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3 July 2018

**Recommended Cash Offer by  
Sella Open Fintech Platform S.p.A.  
for  
Vipera plc**

**Offer Wholly Unconditional**

The board of directors of Sella Open Fintech Platform S.p.A. (“**SOFP**”) is pleased to announce that the recommended cash offer (the “**Offer**”) by SOFP for Vipera plc (“**Vipera**”) became unconditional as to acceptances yesterday and has now declared the Offer to be unconditional in all respects. The Offer is being extended and will remain open for acceptances and not less than 14 days’ notice will be given of its closing.

The Offer was made on 14 May 2018 for the whole of the issued and to be issued share capital of Vipera, other than 40,000,000 Vipera Shares held by SOFP’s holding company and 111,560,826 Vipera Shares subject to the Management Share Exchange Agreement. The document dated 14 May 2018 containing the Offer (the “**Offer Document**”) is available on SOFP’s website at <https://www.sellagroup.eu/open-banking-disclaimer#-disclaimer> and Vipera’s website at <http://www.vipera.com/our-company/investor-relations/>. Words and expressions in this announcement have the same meanings as in the Offer Document.

5,000,000 new Vipera Shares were issued after the publication of the Offer Document and there are currently 325,429,725 Vipera Shares in issue.

***Compulsory acquisition of remaining Vipera Shares***

SOFP intends to exercise its rights to acquire compulsorily the remaining Vipera Shares to which the Offer relates, in respect of which it has not received acceptances. Notices will be despatched under the procedures set out in s974-991 of the Companies Act 2006 shortly. Any holders of such Vipera Shares will receive their cash consideration sooner if they accept the Offer.

***Level of acceptances***

As at 3.15 p.m. yesterday, SOFP had received valid acceptances of the Offer in respect of 162,456,919 Vipera Shares, representing approximately 49.9 per cent. of the issued ordinary share capital of Vipera and 93.4 per cent. of the Vipera Shares to which the Offer relates. As the Offer was subject to valid acceptances being received in respect of not less than 90 per cent. of the Vipera Shares to which the Offer relates and not less than 90 per cent. of the voting rights carried by those Vipera Shares (or, in either case, such lesser percentage as SOFP may decide), the acceptance condition has been satisfied.

Of the 162,456,919 valid acceptances received, 35,787,973 are in respect of Vipera Shares held by persons acting in concert, or deemed to be acting in concert, with SOFP all of which are subject to irrevocable undertakings to accept the Offer, representing 11.0 per cent. of the Vipera Shares currently in issue and 20.6 per cent. of the Vipera Shares to which the Offer relates. 25,575,957 valid acceptances have been received from other persons who signed irrevocable undertakings to accept the Offer, representing 7.9 per cent. of the Vipera Shares in issue and 14.7 per cent. of the Vipera Shares to which the Offer relates.

Taken together: the 40,000,000 Vipera Shares held by SOFP's holding company; the 111,560,826 Vipera Shares subject to the Management Share Exchange Agreement and the 162,456,919 valid acceptances received in respect of the Offer, SOFP or its holding company owns, has agreed to acquire and received valid acceptances in respect of a total of 314,017,745 Vipera Shares representing 96.5 per cent. of the Vipera Shares in issue.

The holders of all the 12,000,000 Vipera Warrants and 9,675,000 Vipera Share Options remaining outstanding following the exercise of 5,000,000 Warrants, have accepted cash cancellation proposals whereby the holders will (following the Offer becoming wholly unconditional) receive cash consideration of the difference between 7.5p (the Offer Price) and the subscription or exercise price of their Warrants or Options.

### ***Intention statements***

The Offer document contained a statement that Banca Sella Holding intends to transfer minority shareholdings in the following FinTech companies to SOFP before the Offer becomes wholly unconditional: Bemind Interactive S.r.l.; Growish S.r.l.; Lending Technologies S.r.l. (Taplend); Vidyasoft S.r.l.; Yoogo S.r.l.; Schapps S.r.l. and Souquamal Holding Limited. The Offer has today been declared wholly unconditional, but these transfers have not yet been completed.

The Offer was made subject to a regulatory authorisation being granted by Bank of Italy, which was expected to be received on 13 July 2018, but which was received on 21 June 2018. The transfer arrangements in relation to the minority shareholdings in the companies listed above are progressing and are expected to be completed by 13 July 2018 or soon thereafter.

### ***Cancellation of dealings in Vipera Shares on AIM***

The board of directors of SOFP announced, as set out in the Firm Offer Announcement released on 18 April 2018 and in the Offer Document, that subject to the Offer becoming unconditional in all respects, it will procure the making of an application by Vipera to the London Stock Exchange for the cancellation of the admission of Vipera Shares to trading on AIM, which it anticipated would take effect no earlier than 20 business days after SOFP had acquired or agreed to acquire 75 per cent. of the voting rights attaching to the Vipera Shares.

Accordingly, pursuant to Rule 41 of the AIM Rules for Companies, Vipera, through its nominated advisor, finnCap Ltd has notified the London Stock Exchange of the proposed cancellation from admission to trading on AIM of Vipera Shares ("**AIM Cancellation**"). The AIM Cancellation is expected to take effect from 7.00 am on 31 July 2018 and the last day of dealings in Vipera Shares is therefore expected to be 30 July 2018. After this time, Vipera Shares will no longer be admitted to trading on AIM.

