

RNS Number : 5631T  
Adams PLC  
26 March 2021

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**Adams plc**

("Adams " or the "Company ")

**Placing of 8,650,000 new Ordinary Shares at 6.5p per share**

**Open Offer of up to 61,914,924 Open Offer Shares**

**at 6.5p per share**

Adams (AIM:ADA), the AIM quoted investing company primarily focused on special situation investment opportunities in the small to middle-market capitalisation sectors in the UK or Europe, is pleased to announce the successful placing of 8,650,000 new ordinary shares of 1p each in the Company ("Ordinary Shares") (the "Placing Shares") at a price of 6.5 pence per share (the "Issue Price"), raising gross proceeds of approximately £562,250 pursuant to its existing authority to issue equity for cash (the "Placing"), conditional on admission of the Placing Shares to trading on AIM ("Admission"). Peterhouse Capital Limited acted exclusively for the Company in connection with the Placing.

In addition to the Placing, the Company intends to provide all Qualifying Shareholders with the opportunity to subscribe for an aggregate of up to 61,914,924 new Ordinary Shares (the "Open Offer Shares") at the Issue Price of 6.5 pence per share, to raise up to approximately £4,024,470 (before expenses), on the basis of 0.75 New Ordinary Shares for every 1 Existing Ordinary Share held on the Record Date (the "Open Offer").

The Issue Price represents a discount of approximately 25.7 per cent. to the closing mid-market price on AIM of 8.75 pence per Ordinary Share on 25 March 2021, being the last dealing day prior to the date of this announcement.

Mr Richard Griffiths, who has an interest in 63,830,047 Ordinary Shares representing 77.32 per cent. of the Existing Share Capital, and Mr David Richardson, who has an interest in 8,024,247 Ordinary Shares representing 9.72 per cent. of the Existing Share Capital, have both entered into irrevocable undertakings to take up their Open Offer Entitlements in full. The gross proceeds of the Open Offer will be £3,502,897 if no Shareholders other than Mr Griffiths and Mr Richardson take up any Open Offer Entitlements, and Mr Griffiths and Mr

Richardson will each have an interest in 76.99 per cent. and 9.68 per cent. respectively of the Enlarged Share Capital.

The terms and conditions of the Open Offer are set out in a circular that is being sent to Shareholders today ("Circular") and which will shortly be available on the Company's website at [www.adamsplc.com](http://www.adamsplc.com).

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**Introduction**

Adams (AIM:ADA), the AIM quoted investing company primarily focused on special situation investment opportunities in the small to middle-market capitalisation sectors in the UK or Europe, is pleased to announce a placing to raise £562,250 through the issue of 8,650,000 new Ordinary Shares to new investors at an issue price of 6.5 pence per Ordinary Share as part of a fund raise in order to provide the Company with additional resources with which to fund its investment strategy. The Placees who have conditionally agreed to subscribe for Placing Shares comprise two of the Company's Directors as set out under Related Party Transactions below, together with three other new investors.

In addition to the Placing, in order to provide Shareholders with an opportunity to participate in the proposed issue of new Ordinary Shares and to raise additional funds, the Company is providing all Qualifying Shareholders the opportunity to subscribe at the Issue Price for up to 61,914,924 Open Offer Shares on the basis of 0.75 new Ordinary Shares for 1 Ordinary Shares held on the Record Date, payable in full on acceptance. The gross proceeds of the Open Offer will be £4,024,470 if the Open Offer is taken up in full.

The Issue Price represents a discount of approximately 25.7 per cent. to the closing mid-market price on AIM of 8.75 pence per Ordinary Share on 25 March 2021, being the last dealing day prior to the date of this announcement.

Mr Richard Griffiths, who has an interest in 63,830,047 Ordinary Shares representing 77.32 per cent. of the Existing Share Capital, and Mr David Richardson, who has an interest in 8,024,247 Ordinary Shares representing 9.72 per cent. of the Existing Share Capital, have both entered into irrevocable undertakings to take up their Open Offer Entitlements in full. The gross proceeds of the Open Offer will be £3,502,897 if no Shareholders other than Mr Griffiths and Mr Richardson take up any Open Offer Entitlements, and Mr Griffiths and Mr Richardson will each have an interest in 76.99 per cent. and 9.68 per cent. respectively of the Enlarged Share Capital.

The Placing and the Open Offer are conditional upon the admission of the Placing Shares to trading on AIM becoming effective on or before 8.00 a.m. on 1 April 2021 and the Open Offer Shares to trading on AIM becoming effective on or before 8.00 a.m. on 21 April 2021 (or such later date and/or time as the Company may decide, being no later than 5.00 p.m. on 30 April 2021).

