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This announcement is an advertisement and does not constitute a prospectus and investors must subscribe for or purchase any shares referred to in this announcement only on the basis of information contained in the Prospectus and not in reliance on this announcement. Copies of the Prospectus, subject to any applicable law, will shortly be available for viewing at the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> and on the Company's website. This announcement does not constitute, and may not be construed as, an offer to sell or an invitation to purchase investments of any description or a recommendation regarding the issue or the provision of investment advice by any party. No information set out in this announcement is intended to form the basis of any contract of sale, investment decision or any decision to purchase shares in the Company.

1 February 2023

Castelnau Group Limited

Publication of Prospectus

On 23 January 2023, the boards of directors of Dignity plc (the "Dignity") and Yellow (SPC) Bidco Limited (the "Bidco"), a newly formed company indirectly owned or controlled by a consortium comprised joint offerors SPWOne V Limited, Castelnau Group Limited (the "Castelnau" or the "Company") and Phoenix Asset Management Partners Limited (the "PAMP" and, together with SPWOne V Limited and Castelnau, the "Consortium"), announced that they had reached agreement on the terms of a recommended cash offer to be made by Bidco to acquire the entire issued and to be issued share capital of Dignity, other than the Dignity shares already owned or controlled by Castelnau and PAMP (the "Announcement").

Further to the Announcement, Castelnau has today published a prospectus (the "Prospectus") containing details of:

- a proposed issue of up to 133,052,656 new Ordinary Shares to be issued by the Company in connection with the acquisition of Dignity Plc (the "Takeover Offer");
- a proposed issue of up to 32,442,740 Ordinary Shares to be issued by the Company pursuant to the Consortium Rollover;
- a placing of up to 154,000,000 Ordinary Shares at 75.02p (the "Issue Price") per Ordinary Share (the "Placing"); and
- a placing programme for up to 300,000,000 Ordinary Shares and/or C Shares (the "Placing Programme")

The Placing is intended to raise proceeds to assist with the funding of the Company's cash funding obligation pursuant to the Takeover Offer and, if sufficient, further investment in accordance with the Company's investment policy.

The subsequent Placing Programme allows the Company to issue up to a further 300 million Ordinary Shares and/or C Shares (together the "Shares"), in aggregate, in the twelve months from the date of the Prospectus.

Further details of the Placing, including the terms and conditions of the Placing, are contained in the Prospectus. Further information on the Takeover Offer will be contained in the offer document, when published by Bidco.

Gary Channon, CIO of Phoenix Asset Management Partners Limited, commented:

"Buying Dignity is a game changer for Castelnau. It brings together all the best of what Castelnau is about in a transaction that will change our scale and add considerably to upside value. We expect great things of this partnership with Sir Peter Wood and his team, and today's announced capital raise will allow existing and new investors to participate in it."

Expected timetable

Publication of the Prospectus and Placing open	1 February 2023
Latest time and date for receipt of commitments under the Placing	midday on 3 March 2023
Announcement of the results of the Placing	7.00 a.m. on 6 March 2023
Admission and dealings in the Placing Shares commence	8.00 a.m. on the date being two business days following the date on which the Takeover Offer has become or been declared unconditional
Crediting of CREST stock accounts in respect of the Placing Shares	as soon as reasonably practicable on the date of Admission
Where applicable, definitive share certificates despatched in respect of the Placing Shares	within 10 Business Days of Admission

Issues under the Placing Programme

Placing Programme opens

1 February 2023

Placing Programme closes and last date for Shares to be issued pursuant to the Placing Programme

31 January 2024

Notes:

1. *References to times above are to London times unless otherwise specified.*
2. *All times and dates in the expected timetable may be adjusted by the Company. Any material changes to the timetable will be notified via an RIS.*

Publication of Prospectus

A copy of the Prospectus will shortly be available on the Company's website at www.castelnagroup.com, subject to certain access restrictions. A copy of the Prospectus will also be submitted to the National Storage Mechanism and will shortly be available for inspection at <https://www.fca.org.uk/markets/primary-markets/regulatory-disclosures/national-storage-mechanism>.

