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ADVERTISEMENT. This announcement is an advertisement for the purposes of Regulation (EU) 2017/1129 (the “Prospectus Regulation”) and the Prospectus Regulation as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 and underlying legislation (the “UK Prospectus Regulation”) relating to the intention of the Company (as defined below) to proceed with the Offering (as defined below) and Admission (as defined below). This announcement does not constitute a prospectus. This announcement is for information purposes only and is not intended to constitute, and should not be construed as, an offer to sell or a solicitation of any offer to buy Offer Shares (as defined below) in any jurisdiction, including the United States, Canada, Australia, South Africa or Japan. An offer to acquire Shares pursuant to the Offering will be made, and any potential investor should make their investment, solely on the basis of information that will be contained in the Prospectus (as defined below). Potential investors should read the Prospectus before making an investment decision in order to fully understand the potential risks and rewards associated with the decision to invest in the Shares. The approval of the Prospectus by the AFM should not be understood as an endorsement of the quality of the Shares and the Company.

Press release 23 April 2021

Allfunds Group Limited Announces listing price of €11.50 per share

Allfunds Group Limited (to be re-registered as a public company limited by shares under the laws of England and Wales and renamed Allfunds Group plc prior to Admission (“Allfunds”, the “Company” and, together with its consolidated subsidiaries, the “Group”)), one of the world’s leading B2B WealthTech platforms, today announces that the ordinary shares (the “Ordinary Shares”) offered by LHC3 Plc (which is indirectly controlled by funds managed by affiliates of Hellman & Friedman LLC and Eiffel Investment Pte Ltd, a nominated investment vehicle of GIC Special Investments Pte Ltd), BNP Paribas Securities Services and Credit Suisse A.G. (together, the “Selling Shareholders”) in the offering on Euronext Amsterdam (the “Offering”) have been priced at €11.50 per share (the “Offer Price”). Listing of and first trading on an ‘as-if-and-when-delivered’ basis in, the Ordinary Shares on Euronext Amsterdam will commence today Friday, 23 April 2021 (the “First Trading Date”).

Offering highlights

- The Offer Price has been set at €11.50, implying a market capitalisation of €7.24 billion.
- Total number of Ordinary Shares sold in the Offering is 163,650,850 (the “Offer Shares”), representing approximately 26.0% of the Company’s issued and outstanding share capital assuming no exercise of the Over-Allotment Option (as defined below). If the Over-Allotment Option is exercised in full, the number of Offer Shares will increase to 188,198,478, representing 29.9% of the Company’s issued and outstanding share capital.
- The Offering represents a value of €1.88 billion assuming no exercise of the Over-Allotment Option, or €2.16 billion assuming the Over-Allotment Option is exercised in full.
- Pursuant to their respective commitments, funds and accounts managed by BlackRock (collectively “BlackRock”), Jupiter Investment Management Limited and Jupiter Asset Management Limited (together “Jupiter”), Mawer Investment Management Ltd (“Mawer”), Lazard Asset Management Limited, for and on behalf of its participating accounts (“Lazard”) and Henderson Global Investors Limited (“Janus Henderson Investors”) (together, the “Cornerstone Investors”) have subscribed for an aggregate amount of €850 million at the Offer Price, consisting of €250 million corresponding to 21,739,130 Ordinary Shares from BlackRock, €200 million corresponding to 17,391,304 Ordinary Shares from Jupiter, €160 million corresponding to 13,913,043 Ordinary Shares from Mawer, €120

million corresponding to 10,434,783 Ordinary Shares from Lazard and €120 million corresponding to 10,434,783 Ordinary Shares from Janus Henderson Investors.

