

**PBF Holdings Limited****("PBF" or the "Company")****Admission Statement**

PBF Holdings is the holding company of PBF Solutions. PBF Solutions delivers performance marketing, customer acquisition technology and consultancy solutions to retail banks, peer-to-peer product providers and other financial institutions. Established in 2012, to date PBF Solutions has helped clients secure over £2 billion of new retail and business deposits and investments. PBF is pleased to announce the admission of its C Ordinary Shares to the Asset Match platform ahead of its first auction.

It is intended that the first auction in the Company's shares will be close at 4pm on Friday, 16<sup>th</sup> December 2016. Thereafter, auctions will be held at the discretion of the Company. More information, including exact auction dates and details on how to buy and sell, are available on the [company profile page](#).

**The directors of the Company are:**

Kevin Mountford (*Chief Executive Officer*)

Donald McIntosh (*Chief Financial Officer*)

Philip Alcock (*Business Development Director*)

**Registered office:**

Rational House, 64 Bridge Street, Manchester, M3 3BN, United Kingdom

**1. Company description**

PBF Solutions delivers performance marketing, customer acquisition technology and consultancy solutions to retail banks, peer-to-peer product providers and other financial institutions. Established in 2012, to date we have helped clients secure over £2 billion of new retail and business deposits and investments. Please also refer to the company website: <http://www.pbfsolutions.co.uk/>.

**2. Board of Directors**

Brief biographies of the directors of the Company are set out below.

**Kevin Mountford - Chief Executive Officer**

Kevin co-founded PBF as Plan B Funding in 2012. He has an extensive background in financial services marketing, including as Head of Banking at MoneySupermarket.com and in senior roles at leading UK brands including Bank of Scotland, Halifax and Birmingham Midshires, where he was Head of Sales and Marketing for their Savings business.

**Donald McIntosh - Chief Financial Officer**

Donald specialises in taking technology companies through rapid growth, focusing on financial management, strategy and sourcing funding. Previous roles have been as diverse as working in commercial finance for major airlines, through to overseeing the construction of power stations in the Philippines and bringing a liquid cooled supercomputer to market.

**Philip Alcock - Business Development Director**

Phil leads business development activity with financial services clients, bringing over 15 years of

experience in online sales and marketing through senior roles at high growth start-ups and international online media companies including Yahoo! and MSN.

### 3. Share capital and significant shareholders

At 15 November 2016 the Company's issued share capital consisted of 518,371 shares. The Share capital is made up of 184,642 Ordinary Shares, 60,985 A Ordinary shares and 272,744 C Ordinary shares. The Ordinary and C Ordinary shares have a nominal value of 1 pence per share and the A Ordinary shares have a nominal value of 492 pence per share. The Ordinary A Ordinary and C Ordinary shares each carry equal voting rights.

The Company does not hold any Ordinary, A Ordinary or C Ordinary shares in treasury and therefore the number of shares with voting rights is 518,371.

The C Ordinary Shares which have been admitted to AM Private Market are not admitted to trading on any exchange or trading platform other than Asset Match.

The Company has been notified of the Directors' holdings and of the following shareholder(s) that have an interest in 3% or more of the issued share capital of the Company:

<i>Name of shareholder</i>	<i>No. of Ordinary Shares</i>	<i>No. of A Ordinary Shares</i>	<i>No. of C Ordinary shares</i>	<i>Percentage holding</i>
Joseph Knefler Taussig	-	-	197,744	38.1%
Kevin Mountford	98,574	-	-	19.0%
Philip Keith Alcock	86,068	-	-	16.6%
Meteor Asset Management Ltd (UK)	-	-	75,000	14.4%
AXM VC (NWF)	-	60,985	-	11.7%

There is also a management option pool of 77,536 Ordinary shares.

### 4. Financial statements

The Company's latest six month report and accounts for the year ended 30 June 2016 can be accessed on the [company profile page](#).

### 5. Legal and arbitration proceedings

During the 12 months preceding the date of this document, neither the Company nor any of its subsidiaries has been engaged in or is currently engaged in any other litigation or arbitration proceedings which have or may have had in the recent past a significant effect on the financial position of the Company and so far as the directors are aware, there are no such proceedings pending or threatened by or against the Company or any of its subsidiaries.

### 6. Responsibility statement

The directors of PBF Holdings Limited, as set about above, accept responsibility for the information contained within this document. To the best of their knowledge and belief of the directors (who have

taken reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

**REMINDER:** It is intended that the first auction in the Company's shares will close at 3pm on the 16<sup>th</sup> December 2016. Thereafter, auctions will be held at the discretion of the Company. More information, including exact auction dates and details on how to buy and sell, will be provided in due course.

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