The terms and conditions of the Open Offer are set out in the Circular that is being sent to Shareholders today and which will shortly be available on the Company's website at [www.adamsplc.com](http://www.adamsplc.com).

### **Details of the Placing**

Under the Placing, the Company has conditionally raised £562,250 (before expenses) through a placing of 8,650,000 new Ordinary Shares at the Issue Price with new investors. The Placing Shares will represent approximately 5.65 per cent. of the Enlarged Share Capital assuming full take up of the Open Offer. The Issue Price represents a discount of approximately 25.7 per cent. to the closing mid-market price on AIM of 8.75 pence per Ordinary Share on 25 March 2021, being the last dealing day prior to the date of this announcement.

The Placing Shares will be issued credited as fully paid and will rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive dividends and other distributions declared on or after the date on which they are issued.

It is expected that CREST accounts for the Placing Shares will be credited on 1 April 2021 and that share certificates (where applicable) will be dispatched within 10 working days of Placing Admission.

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is anticipated that Placing Admission will become effective and that dealings in the Placing Shares will commence at 8.00 a.m. on 1 April 2021. Following the Admission of the Placing Shares, the total number of voting rights in the Company will be 91,203,232 and Shareholders may use this figure 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.

### **Open Offer Entitlement**

Subject to the fulfilment of the conditions set out in the Circular, Qualifying Shareholders are being given the opportunity to subscribe for Open Offer Shares under the Open Offer at the Issue Price of 6.5 pence per Open Offer Share, payable in full on application and free of all expenses, pro rata to their existing shareholdings on the following basis:

#### **0.75 Open Offer Shares for every 1 Existing Ordinary Share**

held by Qualifying Shareholders and registered in their name at the Record Date.

The Open Offer Shares will, when issued and fully paid, 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 Open Offer Admission.

**The Open Offer is not a rights issue. Qualifying CREST Shareholders should note that, although the Open Offer Entitlements will be admitted to CREST and be enabled for settlement, applications in respect of entitlements**

**under the Open Offer may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a bona fide market claim raised by Euroclear's Claims Processing Unit. Qualifying Non-CREST Shareholders should note that the Application Form is not a negotiable document and cannot be traded. Qualifying Shareholders should be aware that under the Open Offer, unlike in a rights issue, any Open Offer Shares not applied for will not be sold in the market or placed for the benefit of Qualifying Shareholders who do not apply under the Open Offer.**

Application has been made for the Open Offer Entitlements of Qualifying CREST Shareholders to be admitted to CREST. It is expected that such Open Offer Entitlements will be admitted to CREST on 29 March 2021. The Open Offer Entitlements will also be enabled for settlement in CREST on 29 March 2021 to satisfy bona fide market claims only. Applications through the CREST system may only be made by the Qualifying CREST Shareholder originally entitled or by a person entitled by virtue of a bona fide market claim.

Qualifying Non-CREST Shareholders will have received an Application Form with the Circular which sets out their maximum entitlement to Open Offer Shares as shown by the number of Open Offer Entitlements allocated to them. **Entitlements to Open Offer Shares are rounded down to the nearest whole number.**

If applications are made for less than all of the Open Offer Shares available, then the lower number of Open Offer Shares will be issued to Qualifying Shareholders and any outstanding Open Offer Entitlements will lapse.

The Open Offer is restricted to Qualifying Shareholders in order to enable the Company to benefit from exemptions from securities law requirements in certain jurisdictions outside the United Kingdom.

#### **Financial update and background to and reasons for the Placing and Open Offer**

As at 24 March 2021, the Company's cash balances stood at £54,000. The Placing and Open Offer will raise a minimum of £4,065,147 (before expenses) and the net proceeds of this will provide the Company with additional resources with which to fund its investment strategy. The Company's investing policy has a focus on special situation investment opportunities that have an element of distress, dislocation, dysfunction or other special situation attributes and that the Directors perceive to be undervalued.

The Company currently holds six AIM quoted investments which, based on the closing middle market prices of the shares in these companies on 24 March 2021, being the latest practicable date prior to the date of this announcement, have an aggregate value of £5.14 million. The quoted investment portfolio comprises shares and warrants in C4X Discovery plc valued at £2.6 million, shares in Circassia Group plc valued at £0.84 million, shares in Griffin Mining Limited valued at £0.61 million, shares in 4D Pharma plc valued at £0.24 million, shares in Source BioScience Limited valued at £0.16 million and shares in Sterling Energy plc valued at £0.12 million. The Company also has an equity shareholding in Oxehhealth Limited, an unquoted company incorporated in the UK, valued at £0.57 million.