- The Offering was multiple times oversubscribed at the Offer Price with strong demand from institutional investors globally. The Offering consists solely of private placements to certain institutional investors in various jurisdictions. There was and is no public offering in any jurisdiction.
- The Company will not be receiving any proceeds from the Offering, the proceeds of which will be received by the Selling Shareholders.
- Listing of, and first trading in, the Ordinary Shares on an ‘as-if-and-when-delivered’ basis on Euronext Amsterdam under the symbol “ALLFG” will commence today Friday, 23 April 2021.
- The settlement (payment and delivery) of the Offering is expected to take place on Tuesday, 27 April 2021 (the “Settlement Date”).
- The Company, the Selling Shareholders, BNP Paribas Asset Management Holding (an existing shareholder of the Company) (“BNPP AM”) and certain senior managers of the Group have entered into customary lock-up arrangements with the Underwriters (as defined below), restricting their ability to issue, sell or transfer Shares for a period ending 180 days after the Settlement Date for the Company, the Selling Shareholders and BNPP AM, and for a period ending 365 days after the Settlement Date for certain senior managers of the Group, subject to certain exceptions and possible waiver by the Joint Global Coordinators (as defined below).
- BNP PARIBAS, Credit Suisse Securities, Sociedad de Valores, S.A., Citigroup Global Markets Europe AG and Morgan Stanley Europe SE have been appointed as joint global coordinators for the Offering (the “Joint Global Coordinators”). Rothschild & Co is acting as independent IPO advisor to the Company.
- BofA Securities Europe SA, Barclays Bank Ireland PLC, CaixaBank S.A., HSBC Continental Europe S.A., ING Bank N.V., Intesa Sanpaolo S.p.A. and Banco Santander, S.A. have, together with the Joint Global Coordinators, been appointed as Joint Bookrunners for the Offering (together with the Joint Global Coordinators, the “Underwriters”).
- Morgan Stanley Europe SE will act as Stabilisation Manager on behalf of the Underwriters. ING Bank N.V. will act as the listing agent for the admission to listing and trading of the Ordinary Shares.
- This press release also serves as the pricing statement relating to the Offering as required by article 17(2) of the Prospectus Regulation and has been filed with the Netherlands Authority for the Financial Markets (*Autoriteit Financiële Markten*, the “AFM”) and is available on the corporate website of the Company (www.allfunds.com), subject to applicable securities laws.

Juan Alcaraz, Founder and CEO of Allfunds, comments:

“The success of our IPO is testament to the broad belief in Allfunds’ strategy and confidence in the future of the business. Throughout the process we have seen an enthusiastic reception from some of the world’s leading institutional investors and with their support, along with the continued dedication of our employees, we can deliver on our goal of building a leading global WealthTech platform. We will expand our international footprint, deepen relationships across our client base and further scale our Connect platform through continuous innovation and technology investment, delivering digital transformation for the entire wealth and fund management ecosystem as we move in to the next stage of our journey.”

Share capital and major shareholders

Immediately after settlement of the Offering, 629,426,348 Ordinary Shares will be in issue.

Immediately after Settlement of the Offering, LHC3 Plc will hold 298,077,436 Ordinary Shares, representing approximately 47.36% of the issued share capital of the Company (assuming no exercise of the Over-Allotment Option), decreasing to 282,788,984 Ordinary Shares, representing approximately 44.93% of the issued share capital of the Company if the Over-Allotment Option is exercised in full.

Immediately after Settlement of the Offering, BNP Paribas Securities Services will hold 65,145,583 Ordinary Shares, representing approximately 10.35% of the issued share capital of the Company (assuming no exercise of the Over-Allotment Option), decreasing to 59,622,367 Ordinary Shares, representing approximately 9.47% of the issued share capital of the Company if the Over-Allotment Option is exercised in full.

Immediately after Settlement of the Offering, Credit Suisse AG will hold 62,898,575 Ordinary Shares, representing approximately 9.99% of the issued share capital of the Company (assuming no exercise of the Over-Allotment Option), decreasing to 59,162,615 Ordinary Shares, representing approximately 9.40% of the issued share capital of the Company if the Over-Allotment Option is exercised in full.

Immediately after Settlement of the Offering, BNPP AM will hold 39,653,904 Ordinary Shares, representing approximately 6.30% of the issued share capital of the Company, irrespective of whether or not the Over-Allotment is exercised.

