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**THIS ANNOUNCEMENT IS FOR INFORMATION PURPOSES ONLY AND DOES NOT CONSTITUTE OR CONTAIN ANY INVITATION, SOLICITATION, RECOMMENDATION, OFFER OR ADVICE TO ANY PERSON TO PURCHASE AND/OR SUBSCRIBE FOR, OTHERWISE ACQUIRE OR DISPOSE OF ANY SECURITIES IN ZINC MEDIA GROUP PLC OR ANY OTHER ENTITY IN ANY JURISDICTION. NEITHER THIS ANNOUNCEMENT NOR THE FACT OF ITS DISTRIBUTION, SHALL FORM THE BASIS OF, OR BE RELIED ON IN CONNECTION WITH ANY INVESTMENT DECISION IN RESPECT OF ZINC MEDIA GROUP PLC.**

**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF EU REGULATION 596/2014 (WHICH FORMS PART OF DOMESTIC UK LAW PURSUANT TO THE EUROPEAN UNION (WITHDRAWAL) ACT 2018) ("UK MAR"). IN ADDITION, MARKET SOUNDINGS (AS DEFINED IN UK MAR) WERE TAKEN IN RESPECT OF CERTAIN OF THE MATTERS CONTAINED IN THIS ANNOUNCEMENT, WITH THE RESULT THAT CERTAIN PERSONS BECAME AWARE OF SUCH INSIDE INFORMATION, AS PERMITTED BY UK MAR. UPON THE PUBLICATION OF THIS ANNOUNCEMENT, THIS INSIDE INFORMATION IS NOW CONSIDERED TO BE IN THE PUBLIC DOMAIN AND SUCH PERSONS SHALL THEREFORE CEASE TO BE IN POSSESSION OF INSIDE INFORMATION.**

3 August 2022

**Zinc Media Group plc**

**("Zinc" or the "Company")**

**Result of Placing and Retail Offer, Posting of Circular**

**and**

**Notice of General Meeting**

The Board of Zinc Media Group plc (AIM: ZIN), is pleased to confirm, further to the announcements made at 7.00 a.m. (the "**Launch Announcement**") and 7.01 a.m. today, the successful completion of the Fundraise at the Issue Price of 100 pence per share.

The Fundraise has conditionally raised aggregate gross proceeds of approximately £5.0 million pursuant to the placing of 5,000,000 Placing Shares and subscription for 37,059 Retail Shares. Following completion of the Acquisition, the Placing and the Retail Offer, the Company's issued share capital will comprise 21,777,978 Ordinary Shares. The Placing Shares and Retail Shares will represent approximately 23.1 per cent. of the Enlarged Share Capital.

Singer Capital Markets acted as sole bookrunner in connection with the Placing. The Placing was conducted by way of an accelerated book build process.

Following the deduction of associated fees and expenses, the net proceeds receivable by the Company will be used to principally to finance the initial cash consideration due in respect of the Acquisition, together with associated transaction costs, totalling approximately £2.5 million, and to provide additional growth capital for the Enlarged Group.

Capitalised terms used in this announcement (this "**Announcement**") have the meanings given to them in the Launch Announcement, unless the context provides otherwise.

**Mark Browning, Chief Executive Officer of Zinc Media Group plc, commented:**

"This placing demonstrates the fantastic shareholder support for Zinc's strategy to build a content creating group of scale in the public market. The acquisition we've announced today is an excellent deal for the employees, shareholders and clients of Zinc and The Edge. Our ambitions and culture are aligned and the combined creative and commercial firepower of the enlarged group is exciting and provides significant growth potential."