The information required to be made available to investors in the Company before they invest (the "**Article 23 Disclosures**"), pursuant to the requirements of the FCA Rules implementing the EU Alternative Fund Managers Directive (Directive 2011/61/EU) of the European Parliament and of the Council of 8 June 2011 on Alternative Investment Fund Managers in the United Kingdom and related UK laws (including Commission Delegated Regulation (EU) No 231/2013, as it forms part of UK law by virtue of the European Union (Withdrawal) Act 2018) is available for inspection on the Company's website at www.castelnagroup.com. The information required to be made available to investors in the Company is set out in Chapter 3.2 of the Investment Funds sourcebook of the FCA Handbook.

The Placing

Placing Shares will be issued pursuant to the Placing at an Issue Price of 75.02 pence per Placing Share. The Issue Price is equal to the unaudited Net Asset Value per Share as at 31 December 2022. The maximum number of Placing Shares to be issued under the Placing is 154 million. The Placing has not been underwritten.

The total number of Ordinary Shares to be issued pursuant to the Placing, and therefore the Gross Proceeds, are not known as at the date of this announcement but will be notified by the Company via a Regulatory Information Service announcement and the Company's website prior to Admission.

The Placing is conditional, inter alia, on: (i) the Takeover Offer becoming or being declared unconditional; (ii) Admission having become effective on or before 8.00 a.m. on the date being two business days following the date on which the Takeover Offer has become or been declared unconditional (whereupon an announcement will be made by the Company to a Regulatory Information Service) or such later time and/or date as the Company and Liberum may agree (being not later than 8.00 a.m. on 31 July 2023 or such later date as the Company and Liberum may agree from time to time); and (iii) the Placing Agreement becoming wholly unconditional in respect of the Placing (save as to Admission) and not having been terminated in accordance with its terms at any time prior to Admission.

Application will be made for the Ordinary Shares to be issued pursuant to the Placing to be admitted to trading on the Specialist Fund Segment of the Main Market. It is expected that Admission will become effective and dealings in the Ordinary Shares will commence at 8.00 a.m. on the date being two business days following the date on which the Takeover Offer has become or been declared unconditional. If the Placing is extended, the revised timetable will be notified via a Regulatory Information Service announcement.

In the event that commitments under the Placing exceed the maximum number of Placing Shares available (being 154 million Placing Shares), applications under the Placing will be scaled back at Liberum's discretion (after consultation with the Company and the Investment Manager).

The Placing Programme

The Prospectus also puts in place a Placing Programme providing the Company with the flexibility to issue up to a further 300 million Shares in aggregate.

The Company will have the flexibility to issue Shares on a non-pre-emptive basis where there appears to be reasonable demand for Shares in the market, for example, if the Shares trade at a premium to the Net Asset Value per Share.

The minimum price at which Ordinary Shares will be issued pursuant to the Placing Programme, will be equal to the prevailing published Net Asset Value per Share at the time of issue.

The issues of Shares under the Placing Programme is at the discretion of the Directors. Subsequent Placings may take place at any time prior to the final closing date of 31 January 2024 (or any earlier date on which it is fully subscribed, or otherwise at the discretion of the Directors). An announcement of each Subsequent Placing under the Placing Programme will be released by the Company via a Regulatory Information Service, including details of the number of Shares to be issued and the Placing Programme Price for the Subsequent Placing.

The Placing Programme is not being underwritten and, as at the date of this announcement, the actual number of Shares to be issued under the Placing Programme is not known. The maximum number of Shares available under the Placing Programme should not be taken as an indication of the number of Shares finally to be issued.

Where new Shares are issued pursuant to the Placing Programme, the total assets of the Company will increase by that number of Shares multiplied by the relevant Placing Programme Price less the expenses of such issuance.

