NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, JAPAN OR SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DISTRIBUTE THIS ANNOUNCEMENT.

THIS ANNOUNCEMENT IS NOT A PROSPECTUS (OR PROSPECTUS EQUIVALENT DOCUMENT) AND IS NOT AN OFFER OF SECURITIES FOR SALE, NOR A SOLICITATION OF AN OFFER TO ACQUIRE OR A RECOMMENDATION TO SELL OR BUY SECURITIES, IN ANY JURISDICTION, INCLUDING IN, INTO OR FROM THE UNITED STATES OF AMERICA, AUSTRALIA, CANADA, JAPAN OR THE REPUBLIC OF SOUTH AFRICA. NEITHER THIS ANNOUNCEMENT NOR ANY PART OF IT SHALL FORM THE BASIS OF OR BE RELIED ON IN CONNECTION WITH OR ACT AS AN INDUCEMENT TO ENTER INTO ANY CONTRACT OR COMMITMENT WHATSOEVER.

27 November 2018

# AJ Bell plc ("AJ Bell" or the "Company")

# Announcement of Publication of Price Range Prospectus

Further to its announcement earlier today, AJ Bell, one of the largest UK investment platform providers, confirms that its price range prospectus (the "**Prospectus**") has been approved by the UK Financial Conduct Authority (the "**FCA**") and has now (subject to certain restrictions) been published on the Company's website at <u>https://www.ajbell.co.uk/ipo</u>.

Copies of the Prospectus will also be available from the Company's offices at 4 Exchange Quay, Salford Quays, Manchester, M5 3EE.

The Prospectus has been submitted to the National Storage Mechanism and is available for inspection at <u>http://www.morningstar.co.uk/uk/NSM</u>.

### ENQUIRIES

#### AJ Bell

<ul><li>Shaun Yates, Investor Relations</li><li>Charlie Musson, Media</li></ul>	+44 (0) 752 223 5898 +44 (0) 783 449 9554
Instinctif Partners Public relations adviser to AJ Bell	+44 (0) 207 457 2020
<ul><li>Giles Stewart</li><li>Rachel Cashmore</li></ul>	
Numis Securities Sponsor, financial adviser, sole bookrunner and broker to AJ Bell	+44 (0) 207 260 1000

- James Taylor
- Jamie Loughborough
- Akshman Öri
- Huw Jeremy

## Important notices

Neither this announcement nor the information contained herein nor any copy of it is for publication, distribution or release, in whole or in part, directly or indirectly, in or into or from the United States (including its territories and possessions, any State of the United States and the District of Columbia), Australia, Canada, Japan, the Republic of South Africa or any other jurisdiction where to do so would constitute a violation of the relevant laws of 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.

This announcement shall not form the basis of or constitute any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for any shares in the Company or any other securities nor shall it (or any part of it) or the fact of its distribution, form the basis of, or be relied on in connection with, any contract therefor.

Numis Securities Limited ("Numis") is authorised and regulated in the United Kingdom by the FCA and is acting exclusively for the Company and no one else in connection with the offering of the Company's shares (the "Offer" and the "Shares") and the possible admission of the Company's shares to the premium segment of the Official List of the FCA and to trading on London Stock Exchange plc's main market for listed securities ("Admission"). Numis will not regard any other person (whether or not a recipient of this announcement) as its client in relation to the Offer and Admission and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Numis or for providing any advice in relation to the Offer or Admission, the contents of this announcement or any transaction or arrangement referred to herein.

In connection with the Offer, Numis and any of its affiliates, may take up a portion of the Shares in the Offer as a principal position and in that capacity may retain, purchase or sell for its own account such securities and any Shares or related investments and may offer or sell such Shares or other investments otherwise than in connection with the Offer. Accordingly, references in the Prospectus to Shares being offered or placed should be read as including any offering or placement of Shares to Numis or any of its affiliates acting in such capacity. In addition Numis or its affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which Numis and any of its affiliates may from time to time acquire, hold or dispose of Shares. Numis does not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

Neither Numis nor any of its affiliates accepts any responsibility whatsoever for the contents of this announcement including its accuracy, completeness and verification or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company, the Shares or the Offer, and nothing contained in this announcement is, or shall be relied upon as, a promise or representation in this respect, whether as to the past or the future. Accordingly, apart from the responsibilities and liabilities, if any, which may be imposed on Numis by the Financial Services and Markets Act 2000 or the regulatory regime established thereunder, Numis and each of its affiliates disclaim, to the fullest extent permitted by applicable law, all and any liability whether arising in tort, delict, contract or otherwise which they might otherwise be found to have in respect of this announcement or any such statement. No representation or warranty express or implied, is made by Numis or any of its affiliates as to the accuracy, completeness, verification or sufficiency of the information set out in this announcement will be relied upon as a promise or representation in this respect, whether or not to the past or future.

Securities may not be offered or sold in the United States absent registration under the US Securities Act of 1933 or an exemption from registration and the securities referred to herein have not been and will not be registered under the US Securities Act of 1933 and may not be offered or sold, directly or indirectly, in any form, within or into the United States or for the account or benefit of any person with a registered address in, or who is resident or ordinarily resident in, the United States. No public offering or sale of securities in the United States will be made.

# Information to Distributors

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 (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 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 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 MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, distributors should note that: 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; and 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. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offer. Furthermore, it is noted that, notwithstanding the Target Market Assessment, Numis 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 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 Shares.

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