



RNS Number : 9181L
S4 Capital PLC
15 January 2021

15 January 2021

S4 Capital plc

("S⁴Capital" or the "Company")

Notification of a transaction by a Person Closely Associated ("PCA") of a Person Discharging Managerial Responsibilities ("PDMR") and TR-1s

The Company was notified on 13 January 2021 that SEF4 Investment SCSp had transferred directly to one of its investors 6,194,793 ordinary shares of 0.25p each in the capital of the Company ("Shares") (1.14% of the entire issued share capital of the Company). SEF4 Investment SCSp is deemed to be a PCA of Daniel Pinto, a Non-Executive Director of S⁴Capital, because SEF4 Investment SCSp is managed by Stanhope Capital, of which Daniel Pinto is the Chief Executive.

Following the above transfer, and SEF4 Investment SCSp's acquisition of 2,793,651 million Shares in the July 2020 placing, SEF4 Investment SCSp continues to hold 37,811,224 Shares, representing approximately 6.97% of the entire issued share capital of the Company.

The Notification of Dealing Form and two TR-1s can be found below. This notification is made in accordance with the Market Abuse Regulation.

1 Details of the person discharging managerial responsibilities/person closely associated

a) Name SEF4 Investment SCSp

2 Reason for the notification

a) Position/status PCA of non-executive director Daniel Pinto

b) Initial notification/ Amendment Initial

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name S⁴ Capital plc

b) LEI 21380068SP9V65KPQN68

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

a) Description of the financial instrument, type of instrument Identification code	Ordinary shares of 25 pence each GB00BFZZM640		
b) Nature of the transaction	Share sale		
c) Price(s) and volume(s)	Price(s) £NIL (non-cash consideration)	Volume(s) 6,194,793	
d) Aggregated information	Aggregate Price	Aggregate Volume	Aggregate Total
- Aggregated volume	£NIL (non-cash consideration)	6,194,793	£N/A
- Price			
e) Date of the transaction	12 January 2021		
f) Place of the transaction	Outside a trading venue		

TR-1: Standard form for notification of major holdings

NOTIFICATION OF MAJOR HOLDINGS (to be sent to the relevant issuer and to the FCA in Microsoft Word format if possible)ⁱ

1a. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attachedⁱⁱ:

S4 Capital PLC

1b. Please indicate if the issuer is a non-UK issuer (please mark with an "X" if appropriate)

Non-UK issuer

2. Reason for the notification (please mark the appropriate box or boxes with an "X")

An acquisition or disposal of voting rights X

An acquisition or disposal of financial instruments

An event changing the breakdown of voting rights

Other (please specify)ⁱⁱⁱ:

3. Details of person subject to the notification obligation^{iv}

Name SEF4 Investment SCSp

City and country of registered office (if applicable) Luxembourg, Luxembourg

4. Full name of shareholder(s) (if different from 3.)^v

Name

City and country of registered office (if applicable)

5. Date on which the threshold was crossed or reached^{vi}: 12/01/2021

6. Date on which issuer notified (DD/MM/YYYY): 14/01/2021

7. Total positions of person(s) subject to the notification obligation

% of voting rights attached to shares (total of 8. A)	% of voting rights through financial instruments (total of 8.B 1 + 8.B 2)	Total of both in % (8.A + 8.B)	Total number of voting rights of issuer ^{vii}
-------------------------------------------------------	---------------------------------------------------------------------------	--------------------------------	--------------------------------------------------------

Resulting situation on the date on which threshold was crossed or reached	6.97%	0%	6.97%	542,526,764
Position of previous notification (if applicable)	N/A	N/A	N/A	

8. Notified details of the resulting situation on the date on which the threshold was crossed or reached^{viii}

A: Voting rights attached to shares

Class/type of shares ISIN code (if possible)	Number of voting rights ^{ix}		% of voting rights	
	Direct (Art 9 of Directive 2004/109/EC) (DTR5.1)	Indirect (Art 10 of Directive 2004/109/EC) (DTR5.2.1)	Direct (Art 9 of Directive 2004/109/EC) (DTR5.1)	Indirect (Art 10 of Directive 2004/109/EC) (DTR5.2.1)
GB00BFZZM640	37,811,224		6.97%	
SUBTOTAL 8. A	37,811,224		6.97%	

B 1: Financial Instruments according to Art. 13(1)(a) of Directive 2004/109/EC (DTR5.3.1.1 (a))

Type of financial instrument	Expiration date ^x	Exercise/ Conversion Period ^{xi}	Number of voting rights that may be acquired if the instrument is exercised/converted.	% of voting rights
------------------------------	------------------------------	-------------------------------------------	----------------------------------------------------------------------------------------	--------------------

SUBTOTAL 8. B 1

B 2: Financial Instruments with similar economic effect according to Art. 13(1)(b) of Directive 2004/109/EC (DTR5.3.1.1 (b))

Type of financial instrument	Expiration date ^x	Exercise/ Conversion Period ^{xi}	Physical or cash settlement ^{xii}	Number of voting rights	% of voting rights
------------------------------	------------------------------	-------------------------------------------	--------------------------------------------	-------------------------	--------------------