**Related Party Transactions**

All the Directors of the Company have agreed to subscribe for, in aggregate 85,000 Placing Shares at the Issue Price. The number of Placing Shares conditionally subscribed for by each of the Directors pursuant to the Placing, and their resulting shareholdings on Admission are set out below:

<i>Director</i>	Number of Existing Ordinary Shares	Number of Placing Shares subscribed for in the Placing	Number of Ordinary Shares held on Admission	Percentage of Enlarged Share Capital on Admission
Christopher Satterthwaite	125,364	15,000	140,364	0.64%
Mark Browning	194,618	30,000	224,618	1.03%
Will Sawyer	74,138	15,000	89,138	0.41%
Andrew Garard	41,666	15,000	56,666	0.26%
Nicholas Taylor	13,889	10,000	23,889	0.11%

Herald Investment Management ("Herald"), a substantial shareholder of the Company (as defined in the AIM Rules), has conditionally subscribed for 1,977,208 Placing Shares at the Issue Price.

The participations of the Directors and Herald each constitute related party transactions under Rule 13 of the AIM Rules. As all of the Directors are participating in the Placing, Singer Capital Markets Advisory LLP, acting in its capacity as the Company's nominated adviser, having consulted with the Directors, consider that the terms of the participation by the Directors and Herald in the Placing are fair and reasonable insofar as the Company's Shareholders are concerned.

**Notice of General Meeting and posting of Circular**

The issue of the New Ordinary Shares is conditional upon, among other things, the Resolutions being duly passed by Shareholders at the General Meeting. The General Meeting will be held at the offices of Singer Capital Markets, 1 Bartholomew Lane, London, EC2N 2AX at 11.00 a.m. on 22 August 2022 and the Circular, containing the Notice of General Meeting, will be posted on 4 August 2022 and will be available on the Company's website at [www.zincmedia.com](http://www.zincmedia.com)

**Admission, Settlement and Dealings**

Application will be made for Admission of the New Ordinary Shares. Subject to, amongst other things, the passing of the Resolutions, settlement of the New Ordinary Shares and Admission are expected to take place at 8.00 a.m. on or around 23 August 2022. In addition to the passing of the Resolutions, the

Placing and Retail Offer are conditional upon, among other things, Admission becoming effective and the Placing Agreement not being terminated in accordance with its terms.

The Placing Shares and the Retail Offer Shares, when issued, will be fully paid and will rank pari passu in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of issue.

### **Total Voting Rights**

Following Admission, the Company's issued and fully paid share capital will consist of 21,777,978 Ordinary Shares, all of which carry one voting right per share. 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 21,777,978. With effect from Admission, this figure may be used by Shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the Company under the FCA's Disclosure Guidance and Transparency Rules.

**This Announcement should be read in its entirety. In particular, you should read and understand the information provided in the "Important Notices" section of this Announcement.**

### **Enquiries:**

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Mark Taylor / George Tzimas / Alex Emslie

### **IMPORTANT NOTICES**

MEMBERS OF THE PUBLIC ARE NOT ELIGIBLE TO TAKE PART IN THE PLACING. THIS ANNOUNCEMENT (INCLUDING THE APPENDIX) AND THE TERMS AND CONDITIONS SET OUT HEREIN (TOGETHER, THIS "**ANNOUNCEMENT**") ARE 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 ARE: (1) IF IN A MEMBER STATE OF THE EUROPEAN ECONOMIC AREA ("**EEA**"), QUALIFIED INVESTORS AS DEFINED IN ARTICLE 2(e) OF REGULATION (EU) 2017/1129 (THE "**EU PROSPECTUS REGULATION**"); (2) IF IN THE UNITED KINGDOM, QUALIFIED INVESTORS AS DEFINED IN ARTICLE 2(e) OF REGULATION (EU) 2017/1129 AS IT FORMS PART OF UNITED KINGDOM DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 (THE "**UK PROSPECTUS REGULATION**"); WHO (A) FALL WITHIN ARTICLE 19(5) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005, AS AMENDED (THE "**ORDER**") (INVESTMENT PROFESSIONALS) OR (B) FALL WITHIN ARTICLE 49(2)(a) TO (d) (HIGH NET WORTH COMPANIES, UNINCORPORATED ASSOCIATIONS, ETC.) OF THE ORDER; AND (3) OTHERWISE, PERSONS TO WHOM IT IS OTHERWISE LAWFUL TO COMMUNICATE IT TO (ALL SUCH PERSONS TOGETHER BEING REFERRED TO AS "**RELEVANT PERSONS**").