Over-allotment option

Morgan Stanley Europe SE acting as stabilisation manager (the “Stabilisation Manager”) on behalf of the Underwriters has been granted an over-allotment option of up to 15% of the Offer Shares (the “Over-Allotment Option”). The Over-Allotment Option consists of 24,547,628 additional Ordinary Shares to be sold by the Selling Shareholders (the “Over-Allotment Shares”). The Over-Allotment Option can be exercised within 30 calendar days after the commencement of conditional dealings in the Offer Shares to cover over-allotments, if any, in connection with the Offering or facilitate stabilisation transactions, if any.

Stabilisation

In connection with the Offering, the Stabilisation Manager (or any of its agents or affiliates) on behalf of the Underwriters, may (but will be under no obligation to), to the extent permitted by applicable laws and regulations, over-allot the Over-Allotment Shares or effect other transactions with a view to supporting the market price of the Ordinary Shares at a higher level than that which might otherwise prevail in the open market. The Stabilisation Manager will not be required to enter into such transactions and such transactions may be effected on any securities market, over-the-counter market, stock exchange (including Euronext Amsterdam) or otherwise and may be undertaken at any time during the period commencing on the first trading date and ending no later than 30 calendar days thereafter. The Stabilisation Manager, or any of its agents or affiliates, will not be obligated to over-allot the Over-Allotment Shares or effect stabilising transactions, and there will be no assurance that stabilising transactions will be undertaken. Such stabilising transactions, if commenced, may be discontinued at any time without prior notice and must be discontinued within 30 days after the commencement of conditional dealings in the Offer Shares. In no event will measures be taken with the intention of stabilising the market price of the Ordinary Shares above the Offer Price. Save as required by law or regulation, neither the Stabilisation Manager nor any of its agents intends to disclose the extent of any over-allotments made and / or stabilisation transactions under the Offering. The Stabilisation Manager may, for purposes of the stabilising transactions, over-allot Shares up to a maximum of 15% of the aggregate number Offer Shares sold in the Offering (excluding Over-Allotment Shares).

Listing and trading

Listing of and first trading in the Ordinary Shares on an ‘as-if-and-when-delivered’ basis on Euronext Amsterdam under the symbol “ALLFG” will commence today Friday, 23 April 2021 at 9.00 CET.

Settlement of the Offering and the start of unconditional trading in the Offer Shares is expected to take place on Tuesday, 27 April 2021.

Risk Factors

Investing in the Company involves certain risks. A description of these risks, which include risks relating to the Company as well as risks relating to the Offering and the Shares is included in the Prospectus. **Any decision to participate in the Offering should be made solely on the basis of the information contained in the Prospectus.**

The Prospectus as approved by the AFM on Friday, 16 April 2021, and this press release are available free of charge on the corporate website of the Company (www.allfunds.com), subject to applicable securities laws.

Earlier announcements related to the Offering

On Wednesday, 7 April 2021, the Company announced its intention to launch an offering and list on Euronext Amsterdam. On Friday, 16 April 2021, the Company announced the launch of the Offering, the indicative price offer price range and maximum offer size for the Offering as well as the publication of the prospectus. The press releases are available on the corporate website of the Company (www.allfunds.com), subject to applicable securities laws.

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This announcement is not for release, distribution or publication, whether directly or indirectly and whether in whole or in part, in or into the United States, Canada, Australia, Japan, South Africa or any other jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.

This announcement is for information purposes only and is not intended to constitute, and should not be construed as, an offer to sell or a solicitation of any offer to buy the Ordinary Shares in any jurisdiction, including the United States, Canada, Australia, Japan or South Africa.

This announcement is not for publication or distribution, directly or indirectly, in or into the United States. This announcement is not an offer of securities for sale into the United States. The Ordinary Shares 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, absent registration or an applicable exemption from registration. The Company has no intention to register any part of the Offering in the United States or make a public offering of securities in the United States.

In the United Kingdom, this announcement and any other materials in relation to the Ordinary Shares is only being distributed to, and is only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, "qualified investors" (as defined under the Prospectus Regulation as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 and underlying legislation) and who are: (i) persons having professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"); or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order and other persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as "relevant persons"). Persons who are not relevant persons should not take any action on the basis of this document and should not act or rely on it.