The net proceeds of any Subsequent Placing under the Placing Programme are dependent, *inter alia*, on, the level of subscriptions received, the price at which such Shares are issued and the costs of the Subsequent Placing.

The Ordinary Shares issued pursuant to the Placing Programme will rank *pari passu* with the Ordinary Shares then in issue (save for any dividends or other distributions declared, made or paid on the Ordinary Shares by reference to a record date prior to the issue of the relevant Ordinary Shares).

The Placing Programme will be suspended at any time when the Company is unable to issue Shares under any statutory provision or other regulation applicable to the Company or otherwise at the Directors' discretion. The Placing Programme may resume when such conditions cease to exist.

Liberum Capital Limited is acting as financial adviser and sole bookrunner in relation to the Placing and the Placing Programme.

Except where the context requires otherwise, defined terms herein shall have the meanings given to them in the Prospectus.

- Ends

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Important Information

*Liberum Capital Limited ("**Liberum**") is authorised and regulated by the Financial Conduct Authority. Liberum is acting exclusively for the Company in connection with the matters described in this announcement and is not acting for or advising any other person, or treating any other person as its client, in relation thereto and will not be responsible for providing the regulatory protection afforded to its clients or advice to any other person in relation to the matters contained herein. This does not exclude any responsibilities or liabilities of Liberum under the Financial Services and Markets Act 2000 ("**FSMA**") or the regulatory regime established thereunder.*

This announcement is a financial promotion and is not intended to be investment advice. The content of this announcement, which has been prepared by and is the sole responsibility of the Company, has been approved by Phoenix Asset Management Partners Limited solely for the purposes of section 21(2)(b) of the Financial Services and Markets Act 2000 (as amended).

This announcement is not an offer to sell or a solicitation of any offer to buy any securities in the Company in the United States, Australia, Canada, the Republic of South Africa, Japan, or in any other jurisdiction where such offer or sale would be unlawful.

This communication is not for publication or distribution, directly or indirectly, in or into the United States of America. This communication is not an offer of securities for sale into the United States. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States, except pursuant to an applicable exemption from registration. No public offering of securities is being made in the United States.

The Company has not been and will not be registered under the US Investment Company Act of 1940 (the "**Investment Company Act**") and, as such, holders of the Company's securities will not be entitled to the benefits of the Investment Company Act. No offer, sale, resale, pledge, delivery, distribution or transfer of the Company's securities may be made except under circumstances that will not result in the Company being required to register as an investment company under the Investment Company Act.

Moreover, the Company's securities will not be registered under the applicable securities laws of Australia, Canada, the Republic of South Africa, Japan or any member state of the EEA. Subject to certain exceptions, the Company's securities may not be offered or sold in Australia, Canada, the Republic of South Africa, Japan or any member state of the EEA or to, or for the account or benefit of, any national, resident or citizen of, Australia, Canada, the Republic of South Africa, Japan or any member state of the EEA. The Placing and the distribution of this announcement, in certain jurisdictions may be restricted by law and accordingly persons into whose possession this announcement is received are required to inform themselves about and to observe such restrictions.

Neither the content of the Company's website, nor the content on any website accessible from hyperlinks on its website for any other website, is incorporated into, or forms part of, this announcement nor, unless previously published by means of an RIS announcement, should any such content be relied upon in reaching a decision as to whether or not to acquire, continue to hold, or dispose of, securities in the Company.

The information in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. The material contained in this announcement is given as at the date of its publication (unless otherwise marked) and is subject to updating, revision and amendment. In particular, any proposals referred to herein are subject to revision and amendment.

The value of shares and the income from them is not guaranteed and can fall as well as rise due to stock market and currency movements. When you sell your investment you may get back less than you originally invested. Figures refer to past performance and past performance should not be considered a reliable indicator of future results.