THIS ANNOUNCEMENT AND THE INFORMATION IN IT MUST NOT BE ACTED ON OR RELIED ON BY PERSONS WHO ARE NOT RELEVANT PERSONS. PERSONS DISTRIBUTING THIS ANNOUNCEMENT MUST SATISFY THEMSELVES THAT IT IS LAWFUL TO DO SO. ANY INVESTMENT OR INVESTMENT ACTIVITY TO WHICH THIS ANNOUNCEMENT RELATES IS AVAILABLE ONLY TO RELEVANT PERSONS AND WILL BE ENGAGED IN ONLY WITH RELEVANT PERSONS. THIS ANNOUNCEMENT DOES NOT ITSELF CONSTITUTE AN OFFER FOR SALE OR SUBSCRIPTION OF ANY SECURITIES IN ZINC MEDIA GROUP PLC.

THIS ANNOUNCEMENT IS NOT AN OFFER OF SECURITIES FOR SALE INTO THE UNITED STATES. THE PLACING SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "**SECURITIES ACT**"), OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR JURISDICTION OF THE UNITED STATES, AND MAY NOT BE OFFERED, SOLD OR TRANSFERRED, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES (INCLUDING ITS TERRITORIES AND POSSESSIONS, ANY STATE OF THE UNITED STATES AND THE DISTRICT OF COLUMBIA) (THE "**UNITED STATES**" OR THE "**US**") EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND IN COMPLIANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES. THE PLACING SHARES ARE BEING OFFERED AND SOLD ONLY OUTSIDE OF THE UNITED STATES IN "**OFFSHORE TRANSACTIONS**" WITHIN THE MEANING OF, AND IN ACCORDANCE WITH, REGULATIONS UNDER THE SECURITIES ACT AND OTHERWISE IN ACCORDANCE WITH APPLICABLE LAWS.

The distribution of this Announcement in certain jurisdictions may be restricted by law. No action has been taken by Zinc, Singer CM or any of their respective affiliates, agents, directors, officers, consultants, partners or employees ("**Representatives**") that would permit an offer of the securities or possession or distribution of this Announcement or any other offering or publicity material relating to such Shares in any jurisdiction where action for that purpose is required. Persons into whose possession this Announcement comes are required by Zinc and Singer CM to inform themselves about and to observe any such restrictions.

This Announcement or any part of it is for information purposes only and does not constitute or form part of any offer to issue or sell, or the solicitation of an offer to acquire, purchase or subscribe for, any securities in the United States, Australia, Canada, the Republic of South Africa or Japan or any other jurisdiction in which the same would be unlawful. No public offering of securities is being made in any such jurisdiction.

All offers of the Placing Shares and the Retail Offer Shares in the United Kingdom or the EEA will be made pursuant to an exemption from the requirement to produce a prospectus under the UK Prospectus Regulation or the EU Prospectus Regulation, as appropriate. In the United Kingdom, this Announcement is being directed solely at persons in circumstances in which section 21(1) of the Financial Services and Markets Act 2000 (as amended) ("**FSMA**") does not require the approval of the relevant communication by an authorised person.

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

By participating in the Bookbuilding Process and the Placing, each person who is invited to and who chooses to participate in the Placing (a "**Placee**") by making an oral, electronic or written and legally binding offer to acquire Placing Shares will be deemed to have read and understood this Announcement in its entirety, to be participating, making an offer and acquiring Placing Shares on the terms and conditions contained herein and to be providing the representations, warranties, indemnities, acknowledgements and undertakings contained in the Appendix. Members of the public are not eligible to take part in the Placing and no public offering of Placing Shares is being or will be made.