The net result of these actions would be for Vipera to become an unquoted company with no ability for holders of Vipera Shares, who have not accepted the Offer, to trade their Vipera Shares in the future on a public trading platform. The AIM Cancellation will materially and adversely affect the liquidity and marketability of any Vipera Shares in respect of which the Offer has not been accepted.

There is no intention to provide a facility to enable Vipera Shares to be traded on any public share trading platform following the AIM Cancellation. Therefore, any transaction in Vipera Shares undertaken after the AIM Cancellation will only be capable of being undertaken by private sale or under the Offer.

Vipera Shareholders who have not yet accepted the Offer are therefore encouraged to do so without delay.

### ***Publication on websites***

In accordance with Rule 26.1 of the Code, a copy of this announcement will be published and made available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on SOFP's website at <https://www.sellagroup.eu/open-banking-disclaimer#-disclaimer> and Vipera's website at <http://www.vipera.com/our-company/investor-relations/> by no later than 12.00 noon on the Business Day following this announcement.

The Offer Document and associated Forms of Acceptance are available on the above websites up to and including the date the Offer closes or lapses, subject to certain restrictions relating to persons resident in Restricted Jurisdictions. The contents of these websites are not incorporated into, and do not form part of, this announcement.

Vipera Shareholders may request a hard copy of this announcement and/or any information incorporated into this document by reference to another source by contacting the Receiving Agent (Neville Registrars Limited) at Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA United Kingdom or on 0121 585 1131 (or +44 121 585 1131, if telephoning from outside the UK). Vipera Shareholders may also request that all future documents, announcements and information to be sent to them in relation to the Offer should be in hard copy form.

Please note that, for legal reasons, Neville Registrars Limited will only be able to provide you with information contained in this announcement or the Offer Document and will be unable to give advice on the merits of the Offer or to provide legal, financial or taxation advice on the contents of this announcement or the Offer Document.

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### ***Important notices relating to financial advisers and corporate brokers***

EGR Broking Limited, which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for SOFP and Banca Sella Holding S.p.A. and no one else in connection with the Offer and will not be responsible to any person other than SOFP and Banca Sella Holding S.p.A. for providing the protections afforded to clients of EGR Broking Limited or for providing advice in relation to the Offer or any matter referred to herein.

London Bridge Capital Partners LLP, an appointed representative of Capital Markets Strategy Limited, which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for Vipera and no one else in connection with the Offer and will not be responsible to any person other than Vipera for providing the protections afforded to clients of London Bridge Capital Partners LLP or for providing advice in relation to the Offer or any matter referred to herein.

finnCap Ltd (“**finnCap**”), which is regulated in the United Kingdom by The Financial Conduct Authority, is acting as Vipera’s Nominated Adviser and broker to and is not advising any other person, and accordingly will not be responsible to anyone other than Vipera for providing the protections afforded to clients of finnCap or for providing advice in relation to the matters described in this announcement.

This announcement is for information purposes only and is not an invitation, inducement or the solicitation of an offer to purchase, or otherwise acquire, subscribe for or sell or otherwise dispose of or exercise rights in respect of any securities. The Offer is being made solely through the Offer Document and the accompanying Forms of Acceptance.

### ***Further information***

This announcement is for information purposes only and is not intended to, and does not, constitute or form part of any offer or invitation, or the solicitation of an offer, to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Offer or otherwise. The Offer will be implemented solely pursuant to the terms of the Offer Document. Any decision in respect of, or other response to, the Offer should be made only on the basis of the information contained in the Offer Document. Vipera Shareholders are advised to read the Offer Document carefully.

This announcement does not constitute a prospectus or prospectus equivalent document.

### ***Overseas jurisdictions***

The release, publication or distribution of this announcement in jurisdictions other than the United Kingdom and the ability of Vipera Shareholders who are not resident in the United Kingdom to participate in the Offer may be affected by the laws of relevant jurisdictions. Therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom or Vipera Shareholders who are not resident in the United Kingdom will need to inform themselves about, and observe, any applicable legal or regulatory requirements. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. Further details in relation to overseas Vipera Shareholders are contained in the Offer Document.

The Offer is not being, and will not be, made available, directly or indirectly, in or into or by the use of the mails of, or by any other means or instrumentality of interstate or foreign commerce of, or any facility of a national state or other securities exchange of, any Restricted Jurisdiction unless conducted pursuant to an exemption from the applicable securities laws of such Restricted Jurisdiction.

Accordingly, copies of this announcement and all documents relating to the Offer are not being, and must not be, directly or indirectly, mailed, transmitted or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction except pursuant to an exemption from the applicable securities laws of such Restricted Jurisdiction and persons receiving this announcement (including, without limitation, agents,

nominees, custodians and trustees) must not distribute, send or mail it in, into or from such jurisdiction. Any person (including, without limitation, any agent, nominee, custodian or trustee) who has a contractual or legal obligation, or may otherwise intend, to forward this announcement and/or the Offer Document and/or any other related document to a jurisdiction outside the United Kingdom should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdiction.