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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF THE MARKET ABUSE REGULATION (EU) 596/2014 WHICH FORMS PART OF UK LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 ("UK MAR"). IN ADDITION, MARKET SOUNDINGS (AS DEFINED IN UK MAR) WERE TAKEN IN RESPECT OF CERTAIN OF THE MATTERS CONTAINED IN THIS ANNOUNCEMENT, WITH THE RESULT THAT CERTAIN PERSONS BECAME AWARE OF SUCH INSIDE INFORMATION, AS PERMITTED BY UK MAR. UPON THE PUBLICATION OF THIS ANNOUNCEMENT, THIS INSIDE INFORMATION IS NOW CONSIDERED TO BE IN THE PUBLIC DOMAIN AND SUCH PERSONS SHALL THEREFORE CEASE TO BE IN POSSESSION OF INSIDE INFORMATION.

23 August 2024

Facilities by ADF plc
("Facilities by ADF", "ADF", the "Company" and together with its subsidiaries the "Group")

**Result of Placing, Posting of Circular
and
Notice of General Meeting**

Facilities by ADF (LSE: ADF), the leading provider of premium serviced production facilities to the UK film and high-end television industry, is pleased to announce that, further to the announcement made on 22 August 2024 regarding the Fundraising (the "**Launch Announcement**"), it has conditionally raised gross proceeds of a total of £10.0 million, pursuant to a placing of 20,000,000 Placing Shares at the Issue Price of 50 pence per Placing Share. The Placing was heavily oversubscribed.

In addition, the Selling Shareholders have conditionally sold an aggregate of 20,000,000 Existing Ordinary Shares at the Issue Price pursuant to the Sale.

Further to the announcement made on 22 August 2024 in respect of the Retail Offer to raise up to approximately £0.5 million (before expenses), no part of the Placing or the Sale is conditional on the Retail Offer proceeding or on any minimum take-up under the Retail Offer.

Application will be made for admission of the 20,000,000 Placing Shares and 5,915,357 Consideration Shares in respect of the Acquisition, together with the Retail Offer Shares, to trading on AIM ("**Admission**"). It is expected that that Admission will take place on or around 8.00 a.m. on 10 September 2024 and that dealings in the New Shares, which will rank *pari passu* with the Company's Existing Ordinary Shares, on AIM will commence at the same time.

The Placing, Retail Offer and Acquisition are conditional on, *inter alia*: (i) the passing of the Resolutions by the requisite majority of Shareholders at the General Meeting; and (ii) Admission. The Sale is conditional upon the completion of both the Placing and Acquisition.

The Company will today publish a Circular and Notice of General Meeting convening the General Meeting of the Company to be held at 10 a.m. on 9 September 2024 at the Company's offices at Kitsmead Lane, Longcross, Lyne, Chertsey KT15 0EF. The Circular and Notice of General Meeting will shortly be available from the Company's website at www.facilitiesbyadf.com.

Related party transaction

Business Growth Fund, a substantial shareholder of the Company (as defined in the AIM Rules) has subscribed for 6,600,000 Placing Shares at the Issue Price.

The participation by Business Growth Fund in the Placing constitutes a related party transaction pursuant to Rule 13 of the AIM Rules. The Directors consider, having consulted with Cavendish as the Company's Nominated Adviser, that the terms of the participation by Business Growth Fund in the Placing are fair and reasonable insofar as the independent Shareholders are concerned.

Capitalised terms in this announcement shall have the same meaning as in the Launch Announcement.

The person responsible for arranging the release of this Announcement on behalf of the Company is Marsden Proctor, a Director of the Company.

For further enquiries:

Facilities by ADF plc
Marsden Proctor, Chief Executive Officer
Neil Evans, Chief Financial Officer
John Richards, Chairman

via Alma

Bookrunner)

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The New Shares and Sale Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "**US Securities Act**") or under the applicable state securities laws of the United States and may not be offered or sold directly or indirectly in or into the United States or to or for the account or benefit of any US person (within the meaning of Regulation S under the US Securities Act) (a "**US Person**"). No public offering of the New Shares or Sale Shares is being made in the United States. The New Shares and Sale Shares are being offered and sold outside the United States in "offshore transactions", as defined in, and in compliance with, Regulation S under the US Securities Act. In addition, the Company has not been, and will not be, registered under the US Investment Company Act of 1940, as amended.

