

**THIS ANNOUNCEMENT AND THE INFORMATION CONTAINED HEREIN IS RESTRICTED AND IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN OR INTO AUSTRALIA, CANADA, JAPAN, NEW ZEALAND, THE REPUBLIC OF IRELAND, THE REPUBLIC OF SOUTH AFRICA OR THE UNITED STATES OR ANY OTHER JURISDICTION IN WHICH THE SAME WOULD BE UNLAWFUL.**

**THIS ANNOUNCEMENT DOES NOT CONSTITUTE OR FORM PART OF ANY OFFER OR INVITATION TO SELL OR ISSUE, OR ANY SOLICITATION OF ANY OFFER TO PURCHASE OR SUBSCRIBE FOR, ANY NEW ORDINARY SHARES, NOR SHALL IT (OR ANY PART OF IT), OR THE FACT OF ITS DISTRIBUTION, FORM THE BASIS OF, OR BE RELIED ON IN CONNECTION WITH OR ACT AS ANY INDUCEMENT TO ENTER INTO, ANY CONTRACT OR COMMITMENT WHATSOEVER WITH RESPECT TO THE PROPOSED PLACING AND OPEN OFFER OR OTHERWISE. THIS ANNOUNCEMENT IS NOT A CIRCULAR AND INVESTORS SHOULD NOT SUBSCRIBE FOR OR PURCHASE ANY NEW ORDINARY SHARES REFERRED TO IN THIS ANNOUNCEMENT EXCEPT SOLELY ON THE BASIS OF INFORMATION IN THE CIRCULAR EXPECTED TO BE PUBLISHED TODAY. COPIES OF THE CIRCULAR WILL, FOLLOWING PUBLICATION, BE AVAILABLE FROM THE REGISTERED OFFICE OF SYNETY GROUP PLC AT ONE AMERICA SQUARE, CROSSWALL, LONDON EC3N 2SG AND ON THE COMPANY'S WEBSITE WWW.SYNETY.COM.**

**18 March 2015**

**SYNETY Group plc  
(the "Company")**

**Proposed Placing and Open Offer  
and  
Notice of General Meeting**

SYNETY Group plc (AIM: SNTY.L), a leading cloud-based software and communications business, is pleased to announce today that it has conditionally raised £2.82 million (before expenses) through the issue of 3,129,084 new Ordinary Shares by way of a Placing at 90 pence per Ordinary Share to certain institutional and other investors and up to a further 834,028 new Ordinary Shares to be issued through an Open Offer at 90 pence per new Ordinary Share to raise up to approximately £0.75 million. N+1 Singer is acting as nominated adviser and broker to the Company in connection with the Issue.

The net proceeds of the Placing will be used primarily to increase sales, presales and marketing personnel in the UK as well as to fund further product development. Furthermore, following the Company's successful entry into the US in 2014, part of the net Placing proceeds will be used for a gradual expansion of the Group's US sales and marketing operations. The Directors believe that the US market offers the most significant growth opportunity for the Company, and they are encouraged by the performance metrics coming out of the existing US business to date. Additionally, part of the net proceeds of the Placing will be used for general working capital purposes.

It is the intention of the Directors that any proceeds received by way of the Open Offer will be used to further expand the Group's sales and marketing teams in both the UK and the US and for general working capital purposes.

The New Ordinary Shares will be issued credited as fully paid and will rank in full for all dividends and other distributions declared, made or paid after the admission of the New Ordinary Shares in respect of Ordinary Shares and will otherwise rank on admission of the New Ordinary Shares *pari passu* in all respects with the Existing Ordinary Shares. The Placing Shares are not being made available to the public and are not being offered or sold in any jurisdiction where it would be unlawful to do so.

Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. On the assumption that, *inter alia*, the Resolutions are passed, it is expected that admission of the New Ordinary Shares will become effective and dealings will commence on or around 8 April 2015.

The Placing is conditional on, *inter alia*, the passing of the Resolutions at the General Meeting, including a special resolution which will give the Directors the required authority to disapply statutory pre-emption rights in respect of the allotment of the Placing Shares.

### **General Meeting**

A circular, extracts of which are set out below, and a notice of General Meeting will be posted to Shareholders today to explain the background to the Issue, to set out the reasons why the Board believes it to be in the best interests of the Company and its Shareholders and to seek Shareholder approval for the Resolutions at the General Meeting ("Circular"), which will be held at 1 Colton Square, Leicester LE1 1QH at 11.00 a.m. on 7 April 2015. Copies of the Circular will shortly be made available on the Company's website ([www.synety.com](http://www.synety.com)).

