



4 February 2026

**Dillistone Group Plc**  
("Dillistone", the "Company" or the "Group")

**Proposed Placing and Subscription**

Dillistone Group Plc (AIM:DSG), the supplier of software and services for recruiters, is pleased to announce its intention to conduct a conditional fundraising to raise gross proceeds of approximately £1.5 million by means of a placing of approximately £0.05 million (the "**Placing**") and a direct subscription of approximately £1.45 million (the "**Subscription**") (together the "**Fundraise**") of new ordinary shares of 5 pence each in the capital of the Company ("**Ordinary Shares**") (the "**New Ordinary Shares**") at a price of 10 pence per Ordinary Share (the "**Issue Price**"). The Issue Price represents a premium of approximately 17.6 per cent. to the closing middle market price of 8.5 pence on 3 February 2026.

An announcement confirming the closing of the Fundraise and the total number of New Ordinary Shares to be issued pursuant to the Fundraise is expected to be made in due course.

The Placing Shares and the Subscription Shares are being issued conditional upon the passing of a resolution to be proposed at a general meeting to be held on or around 20 February 2026. The New Ordinary Shares, assuming full take-up of the Fundraise will represent approximately 42.4 per cent. of the Enlarged Issued Share Capital.

Three Directors of the Company, being Julie Pomeroy, Simon Warburton and Paul Mather have indicated their intention to subscribe for Subscription Shares amounting in aggregate to £40,000.

Under the terms of the Placing and the Subscription, the Company will also issue Warrants over new Ordinary Shares on the basis of one Warrant for every one Placing Share or Subscription Share issued pursuant to the Placing and the Subscription. Each Warrant will entitle the holder to subscribe for one new Ordinary Share at 16.11p per Ordinary Share exercisable between the third and sixth anniversary of Admission and will have a life of six years from the date of Admission. There will also be a provision for a cashless exercise of the Warrants which would result in a reduced number of new warrant shares being issued upon exercise. The Warrants will not be listed on AIM or any other exchange.

**Background to and reasons for the Subscription and Placing**

Over the last few years trading conditions for the Group have been challenging and general sentiment toward listed micro-cap companies has been adverse. As a consequence of these factors the Company's current market capitalisation stands at £1.5 million and the Company has been receiving little or no benefit from its AIM quotation.

The Board has therefore for some time been considering its options for the Company including a sale of the Company or its business, or a delisting from AIM. It has concluded that the best interest of Shareholders is to maintain its AIM quotation. However, the Board has also concluded that simply pursuing a strategy of organic growth in the recruitment technology sector is unlikely to maximise long term shareholder value. Therefore, while the Group remains absolutely committed to its existing business, clients and markets, it plans to adopt a more dynamic strategy to extend its opportunities for growth by embarking on a strategy based on growth through acquisition.

With that in mind, the Company has been in discussion with P&R Investment Management Limited ("**P&R**") for some months with a view to the P&R Real Value fund taking a strategic stake in the business and helping drive a new strategy. The Board is delighted that the P&R Real Value fund (as advised by P&R) has agreed to become a strategic investor (via the P&R Real Value fund) in the Group as it considers that P&R has a proven track record in this area. Matthias Riechert, Managing Director of P&R, and Aakash Vanchi Nath, "co-pilot" of P&R, are expected to join the Board subject to Admission.

Also conditional on Admission, it is expected that Chief Technology Officer Simon Warburton, and Chief Engineering Officer, Steve Hammond will both step down from the Company's board. Both Steve and Simon will remain as directors of our wholly owned subsidiary, Ikeru People Limited

An announcement confirming these changes to the Board will be made in due course.

P&R is an FCA registered investment advisory firm based in London. It advises the P&R Real Value fund, a Luxembourg-domiciled Alternative Investment Fund. The fund's mission is to significantly increase the wealth of its investors, measured by the compound annual growth rate. The fund specialises in long-term value investing, building a concentrated portfolio of 10-20 high-quality, undervalued companies worldwide. It also aims to build a trusting, long-term relationship with all its investee companies.

The P&R Real Value fund (as advised by P&R), along with Maxigendance Limited, Matthias Riechert, Aakash Vanchi Nath and Martin Alipiev are deemed to be acting in concert. As the P&R Concert Party, they are expected to subscribe in aggregate for 9,500,000 New Ordinary Shares which would represent 26.8% of the Company's Enlarged Issued Share Capital.