This announcement does not constitute an offer to sell or issue or a solicitation of an offer to buy or subscribe for New Shares or Sale Shares in the United States, Australia, Canada, New Zealand, Japan, the Republic of South Africa, any member state of the EEA or any other jurisdiction in which such offer or solicitation is or may be unlawful. No public offer of the securities referred to herein is being made in any such jurisdiction.

The distribution of this announcement may be restricted by law in certain jurisdictions 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.

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The value of Ordinary 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 is not a reliable indicator of future results. Returns may increase or decrease as a result of currency fluctuations.

Certain statements in this announcement are forward-looking statements which are based on the Company's expectations, intentions and projections regarding its future performance, anticipated events or trends and other matters that are not historical facts. These forward-looking statements, which may use words such as "aim", "anticipate", "believe", "intend", "estimate", "expect" and words of similar meaning, include all matters that are not historical facts. These forward-looking statements involve risks, assumptions and uncertainties that could cause the actual results of operations, financial condition, liquidity and dividend policy and the development of the industries in which the Company's businesses operate to differ materially from the impression created by the forward-looking statements. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Given those risks and uncertainties, prospective investors are cautioned not to place undue reliance on 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. The Company and Cavendish expressly disclaim any obligation or undertaking to update or revise any forward-looking statements contained herein to reflect actual results or any change in the assumptions, conditions or circumstances on which any such statements are based unless required to do so by the Financial Conduct Authority, the London Stock Exchange or applicable law.

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Any indication in this announcement of the price at which the Ordinary Shares have been bought or sold in the past cannot be relied upon as a guide to future performance. Persons needing advice should consult an independent financial adviser. 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 or target dividend per share of the Company for the current or future financial years would necessarily match or exceed the historical published earnings or dividends per share of the Company.

Neither the content of the Company's website (or any other website) nor the content of any website accessible from hyperlinks on the Company's website (or any other website) is incorporated into or forms part of this announcement. The New Shares and Sale Shares to be issued or sold (as applicable) pursuant to the Placing, the Acquisition and the Sale will

not be admitted to trading on any stock exchange other than the London Stock Exchange.

Information to Distributors

UK product governance

Solely for the purposes of the product governance requirements contained within Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (the "UK Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the UK Product Governance Requirements) may otherwise have with respect thereto, the New Shares and the Sale Shares have been subject to a product approval process, which has determined that such securities are: (i) compatible with an end target market of investors who meet the criteria of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in paragraph 3 of the FCA Handbook Conduct of Business Sourcebook; and (ii) eligible for distribution through all distribution channels (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, distributors (for the purposes of UK Product Governance Requirements) should note that: (a) the price of the New Shares and the Sale Shares may decline and investors could lose all or part of their investment; (b) the New Shares and the Sale Shares offer no guaranteed income and no capital protection; and (c) an investment in the New Shares and/or the Sale 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. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Placing and/or the Sale. Furthermore, it is noted that, notwithstanding the Target Market Assessment, Cavendish 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 Chapter 9A or 10A respectively of the FCA Handbook 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 New Shares and/or the Sale Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the New Shares and the Sale Shares and determining appropriate distribution channels.

EEA product governance

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures in the European Economic Area (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the New Shares and the Sale Shares have been subject to a product approval process, which has determined that the New Shares and the Sale Shares are: (i) compatible with an end target market of (a) retail investors, (b) investors who meet the criteria of professional clients and (c) eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "EU Target Market Assessment"). Notwithstanding the EU Target Market Assessment, distributors should note that: the price of the New Shares and the Sale Shares may decline and investors could lose all or part of their investment; the New Shares and the Sale Shares offer no guaranteed income and no capital protection; and an investment in the New Shares and/or the Sale 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. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Placing and the Sale. Furthermore, it is noted that, notwithstanding the EU Target Market Assessment, Cavendish will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the EU Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; 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 New Shares and/or the Sale Shares.

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