Simon Cleaver, Executive Chairman of Synety, said:

*"After a year of good growth and growing momentum in the business, we very much welcome this further investor support for our expansion plans."*

Terms and expressions used in this announcement shall, unless defined herein or the context otherwise requires, have the same meanings as given to them in the Circular.

### **For further information please contact:**

Simon Cleaver	SYNETY Group Plc	+44 (0)203 587 7188
Shaun Dobson / Ben Wright / Alex Wright / Emily Watts	N+1 Singer	+44 (0)207 496 3000
David Bick / Mark Longson	Square1 Consulting	+44 (0)207 929 5599

*This announcement is not for release, publication or distribution, in whole or in part, directly or indirectly, in or into Australia, Canada, Japan, New Zealand, the Republic of Ireland, the Republic of South Africa or the United States or any jurisdiction into which the publication or distribution would be unlawful.*

*This announcement is for information purposes only and does not constitute an offer to sell or issue or the solicitation of an offer to buy or acquire shares in the capital of the Company. The distribution of this announcement in certain jurisdictions may be restricted by law and therefore persons into whose possession this announcement comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of such jurisdictions. The New Ordinary Shares have not been and will not be registered under the applicable securities laws of any of the Restricted Jurisdictions and, unless an exemption under such laws are available, may not be offered for sale or subscription or sold, or pledged, or subscribed directly or indirectly within the Restricted Jurisdictions or for the account or benefit of any national, resident or citizen of the Restricted Jurisdictions. The New Ordinary Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act"), or under the securities laws of any state of the United States and may not be offered, sold, resold, pledged, transferred or delivered, directly or indirectly, into or within the United States or to or for the account or benefit of any US person within the meaning of Regulation S of the Securities Act, except pursuant to an applicable exemption from registration requirements. In particular, the New Ordinary Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any other US regulatory authority, nor has any of the foregoing authorities passed upon or endorsed the merits of the offering of the New Ordinary Shares or the accuracy or the adequacy of this announcement or the Circular. Any representation to the contrary is a criminal offence in the United States.*

### **Forward looking statements:**

*This announcement contains statements about Synety Group plc that are or may be deemed to be "forward-looking statements".*

*All statements, other than statements of historical facts, included in this announcement may be forward-looking statements. Without limitation, any statements preceded or followed by, or that include, the words 'targets', "plans", "believes", "expects", "aims", "intends", "will", "may", "should", "anticipates", "estimates", "projects", or words or terms of similar substance or the negative thereof, are forward looking statements. Forward-looking statements include, without limitation, statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects and (ii) business and management strategies and the expansion and growth of the operations of Synety Group plc.*

*These forward-looking statements are not guarantees of future performance. These forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of any such person, or industry results, to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements are based on numerous assumptions regarding the present and future business strategies of such persons and the environment in which each will operate in the future. Investors should not place undue reliance on such forward-looking statements and, save as is required by law or regulation (including to meet the requirements of the AIM Rules, the City Code, the Prospectus Rules and/or the FSMA), Synety Group plc does not undertake any obligation to update publicly or revise any forward-looking statements (including to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based). All subsequent oral or written forward-looking statements attributed to Synety Group plc or any persons acting on their behalf are expressly qualified in their entirety by the cautionary statement above. All forward-looking statements contained in this announcement are based on information available to the Directors of Synety Group plc at the date of this announcement, unless some other time is specified in relation to them, and the posting or receipt of this announcement shall not give rise to any implication that there has been no change in the facts set forth herein since such date.*

#### **N+1 Singer**

*N+1 Singer, which is a member of the London Stock Exchange and is authorised and regulated in the UK by the Financial Conduct Authority, is acting as nominated adviser and broker to Synety Group plc in connection with the Issue. N+1 Singer is acting exclusively for Synety Group plc in connection with the Issue and no one else. N+1 Singer will not be responsible to anyone other than Synety Group plc for providing the protections afforded to clients of N+1 Singer nor for advising any other person on the transactions and arrangements described in this announcement or the Circular. No representation or warranty, express or implied, is made by N+1 Singer as to any of the contents of this announcement or the Circular. Apart from the liabilities and responsibilities, if any, which may be imposed on N+1 Singer by the Financial Services and Markets Act 2000 or the regulatory regime established under it, N+1 Singer accepts no responsibility whatsoever for the contents of this announcement or the Circular or for any other statement made or purported to be made by it or on its behalf in connection with Synety Group plc, the Ordinary Shares, the New Ordinary Shares or the Placing. N+1 Singer accordingly disclaims all and any liability whatsoever whether arising in tort or contract or otherwise (save as referred to above) which it might otherwise have in respect of this announcement or the Circular or any such statement.*

## **SYNETY Group plc**

### **Proposed Placing and Open Offer**

**and**

### **Notice of General Meeting**

## **1. Introduction**

The Company today announced a conditional Placing of 3,129,084 new Ordinary Shares at 90 pence each to raise £2.82 million (before expenses) from certain institutional and other investors by N+1 Singer.

