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**EKF Diagnostics Holdings PLC** 

20 March 2014

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# EKF Diagnostics Holdings plc ("EKF", the "Company" or the "Group")

#### **Result of the Placing**

EKF Diagnostics Holdings plc (AIM: EKF), the point-of-care diagnostics business, announces the successful completion of the Placing announced earlier today. The Company has raised approximately £5.0 million by way of a Firm Placing of 14,285,714 new Ordinary Shares of 1 pence each ("Firm Placing Shares") and approximately £17.0 million by way of a Conditional Placing of 48,571,428 new Ordinary Shares ("Conditional Placing Shares"), together the ("Placing Shares"). The Placing Shares have been placed with certain institutional investors, Participating Directors and Applicable Employees.

The price per Placing Share was set at 35 pence (the "Issue Price") representing a discount of approximately 2.8 per cent. to the closing price on 19 March 2014. The Placing Shares represent approximately 23.0 per cent. of the Company's issued share capital prior to the Placing.

The Firm Placing Shares and Conditional Placing Shares will be credited as fully paid and will rank pari passu in all respects with the existing ordinary shares of EKF, including the right to receive all dividends and other distributions declared, made or paid after Firm Admission and Conditional Placing has occurred respectively.

The Company has applied for the Firm Placing Shares to be admitted to trading on AIM, and it is expected that admission of the Firm Placing Shares will take place at 08:00 a.m. on 26 March 2014. The Company will apply for the Conditional Placing Shares to be admitted to AIM and it is expected that the admission of the Conditional Placing Shares will take place at 08:00 a.m. on 17 April 2014. Following admission of the Firm Placing Shares and the Conditional Placing Shares to trading on AIM, the total number of shares in issue (excluding any Offer Shares) will be 410,628,503 Ordinary Shares.

Any terms in this announcement not explicitly defined herein carry the same meaning as those defined in the announcement of the Proposed Placing earlier today.

#### **Directors' Shareholding**

As part of the Placing, Julian Baines has subscribed for 71,428 Ordinary Shares of 1 pence at the Issue Price. Following this transaction and admission of the Conditional Placing Shares, the shareholding of Julian Baines and persons connected to him is 1,621,955 Ordinary Shares representing approximately 0.40 per cent. of the Company's issued ordinary share capital following the Placing (assuming no take up of the Offer), all of which are held beneficially.

As part of the Placing, David Evans has subscribed for 71,428 Ordinary Shares of 1 pence at the Issue Price. Following this transaction and admission of the Conditional Placing Shares the shareholding of David Evans and persons connected to him is 1,605,753 Ordinary Shares representing approximately 0.39 per cent. of the Company's issued ordinary share capital following the Placing (assuming no take up of the Offer), all of which are held beneficially.

As part of the Placing, Richard Evans has subscribed for 57,142 Ordinary Shares of 1 pence at the Issue Price. Following this transaction, the shareholding of Richard Evans and persons connected to him is 153,842 Ordinary Shares representing approximately 0.04 per cent. of the Company's issued ordinary share capital following the Placing (assuming no take up of the Offer), all of which are held beneficially.

As part of the Placing, Paul Foulger has subscribed for 28,571 Ordinary Shares of 1 pence at the Issue Price. Following this transaction and admission of the Conditional Placing Shares, the shareholding of Paul Foulger and persons connected to him is 3,438,589 Ordinary Shares representing approximately 0.84 per cent. of the Company's issued ordinary share capital following the Placing (assuming no take up of the Offer), all of which are held beneficially.

As part of the Placing, Adam Reynolds has subscribed for 28,571 Ordinary Shares of 1 pence at the Issue Price. Following this transaction and admission of the Conditional Placing Shares, the shareholding of Adam Reynolds and persons connected to him is 3,204,724 Ordinary Shares representing approximately 0.78 per cent. of the Company's issued ordinary share capital following the Placing (assuming no take up of the Offer), all of which are held beneficially.

Additionally, Gordon Hall has today exercised his 600,000 options outstanding in the Company at an exercise price of 1 pence per share and subsequently sold all of his 1,439,282 Ordinary Shares of 1 pence each at the Issue Price. Following this transaction Gordon Hall no longer has an interest in the issued share capital of the Company.

