

RNS Number : 5505P  
Auctus Growth Plc  
22 August 2014

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE  
OR IN PART IN OR INTO THE UNITED STATES, AUSTRALIA,  
CANADA OR JAPAN**

This announcement is an advertisement and not a prospectus. This announcement is not an offer for sale, or a solicitation of an offer to acquire, securities in any jurisdiction, including in or into the United States, Canada, Australia, or Japan. Investors should not subscribe for or purchase any transferable securities referred to in this announcement except on the basis of information in the prospectus (the "Prospectus") to be published by the Company in due course in connection with the admission of its ordinary shares (the "Ordinary Shares") to the Official List of the Financial Conduct Authority (the "FCA") (by way of a standard listing under Chapter 14 of the listing rules published by the UK Listing Authority under section 73A of FSMA as amended from time to time (the "Listing Rules")) and to trading on the London Stock Exchange plc's (the "London Stock Exchange") main market for listed securities (the "Admission"). Copies of the Prospectus will, following publication, be available from the Company's registered office: 18 Pall Mall, London SW1Y 5LU and at <http://www.morningstar.co.uk/uk/NSM>. The Prospectus will, following publication, also be available on the Company's website <http://www.auctusgrowthplc.co.uk/documents/>.

**Auctus Growth PLC - Initial Public Offering**

**22 August 2014**

Auctus Growth plc ("Auctus" or the "Company") is pleased to announce the results of its successful placing of 2,440,000 Ordinary Shares (the "Placing") to a list of professional investors and institutions and the initial public offering of its entire share capital, being 2,440,000 Ordinary Shares.

Auctus has raised gross proceeds of £1,220,000.

Auctus has been formed to undertake an acquisition of a target company or business. The Company's efforts in identifying a prospective target company or business will not be limited to a particular sector or geographic region. However, the Company expects to draw on the extensive experience of the Company's founders and its board in sourcing and successfully executing such transactions. The

Company is targeting a significant deal; accordingly a listing on the Official List of the FCA, as opposed to a junior market, matches the future ambitions of the Company in terms of scale, quality and appreciation in shareholder value.

It is expected that admission to a Standard Listing on the Official List of the FCA will become effective and unconditional dealings in the Ordinary Shares on the London Stock Exchange's main market for listed securities will commence at 8.00 a.m. today under the ticker symbol "AUCT". In addition to the allotments referred to in the Prospectus published by the Company in respect of the placing:

1. Nathan Anthony Steinberg has today subscribed for 25,000 Ordinary Shares as part of the Placing, constituting 1.02 percent. of the issued share capital of the Company.

2. Arlington Group Asset Management Limited ("Arlington") have today subscribed for 29,000 Ordinary Shares as part of the Placing, constituting 1.19 per cent. of the issued share capital of the Company. This has increased Arlington's aggregate percentage shareholding to 5.29 percent.

### **Contact Details**

Directors: Malcolm Burne, Charlie Cannon-Brookes

0207 389 5010

Company secretary: Ross Ainger

[rainger@agam.co.uk](mailto:rainger@agam.co.uk)

020 7389 5010

### **Background**

The Company has been formed to undertake an acquisition of a target company or business. The Company does not have any specific acquisition under consideration and does not expect to engage in substantive negotiations with any target company or business until after Admission. There is no specific expected target value for the Acquisition and the Company expects that any funds not used for the Acquisition will be used for future acquisitions, internal or external growth and expansion, and working capital in relation to the acquired company or business.

Following completion of the Acquisition, the objective of the Company will be to operate the acquired business and implement an operating strategy with a view to generating value for its Shareholders through operational improvements as well as potentially through additional complementary acquisitions following the Acquisition. Following the Acquisition, the Company intends to seek re-admission of the enlarged group to listing on the Official List and trading on the London Stock Exchange or admission to another stock exchange.

The Company's efforts in identifying a prospective target company or business will not be limited to a particular industry or geographic region. The Founders and the Board have extensive experience in sourcing

and executing transactions in numerous sectors such as life sciences, resources and technology. Generally the Company would prefer to acquire a business with above average growth prospects.