SUBTOTAL 8.B.2

9. Information in relation to the person subject to the notification obligation (please mark the applicable box with an "X")

Person subject to the notification obligation is not controlled by any natural person or legal entity and does not control any other undertaking(s) holding directly or indirectly an interest in the (underlying) issuer^{xiii}

Full chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held starting with the ultimate controlling natural person or legal entity^{xiv} (please add additional rows as necessary)

Name	% of voting rights if it equals or is higher than the notifiable threshold	% of voting rights through financial instruments if it equals or is higher than the notifiable threshold	Total of both if it equals or is higher than the notifiable threshold
------	----------------------------------------------------------------------------	----------------------------------------------------------------------------------------------------------	-----------------------------------------------------------------------

10. In case of proxy voting, please identify:

Name of the proxy holder

The number and % of voting rights held

The date until which the voting rights will be held

11. Additional information^{xvi}

Contact : Danny Brower

Telephone Number : +44 (0)20 7725 1800

Place of completion London, England

Date of completion 15 January 2021

TR-1: Standard form for notification of major holdings

NOTIFICATION OF MAJOR HOLDINGS (to be sent to the relevant issuer and to the FCA in Microsoft Word format if possible)ⁱ

1a. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attachedⁱⁱ:

S4 Capital PLC

1b. Please indicate if the issuer is a non-UK issuer (please mark with an "X" if appropriate)

Non-UK issuer

2. Reason for the notification (please mark the appropriate box or boxes with an "X")

An acquisition or disposal of voting rights

X

An acquisition or disposal of financial instruments

An event changing the breakdown of voting rights

Other (please specify)ⁱⁱⁱ:

3. Details of person subject to the notification obligation^{iv}

Name

Oro en Fools B.V.

City and country of registered office (if applicable)

Almere, the Netherlands

4. Full name of shareholder(s) (if different from 3.)^v

Name Diagonal Nominees Limited (only in respect of 92,132 of the voting rights as Oro en Fools B.V. is the shareholder in respect of the remaining 35,000,000 voting rights)

City and country of registered office (if applicable) 30 Gresham Street, London, England, EC2V 7QP

5. Date on which the threshold was crossed or reached^{vi}:

12/01/2021

6. Date on which issuer notified (DD/MM/YYYY):

13/01/2021

7. Total positions of person(s) subject to the notification obligation

	% of voting rights attached to shares (total of 8. A)	% of voting rights through financial instruments (total of 8.B 1 + 8.B 2)	Total of both in % (8.A + 8.B)	Total number of voting rights of issuer ^{vii}
Resulting situation on the date on which threshold was crossed or reached	6.47%	0%	6.47%	542,526,764
Position of previous notification (if applicable)	N/A	N/A	N/A	

8. Notified details of the resulting situation on the date on which the threshold was crossed or reached^{viii}**A: Voting rights attached to shares**

Class/type of shares ISIN code (if possible)	Number of voting rights ^{ix}		% of voting rights	
	Direct (Art 9 of Directive 2004/109/EC) (DTR5.1)	Indirect (Art 10 of Directive 2004/109/EC) (DTR5.2.1)	Direct (Art 9 of Directive 2004/109/EC) (DTR5.1)	Indirect (Art 10 of Directive 2004/109/EC) (DTR5.2.1)
GB00BFZZM640	35,092,132		6.47%	
SUBTOTAL 8. A	35,092,132		6.47%	

B 1: Financial Instruments according to Art. 13(1)(a) of Directive 2004/109/EC (DTR5.3.1.1 (a))

Type of financial instrument	Expiration date ^x	Exercise/ Conversion Period ^{xi}	Number of voting rights that may be acquired if the instrument is exercised/converted.	% of voting rights
SUBTOTAL 8. B 1				

B 2: Financial Instruments with similar economic effect according to Art. 13(1)(b) of Directive 2004/109/EC (DTR5.3.1.1 (b))

Type of financial instrument	Expiration date ^x	Exercise/ Conversion Period ^{xi}	Physical or cash settlement ^{xii}	Number of voting rights	% of voting rights
------------------------------	------------------------------	-------------------------------------------	--------------------------------------------	-------------------------	--------------------

SUBTOTAL
8.B.2

9. Information in relation to the person subject to the notification

obligation (please mark the applicable box with an "X")

Person subject to the notification obligation is not controlled by any natural person or legal entity and does not control any other undertaking(s) holding directly or indirectly an interest in the (underlying) issuer^{xiii} X

Full chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held starting with the ultimate controlling natural person or legal entity^{xiv} (please add additional rows as necessary)

Name	% of voting rights if it equals or is higher than the notifiable threshold	% of voting rights through financial instruments if it equals or is higher than the notifiable threshold	Total of both if it equals or is higher than the notifiable threshold
------	----------------------------------------------------------------------------	----------------------------------------------------------------------------------------------------------	-----------------------------------------------------------------------