This announcement may include statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "anticipates", "expects", "intends", "may", "might", "will" or "should" or, in each case, their negative or other variations or similar expressions. All statements other than statements of historical facts included in this announcement, including, without limitation, those regarding the Company's financial position, strategy, plans, proposed acquisitions and objectives, are forward-looking statements. These forward-looking statements speak only as at the date of this announcement and cannot be relied upon as a guide to future performance.

Forward-looking statements are subject to risks and uncertainties and, accordingly, the Company's actual future financial results and operational performance may differ materially from the results and performance expressed in, or implied by, the statements. These factors include but are not limited to those described in the Prospectus. These forward-looking statements speak only as at the date of this announcement and cannot be relied upon as a guide to future performance. Subject to their respective legal and regulatory obligations (including under the Prospectus Regulation Rules), the Company, PAMP and/or Liberum expressly disclaim any obligations or undertaking to update or revise any forward-looking statements contained herein to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based unless required to do so by law or any appropriate regulatory authority, including FSMA, the Prospectus Regulation Rules, the Disclosure Guidance and Transparency Rules, the Prospectus Regulation and UK MAR.

None of the Company, PAMP and/or Liberum, or any of their respective affiliates, accepts any responsibility or liability whatsoever for, or makes any representation or warranty, express or implied, as to this announcement, including the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of the announcement or its contents or otherwise arising in connection therewith. The Company, PAMP and Liberum, and their respective affiliates, accordingly disclaim all and any liability whether arising in tort, contract or otherwise which they might otherwise have in respect of this announcement or its contents or otherwise arising in connection therewith.

INFORMATION TO DISTRIBUTORS

Solely for the purposes of the product governance requirements contained within PROD 3 of the FCA's Product Intervention and Product Governance Sourcebook (the "**Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the Product Governance Requirements) may otherwise have with respect thereto, the Shares have been subject to a product approval process, which has determined that the Shares to be issued pursuant to the Placing and Subsequent Placings are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in COBS 3.5 and 3.6 of the FCA's Conduct of Business Sourcebook, respectively; and (ii) eligible for distribution through all distribution channels as are permitted by the Product Governance Requirements (the "**Target Market Assessment**").

Notwithstanding the Target Market Assessment, distributors should note that: (a) the price of the Shares may decline and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; (b) an investment in the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other

adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom, and (c) the Shares will be admitted to the Specialist Fund Segment, which is intended for institutional, professional, professionally advised and knowledgeable investors who understand, or who have been advised of, the potential risk from investing in companies admitted to the Specialist Fund Segment. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Initial Issue and/or Subsequent Placings. Furthermore, it is noted that, notwithstanding the Target Market Assessment, Liberum will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of the FCA's Conduct of Business Sourcebook; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Shares.

Each distributor is responsible for undertaking its own Target Market Assessment in respect of the Shares and determining appropriate distribution channels.

UK PRIIPS REGULATION

In accordance with the UK PRIIPs Regulation, a key information document prepared by PAMP in relation to the Ordinary Shares is available on the Company's website: www.castelnaugroup.com. It is the responsibility of each distributor of Ordinary Shares to ensure that its retail clients are provided with a copy of the key information document.

PAMP is the manufacturer of the Ordinary Shares for the purposes of the UK PRIIPs Regulation and neither the Company nor Liberum is a manufacturer for these purposes. Neither the Company nor Liberum makes any representations, express or implied, or accepts any responsibility whatsoever for the contents of the key information document prepared by PAMP in relation to the Ordinary Shares or any other key information document in relation to the Shares prepared by PAMP in the future nor accepts any responsibility to update the contents of any key information document in accordance with the UK PRIIPs Regulation, to undertake any review processes in relation thereto or to provide such key information document to future distributors of Shares. Each of the Company, Liberum and their respective affiliates accordingly disclaim all and any liability whether arising in tort or contract or otherwise which it or they might have in respect of any key information document prepared by PAMP.