

Market Tech Holdings Limited - MKT
Block listing of shares

Released 11:22 15-Jun-2017

RNS Number : 1999I
Market Tech Holdings Limited
15 June 2017

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FOR IMMEDIATE RELEASE

15 June 2017

Market Tech Holdings Limited

("Market Tech")

Block listing of shares

BACKGROUND

On 19 May 2017 LabTech Investments Ltd ("**LabTech**") published and posted to Market Tech shareholders an offer document (the "**Offer Document**") containing the full terms and conditions of its recommended cash offer to acquire the entire issued and to be issued ordinary share capital of Market Tech not already directly or indirectly owned by it (the "**Offer**").

BLOCK LISTING

The Board announces that an application has been made to the UK Listing Authority (the "**UKLA**") and the London Stock Exchange for the block listing of 1,306,933 Market Tech Shares which will, when issued, rank pari passu with the existing ordinary shares of 10 pence Market Tech (the "**Market Tech Shares**") (the "**Block Listing**"). The Block Listing will be used for the purpose of satisfying options exercised pursuant to the Market Tech long term incentive plan.

It is expected that the Block Listing will become effective on 16 June 2017 and will be in effect until 8:00 a.m. on 10 July 2017 when the listing of the Market Tech Shares on the standard listing segment of the Official List and of the trading in Market Tech Shares on the on the London Stock Exchange's Main Market for listed securities are expected to be cancelled.

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Important Notices relating to Financial Advisers

Rothschild, which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting as exclusive financial adviser to Market Tech and no one else in connection with the Offer. In connection with such matters, Rothschild, its affiliates and their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to any other person for providing the protections afforded to their clients or for providing advice in relation to the Offer, the contents of this announcement or the Offer Document or any other matter referred to therein.

Shore Capital, which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for Market Tech and no one else in connection with the Offer. In connection with such matters, Shore Capital, its affiliates and their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to any other person for providing the protections afforded to their clients or for providing advice in relation to the Offer, the contents of this announcement or the Offer Document or any other matter referred to therein.

Canaccord Genuity, which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for Market Tech and no one else in connection with the Offer. In connection with such matters, Canaccord Genuity, its affiliates and their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to any other person for providing the projections afforded to their clients or for providing advice in relation to the Offer, the contents of this announcement or the Offer Document or any other matter referred to therein.

Further information

This announcement is not intended to, and does not, constitute or form part of any offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Offer or otherwise, in which such offer or solicitation is unlawful. The Offer will be effected solely through the Offer Document and, in respect of Market Tech Shares held in certificated form, the Form of Acceptance, which contains the full terms and conditions of the Offer, including details of how the Offer may be accepted. Any decision in respect of, or other response to, the Offer should be made only on the basis of the information contained in those documents. Market Tech Shareholders are advised to read the formal documentation in relation to the Offer carefully once it has been dispatched.

Forward looking statements

This announcement and the documents relating to the Offer contain statements that are or may be forward-looking statements. All statements other than statements of historical facts included in this announcement and the documents relating to the Offer may be forward-looking statements. Without limitation, any statements preceded or followed by or that include the words "targets", "plans", "believes", "expects", "aims", "intends", "will", "should", "could", "would", "may", "anticipates", "estimates", "synergy", "cost-saving", "projects", "goal", "asset values" or "strategy" or, words or terms of similar substance or the negative thereof, are forward-looking statements. Forward-looking statements include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, asset values, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of LabTech's or Market Tech's operations and potential synergies resulting from the Offer; and (iii) the effects of government regulation on LabTech's or Market Tech's respective businesses.

These forward-looking statements are not guarantees of future financial performance. Except as expressly provided in this announcement, they have not been reviewed by the auditors of LabTech or Market Tech. Such forward-looking statements involve known and unknown risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors could cause actual results to differ materially from those projected or implied in any forward-looking statements. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date hereof. All subsequent oral or written forward-looking statements attributable to LabTech or Market Tech or any of their respective members, directors, officers or employees or any persons acting on their behalf are expressly qualified in their entirety by the cautionary statement above. LabTech and Market Tech disclaim any obligation to update any forward-looking or other statements contained herein, except as required by applicable law.

No Profit Forecast

No statement in this announcement is intended to constitute a profit forecast for any period, nor should any statements be interpreted to mean that earnings or earnings per share will necessarily be greater or less than those of the preceding financial periods of Market Tech.

Disclosure Requirements of the Takeover Code

Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1 per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm

(London time) on the 10th Business Day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th Business Day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the Business Day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

Overseas shareholders

The distribution of this announcement in jurisdictions other than the United Kingdom and Guernsey and the ability of the Market Tech Shareholders who are not resident in the United Kingdom or Guernsey to participate in the Offer may be affected by the laws of relevant jurisdictions. Therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom or Guernsey or Market Tech Shareholders who are not resident in the United Kingdom or Guernsey will need to inform themselves about, and observe, any applicable legal or regulatory requirements. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. Further details in relation to overseas shareholders is contained in the Offer Document.

In particular, copies of this announcement and all documents relating to the Offer are not being, and must not be, directly or indirectly, mailed, transmitted or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction and persons receiving this announcement and any documents relating to the Offer (including, without limitation, agents, nominees, custodians and trustees) must not distribute, send or mail it in, into or from such jurisdiction. Any person (including, without limitation, any agent, nominee, custodian or trustee) who has a contractual or legal obligation, or may otherwise intend, to forward this announcement, any document relating to the Offer and/or any accompanying documents to a jurisdiction outside the United Kingdom or Guernsey should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdiction.

Information Relating to Market Tech Shareholders

Please be aware that addresses, electronic addresses and certain other information provided by Market Tech Shareholders and other relevant persons for the receipt of communications from Market Tech may be provided to LabTech during the offer period as required under Section 4 of Appendix 4 to the Takeover Code.

Publication on Website

A copy of this announcement will be available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, for inspection on Market Tech's website at www.market-tech.com/investors/labtechoffer by no later than 12 noon (London time) on the Business Day following the date of this announcement. For the avoidance of doubt the content of that website is not incorporated into, and does not form part of, this announcement or the Offer Document.

Availability of Hard Copies

Market Tech Shareholders may request a hard copy of any document published on Market Tech's website at www.market-tech.com/investors/labtechoffer in connection with the Offer by submitting a request in writing to the Receiving Agent, Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU or by contacting Capita Asset Services on 0371 664 0321 from within the UK or +44 (0) 371 664 0321 if calling from outside the UK.

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