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EKF Diagnostics Holdings PLC

06 November 2015

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6 November 2015

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

Release of escrow shares to EKF, Waiver of Right to receive earnout consideration shares and waiver of potential warranty claims in connection with the acquisition of Selah Genomics, Inc. ("Selah").

EKF Diagnostics Holdings plc (AIM: EKF), the point-of-care, central laboratory, and molecular diagnostics business, announces that further to its announcement on 20 March 2014 of the acquisition of Selah Genomics, Inc, the Company has entered into an agreement with the majority of the former shareholders of Selah (Majority Shareholders) under which the Majority Shareholders release to EKF certain shares in EKF that had been issued as part of the consideration but held in escrow (Escrow Shares), and also to waive the right to receive any future earnout consideration (Earnout Shares) and EKF agrees to waive any potential claims against the Majority Shareholders (the Agreement).

The Agreement has been signed by the Majority Shareholders who had the right to receive 96.5% of the Escrow Shares and 96.5% of any further Earnout Shares.

In accordance with the Plan of Merger Agreement dated 20 March 2014 (**Merger Agreement**) an escrow account was established which contains 5,835,593 EKF shares. The escrow account was established to satisfy any post completion balances due to EKF and any potential warranty claims (**Escrow Account**).

5,630,032 of the shares held in the Escrow Account will now be sold, with the net proceeds of sale being remitted to EKF, or cancelled in due course.

The remainder of the 205,561 shares in the Escrow Account will be released to the shareholders in Selah who did not enter into the Agreement (**Minority Shareholders**).

To compensate EKF, the four largest Majority Shareholders will collectively either sell 205,561 shares in EKF held by them and transfer the net proceeds of sale to EKF or return them to the Company, free of payment, for cancellation.

The Majority Shareholders waive their entitlement to receive any future Earnout Shares. If EKF is required to issue any Earnout Shares to the Minority Shareholders due to the revenue targets set out in the Merger Agreement being satisfied the four largest Majority Shareholders will indemnify EKF for the issue price of those

additional Earnout Shares.

EKF under the terms of the Agreement has agreed to waive any warranty claims that it has or may have against the Majority Shareholders under the terms of the Merger Agreement.

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About EKF Diagnostics Holdings plc (<u>www.ekfdiagnostics.com</u>)

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 integrated three further acquisitions, Quotient Diagnostics Limited (acquired in October 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, focused on the development, production and distribution of chemical reagents and analysers for the testing of glucose, lactate, haemoglobin, haematocrit and HbA1c.

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

In March 2014, EKF acquired Separation Technology, Inc. a Florida based manufacturer of in vitro diagnostics devices for the haematology testing market. In April 2014 EKF completed the acquisitions of Selah Genomics Inc. a US based developer of molecular diagnostics for personalised medicine and DiaSpect Medical AB., a Swedish based manufacturer of point-of-care haemoglobin analysers.

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