Assuming full take-up, the fundraise will raise, in aggregate, £1.5 million for the Company (before expenses). In the short term, these funds will be invested to strengthen the balance sheet of the Group, optimising its structure to provide adequate resources to take full advantage of the immediate and global opportunity afforded by Talentis while ensuring the Group's other products continue to contribute even during the current challenging market. In addition, the funds will be used to enhance the platform for the acquisition strategy.

### **Current trading and prospects**

Despite the ongoing economic challenges in the recruitment and executive search sectors, the Group expects to deliver 2025 full year results broadly in line with market expectations for pre-tax profit. As anticipated, revenue for both product groups is likely to be down compared with 2024, with margins expected to rise.

At the time of our Interim results, we talked of signs of progress in the performance of Talentis. This trend has continued. We are delighted to report that exit ARR for Talentis grew by 67% in H2<sup>[1]</sup>. During this period, we have migrated clients from a number of products - including direct competitors - and now have migrated clients in Asia, Australia, Europe and the Americas to Talentis. Feedback from customers has been enthusiastic, with the platform currently boasting a 4.9/5 review on G2<sup>[2]</sup>.

We saw a change in the user base during 2025. Annual or longer subscriptions accounted for 71% of new Talentis users, compared to 22% during 2024. We expect the Talentis platform to grow rapidly in 2026, with an acceleration in the number of clients migrating both from our own existing platforms and those of our competitors.

As expected, the year has seen a further decline in FileFinder user numbers. We are pleased to note, however, that increasing numbers of FileFinder clients are migrating to Talentis and therefore being retained by the Group

Our contingency products are primarily sold to recruitment agencies in the UK, where the market has been challenging, especially in H2. Despite this, new business sales of Infinity are up on FY2024 and attrition has improved.

### *Outlook*

The Directors are excited by what lies ahead in terms of the new strategy and the existing business.

The Directors believe accelerating revenue from Talentis is likely to allow the Group to report in 2026 its first revenue growth since 2022. In addition, operating profits in the Group's trading subsidiary, Ikeru People Limited ("Ikeru") are likely to be ahead of current expectations for 2026, and the Board also expects a significant further improvement in performance at Ikeru to be delivered in 2027 with the potential of Talentis beginning to be realised.

### **Postponement of repayment of 8.15% Convertible Loan Notes**

Pursuant to the Fundraising, the Company has agreed the postponement of the repayment of certain of the 8.15% convertible loan notes ("Loan Notes"), first announced in September 2017 and provided by Mike Love, the former Chairman of Dillistone, and many of the current Directors. Repayment of the principle of the Loan Notes was first postponed in June 2020 until the separate loan, received under the UK Government's Business Interruption Loan scheme ("BIL Loan") was fully repaid. The last payment date for BIL Loan is 8 June 2026. Under the terms of the postponement repayment of the Loan Notes will be postponed until 2 years after the last payment of the BIL Loan. Thus, repayment of the Loan Notes will be postponed until 8 June 2028. Interest on the Loan Notes continues to be paid quarterly.

The following outstanding 8.15% Convertible Loan Note balances will be postponed:

	£
Mike Love	250,000
Giles Fearnley	75,000
Jason Starr	24.250

Person	Amount
Julie Pomeroy	10,000
Simon Warburton	8,000
Paul Mather	7,500

The postponement of the Loan Notes constitutes a related party transaction under AIM Rule 13. The directors independent of the transaction consider, having consulted Zeus, the Company's nominated advisor, that the terms of the postponement of the repayment of the Loan Notes are fair and reasonable in so far as Shareholders are concerned.

### **General Meeting and Circular**

The existing authorities to allot Ordinary Shares for cash and disapply pre-emption rights under section 551 and section 571 of the Companies Act 2006, which the Directors were granted at the Annual General Meeting of the Company held on 4 June 2025, are insufficient to allow the expected total number of New Ordinary Shares to be issued pursuant to the Fundraise. Accordingly, the Fundraise is subject to sufficient further authority to issue and allot the New Ordinary Shares on a non-pre-emptive basis being granted by Shareholders at a General Meeting and is therefore conditional, *inter alia*, on the passing of the Resolution 1 by the Shareholders at the General Meeting which will be proposed in the coming days and is expected to be held on or around 20 February 2026.

