

RNS Number : 8006M

Allied Minds PLC

21 July 2014

**NOT FOR RELEASE, DISTRIBUTION OR PUBLICATION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN, INTO, OR WITHIN THE UNITED STATES, AUSTRALIA, CANADA, SOUTH AFRICA OR JAPAN OR IN TO ANY OTHER JURISDICTION WHERE SUCH AN ANNOUNCEMENT WOULD BE UNLAWFUL.**

21 July 2014

**Allied Minds plc  
Partial Exercise of Over-allotment Option**

Further to the announcements on 20 June 2014 and 25 June 2014 relating to the initial public offering (the "Offer") of ordinary shares (the "Shares") in Allied Minds plc (the "Company" or "Allied Minds") and the commencement of the stabilisation period in connection with the Offer, the Company announces that the Stabilisation Manager, Jefferies International Limited, has given notice to the Company that it wishes to exercise in part the over-allotment option described in the Company's prospectus dated 20 June 2014 (the "Over-allotment Option").

As a result of such exercise, the Company will issue a further 3,791,154 Shares at the offer price of 190 pence per Share achieving further gross proceeds for the company of £7.2 million (UD\$12.3 million). An additional listing application will be made for a further 3,791,154 ordinary shares each in the Company to be admitted to the Official List of the UK Listing Authority and to trading on the London Stock Exchange. The shares will be issued fully paid and will rank pari passu in all respects with the existing issued ordinary shares of the Company.

**Total voting rights**

In accordance with the Disclosure and Transparency Rules (DTR 5.6), the Company makes the following disclosure with respect to the share capital and voting rights of the Company. As at 21 July 2014, following the partial exercise of the Over-allotment Option, the total issued share capital of the Company consists of 213,290,579 ordinary shares of one pence each with voting rights ("Shares"). The Company does not hold any shares in treasury. Therefore, the total number of shares and voting rights in the Company is 213,290,579.

The above figure (213,290,579) may be used by shareholders as the denominator for the calculations by which they determine if they are required to notify their interest in, or a change to their interest in, the Company under the FCA's Disclosure and Transparency Rules.

**Enquiries:**

**Allied Minds**

Mark Pritchard, Founder & Executive Chairman  
Chris Silva, Chief Executive Officer

Tel: +1 617 419 1800

**Jefferies International Limited**

Simon Hardy  
Graham Hertrich  
Lee Morton

Tel: +44 (0) 20 7029 8000

***Important notice***

This announcement is for information purposes only and does not constitute an invitation or offer to underwrite, subscribe for or otherwise acquire or dispose of any securities of the Issuer in any jurisdiction.

This announcement is not for distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the United States of America and the District of Columbia) (the "United States"), Australia, Canada, Japan, South Africa or any other jurisdiction where distribution would be unlawful. This announcement does not constitute, or form part of, an offer to sell, or a solicitation of an offer to purchase, any securities in the United States, Australia, Canada, Japan, South Africa or any other jurisdiction where such an offer would be unlawful.

The securities of the Issuer have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold within the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The securities referred to herein have not been registered under the applicable securities laws of Australia, Canada, Japan or South Africa and, subject to certain exceptions, may not be offered or sold within Australia, Canada, Japan or South Africa or to any national, resident or citizen of Australia, Canada, Japan or South Africa. The distribution of this announcement in other jurisdictions may be restricted by law and persons into whose possession this announcement comes should inform themselves about, and observe, such restrictions.

In addition, if and to the extent that this announcement is communicated in, or the offer of the securities to which it relates is made in, any EEA Member State that has implemented Directive 2003/71/EC, as amended, (together with any applicable implementing measures in any Member State, the "Prospectus Directive") before the publication of a prospectus in relation to the securities which has been approved by the competent authority in that Member State in accordance with the Prospectus Directive (or which has been approved by a competent authority in another Member State and notified to the competent authority in that Member State in accordance with the Prospectus Directive), this announcement and the offer are only addressed to and directed at persons in that Member State who are "qualified investors" within the meaning of the Prospectus Directive ("Qualified Investors") and must not be acted on or relied on by other persons in that Member State. In the United Kingdom, this announcement and the offer are only addressed to and are directed only at, Qualified Investors (i) 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, as amended (the "Order") and Qualified Investors falling within Article 49(2)(a) to (d) of the Order, and (ii) to whom it may otherwise lawfully be communicated (all such persons together being referred to as "relevant persons"). This announcement must not be acted on or relied on in the United Kingdom, by persons who are not relevant persons. Any investment or investment activity to which this announcement relates is available only to (i) in the United Kingdom, relevant persons; and (ii) in any member state of the European Economic Area other than the United Kingdom, Qualified Investors.

Any purchase of Ordinary Shares in the proposed Offer should be made solely on the basis of the information contained in the Prospectus issued by the Company in connection with the Offer. Before purchasing any Ordinary Shares, persons viewing this announcement should ensure that they fully understand and accept the risks set out in the Prospectus. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness.

Jefferies International Limited, which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for the Company and no-one else in connection with the Offer, will not regard any other person as their respective client in relation to the Offer, and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients, nor for providing advice in relation to the Offer, advice in relation to Admission, the contents of this announcement or any transaction, arrangement or other matter referred to herein. In connection with the

Offer, Jefferies International Limited and any of its affiliates, acting as investors for their own accounts, may subscribe for or purchase Ordinary Shares and, in that capacity, may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in the Ordinary Shares, any other securities of the Company or other related investments in connection with the Offer or otherwise. Accordingly, references in the Prospectus, once published, to the Ordinary Shares being issued, offered, subscribed, sold, purchased or otherwise dealt with should be read as including any issue, offer or sale to, or subscription, purchase or dealing by, Jefferies International Limited or any of its affiliates acting as an investor for their own account(s). Jefferies International Limited and its affiliates do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

Apart from the responsibilities and liabilities, if any, which may be imposed on Jefferies International Limited by the FSMA or the regulatory regime established thereunder, or under the regulatory regime of any jurisdiction where exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, neither Jefferies International Limited, nor any of its affiliates accept any responsibility whatsoever for, or makes any representation or warranty, express or implied, as to the contents of this announcement, including its accuracy or completeness or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company, the Ordinary Shares, the Selling Shareholders or the Offer, and nothing in this announcement will be relied upon as a promise or representation in this respect, whether or not to the past or future. Jefferies International Limited and its affiliates accordingly disclaims all and any responsibility or liability, whether arising in tort, contract or otherwise (save as referred to above), which it might otherwise have in respect of this announcement or any such statement.

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

END

IOESEAEFSFLSELW