The Company has not authorised any offer to the public of Ordinary Shares in any Member State of the European Economic Area or the United Kingdom. With respect to any Member State of the European Economic Area and the United Kingdom (each a "Relevant State"), no action has been undertaken or will be undertaken to make an offer to the public of Ordinary Shares requiring publication of a prospectus in any Relevant State. As a result, the Ordinary Shares may only be offered in Relevant States: (i) to any legal entity which is a qualified investor as defined in the Prospectus Regulation or UK Prospectus Regulation; or (ii) in any other circumstances falling within Article 1(4) of the Prospectus Regulation or UK Prospectus Regulation.

For the purpose of this paragraph, the expression "offer of securities to the public" means the communication in any form and by any means of sufficient information on the terms of the Offering and the Ordinary Shares to be offered so as to enable the investor to decide to purchase or subscribe for the Ordinary Shares, the expression "Prospectus Regulation" means Regulation (EU) 2017/1129 and includes any relevant delegated regulations and the expression "UK Prospectus Regulation" means as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018. No action has been taken by the Company or its shareholders that would permit an offer of Ordinary Shares or the possession or distribution of this announcement or any other offering or publicity material relating to such Ordinary Shares in any jurisdiction where action for that purpose is required.

The release, publication or distribution of this announcement in certain jurisdictions may be restricted by law and therefore persons in such jurisdictions into which they are released, published or distributed, should inform themselves about, and observe, such restrictions.

This announcement may include statements, including the Company's financial and operational medium- to long-term objectives that are, or may be deemed to be, "forward-looking statements". These forward-looking statements may be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "targets", "projects", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements reflect the Company's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company's business, results of operations, financial position, liquidity, prospects, growth or strategies. Forward-looking statements speak only as of the date they are made. Each of the Company, its shareholders, the Underwriters and their respective affiliates expressly disclaims any obligation or undertaking to update, review or revise any forward-looking statement contained in this announcement whether as a result of new information, future developments or otherwise.

The price and value of securities may go up as well as down. Persons needing advice should contact a professional adviser.

Information in this announcement or any of the documents relating to the Offering cannot be relied upon as a guide to future performance.

The Underwriters are acting exclusively for the Company and/or the Selling Shareholders and no one else in connection with any offering of Ordinary Shares. They will not regard any other person as their respective clients in relation to any offering of Ordinary Shares and will not be responsible to anyone other than the Company and/or the Selling Shareholders for providing the protections afforded to their respective clients nor for providing advice in relation to any offering of Ordinary Shares, the contents of this announcement or any transaction, arrangement

or other matter referred to herein. None of the Underwriters or any of their respective subsidiary undertakings, affiliates or any of their respective directors, officers, employees, advisers, agents, alliance partners or any other entity or person accepts any responsibility or liability whatsoever for, or makes any representation, warranty or undertaking, express or implied, as to the truth, accuracy, completeness or fairness of the information or opinions in this announcement (or whether any information has been omitted from this announcement) or any other information relating to the group, its subsidiaries 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 this announcement or its contents or otherwise arising in connection therewith. Accordingly, the Underwriters disclaim, to the fullest extent permitted by applicable law, all and any liability, whether arising in tort or contract or that they might otherwise be found to have in respect of this announcement and/or any such statement.

In connection with the Offering, each of the Underwriters and any of their affiliates, may take up a portion of the Ordinary Shares in the Offering as a principal position and, in that capacity, may retain, purchase, sell, offer to sell for its own account such Ordinary Shares and other securities of the Company or related investments in connection with the Offering or otherwise. In addition, each of the Underwriters and any of their affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which each of the Underwriters and any of their affiliates may from time to time acquire, hold or dispose of Ordinary Shares. None of the Underwriters or their affiliates intends to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

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 MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Ordinary Shares subject of the Offering have been subject to a product approval process, which has determined that such Ordinary 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” (for the purposes of the MiFID II Product Governance Requirements) should note that: the price of the Ordinary Shares may decline and investors could lose all or part of their investment; the Ordinary Shares offer no guaranteed income and no capital protection; and an investment in the Ordinary 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 Offering.

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 Ordinary Shares.

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

The Company may decide not to go ahead with the IPO and there is therefore no guarantee that Admission will occur. You should not base your financial decision on this announcement. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing all of the amount invested.