

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION**

**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION**

**FOR IMMEDIATE RELEASE**

**6 November 2019**

**RECOMMENDED CASH ACQUISITION**

**of**

**BCA Marketplace plc ("BCA")**

**by**

**BBD Bidco Limited ("Bidco")**

**COMPLETION OF ACQUISITION BY BIDCO**

On 29 July 2019 the Board of Directors of BCA announced the passing of resolutions, at a Court Meeting and General Meeting of BCA Shareholders held on the same date as the announcement, approving the recommended acquisition of BCA by Bidco (a company formed on behalf of investment funds managed by TDR Capital LLP) (the "**Acquisition**") to be implemented by way of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Scheme**").

Further to BCA's announcement on 5 November 2019 that the Court had sanctioned the Scheme, the Board announces that the Court Order has been delivered to the Registrar of Companies today and accordingly, the Scheme has now become effective in accordance with its terms and the entire issued ordinary share capital of BCA is owned by Bidco.

Dealings in BCA shares have been suspended from trading on the London Stock Exchange's Main Market for listed securities with effect from 7.30 am today.

The listing of BCA Shares on the premium listing segment of the Official List of the FCA will be cancelled and the BCA Shares will cease to be admitted to trading on the Main Market for listed securities of the London Exchange with effect from 8.00 am tomorrow, 7 November 2019.

The latest date for the dispatch of cheques or settlement through CREST of the consideration due to Scheme Shareholders is 20 November 2019.

**General**

References to time are to London time. If any of the dates and/or times in this announcement change, the revised dates and/or times will be notified to BCA Shareholders by announcement through a Regulatory Information Service and by making such announcement available on BCA's website at [www.bcamarketplaceplc.com](http://www.bcamarketplaceplc.com).

Capitalised terms used but not defined in this announcement have the meanings given to them in the scheme document published on 5 July 2019 containing the full terms and conditions of the Acquisition.

**Enquiries:**

**Jefferies International Limited (Lead Financial Adviser and Rule 3 Financial Adviser to BCA)**

Philip Noblet, Paul Bundred

+44 (0) 207 029 8000

**Goldman Sachs International (Financial Adviser and Corporate Broker to BCA)**

Anthony Gutman, Jose Barreto,

+44 (0) 20 7774 1000

Bertie Whitehead

**Kinmont (Financial Adviser to BCA)**

+44 (0) 207 087 9100

**Media/Investor Enquiries (Communications Adviser to BCA)**

David Rydell, Buchanan Communications

+44 (0) 20 7466 5066

David Bick, Square1 Consulting

+44 (0) 20 7929 5599

***Important notices relating to financial advisers***

*Jefferies International Limited ("**Jefferies**") which is authorised and regulated in the UK by the Financial Conduct Authority, is acting exclusively as lead financial adviser and Rule 3 financial adviser to BCA and no one else in connection with the Acquisition and shall not be responsible to anyone other than BCA for providing the protections afforded to clients of Jefferies nor for providing advice in connection with the Acquisition or any matter referred to herein. Neither Jefferies, nor any of its affiliates, subsidiaries or branches owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person other than BCA in connection with this announcement, any statement contained herein or otherwise. Jefferies has given, and not withdrawn, its consent to the inclusion in this announcement of the references to its name and the advice it has given to BCA in the form and context in which they appear.*

*Goldman Sachs International ("**Goldman Sachs**"), which is authorised by the UK Prudential Regulatory Authority and regulated by the UK Financial Conduct Authority and the UK Prudential Regulatory Authority, is acting exclusively for BCA and for no one else and will not be responsible to anyone other than BCA for providing the protections afforded to its clients or for providing advice in relation to the matters referred to in this announcement. Neither Goldman Sachs, nor any of its affiliates, owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Goldman Sachs in connection with this announcement, any statement contained herein or otherwise. Goldman Sachs has given, and*

*not withdrawn, its consent to the inclusion in this announcement of the references to its name in the form and context in which they appear.*

*Kinmont, which is regulated in the UK by the Financial Conduct Authority, is acting exclusively for BCA and for no one else and will not be responsible to anyone other than BCA for providing the protections afforded to its clients or for providing advice in relation to the matters referred to in this announcement. Neither Kinmont, nor any of its affiliates, owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Kinmont in connection with this announcement, any statement contained herein or otherwise. Kinmont has given, and not withdrawn, its consent to the inclusion in this announcement of the references to its name in the form and context in which they appear.*

***Publication on website***

*A copy of this announcement and the Scheme Document shall be made available subject to certain restrictions relating to persons resident in Restricted Jurisdictions on Bidco's and BCA's websites at [www.tdrcapital.com/bca-offer](http://www.tdrcapital.com/bca-offer) and [www.bcmarketplaceplc.com](http://www.bcmarketplaceplc.com) respectively by no later than 12 noon (London time) on the business day following this announcement. For the avoidance of doubt, the contents of these websites are not incorporated into and do not form part of this announcement.*