A circular containing, *inter alia*, further details of the Fundraise and a notice convening the General Meeting in order to pass the Resolutions (the "Circular"), is expected to be despatched to Shareholders shortly and the Circular, once published, will be made available on the Company's website at [www.dillistonegroup.com](http://www.dillistonegroup.com)

### **Other details in relation to the Fundraise**

The Fundraising is conditional, *inter alia*, on the following:

- Resolution 1 being passed at the General Meeting;
- the Placing Agreement and the Subscription Agreement not having been terminated prior to Admission and becoming unconditional in all respects; and
- Admission having become effective.

Accordingly, if any of such conditions are not satisfied or, if applicable, not waived, the Placing and the Subscription will not proceed.

Neither the Placing nor the Subscription is being underwritten by Zeus Capital Limited ("Zeus") or any other person.

The Placing Agreement contains customary indemnities and warranties from the Company in favour of Zeus together with provisions which enable Zeus to terminate the Placing Agreement in certain circumstances, including circumstances where any of the warranties are found to be untrue, inaccurate or misleading in any material respect.

Subject to the passing of the Resolution 1, application will be made to the London Stock Exchange for Admission of the New Ordinary Shares. It is expected that Admission of the New Ordinary Shares will become effective and that dealings in the New Ordinary Shares will commence on or around 8.00 a.m. on 24 February 2026.

The Placing Shares and the Subscription Shares will be credited as fully paid and will rank pari passu in all respects with the existing Ordinary Shares then in issue, including the right to receive all future distributions, declared, paid or made in respect of the Ordinary Shares from the date of Admission. Assuming full take up of the Placing and the Subscription, the Placing Shares and the Subscription Shares will represent approximately 42.4 per cent. of the Enlarged Share Capital.

### **Expected Timetable Of Principal Events**

	2026
Announcement of the Subscription and Placing	4 February
Circular and Form of Proxy posted to Shareholders	On or around 4 February
Latest time and date for receipt of Forms of Proxy	11 a.m. on 18 February
General Meeting	11 a.m. on 20 February
Admission	8.00 a.m. on 24 February
Expected date for CREST accounts to be credited in respect of the New Ordinary Shares in uncertificated form	24 February

Where applicable, expected date for dispatch of definitive share certificates for New Ordinary Shares in certificated form Within 14 days of Admission as appropriate

Long Stop Date 8:00 a.m. on 4 March

**Definitions**

<b>"£" or "UK pounds sterling"</b>	the lawful currency of the United Kingdom
<b>"acting in concert"</b>	has meaning given to it in the Takeover Code
<b>"Admission"</b>	admission of the New Ordinary Shares being issued pursuant to the Subscription and the Placing to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules
<b>"AIM"</b>	AIM, the market of that name operated by the London Stock Exchange
<b>"AIM Rules"</b>	the rules and guidance for companies whose shares are admitted to trading on AIM entitled "AIM Rules for Companies" published by the London Stock Exchange as amended from time to time
<b>"BIL Loan"</b>	the Company loan under the UK Government's Business Interruption Loan scheme
<b>"Board"</b>	the board of directors of the Company
<b>"Business Day"</b>	a day (other than a Saturday or Sunday) on which commercial banks are open for general business in London, England
<b>"certificated" or "in certificated form"</b>	an Existing Ordinary Share or an Ordinary Share recorded on the Company's share register as being held in certificated form (namely, not in CREST)
<b>"Circular"</b>	a circular containing, inter alia, further details of the Fundraise and a notice convening the General Meeting in order to pass the Resolutions
<b>"Companies Act" or "Act"</b>	the Companies Act 2006 (as amended)
<b>"Company" or "Dillistone"</b>	Dillistone Group Plc, a public limited company incorporated in England and Wales with registered number 4578125 and with its registered office at 9 Cedarwood, Crockford Lane, Chineham Business Park, Basingstoke RG24 8WD
<b>"CREST"</b>	the electronic system for the holding and transferring of shares and other securities in paperless form operated by Euroclear UK & Ireland Limited
<b>"Directors"</b>	the directors of the Company
<b>"Enlarged Issued Share Capital"</b>	the issued share capital of the Company immediately following Admission
<b>"Existing Ordinary Shares"</b>	the Ordinary Shares in issue at the date of this announcement being 20,418,021 Ordinary Shares
<b>"FCA"</b>	the Financial Conduct Authority
<b>"Form of Proxy"</b>	the form of proxy accompanying this document for use in connection with the General Meeting
<b>"FMSA"</b>	the Financial Services and Markets Act 2000 (as amended)
<b>"Fundraising or "Fundraise"</b>	the Subscription and the Placing