This Announcement may contain, or may be deemed to contain, "forward-looking statements" with respect to certain of Zinc's plans and its current goals and expectations relating to its future financial condition, performance, strategic initiatives, objectives and results. Forward-looking statements sometimes use words such as "aim", "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "seek", "may", "could", "outlook" or other words of similar meaning. By their nature, all forward-looking statements involve risk and uncertainty because they speak only as at the date of this Announcement and relate to future events and circumstances which are beyond the control of Zinc, including amongst other things, United Kingdom domestic and global economic business conditions,

market-related risks such as fluctuations in interest rates and exchange rates, the policies and actions of governmental and regulatory authorities, the effect of competition, inflation, deflation, the timing effect and other uncertainties of future acquisitions or combinations within relevant industries, the effect of tax and other legislation and other regulations in the jurisdictions in which Zinc and its affiliates operate, the effect of volatility in the equity, capital and credit markets on Zinc's profitability and ability to access capital and credit, a decline in Zinc's credit ratings; the effect of operational risks; and the loss of key personnel. As a result, the actual future financial condition, performance and results of Zinc may differ materially from the plans, goals and expectations set forth in any forward-looking statements. Any forward-looking statements made in this Announcement by or on behalf of Zinc speak only as of the date they are made. Except as required by applicable law or regulation, Zinc expressly disclaims any obligation or undertaking to publish any updates or revisions to any forward-looking statements contained in this Announcement to reflect any changes in Zinc's expectations with regard thereto or any changes in events, conditions or circumstances on which any such statement is based. Given those risks and uncertainties, prospective investors are cautioned not to place undue reliance on forward-looking statements.

Singer Capital Markets Securities Limited and Singer Capital Markets Advisory LLP are each authorised and regulated by the Financial Conduct Authority (the "FCA") in the United Kingdom and are acting exclusively for Zinc and no one else in connection with the Bookbuilding Process and the Fundraise, and neither will be responsible to anyone (including any Placees) other than Zinc for providing the protections afforded to their clients or for providing advice in relation to the Bookbuilding Process or the Fundraise or any other matters referred to in this Announcement.

No representation or warranty, express or implied, is or will be made as to, or in relation to, and no responsibility or liability is or will be accepted by Singer CM or by any of its Representatives as to, or in relation to, the accuracy or completeness of this Announcement or any other written or oral information made available to or publicly available to any interested party or its advisers, and any liability therefor is expressly disclaimed.

No statement in this Announcement is intended to be a profit forecast or estimate, and no statement in this Announcement should be interpreted to mean that earnings per share of Zinc for the current or future financial years would necessarily match or exceed the historical published earnings per share of Zinc.

The price of shares and any income expected from them is not guaranteed and may go down as well as up and investors may not get back the full amount originally invested upon disposal of the shares. Past performance is not a reliable indicator of future performance, and persons needing advice should consult an independent financial adviser.

The Placing Shares to be issued or sold pursuant to the Placing will not be admitted to trading on any stock exchange other than the AIM market of the London Stock Exchange.

Neither the content of Zinc's website nor any website accessible by hyperlinks on Zinc's website is incorporated in, or forms part of, this Announcement.

## **Information to Distributors**

### ***UK product governance***

**Solely for the purposes of the product governance requirements contained within of Chapter 3 of the FCA Handbook Production Intervention and Product Governance Sourcebook (the "UK Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the UK 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 securities are: (i) compatible with an end target market of investors who meet the criteria of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in paragraph 3 of the FCA Handbook Conduct of Business Sourcebook; and (ii) eligible for distribution through all distribution channels (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, distributors (for the purposes of UK Product Governance Requirements) should note that: (a) the price of the Placing Shares may decline and investors could lose all or part of their investment; (b) the Placing Shares offer no guaranteed income and no capital protection; and (c) an investment in the Placing Shares 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, Singer CM 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 Chapter 9A or 10A respectively of the FCA Handbook Conduct of Business Sourcebook; 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.

#### *EEA product governance*

Solely for the purposes of 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 in the European Economic Area (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 the Placing Shares are: (i) compatible with an end target market of (a) retail investors, (b) investors who meet the criteria of professional clients and (c) eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels 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, Singer CM 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.