nor anything contained herein shall form the basis of, or be relied upon in connection with, any offer or commitment whatsoever in any jurisdiction. Investors should not purchase any shares referred to in this announcement other than solely on the basis of information that is contained in the prospectus (the "Prospectus") published by Alfa Financial Software Holdings PLC (the "Company") today in connection with the proposed admission of its ordinary shares (the "Shares") to the premium listing segment of the Official List of the FCA and to trading on the main market for listed securities of London Stock Exchange plc (the "London Stock Exchange"). Copies of the Prospectus will be available for inspection on the Company's website at <http://investors.alfasystems.com> and from the Company's registered office at Moor Place, 1 Fore Street Avenue, London EC2Y 9DT. References in this announcement to "Alfa" or the "Group" mean the Company, together with its consolidated subsidiaries and subsidiary undertakings.

FOR IMMEDIATE RELEASE

26 May 2017

Alfa Financial Software Holdings PLC

Publication of Prospectus

Following the pricing announcement in connection with its initial public offering (the "Global Offer" or "IPO"), Alfa Financial Software Holdings PLC confirms that its prospectus dated 26 May 2017 (the "Prospectus") has today been approved by the UK Listing Authority. The Prospectus relates to the proposed admission of the Shares to the premium listing segment of the Official List of the FCA and to trading on the main market for listed securities of the London Stock Exchange ("Admission"). Details of the Global Offer are set out in the Prospectus, which will shortly be available on the Company's website (<http://investors.alfasystems.com>) and will also be available at the Company's registered office at Moor Place, 1 Fore Street Avenue, London EC2Y 9DT.

The Prospectus has also been submitted to the National Storage Mechanism and will shortly be available at: www.morningstar.co.uk/uk/NSM.

Enquiries

Joint Global Co-ordinators, Joint Bookrunners and Joint Sponsors

Barclays

Phil Shelley
Tom Johnson
Jessel Sheth
David Seal
Lawrence Jamieson

+44 (0) 207 623 2323

Numis

Alex Ham
James Taylor
Simon Willis
Tom Ballard

+44 (0) 207 260 1000

Financial Adviser to Alfa

Rothschild

Warner Mandel
Anton Black
Jonathan Finn

+44 (0) 207 280 5000

Media enquiries

Tulchan Communications LLP

James Macey White
David Allchurch
Matt Low

+44 (0) 207 353 4200

Important Notice

The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its completeness, accuracy or fairness.

Neither this announcement nor the information contained herein is for publication, distribution or release, in whole or in part, directly or indirectly, in or into the United States (including its territories and possessions, any State of the United States and the District of Columbia), Australia (other than to persons in Australia to whom an offer may be made without a disclosure document in accordance with the Chapter 6D of the Corporations Act 2001 (Cth) of Australia), Canada and Japan, including to any branch or agency of a non-U.S. person located in the United States or any other jurisdiction where to do so might constitute a violation of the relevant laws or regulations of such jurisdiction. The Global Offer and the distribution of this announcement and other information in connection with Admission and the Global Offer may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This announcement does not contain or constitute an offer of, or the solicitation of an offer to buy or subscribe for, Shares to any person in the United States (including its territories and possessions, any State of the United States and the District of Columbia), Australia, Canada or Japan or in any jurisdiction to whom or in which such offer or solicitation is unlawful. The Shares referred to herein may not be offered or sold in the United States unless registered under the US Securities Act of 1933 (the "**Securities Act**") or offered in a transaction exempt from, or not subject to, the registration requirements of the Securities Act. The offer and sale of Shares referred to herein has not been and will not be registered under the Securities Act or under the applicable securities laws of Australia, Canada or Japan. Subject to certain exceptions, the Shares referred to herein may not be offered or sold in Australia, Canada or Japan or to, or for the account or benefit of, any national, resident or citizen of Australia, Canada or Japan. There will be no public offer of the Shares in the United States, Australia, Canada or Japan.

This announcement is only addressed to and directed at persons in member states of the European Economic Area ("**EEA**") who are qualified investors within the meaning of Article 2(1)(e) of the Prospectus Directive (Directive 2003/71/EC), as amended ("**Qualified Investors**"). In addition, in the United Kingdom, this announcement is addressed and directed only at Qualified Investors who (i) are persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"), (ii) are persons who are high net worth entities falling within Article 49(2)(a) to (d) of the Order and (iii) to persons to whom it may otherwise be lawful to communicate it to (all such persons being referred to as "**relevant persons**"). Any investment or investment activity to which this announcement relates is available only to relevant persons in the United Kingdom and Qualified Investors in any member state of the EEA other than the United Kingdom and will be engaged in only with such persons. Other persons should not rely or act upon this announcement or any of its contents.

This announcement may include statements that are, or may be deemed to be, "**forward-looking statements**". These forward-looking statements may be identified by the use of forward-looking terminology, including the terms "**believes**", "**estimates**", "**plans**", "**projects**", "**anticipates**", "**expects**", "**intends**", "**may**", "**will**" or "**should**" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward looking statements include all matters that are not historical facts and involve predictions. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements reflect the Group's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group's business, results of operations, financial position, prospects, growth or strategies and the industry in which it operates. Forward-looking statements speak only as of the date they are made and cannot be relied upon as a guide to future performance. Save as required by law or regulation, the Company disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements in this announcement that may occur due to any change in its expectations or to reflect events or circumstances after the date of this announcement.

