NOT FOR RELEASE, DISTRIBUTION, PUBLICATION, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN OR INTO OR FROM THE UNITED STATES, CANADA, AUSTRALIA, OR JAPAN OR ANY OTHER JURISDICTION WHERE TO DO SO MIGHT CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION.

This announcement is an advertisement and not an admission document or a prospectus. This announcement is not and does not constitute or form part of, and should not be construed as, an offer of securities for subscription or sale in any jurisdiction nor a solicitation of any offer to buy or subscribe for, any 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 or commitment whatsoever. This announcement does not constitute a recommendation regarding any securities. Prospective investors should not subscribe for or purchase any securities referred to in this announcement except in compliance with applicable securities laws and regulation and on the basis of the information in the final admission document ("Admission Document") to be published by the Company, and any supplement thereto, in connection with the placing ("Placing") of its ordinary shares ("Shares") and the proposed admission ("Admission") of the Shares to trading on the AIM market of London Stock Exchange plc ("London Stock Exchange"). A copy of the Admission Document will, following publication, be available for viewing on the Company's website at www.alphafmc.com.

# **Alpha FMC Topco Limited**

to be re-registered as a public company and renamed

# **Alpha Financial Markets Consulting plc**

("Alpha" or the "Company" and, together with its subsidiaries, the "Group")

### INTENTION TO FLOAT

### **AND**

### PROPOSED ADMISSION TO TRADING ON AIM

25 September 2017

- A leading global provider of specialist consultancy services to the asset and wealth management industry
- Well-positioned for continued growth in a marketplace shaped by the primary market drivers of an underlying growth in AUM, rising cost pressures, regulatory and technology change and continuing consolidation
- Alpha has delivered a consistent record of growth with revenue of £6.7 million for the year ended 31 March 2011 to £43.6 million for the year ended 31 March 2017

Alpha is pleased to announce that it intends to seek Admission of its Shares to trading on the AIM market of the London Stock Exchange plc, which is expected to take place in October 2017.

With over 250 consultants and contractors across nine major cities (London, Edinburgh, New York, Boston, Paris, Geneva, The Hague, Luxembourg and Singapore), Alpha has provided consultancy services to over 200 clients, including 17 of the 20 largest global asset managers by AUM and 60 per cent. of the top 50 as at 31 March 2017.

Alpha has enjoyed substantial growth in the last six years, driven principally by strong market demand for its established product offering which combines industry-leading consulting expertise with detailed proprietary benchmarking data.

Whilst overall AUM is growing, the asset and wealth management industry is experiencing challenges stemming from regulatory changes and cost pressures from the regulators and end clients. These factors

are driving an increased focus by asset and wealth managers on improving systems, data quality and operational processes, in order to gain a competitive advantage, generate above average returns and reduce costs. This in turn has helped drive the management consulting services provided to the asset and wealth management industry, across the spectrum of front, middle and back office functions.

### **Euan Fraser, Chief Executive Officer of Alpha, said:**

"We are delighted to be joining AIM at such a pivotal time in the Company's development. Alpha has enjoyed a period of solid investment under its current ownership by Dunedin and this placing and admission to AIM will allow Alpha to retain its strong employee and growth-oriented culture and to invest more readily in future expansion through the pay down of all existing debt facilities.

Alpha has built a fabulous reputation and brand within the Asset and Wealth management sector. This is due to our truly outstanding team of consultants, who are passionate about delivering the very highest quality service to our clients on every single engagement. Alpha's success to date is thanks to the incredible hard work and dedication of the whole team.

Admission to AIM will further enhance Alpha's profile and brand recognition amongst potential clients and allow us to grow in both existing and new jurisdictions, whilst moving into additional parts of the asset and wealth management value chain."

### For further details contact:

# **Temple Bar Advisory (Financial Public Relations)**

Alex Child-Villiers	+44 (0)7795 425580
William Barker	+44 (0)7827 960151
Sam Livingstone	+44 (0)7769 655437

# Berenberg (Broker)

Chris Bowman / Toby Flaux / Laure Fine +44 (0)20 3207 7800

www.berenberg.com

# **Grant Thornton UK LLP (Nominated Adviser)**

Philip Secrett / Richard Tonthat / Harrison Clarke

www.grantthornton.co.uk

# +44 (0)20 7383 5100

#### **Notes**

Alpha was founded in London in 2003, focusing on providing specialist operations and outsourcing consultancy services to asset managers, thereby differentiating itself from more generalist management consultancy businesses.

