



RNS Number : 0645G
S4 Capital PLC
14 July 2023

S4 CAPITAL PLC

("S4 Capital" or the "Company")

Notification of transactions by a Person Discharging Managerial Responsibilities ("PDMR")

The Company announces that the Nomination and Remuneration Committee made the following conditional awards under the Employee Share Ownership Plan 2023 Long Term Incentive Plan (the "**LTIP**") to Persons Discharging Managerial Responsibility ("**PDMR**") of the Company, being Wesley Ter Haar, Victor Knaap, Christopher S. Martin, Mary Basterfield, Bruno Lambertini, Brady Brim-DeForest, Caroline Kowall and James Kinney. No consideration was paid for the grant of the awards.

Awards under the LTIP were made on 13 July 2023 based on a price of £1.17 per Ordinary Share (equivalent to the 30-day volume weighted average price per Share on the date of Grant) (the "**LTIP Awards**"). The vesting of the LTIP Awards is subject to the continued employment of the PDMRs, malus and clawback provisions and the satisfaction of performance conditions set by the Nomination and Remuneration Committee.

The LTIP awards are being issued to incentivise the key executive leaders in the Company and ensure their interests are fully aligned with those of shareowners. The LTIP Awards will normally vest on the later of the third anniversary of the date of grant and the determination of the performance conditions. For Executive Directors, the LTIP Awards are then subject to an additional two-year holding period.

In addition, in accordance with the terms of Mary Basterfield's appointment, S4 Capital granted options over 213,078 ordinary shares of £0.25 each ("**Shares**") in the Company (the "**Options**") and a conditional share award over 213,078 Shares (the "**ESOP Award**") under the Company's employee share ownership plan to Mary Basterfield. The Grant is being issued as part of a long-term equity incentive plan to ensure Mary has a significant share interest in the Company which aligns with the other executive directors and shareowners more generally, while being subject to the achievement of certain performance conditions. The Grant will vest on the third anniversary of its issue, subject to the Company's determination that the applicable performance conditions have been satisfied.

This notification is made under Article 19(1) of the EU Market Abuse Regulation 596/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**MAR**"). The information set out below is provided in accordance with the requirements of Article 19(3) of MAR.

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

a)Name Wesley Ter Haar

2 Reason for the notification

a)Position/status Executive Director

b)Initial notification /Amendment Initial notification

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

Description of the financial instrument, type of instrument and identification code	Description: Ordinary shares of 25 pence each (Ordinary Shares) ID Code: GB00BFZZM640
b)Nature of the transaction	Grant of options over Ordinary Shares in the Company and conditional share award over Ordinary Shares in the Company.
c)Price(s) and volume(s)	Price (s) Volumes (s)
	Grant of options 200,286 Nil for Conditional Share Awards 200,286
Aggregated information	
d) - Volume	
- Price	
- Total	N/A
e)Date of the transaction	13 July 2023
f) Place of the transaction	Outside a trading venue

Victor Knaap

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

a)Name Victor Knaap

2 Reason for the notification

a)Position/status Executive Director

b)Initial notification /Amendment Initial notification

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

Description of the financial instrument, type of instrument and identification code	Description: Ordinary shares of 25 pence each (Ordinary Shares) ID Code: GB00BFZZM640
b)Nature of the transaction	Grant of options over Ordinary Shares in the Company and conditional share award over Ordinary Shares in the Company.
c)Price(s) and volume(s)	Price (s) Volumes (s)
	Grant of options 200,286 Nil for Conditional Share Awards 200,286
Aggregated information	
d) - Volume	
- Price	
- Total	N/A
e)Date of the transaction	13 July 2023

f) Place of the transaction Outside a trading venue

Christopher Martin

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

a) Name Christopher S. Martin

2 Reason for the notification

a) Position/status Chief Operating Officer

b) Initial notification /Amendment Initial notification

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

Description of the financial instrument, type of instrument and identification code Description: Ordinary shares of 25 pence each (Ordinary Shares)

ID Code: GB00BFZZM640

b) Nature of the transaction Grant of options over Ordinary Shares in the Company and conditional share award over Ordinary Shares in the Company.