### **Business strategy and execution**

The Directors have a large network of corporate finance and investment brokers and have collectively sourced, initiated, managed and floated a number of companies over a long period. They have worked with the senior city institutions, investment bankers and have been involved in reconstructions, mergers and acquisitions and corporate transactions of various sizes in various industries. They have global experience in sourcing deal flow. They intend to use this experience in conjunction with their contacts and advisers to target a suitable Acquisition candidate.

### **The Directors**

#### **Malcolm Alec Burne**

Malcolm started his career in stock broking as an equity analyst and then later as investment editor of The Financial Times and Telegraph group. He has managed and controlled fund management, venture capital and investment banking companies in Australia, Hong Kong and North America. Malcolm has been a director of over twenty international companies. He was the founder of resources stockbroker, publicly quoted Ambrian Capital plc; the former chairman of Australian Bullion Company; the founder and non-executive chairman of Golden Prospect Precious Metals Limited; he also currently acts as an advisor to Altus Resources Fund, an investment company focused on the natural resources sector and is a director of Arlington Group Asset Management Limited.

#### **Charlie Cannon-Brookes**

Charlie is the Investment director of FCA authorised Arlington Group Asset Management Limited and has been active in a variety of investment management and corporate finance transactions since its acquisition in 2004/2005. For the previous five years (2000 - 2005), he ran Arlington Group Plc's proprietary trading book, managing all of its public equity exposure. He has extensive fund management experience and has advised and sat on the board of a number of other funds, trusts and companies in a non-executive capacity.

#### **Nathan Anthony Steinberg**

Nathan Steinberg, FCA, FCCA, TEP, is a partner in the London accountancy practice of Munslovs LLP and has considerable public company experience. He previously served as the finance director of Pan African Resources plc and as the chairman of East West Resources plc. He is an experienced corporate and financial adviser and is a member of Council of the Institute of Chartered Accountants in England and Wales.

### **The Founders**

The founders of Auctus are the board members and owners of FCA authorised and regulated Arlington Group Asset Management Limited.

They are Malcolm Burne; Charlie Cannon-Brookes and Richard Lockwood.

### **Richard Lockwood**

Richard is a director of Arlington Group Asset Management Limited. He was previously the senior resource fund manager at CQS Asset Management Ltd having merged his New City Investment Management group with CQS in 2007. Prior to that, he was a senior fund manager at Invesco and a partner at Hoare Govett with responsibility for the mining department. He has held fund management positions at City Merchants High Yield Trust Plc, New City High Yield Fund Limited, City Natural Resources High Yield Trust plc and Geiger Counter Ltd. Richard has extensive experience in the financial securities markets in the United Kingdom, Australia, and South Africa and a number of his previous funds have achieved long term, top quartile ranked performance.

### **IMPORTANT NOTICE:**

*This announcement does not contain or constitute an offer of, or the solicitation of an offer to buy or subscribe for, securities to any person in any jurisdiction, including the United States, Australia, Canada or Japan. The securities referred to herein have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state or other jurisdiction of the United States or under applicable securities laws of Australia, Canada or Japan and may not be offered or sold within, into or in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws or to or for the account or benefit of persons in the United States, Australia, Canada or Japan or any other jurisdiction where such offer or sale would violate the relevant securities laws of such jurisdiction. The Company is not and does not intend to become an "investment company" within the meaning of the U.S. Investment Company Act of 1940, as amended (the "U.S. Investment Company Act"), and is not engaged and does not propose to engage in the business of investing, reinvesting, owning, holding or trading in securities. Accordingly, the Company is not and will not be registered under the U.S. Investment Company Act and Investors will not be entitled to the benefits of that Act.*