### **Enquiries:**

**EKF Diagnostics Holdings plc** 

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#### About EKF Diagnostics Holdings plc - www.ekfdiagnostics.com

EKF Diagnostics Holdings plc was formed in July 2010 following the acquisition of EKF-diagnostic GmbH for €14.32m and refocused its strategy to one of building a substantial point of care diagnostics business. As part of this strategy, the Group has integrated three further acquisitions, Quotient Diagnostics Limited (acquired in September 2010), Argutus Medical Limited (acquired in December 2010) and Stanbio Laboratory L.P. (acquired in June 2011). In 2013 EKF established a new subsidiary, EKF Molecular Diagnostics Ltd, to focus on molecular and companion diagnostics and acquired 360 Genomics Ltd, a business that owns diagnostics technologies for cancer gene detection.

The Company, with its head office in Cardiff and operations in London, Germany, Poland, Russia, Ireland and the US, is a leading diagnostics business, focussing on the development, production and distribution of chemical reagents and analysers for the testing of Glucose, Lactate, Haemoglobin, Haematocrit and HbA1c.

In March 2011 EKF entered into a distribution agreement with Alere Inc ("Alere"), a global diagnostics company, under which Alere was appointed the exclusive distributor of EKF's CLIA waived Hemo Control device and cuvettes in the US, Canada and United Kingdom. The device is distributed in the US under the name HemoPoint H2.

#### **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 2.1(e) OF DIRECTIVE 2003/71/EC

AS AMENDED, INCLUDING BY THE 2010 PROSPECTUS DIRECTIVE AMENDING DIRECTIVE (DIRECTIVE 2010/73/EU) AND TO THE EXTENT IMPLEMENTED IN THE RELEVANT MEMBER STATE (THE "PROSPECTUS DIRECTIVE"); (2) IF IN THE UNITED KINGDOM, ARE QUALIFIED INVESTORS AND (A) FALL WITHIN ARTICLE 19(5) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005, AS AMENDED (THE "ORDER") OR (B) ARE PERSONS WHO FALL WITHIN ARTICLE 49(2)(a) TO (d) (HIGH NET WORTH COMPANIES, UNINCORPORATED ASSOCIATIONS, ETC.) OF THE ORDER (ALL SUCH PERSONS TOGETHER BEING REFERRED TO AS "RELEVANT PERSONS").

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The distribution of this Announcement and/or the Placing and/or issue of the Placing Shares in certain jurisdictions may be restricted by law. No action has been taken by the Company, Canaccord Genuity or any of their respective affiliates, agents, directors, officers or employees that would permit an offer of the Placing Shares or possession or distribution of this Announcement or any other offering or publicity material relating to such Placing Shares in any jurisdiction where action for that purpose is required. Persons into whose possession this Announcement comes are required by the Company and Canaccord Genuity to inform themselves about and to observe any such restrictions.

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All offers of the Placing Shares will be made pursuant to an exemption under the Prospectus Directive from the requirement to produce a prospectus. 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) does not apply.

The Placing Shares referred to in this Announcement have not been and will not be registered under the Securities Act or under the securities laws of any state or other jurisdiction of the United States, and may not be offered, sold or transferred within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

The Placing Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission or other regulatory authority in the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the Placing or the accuracy or adequacy of this Announcement. Any representation to the contrary is a criminal offence in the United States.

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 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.

This Announcement may contain and the Company may make verbal statements containing "forward-looking statements" with respect to certain of the Company'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 relate to future events and circumstances which are beyond the control of the Company, 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 the Company and its respective affiliates operate, the effect of volatility in the equity, capital and credit markets on the Company's profitability and ability to access capital and credit, a decline in the Company'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 the Company 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 the Company speak only as of the date they are made. Except as required by applicable law or regulation, the Company 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 the Company's expectations with regard thereto or any changes in events, conditions or circumstances on which any such statement is based.

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

The price of shares and any income expected from them may go down as well as up and investors may not get back the full amount invested upon disposal of the shares. Past performance is no guide to 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 the Company's website nor any website accessible by hyperlinks on the Company's website is incorporated in, or forms part of, this Announcement.

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