<b>"General Meeting"</b>	the general meeting of the Company to be held on or around 20 February 2026 at 11.00 a.m.
<b>"Group"</b>	the Company and its subsidiaries
<b>"Issue Price"</b>	10 pence per New Ordinary Share issued pursuant to the Subscription and Placing
<b>Loan Notes</b>	the £400,000 8.15% Convertible Loan Notes first announced in September 2017
<b>"London Stock Exchange"</b>	London Stock Exchange plc
<b>"New Ordinary Shares"</b>	up to 15,000,000 new ordinary shares of five pence each to be issued pursuant to the Subscription and the Placing
<b>"P&amp;R"</b>	P&R Investment Management Limited, a company incorporated in England and Wales with registered number 08182410 and with its registered office at Lynton House, 7-12 Tavistock Square, London WC1 9BQ
<b>"P&amp;R Concert Party"</b>	for the purpose of the Takeover Code, P&R Real Value fund and certain connected parties
<b>"Placing"</b>	the placing by Zeus on behalf of the Company of the Placing Shares at the Issue Price pursuant to the terms of the Placing Agreement subject to, inter alia, the passing of the Resolution 1 and Admission
<b>"Placing Agreement"</b>	the agreement dated 4 February 2026 between (1) the Company and (2) Zeus relating to the Placing
<b>"Placing Shares"</b>	up to 550,000 new Ordinary Shares to be issued pursuant to the Placing
<b>"Resolutions"</b>	the resolutions to be proposed at the General Meeting
<b>"Shareholders"</b>	holders of Ordinary Shares, each individually being a <b>"Shareholder"</b>
<b>"Subscribers"</b>	those persons expected to subscribe to the Subscription which include the P&R Concert Party and certain Directors of the Company
<b>"Subscription"</b>	the conditional subscription of the Subscription Shares at the Issue Price on the terms and subject to the conditions contained in the Subscription Agreement
<b>"Subscription Agreements"</b>	the conditional agreements between the Company and Subscribers relating to the subscription
<b>"Subscription Shares"</b>	up to 14,450,000 new Ordinary Shares to be issued to the Subscribers pursuant to the Subscription
<b>"Takeover Code"</b>	the City Code on Takeovers and Mergers issued from time to time by or on behalf of the Takeover Panel
<b>"Takeover Panel"</b>	the Panel on Takeovers and Mergers
<b>"uncertificated" or "in uncertificated form"</b>	recorded on the relevant register of Ordinary Shares as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
<b>"United Kingdom" or "UK"</b>	the United Kingdom of Great Britain and Northern Ireland
<b>"Warrants"</b>	warrants to subscribe for new Ordinary Shares to be issued to Placees and subscribers in the Fundraising on the basis of one Warrant for every one New Ordinary Share subscribed

"Zeus"

Zeus Limited, a company incorporated in  
England and Wales with registered number  
04417845 and with its registered office at 82  
King Street, Manchester M2 4WQ

**Enquiries:**

**Dillistone Group Plc**

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This announcement contains inside information for the purposes of Article 7 of the UK version of Regulation (EU) No 596/2014 which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended ("MAR"). Upon the publication of this announcement via a Regulatory Information Service, this inside information is now considered to be in the public domain.

**Notes to Editors:**

Dillistone Group Plc is a leader in the supply and support of software and services to the recruitment industry.  
Dillistone operates through the Ikiru People ([www.IkiruPeople.com](http://www.IkiruPeople.com)) brand.

The Group develops, markets and supports the Talentis, FileFinder, Infinity, Mid-Office, ISV and GatedTalent products.

Dillistone was admitted to AIM, a market operated by the London Stock Exchange plc, in June 2006.

**Learn about our products:**

Talentis Software: <https://www.talentis.global/recruitment-software/>  
Voyager Software: <https://www.voyagersoftware.com>  
Online Timesheets: <https://www.voyagersoftware.com/online-timesheets/>

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[1] Growth in ARR from 30 June 2025 to 31 December 2025

[2] As at 4 February 2026

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