*This announcement is an advertisement and does not constitute or form part of, and should not be construed as, an offer to sell or issue, or a solicitation of any offer to buy or subscribe for, any securities, nor should it or any part of it form the basis of, or be relied on in connection with, any contract or commitment whatsoever. This announcement is not a prospectus. Investors should not subscribe for or purchase any securities referred to in this announcement except on the basis of information in the Prospectus to be issued in due course by the Company in connection with the admission of the Ordinary Shares to a standard listing on the Official List of the FCA and to trading on the London Stock Exchange plc's main market for listed securities. Copies of the Prospectus will, following publication, be available from the Company's registered office: 18 Pall Mall, London SW1Y 5LU and at <http://www.morningstar.co.uk/uk/NSM>. The Prospectus will, following publication, also be available on the Company's website <http://www.auctusgrowthplc.co.uk/documents/>.*

*In the event of any discrepancy between this announcement and the Prospectus in its final form, the Prospectus will prevail. The information contained in this announcement is for background purposes only. It is not the purpose of this announcement to provide, and you may not rely on this announcement as providing, a complete and comprehensive analysis of the Company's financial or commercial position or prospects.*

*This announcement is directed only at Qualified Investors (i) who 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, (ii) who are high net worth bodies corporate, unincorporated associations and partnerships and trustees of high value trusts as described in Article 49(2) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005; or (iii) to whom it may otherwise lawfully be communicated (all such persons in (i) to (iii) inclusive together being referred to as "Relevant Persons"). Under no circumstances should persons of any other description rely or act upon the contents of this announcement.*

*The date of Admission may be influenced by things such as market conditions. There is no guarantee that Admission will occur and you should not base your financial decisions on the Company's intentions in relation to Admission. Securities to which this announcement relates may expose an investor to a significant risk of losing all of the amount invested. Persons considering an investment in such securities should consult an authorised person specialising in advising on such securities. This announcement does not constitute a recommendation concerning the Placing. The value of shares can decrease as well as increase. Potential investors should consult a professional advisor as to the suitability of the Placing for the person concerned. Past performance is not a guide to future performance.*

*The Placing and the distribution of this announcement and other information in connection with the Placing in certain jurisdictions may be restricted by law 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.*

#### FORWARD LOOKING STATEMENTS

*This Document includes statements that are, or may be deemed to be, "forward-looking statements". In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including the terms "targets", "believes", "estimates", "anticipates", "expects", "intends", "may", "will", "should" or, in each case, their negative or other variations or comparable terminology. They appear in a number of places throughout the Document and include statements regarding the intentions, beliefs or current expectations of the Company and the Board of Directors concerning, among other things: (i) the Company's objective, acquisition and financing strategies, results of operations, financial condition, capital resources, prospects, capital appreciation of the Ordinary Shares and dividends; and (ii) future deal flow and implementation of active management strategies, including with regard to the Acquisition. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the*

future. Forward-looking statements are not guarantees of future performance. The Company's actual performance, results of operations, financial condition, distributions to shareholders and the development of its financing strategies may differ materially from the forward-looking statements contained in this Document. In addition, even if the Company's actual performance, results of operations, financial condition, distributions to shareholders and the development of its financing strategies are consistent with the forward-looking statements contained in this Document, those results or developments may not be indicative of results or developments in subsequent periods. Important factors that may cause these differences include, but are not limited to:

- the Company's ability to identify suitable acquisition opportunities or the Company's success in completing an Acquisition;
- the Company's ability to ascertain the merits or risks of the operations of a target company or business;
- the Company's ability to deploy the Net Proceeds on a timely basis;
- the availability and cost of equity or debt capital for future transactions;
- currency exchange rate fluctuations, as well as the success of the Company's hedging strategies in relation to such fluctuations (if such strategies are in fact used); and
- legislative and/or regulatory changes, including changes in taxation regimes.

Prospective Investors should carefully review the "Risk Factors" section of this Document for a discussion of additional factors that could cause the Company's actual results to differ materially, before making an investment decision. For the avoidance of doubt, nothing in this paragraph constitutes a qualification of the working capital statement contained in "Part IX -Additional Information".

Forward-looking statements contained in this Document apply only as at the date of this Document. Subject to any obligations under the Listing Rules, the Disclosure and Transparency Rules and the Prospectus Rules, the Company undertakes no obligation publicly to update or review any forward-looking statement, whether as a result of new information, future developments or otherwise.

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

END