

VTB Capital plc - Pre-Stabilisation Period Announcement

RNS Number:
VTB Capital plc
3 November 2017

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EN+ GROUP PLC

Pre-Stabilisation Period Announcement

VTB Capital plc ('VTB Capital') (contact: Marcus Brown; telephone: +44 20 3334 8661) hereby gives notice as Stabilisation Coordinator, that the Stabilisation Manager(s) named below may stabilise the offer of the following securities in accordance with the Market Abuse Regulation (EU) No 596/2014 and the Commission Delegated Regulation (EU) 2016/1052, with the aim of supporting the market price of such securities during the stabilisation period.

The securities:	
Issuer:	EN+ Group plc
Aggregate nominal amount/Offering size:	107,142,858 Global Depository Receipts ("GDRs") (excluding the over-allotment option)
Description:	GDRs with no par value and with each GDR representing one ordinary share of EN+ Group plc with a par value of U.S.\$0.00007 per ordinary share. ISIN: US29355E2081 / US29355E1091
Offer price:	US\$14
Stabilisation:	
Stabilisation Manager(s):	VTB Capital plc
Stabilisation period expected to start on:	3 rd November, 2017 (approximately 08:00 a.m. London time)
Stabilisation period expected to end no later than:	1 st December, 2017 (close of business)
Existence, maximum size and conditions of use of over-allotment facility/Greenshoe option:	The Stabilisation Manager(s) may over-allot the securities to the extent permitted in accordance with applicable law up to a maximum size of 5,000,000 GDRs
Existence, maximum size, exercise period and conditions of use of over-allotment facility/Greenshoe option:	Basic Element Limited has granted to the Stabilisation Manager the Over-allotment Option, pursuant to which the Stabilisation Manager may purchase additional GDRs of the Issuer up to a maximum of 5,000,000 GDRS
Stabilisation Trading Venue(s):	London Stock Exchange

In connection with the offer of the above securities, the Stabilisation Manager(s), or persons acting on behalf of the Stabilising Manager(s) may over-allot the securities, provided that the aggregate principal amount of the securities allotted does not exceed 10 percent of the aggregate principal amount of the securities, or effect transactions with a view to supporting the market price of the securities at a level higher than that which might otherwise prevail. However, stabilisation may not necessarily occur and any stabilisation action, if begun, may cease at any time, but it must end no later than the earlier of 30 days after the issue date of the securities and 60 days after the date of allotment of the securities. Any stabilisation action or over-allotment shall be conducted in accordance with all applicable laws and rules.

This announcement is for information purposes only and does not constitute an invitation or offer to underwrite, subscribe for or otherwise acquire or dispose of any securities of the Issuer in any jurisdiction. The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy, fairness or completeness.

This announcement is not for publication or distribution, in whole or in part, directly or indirectly, in or into Australia, New Zealand, Japan, South Africa, the Russian Federation, the United States of America (including its territories and possessions, any State of the United States of America and the District of Columbia) (the "United States") or any other jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.

Nothing in this communication shall constitute a public offering or an offer to sell or the solicitation of an offer to buy securities in the United States, Canada, Australia, New Zealand, South Africa, the Russian Federation, or Japan or any jurisdiction in which such offer or sale would be unlawful.

The offer of securities and the distribution of this announcement and other information in connection with the transaction referred to herein may be restricted by law and persons into whose possession this announcement 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 and the offer of the securities to which it relates are only addressed to and directed at persons outside the United Kingdom and persons in the United Kingdom who have professional experience in matters related to investments or who are high net worth persons within Article 12(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 and must not be acted on or relied on by other persons in the United Kingdom.

The securities referred to herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the 'Securities Act'), or under the securities laws of any state or other jurisdiction of the United States. Accordingly, the securities referred to herein may not be offered, sold, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, in or into, the United States absent registration under, or pursuant to an exemption from, the registration requirements of the Securities Act and in compliance with any relevant state securities laws. There will be no public offer of securities in the United States.

The offer and sale of the securities referred to herein in Canada is being made on a private placement basis only and is exempt from the requirement that the issuer prepares and files a prospectus under applicable Canadian securities laws. Accordingly, this announcement and the offer of the securities to which it relates are only addressed to and directed at persons in Canada in the Provinces of Ontario and Quebec that are

purchasing from registered investment dealers or dealers relying on the “international dealer exemption,” and who are “accredited investors,” and “permitted clients,” as defined in applicable Canadian securities laws.

The securities referred to herein have not been registered under the applicable securities laws of Australia, New Zealand, Canada, Japan or South Africa and, subject to certain exceptions, may not be offered or sold within Australia, New Zealand, Canada, Japan or South Africa or to any national, resident or citizen of Australia, New Zealand, Canada, Japan or South Africa.

This announcement (i) is not an offer, or an invitation to make offers, to purchase, sell, exchange or otherwise transfer any securities in the Russian Federation or to or for the benefit of any Russian person or entity; (ii) does not constitute an “advertisement” or “offering” of the securities in the Russian Federation within the meaning of Russian securities laws; and (iii) must not be passed on to third parties or otherwise be made publicly available in the Russian Federation. Information contained therein is not intended for any persons in the Russian Federation who are not “qualified investors” within the meaning of Article 51.2 of the Federal Law no. 39-FZ “On the securities market” dated 22 April 1996, as amended (“Russian QIs”) and must not be distributed or circulated into Russia or made available in Russia to any persons who are not Russian QIs, unless and to the extent they are otherwise permitted to access such information under Russian law. Any securities referred to in this announcement have not been and will not be registered in Russia and are not intended for “placement”, “circulation” (except pursuant to admission to trading on Moscow Exchange MICEX-RTS as and when it takes place), “offering” or “advertising” in Russia (each as defined in Russian securities laws) unless and to the extent otherwise permitted under Russian law.

In addition, if and to the extent that this announcement is communicated in, or the offer of the securities to which it relates is made in, any EEA Member State that has implemented Directive 2003/71/EC (together with any applicable implementing measures in any Member State, the 'Prospectus Directive') before the publication of a prospectus in relation to the securities which has been approved by the competent authority in that Member State in accordance with the Prospectus Directive (or which has been approved by a competent authority in another Member State and notified to the competent authority in that Member State in accordance with the Prospectus Directive), this announcement and the offer are only addressed to and directed at persons in that Member State who are 'qualified investors' within the meaning of the Prospectus Directive (or who are other persons to whom the offer may lawfully be addressed) and must not be acted on or relied on by other persons in that Member State.

VTB Capital plc is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and Prudential Regulation Authority.