The Group has expanded its specialist knowledge and capabilities by hiring in expertise and growing the consulting team, increasing its market coverage and working with a broader range of clients including both asset and wealth managers, third party administrators and other providers to the sector. Through this growth, the Group has evolved from its historic focus on asset management operations and outsourcing to become a leading global specialist asset and wealth management consultancy, able to successfully compete directly with the advisory practices of major accounting firms, global consulting firms and boutique consulting businesses.

The Group's international expansion was typically led by a combination of existing clients instructing Alpha to advise on projects overseas and Alpha identifying local markets with a significant asset management sector and existing client relationships. In order to capitalise on this natural geographic expansion, the Group opened offices in Luxembourg in 2008, New York in 2009 and Paris in 2010.

In October 2013, Baird Capital invested in the Group, backing the current management team with a strategy to expand Alpha's European and US customer base, add further capabilities to Alpha's product offering, diversify Alpha's client base and continue to develop Alpha's business in the UK.

In February 2016, Dunedin backed a secondary buyout of the business with Baird Capital exiting in full. A period of further growth has followed, with additional recruitment to support new lines of consulting business including investment guidelines, regulatory compliance and digital, as well as further organic expansion into new geographies such as Switzerland and Singapore. The Group recently completed an acquisition of a business in Germany, which has brought to the Group both additional consulting expertise, a data and technology solution and further intellectual property.

In the last five years, Alpha has shown significant growth, with adjusted EBITDA nearly quadrupling from £2.16 million in the year ended 31 March 2013 to £8.55 million in the year ended 31 March 2017. The Group's consultant numbers including contractors rose from 176 as at 31 March 2015 to 240 as at 31 March 2017. This growth saw Alpha broaden its range of services, customer types and global footprint, with a greater focus placed on both the French and US businesses alongside its long established UK business.

### IMPORTANT INFORMATION

This announcement does not constitute, or form part of, any offer or invitation to sell, allot or issue, or any solicitation of any offer to purchase or subscribe for, any securities in the Company in any jurisdiction 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 or act as an inducement to enter into, any contract or commitment therefor.

Recipients of this announcement who are considering subscribing for or acquiring Shares following publication of the Admission Document are reminded that any such acquisition or subscription must be made only on the basis of the information contained in the final Admission Document, which may be different from the information contained in this announcement. No reliance may be placed, for any purpose whatsoever, on the information or opinions contained in this announcement or on its completeness. To the fullest extent permitted by applicable law or regulation, no undertaking, representation or warranty, express or implied, is given by or on behalf of the Company, Grant Thornton UK LLP ("Grant Thornton"), Joh. Berenberg Gossler & Co KG, London Branch ("Berenberg") or their respective parent or subsidiary undertakings or the subsidiary undertakings of any such parent undertakings or any of their respective directors, officers, partners, employees, agents, affiliates, representatives or advisers or any other person as to the accuracy, sufficiency, completeness or fairness of the information, opinions or beliefs contained in this announcement and, save in the case of fraud, no responsibility or liability is accepted by any of them for any errors, omissions or inaccuracies in such information or opinions or for any loss, cost or damage suffered or incurred, howsoever arising, from any use, as a result of the reliance on, or otherwise in connection with this announcement.

Grant Thornton, which is authorised and regulated by the Financial Conduct Authority, and Berenberg, which is authorised by the German Federal Financial Supervisory Authority and subject to limited regulation in the United Kingdom by the Financial Conduct Authority, are acting only for the Company in connection with the proposed Placing and Admission and are not acting for or advising any other person, or treating any other person as their respective client, in relation thereto and will not be responsible for providing the regulatory protection afforded to clients of Grant Thornton or Berenberg or advice to any other person in relation to the matters contained herein. Such persons should seek their own independent legal, investment and tax advice as they see fit. Grant Thornton's responsibilities as the Company's nominated adviser under the AIM Rules for Nominated Advisers and AIM Rules for Companies will be owed solely to the London Stock Exchange and not to the Company, to any of its directors or any other person in respect of a decision to subscribe for or otherwise acquire Shares in reliance on the Admission Document. Neither Grant Thornton nor Berenberg, have authorised or approved the contents of, or any part of, this announcement and no representation or warranty, express or implied, is made by Grant Thornton and Berenberg or their affiliates as to any of its contents.