The above investment values, coupled with cash balances of £0.05 million and less estimated other net working capital liabilities of £0.02 million, highlight an estimated net asset value for the Company of £5.17 million on 24 March 2021 which equates to a net asset value per share of 6.26 pence.

#### **Related Party Transactions**

The entering into the irrevocable undertaking by Mr Richard Griffiths to take up his Open Offer Entitlement in full is deemed to be a related party transaction pursuant to AIM Rule 13, as Mr Griffiths has a 77.32 per cent. interest in the Existing Share Capital. The Directors, who are considered to be independent for the purposes of the irrevocable undertaking (being the whole Board other than Mr Michael Bretherton, who is considered by the Panel to be acting in concert with Mr Griffiths), having consulted with Cairn, the Company's nominated adviser, consider that the terms of the irrevocable undertaking are fair and reasonable insofar as Shareholders are concerned.

Michael Bretherton and Andrew Mitchell, both of whom are Directors, have confirmed they are subscribing in aggregate for 1,693,000 Placing Shares, which is deemed to be a related party transaction pursuant to AIM Rule 13. Accordingly, only Nicholas Woolard is considered to be an independent director of the Company for the

purposes of the Directors' Participation. Nicholas Woolard, having consulted with Cairn, the Company's nominated adviser, considers that the terms of the Directors' Participation are fair and reasonable insofar as Shareholders are concerned.

The Directors' interests as at today and following completion of the Placing and Open Offer are as follows:

<i>Director</i>	<i>Existing beneficial interest in Ordinary Shares</i>	<i>%</i>	<i>Placing Shares subscribed for</i>	<i>Interest in Ordinary Shares after Open Offer Admission</i>	<i>% of Enlarged Share Capital*</i>
Michael Bretherton	0	0	1,385,000	1,385,000	0.9
Andrew Mitchell	0	0	308,000	308,000	0.2
Nicholas Woolard	0	0	0	0	0

\* Assuming the Open Offer is taken up in full

#### **Action to be taken in respect of the Open Offer**

If you are a Qualifying Non-CREST Shareholder you will be sent an Application Form which gives details of your Open Offer Entitlement (i.e. the number of Open Offer Shares available to you). If you wish to apply for Open Offer Shares under the Open Offer, you should complete the Application Form in accordance with the procedures set out in the Circular and on the Application Form itself and post it, or return it by hand (during normal business hours only), together with payment in full in respect of the number of Open Offer Shares applied for, to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR so as to arrive as soon as possible and in any event so as to be received by no later than 11.00 a.m. on 15 April 2021.

If you are a Qualifying CREST Shareholder, no Application Form has been sent to you. As a Qualifying CREST Shareholder you will receive a credit to your appropriate stock account in CREST in respect of your Open Offer Entitlement. You should refer to the procedures set out in the Circular.

The latest time for applications to be received under the Open Offer is 11.00 a.m. on 15 April 2021. The procedure for application and payment depends on whether, at the time at which application and payment is made, you have an Application Form in respect of your Open Offer Entitlement or your Open Offer Entitlement has been credited to your stock account in CREST. The procedures for application and payment are set out in the Circular. Further details also appear on the Application Form which has been sent to Qualifying Non-CREST Shareholders. Qualifying CREST Shareholders who are CREST sponsored members should refer to their CREST sponsors regarding the action to be taken in connection with this announcement and the Open Offer.

## **EXPECTED TIMETABLE OF PRINCIPAL EVENTS**

Record Date for Open Offer Entitlements	Close of business on 25 March
Announcement of the Open Offer	7.00 a.m. on 26 March
Publication and posting of the Circular and posting of the Application Form to Qualifying Shareholders	26 March
Ex-Entitlement Date	8.00 a.m. on 26 March
Open Offer Entitlements credited to stock accounts of Qualifying CREST Shareholders in CREST	as soon as possible after 8.00 a.m. on 29 March
Placing Admission and commencement of dealings in Placing Shares	8.00 a.m. on 1 April
Recommended latest time for requesting withdrawal of Open Offer Entitlements from CREST	4.30 p.m. on 9 April
Recommended latest time for depositing Open Offer Entitlements into CREST	3.00 p.m. on 12 April
Latest time and date for splitting of Application Forms (to satisfy bona fide market claims only)	3.00 p.m. on 13 April
Latest time and date for receipt of completed Application Forms, and payment in full under the Open Offer or settlement of relevant CREST instructions (as appropriate)	11.00 a.m. on 15 April
Announcement of result of Open Offer	15 April
Open Offer Admission and commencement of dealings in Open Offer Shares	8.00 a.m. on 21 April
CREST members' accounts credited in respect of Open Offer Shares in uncertificated form	as soon as possible after 8.00 a.m. on 21 April
Despatch of share certificates in respect of Open Offer Shares	30 April

All times are London times and each of the times and dates are subject to change. If any of the details contained in the timetable above should change, the revised times and dates will be notified by means of an announcement through a Regulatory Information Service.