Each of Barclays Bank PLC ("**Barclays**") and Numis Securities Limited ("**Numis**" and together with Barclays, the "**Banks**"), Rothschild and the Company and their respective affiliates expressly disclaims any obligation or undertaking to update, review or revise any forward-looking statement contained in this announcement whether as a result of new information, future developments or otherwise.

This announcement is an advertisement for the purposes of the UK Prospectus Rules of the FCA and not a prospectus. Any purchase of Shares in the proposed IPO should be made solely on the basis of the information contained in the Prospectus issued by the Company in connection with the Global Offer and Admission. No reliance may or should be placed by any person for any purposes whatsoever on the information contained in this announcement or on its completeness, accuracy or fairness. The information in this announcement is subject to change.

The IPO timetable, including the date of Admission, may be influenced by things such as market conditions. There is no guarantee that the Global Offer and Admission will occur and you should not base your financial decisions on the Company's intentions in relation to the Global Offer and Admission at this stage. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing the entire amount invested. Persons considering making such investments should consult an authorised person specialising in advising on such investments. This announcement does not constitute a recommendation concerning the IPO. The value of Shares can decrease as well as increase. Potential investors should consult a professional adviser as to the suitability of the IPO for the person concerned. Past performance cannot be relied upon as a guide to future performance.

Barclays, who is authorised by the Prudential Regulation Authority (the "**PRA**") and regulated by the FCA and the PRA in the United Kingdom, and Numis and Rothschild, who are each authorised and regulated by the FCA in the United Kingdom, are acting exclusively for the Company and no-one else in connection with the IPO and will not regard any other person (whether or not a recipient of this document) as a client in relation to the IPO and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients nor for giving advice in relation to the IPO, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

In connection with the IPO, each of the Banks and any of their respective affiliates, acting as investors for their own accounts, may purchase Shares and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such Shares and other securities of the Company or related investments in connection with the IPO or otherwise. Accordingly, references in the Prospectus to the Shares being issued, offered, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or acquisition, placing or dealing by any of the Banks and any of their respective affiliates acting as investors for their own

accounts. In addition, certain of the Banks or their affiliates may enter into financing arrangements and swaps in connection with which they or their affiliates may from time to time acquire, hold or dispose of Shares. None of the Banks nor any of their respective affiliates intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

None of the Banks, the Adviser or any of their respective directors, officers, employees, advisers, affiliates and / or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith.

In connection with the IPO, Barclays Capital Securities Limited as stabilising manager (the "**Stabilising Manager**"), or any of its agents, may (but will be under no obligation to), to the extent permitted by applicable law, over-allot Shares or effect other transactions with a view to supporting the market price of the Shares at a higher level than that which might otherwise prevail in the open market. The Stabilising Manager is not required to enter into such transactions and such transactions may be effected on any stock market, over-the-counter market, stock exchange or otherwise and may be undertaken at any time during the period commencing on the date of the commencement of conditional dealings of the Shares on the London Stock Exchange and ending no later than 30 calendar days thereafter. However, there will be no obligation on the Stabilising Manager or any of its agents to effect stabilising transactions and there is no assurance that stabilising transactions will be undertaken. Such stabilising measures, if commenced, may be discontinued at any time without prior notice. In no event will measures be taken to stabilise the market price of the Shares above the offer price. Save as required by law or regulation, neither the Stabilising Manager nor any of its agents intends to disclose the extent of any over-allotments made and/or stabilisation transactions conducted in relation to the IPO.

In connection with the IPO, the Stabilising Manager may, for stabilisation purposes, over-allot Shares up to a maximum of 9.6% of the total number of Shares comprised in the IPO. For the purposes of allowing the Stabilising Manager to cover short positions resulting from any such over-allotments and/or from sales of Shares effected by it during the stabilisation period, it is expected that an existing shareholder will grant to the Stabilising Manager, on behalf of the Banks, an option (the "**Over-Allotment Option**") pursuant to which the Stabilising Manager may purchase or procure purchasers for additional Shares up to a maximum of 9.6% of the total number of Shares comprised in the IPO (the "**Over-Allotment Shares**") at the offer price. If granted, the Over-Allotment Option will be exercisable in whole or in part, upon notice by the Stabilising Manager, at any time on or before the 30th calendar day after the commencement of conditional trading of the Shares on the London Stock Exchange. Any Over-Allotment Shares made available pursuant to the Over-Allotment Option, including for all dividends and other distributions declared, made or paid on the Shares, will be purchased on the same terms and conditions as the Shares being issued or sold in the Global Offer and will form a single class for all purposes with the other Shares.

Certain figures contained in this announcement, including financial information, have been subject to rounding adjustments. Accordingly, in certain instances, the sum or percentage change of the numbers contained in this announcement may not conform exactly to the total figure given.

This information is provided by RNS
The company news service from the London Stock Exchange

END

PDIBQLFLDEFLLBBE