This announcement is only addressed to, and directed at, persons in member states of the European Economic Area who are qualified investors within the meaning of Article 2(1)(e) of the Prospectus Directive ("Qualified Investors"). For these purposes, the expression "Prospectus Directive" means Directive 2003/71/EC, as amended, and includes any relevant implementing measure in each member state of the

European Economic Area which has implemented the Prospectus Directive. In addition, in the United Kingdom, this announcement is addressed to and directed only at Qualified Investors who are (i) persons having professional experience in matters relating to investments, i.e., investment professionals within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "FPO"); (ii) high net-worth companies, unincorporated associations and other bodies within the meaning of Article 49 of the FPO; and (iii) persons to whom it is otherwise lawful to communicate it to. It is not intended that this announcement be distributed or passed on, directly or indirectly, to any other class of person and in any event, and under no circumstances should persons of any other description rely on or act upon the contents of this announcement.

Neither this announcement nor any copy of it may be (i) taken or transmitted into or distributed, directly or indirectly, in the United States (within the meaning of regulations made under the US Securities Act of 1933, as amended), (ii) taken or transmitted into, distributed, published, reproduced or otherwise made available or disclosed in Canada, Australia, New Zealand or the Republic of South Africa or to any resident thereof, except in compliance with applicable securities laws, or (iii) taken or transmitted into or distributed in Japan or to any resident thereof for the purpose of solicitation or subscription or offer for sale of any securities or in the context where the distribution thereof may be construed as such a solicitation or offer. Any failure to comply with these restrictions may constitute a violation of the securities laws or the laws of any such jurisdiction. The distribution of this announcement in other jurisdictions may be restricted by law and the persons into whose possession this announcement comes should inform themselves about, and observe, any such restrictions.

The Shares have not been and will not be registered under the US Securities Act of 1933, as amended, and may not be offered or sold in the United States, except pursuant to an applicable exemption from registration. No public offering of securities is being made in the United States. No securities commission or similar authority in Canada has in any way passed on the merits of the securities offered hereunder and any representation to the contrary is an offence. No document in relation to the proposed placing of the Shares has been, or will be, lodged with, or registered by, the Australian Securities and Investments Commission, and no registration statement has been, or will be, filed with the Japanese Ministry of Finance. Accordingly, subject to certain exceptions, the Shares may not be, directly or indirectly, offered, sold, taken up, delivered or transferred in or into or from a Restricted Jurisdiction or offered or sold to a person within a Restricted Jurisdiction.

The date of Admission may be influenced by factors such as market conditions. There is no guarantee that the Admission Document will be published or that the Placing and Admission will occur, and you should not base your financial decisions on the Company's intentions in relation to the Placing and Admission at this stage. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing all of the amount invested. The value of shares can decrease as well as increase. This announcement does not constitute a recommendation concerning the Placing. Persons considering an investment in such investments should consult an authorised person specialising in advising on such investments.

This announcement contains certain statements that are, or may be, forward looking statements with respect to the financial condition, results of operations, business achievements and/or investment strategy of the Company. Such forward looking statements are based on the Board's expectations of external conditions and events, current business strategy, plans and the other objectives of management for future operations, and estimates and projections of the Company's financial performance. Though the Board believes these expectations to be reasonable at the date of this document they may prove to be erroneous. Forward looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, achievements or performance of the Group, or the industry in which the Group operates, to be materially different from any future results, achievements or performance expressed or implied by such forward looking statements.

Certain figures in this announcement, including financial information, have been subject to rounding adjustments. Accordingly, in certain instances, the sum or percentage change of the numbers contained in this announcement may not conform exactly to the total figure given.