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S4 Capital PLC  
20 December 2018

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**20 December 2018**

**S<sup>4</sup>CAPITAL PLC**  
**("S<sup>4</sup> Capital" or the "Company")**  
**Results of General Meeting**

**and**

**Block Listing Application**

At the General Meeting held today, all Resolutions were passed by the requisite majorities. The issue of New Ordinary Shares and the MightyHive Merger are therefore expected to complete on 24 December 2018.

Applications have been made to the FCA and to the London Stock Exchange for the 107,902,245 New Ordinary Shares to be admitted to the standard segment of the Official List of the UK Listing Authority and to trading on the London Stock Exchange's Main Market for listed securities respectively ("**Admission**"). It is expected that Admission will become effective, and dealings in the New Ordinary Shares will commence, at 8.00 a.m. on 24 December 2018.

The MightyHive Merger and the Issue remain conditional upon: (i) the Merger Agreement becoming or being declared unconditional in all respects; (ii) the Placing Agreement becoming or being declared unconditional in all respects and not having been terminated in accordance with its terms; and (iii) Admission becoming effective.

Applications have also been made to the FCA and to the London Stock Exchange for 8,984,159 Ordinary Shares (the "**Block Listing Shares**") to be admitted to the the standard segment of the Official List of the UK Listing Authority and to trading on the London Stock Exchange's Main Market for listed securities respectively using a block listing (the "**Block Listing Admission**"). The Block Listing Shares comprise the Ordinary Shares subject to the Rollover Options to be granted to

certain of the selling security holders of MightyHive pursuant to the Merger Agreement. The Block Listing Shares will, upon issue, rank equally with all the other Ordinary Shares in issue from time to time.

The Block Listing Shares will be issued by the Company from time to time under the terms of the Rollover Options granted pursuant to the Merger Agreement. The Block Listing Admission is expected to become effective on 24 December 2018.

The notification relating to the Block Listing Shares and the Block Listing Admission is provided in accordance with paragraph 3.3.5R of the Listing Rules.

Unless otherwise defined, the terms used in this announcement shall have the same meaning as set out in the announcement released by S<sup>4</sup> Capital on 4 December 2018.

This Announcement should be read in its entirety. In particular, you should read and understand the information provided in the "**Important Notices**" section below.

**S<sup>4</sup>Capital plc** *via Powerscourt*  
Sir Martin Sorrell (Executive Chairman)

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#### **IMPORTANT NOTICES**

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