	Price (s)	Volumes (s)
c) Price(s) and volume(s)	Grant of options	373,262
	Nil for Conditional Share Awards	373,262

Aggregated information

d) - Volume N/A
- Price
- Total

e) Date of the transaction 13 July 2023

f) Place of the transaction Outside a trading venue

Mary Basterfield - LTIP Award

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

a) Name Mary Basterfield

2 Reason for the notification

a) Position/status Group Chief Financial Officer

b) Initial notification /Amendment Initial notification

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

Description of the financial instrument, type of instrument and identification code Description: Ordinary shares of 25 pence each (Ordinary Shares)

ID Code: GB00BFZZM640

b) Nature of the transaction	Grant of options over Ordinary Shares in the Company and conditional share award over Ordinary Shares in the Company.	
c) Price(s) and volume(s)	Price (s)	Volumes (s)
	Grant of options	197,436
	Nil for Conditional Share Awards	197,436
Aggregated information		
d)	- Volume	
	- Price	
	- Total	N/A
e) Date of the transaction	13 July 2023	
f) Place of the transaction	Outside a trading venue	

Mary Basterfield - ESOP Award

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

a) Name Mary Basterfield

2 Reason for the notification

a) Position/status Group Chief Financial Officer

b) Initial notification /Amendment Initial notification

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

Description of the financial instrument, type of instrument and identification code Description: Ordinary shares of 25 pence each (Ordinary Shares)
ID Code: GB00BFZZM640

b) Nature of the transaction Grant of options over Ordinary Shares in the Company and conditional share award over Ordinary Shares in the Company.

c) Price(s) and volume(s)	Price (s)	Volumes (s)
	Grant of options	213,078
	Nil for Conditional Share Awards	213,078

Aggregated information

d)	- Volume	
	- Price	
	- Total	N/A

e) Date of the transaction 13 July 2023

f) Place of the transaction Outside a trading venue

Bruno Lambertini

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

a) Name Bruno Lambertini

2 Reason for the notification

a) Position/status Co-CEO, Content

b) Initial notification /Amendment Initial notification

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

Description of the financial instrument, type of instrument and identification code	Description: Ordinary shares of 25 pence each (Ordinary Shares) ID Code: GB00BFZZM640
b) Nature of the transaction	Grant of options over Ordinary Shares in the Company and conditional share award over Ordinary Shares in the Company.
c) Price(s) and volume(s)	Price (s) Volumes (s)
	Grant of options 366,824 Nil for Conditional Share Awards 366,824
Aggregated information	
d) - Volume	
- Price	
- Total	N/A
e) Date of the transaction	13 July 2023
f) Place of the transaction	Outside a trading venue

Brady Brim- DeForest

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

a) Name Brady Brim-DeForest

2 Reason for the notification

a) Position/status CEO, Formula.Monks
b) Initial notification /Amendment Initial notification

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

Description of the financial instrument, type of instrument and identification code	Description: Ordinary shares of 25 pence each (Ordinary Shares) ID Code: GB00BFZZM640
b) Nature of the transaction	Grant of options over Ordinary Shares in the Company and conditional share award over Ordinary Shares in the Company.
c) Price(s) and volume(s)	Price (s) Volumes (s)
	Grant of options 380,657 Nil for Conditional Share Awards 380,657
Aggregated information	
d) - Volume	
- Price	
- Total	N/A
e) Date of the transaction	13 July 2023
f) Place of the transaction	Outside a trading venue

Caroline Kowall

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

a)Name Caroline Kowall

2 Reason for the notification

a)Position/status General Counsel and Company Secretary

b)Initial notification /Amendment Initial notification

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

Description of the financial instrument, type of instrument and identification code Description: Ordinary shares of 25 pence each (Ordinary Shares)
ID Code: GB00BFZZM640

b)Nature of the transaction Grant of options over Ordinary Shares in the Company and conditional share award over Ordinary Shares in the Company.

	Price (s)	Volumes (s)
c)Price(s) and volume(s)	Grant of options	146,664
	Nil for Conditional Share Awards	146,664

Aggregated information

d) - Volume
- Price
- Total N/A

e)Date of the transaction 13 July 2023

f) Place of the transaction Outside a trading venue

James Kinney

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

a)Name James Kinney

2 Reason for the notification

a)Position/status Chief People Officer

b)Initial notification /Amendment Initial notification

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

Description of the financial instrument, type of instrument and identification code Description: Ordinary shares of 25 pence each (Ordinary Shares)
ID Code: GB00BFZZM640

b)Nature of the transaction Grant of options over Ordinary Shares in the Company and conditional share award over Ordinary Shares in the Company.

	Price (s)	Volumes (s)
c) Price(s) and volume(s)	Grant of options	203,017
	Nil for Conditional Share Awards	203,017
Aggregated information		
d) - Volume		
- Price		
- Total	N/A	
e) Date of the transaction	13 July 2023	
f) Place of the transaction	Outside a trading venue	
Mel Folahan Deputy Company Secretary +44 (0) 20 3793 0003		

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