

This announcement contains inside information as stipulated under the UK version of the Market Abuse Regulation (EU no. 596/2014) as it forms part of UK law by virtue of the European Union (Withdrawal) Act 2018 (as amended from time to time) ("MAR").

LEI: 2138004TJJJSFYCWP10
16 January 2025

Distribution Finance Capital Holdings plc
(the "Company" together with its subsidiaries the "Group")

Share Buyback Programme

Distribution Finance Capital Holdings plc, a specialist bank providing working capital solutions to dealers and manufacturers across the UK, is pleased to announce the commencement of a share buyback programme ("**Share Buyback Programme**") to purchase ordinary shares of £0.01 each in the capital of the Company ("**Ordinary Shares**") up to a maximum aggregate consideration of the lower of either £5 million or 17.5 million Ordinary Shares (c.10 per cent. of the issued share capital of the Company) ("**Maximum Amount**").

As announced in the Group's trading update earlier today, the Share Buyback Programme is being initiated due to the Board's belief that the current share price materially undervalues the Group's future prospects and its intrinsic earnings potential, and in order to further enhance shareholder returns.

The Group has entered into an agreement with its broker Panmure Liberum Limited ("**Panmure Liberum**") to carry out purchases of its Ordinary Shares under the Share Buyback Programme on its behalf. Panmure Liberum will manage the purchases on a discretionary basis, purchasing Ordinary Shares on the London Stock Exchange within certain pre-set parameters over the Share Buyback Programme up to the Maximum Amount.

In addition to the authority granted by the Company's shareholders at the Annual General Meeting ("**AGM**") held on 5 June 2024, the Group has sought regulatory approval from the Prudential Regulation Authority to undertake the Share Buyback Programme, which has now been received, to purchase up to 17.5 million Ordinary Shares (c.10 per cent. of the Company's issued share capital).

In line with the authority given at the 2024 AGM, the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall not be more than the higher of: (i) an amount equal to 105% of the average middle market quotations for an Ordinary Share, as derived from the AIM Appendix to the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which the Ordinary Share is purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share as derived from the trading venue where the purchase is carried out. Any Ordinary Shares acquired as a result of the Share Buyback Programme will be held in treasury.

Shareholders should be aware that the Share Buyback Programme may on any given trading day represent a significant portion of the daily traded volume in the Group's Ordinary Shares on the London Stock Exchange, and may exceed 25% (but will not exceed 50%) of the average daily traded volume on the London Stock Exchange. Accordingly, the Group may not benefit from the exemption contained in Article 5(1) of MAR.

The Group has authorised the Share Buyback Programme to commence from today and will continue until the earlier of: (i) the date on which the Maximum Amount payable by the Company has been reached, and (ii) 30 June 2025, conditional on the share buyback authority being renewed at the Company's 2025 AGM.

Any market purchase of Ordinary Shares pursuant to the Share Buyback Programme will be announced no later than 7:30am (UK time) on the business day following the day on which the purchase occurred.

The Group confirms that it currently has no inside information.

The person responsible for arranging the release of this announcement on behalf of the Company is Karen D'Souza (Company Secretary).

For further information contact:

Distribution Finance Capital Holdings plc

Carl D'Amassa - Chief Executive Officer

+44 (0) 161 413 3391

Kam Bansil - Head of Investor Relations

+44 (0) 7779 229508

<http://www.dfcapital-investors.com>

Panmure Liberum Limited (Nomad and Broker)

+44 (0) 203 100 2000

Chris Clarke

William King

This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact rns@seg.com or visit www.ms.com.

RNS may use your IP address to confirm compliance with the terms and conditions, to analyse how you engage with the information contained in this communication, and to share such analysis on an anonymised basis with others as part of our commercial services. For further information about how RNS and the London Stock Exchange use the personal data you provide us, please see our [Privacy Policy](#).

END

MSCFLFSDLIIEIE