10. In case of proxy voting, please identify:

Name of the proxy holder

The number and % of voting rights held

The date until which the voting rights will be held

11. Additional information^{xvi}

Contact : Matthijs Leijendekker
Telephone Number : +31 6 1835 6935

Place of completion Amsterdam

Date of completion 15 January 2021

Powerscourt (PR Advisor) Tel: +44 (0)7970 246 725

Elly Williamson

Jessica Hodgson

About S⁴Capital

S⁴Capital plc (SFOR.L) is the tech-led, new age/new era digital advertising and marketing services company, established by Sir Martin Sorrell in May 2018. Its strategy is to build a purely digital advertising and marketing services

business for global, multinational, regional, local clients and millennial-driven influencer brands. This will be achieved initially by integrating leading businesses in two practice areas: Data & digital media and Content, along with an emphasis on "faster, better, cheaper" executions in an always-on consumer-led environment, with a unitary structure.

Digital is by far the fastest-growing segment of the advertising market.

S⁴Capital estimates that in 2019 digital accounted for approximately 47.5% or \$275 billion of total global advertising spend of \$550-600 billion (excluding about \$400 billion of trade support, the primary target of the Amazon advertising platform), and projects that by 2022 this share will grow to approximately 55-60% and by 2024 to approximately 70%, accelerated by the impact of covid-19. It is anticipated that in 2020, total global advertising spend will shrink to approximately \$500-550 billion, driven by a fall in traditional media advertising expenditure. However digital advertising spend is expected to remain constant or increase slightly and therefore improve its market share of total advertising spend to over 50% for the first time.

S⁴Capital combined with MediaMonks, the leading AdAge A-listed creative digital content production company led by Victor Knaap and Wesley ter Haar, in July 2018 and with MightyHive, the market-leading digital media solutions provider for future thinking marketers and agencies, led by Peter Kim and Christopher S. Martin, in December 2018.

In April 2019, MightyHive combined with ProgMedia to expand operations into Latin America and MediaMonks acquired film studio Caramel Pictures to expand content studio capabilities. In June 2019, MediaMonks announced a planned combination with Australia-based BizTech, a leading marketing transformation and customer experience company. In August 2019, MediaMonks combined with Amsterdam-based digital influencer marketing agency IMA. In October 2019, MediaMonks combined with Firewood Marketing, the largest digital marketing agency based in Silicon Valley, that was recently ranked, along with MediaMonks and Circus (see below), as one of the fastest growing agencies by Adweek, and MightyHive combined with award-winning UK-based digital analytics, biddable media and data science company ConversionWorks and South Korea-based data and analytics consultancy MightyHive Korea. In November 2019, MediaMonks announced its combination with Delhi-based content creation and production company WhiteBalance (completed in August 2020 - the delay due to necessary merger clearance procedures) and then with fully integrated digital agency Circus Marketing in January 2020 (completed in March 2020).

In May 2020, MightyHive announced a combination with Digodat, one of the leading Latin American data and analytics consultancies, and in June 2020, MightyHive announced its combination with Lens10, a leading Australian digital strategy and analytics consultancy. In July 2020, MightyHive announced a combination with Orca Pacific, a market leading full-service Amazon agency and boutique consultancy firm based in Seattle. In August 2020, MightyHive announced a combination with London-based Brightblue, an econometric and media optimisation consultancy. In September 2020, MediaMonks announced its combination with Dare.Win, expanding its geographical presence to France. In January 2021, MediaMonks announced its combination with integrated creative, technology and media agency Decoded Advertising and Shanghai based creative agency TOMORROW. MightyHive announced its combination with integrated digital performance marketing agency Metric Theory.

On 16 July 2020 S⁴Capital announced the successful placing of 36,766,642 new ordinary shares at a price of 315p raising approximately £116m gross proceeds which will be used for further expansion and merger and combination purposes.

Victor Knaap, Wesley ter Haar, Pete Kim, Christopher Martin, Peter Rademaker and Scott Spirit all joined the S⁴Capital Board as Directors. The S⁴Capital Board also includes Rupert Faure Walker, Paul Roy, Daniel Pinto, Sue Prevezer, Elizabeth Buchanan, Naoko Okumoto, Margaret Ma Connolly and Miles Young. The Company now has around 4,000 people in 31 countries across the Americas, Europe, the Middle East and Africa and Asia-Pacific and a current market capitalisation of approximately £2.9 billion (c.\$4 billion), and would rank in the FTSE 150. It achieved Unicorn status in a little over one year, unique in the advertising and marketing services industry.

Sir Martin was CEO of WPP for 33 years, building it from a £1 million "shell"

company in 1985 into the world's largest advertising and marketing services company with a market capitalisation of over £16 billion on the day he left. Today its market capitalisation is £10 billion. Prior to that Sir Martin was Group Financial Director of Saatchi & Saatchi Company Plc for nine years.

This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact rns@lseg.com or visit www.rns.com.

RNS may use your IP address to confirm compliance with the terms and conditions, to analyse how you engage with the information contained in this communication, and to share such analysis on an anonymised basis with others as part of our commercial services. For further information about how RNS and the London Stock Exchange use the personal data you provide us, please see our [Privacy Policy](#).

END

DSHBAMFTMTJBBIB