#### DEFINITIONS

"Act" the Companies Act 2006 of the Isle of Man (as amended);

"AIM"	the market of that name operated by the London Stock Exchange;
"AIM Rules"	the AIM Rules for Companies;
"Applicant"	a Qualifying Shareholder or a person entitled by virtue of a <i>bona fide</i> market claim who lodges an Application Form or submits a valid USE instruction in CREST in connection with the Open Offer;
"Application Form"	the application form enclosed with the Circular for use by Qualifying Non-CREST Shareholders in connection with the Open Offer;
"Articles"	the articles of association of the Company for the time being;
"Cairn"	Cairn Financial Advisers LLP, the Company's Nominated Adviser;
"Company" or "Adams"	Adams plc;
"Directors" or "Board"	the directors of the Company being Michael Bretherton, Nicholas Woolard and Andrew Mitchell;
"Directors' Participation"	the subscription by Michael Bretherton and Andrew Mitchell, both Directors of the Company, for 1,385,000 and 308,000 Placing Shares respectively pursuant to the Placing;
"Enlarged Share Capital"	the entire issued ordinary share capital of the Company following completion of the Placing and Open Offer;
"Euroclear"	Euroclear UK & Ireland Limited, the operator of CREST;
"Ex-Entitlement Date"	the date on which the Existing Ordinary Shares are marked "ex" for entitlement under the Open Offer;
"Existing Ordinary Shares"	the existing ordinary shares of £0.01 each in the capital of the Company in issue as at the date of this announcement;
"FCA"	the Financial Conduct Authority;
"FSMA"	the Financial Services and Markets Act 2000 (as amended);
"Issue Price"	6.5 pence per Placing Share and per Open Offer Share;

"Irrevocable Undertakings"	the irrevocable undertakings by Richard Griffiths and David Richardson to take up their Open Offer Entitlements in full;
"London Stock Exchange"	London Stock Exchange plc;
"New Ordinary Shares"	the Placing Shares and the Open Offer Shares;
"Official List"	the Official List of the United Kingdom Listing Authority;
"Open Offer"	the conditional offer to Qualifying Shareholders, constituting an invitation to apply for Open Offer Shares on the terms and subject to the conditions set out in the Circular and, in the case of Qualifying Non-CREST Shareholders, in the Application Form;
"Open Offer Admission"	the effective admission of the Open Offer Shares to trading on AIM
"Open Offer Entitlement"	the entitlement to apply for Open Offer Shares pursuant to the Open Offer;
"Open Offer Shares"	up to 61,914,924 Ordinary Shares to be issued pursuant to the Open Offer;
"Ordinary Shares" or "Shares"	ordinary shares of £0.01 each in the Company;
"Overseas Shareholders"	shareholders who are resident in or a citizen or national of any country outside the United Kingdom;
"Panel"	the Panel on Takeovers and Mergers;
"Peterhouse"	Peterhouse Capital Limited, the Company's broker;
"Placing"	the placing by Peterhouse on behalf of the Company of the Placing Shares at the Issue Price;
"Placing Admission"	the effective admission of the Placing Shares to trading on AIM;
"Placing Shares"	the 8,650,000 new Ordinary Shares which have been conditionally placed with new investors pursuant to the Placing;
"Placees"	those persons who have conditionally agreed to subscribe for Placing Shares;
"Prospectus Regulation Rules"	the Prospectus Regulation Rules made by the Financial Conduct Authority of the United Kingdom ("FCA") pursuant to sections 73A(1) and (4) of FSMA;
"Proposals"	the Placing and the Open Offer;



"Qualifying CREST Shareholders"	Qualifying Shareholders holding Existing Ordinary Shares in a CREST account;
"Qualifying Non-CREST Shareholders"	Qualifying Shareholders holding Existing Ordinary Shares in certificated form;
"Qualifying Shareholders"	shareholders whose Existing Ordinary Shares are on the register of members of the Company at the close of business on the Record Date with the exclusion (subject to exemptions) of persons with a registered address or located or resident in any of the Restricted Jurisdictions;
"Receiving Agent"	Share Registrars Limited;
"Record Date"	close of business on 25 March 2021;
"Restricted Jurisdiction"	each and any of Australia, Canada, Japan, United States, the Republic of South Africa and any other jurisdiction where the extension or availability of the Open Offer would breach applicable law;
"Shareholders"	holders of Existing Ordinary Shares, and the term "Shareholder" shall be construed accordingly; and
"USE"	unmatched stock event.

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