In addition, in order to provide Shareholders who have not taken part in the Placing with an opportunity to participate in the proposed issue of new Ordinary Shares, the Company is providing all Qualifying Shareholders with the opportunity to subscribe, at the Issue Price, for an aggregate of up to 834,028 new Ordinary Shares, to raise approximately £0.75 million, on the basis of 9 new Ordinary Shares for every 91 Existing Ordinary Shares, payable in full on acceptance.

The Issue Price represents a 34.55 per cent. discount to the Closing Price of 137.5 pence per Ordinary Share on 17 March 2015 (being the last Business Day prior to the announcement of the Issue). N+1 Singer is acting as nominated adviser and sole broker to the Company in connection with the Issue.

The net proceeds of the Placing will be used primarily to increase sales, presales and marketing personnel in the UK as well as to fund further product development. Furthermore, following the Company's successful entry into the US in 2014, part of the net Placing proceeds will be used for a gradual expansion of the Group's US sales and marketing operations. The Directors believe that the US market offers the most significant growth opportunity for the Company, and they are encouraged by the performance metrics coming out of the existing US business to date. Additionally, part of the net proceeds of the Placing will be used for general working capital purposes.

It is the intention of the Directors that any proceeds received by way of the Open Offer will be used to further expand the Group's sales and marketing teams in both the UK and the US and for general working capital purposes.

The total amount that the Company could raise under the Issue is £3.57 million (before expenses), assuming all the Open Offer Entitlements are taken up. Neither the Placing nor the Open Offer are being underwritten and accordingly, as set out below, the minimum proceeds under the Issue are approximately £2.82 million (before expenses).

The Issue is conditional, inter alia, on Admission becoming effective, the Placing Agreement between the Company and N+1 Singer becoming unconditional and not being terminated (in accordance with its terms), and the passing by the Shareholders of the Resolutions at the General Meeting, including a special resolution which will give the Directors the required authority to disapply statutory pre-emption rights in respect of the allotment of the New Ordinary Shares. Subject to all relevant conditions being satisfied (or, if applicable, waived), it is expected that the New Ordinary Shares will be admitted to trading on AIM on or around 8 April 2015.

The purpose of the Circular is to outline the reasons for the Issue and explain why the Board considers the Resolutions to be in the best interests of the Company and the Shareholders as a whole and why the Directors recommend that you vote in favour of the Resolutions, as they have irrevocably undertaken to do in respect of the 1,441,983 Ordinary Shares, in aggregate, held, legally and/or beneficially, by them, representing approximately 17.10 per cent. of the Company's Existing Ordinary Share capital.

## **2. Background on the Company**

Synety Group plc is a UK-based software and telecommunications company, employing approximately 100 staff, which has built a Cloud-based telephone system specifically designed to integrate easily with other software programs such as CRM platforms.

Typically, many CRM platforms do not log telephony voice calls and call recordings are usually run on separate systems. The Company's CloudCall services are based on the premise that businesses wish to use CRM software to log, analyse and track their electronic and paper communications, but these systems are not well-adapted to process voice calls in the same way. The Group's CloudCall solution integrates CRM platforms with existing telephony infrastructure, which benefits the CRM providers as they are able to offer customers telephony integration and receive commission from the associated SaaS fees.

The integration of the Company's CloudCall software is designed to be quick and easy. Once integrated, end users can simply click on a customer record in their CRM to make a call. Furthermore, a log and if desired, a recording of that call are automatically added to that customer's record in the CRM, improving CRM-users efficiency and compliance. Once integration with a CRM platform has taken place, the Company can then market its CloudCall suite of services to the users of the now integrated CRM partners and their end users.

As CloudCall can be deployed as a Cloud-based 'overlay solution', there is no need for a customer to change their existing telephone infrastructure even if they use mobile or VoIP (Voice over Internet Protocol).

The Company currently has a number of income streams, with the majority of revenue generated through SaaS recurring service fees (100 per cent. gross margin before partner commissions) and telecommunications income (approximately 79 per cent. gross margin), which are highly visible revenue streams, with additional recurring revenues through add-ons, such as enhanced support and seven year extended call recording (varying gross margins), and also one off income, such as set up fees and telephony hardware sales (47 per cent. combined gross margin). Currently, overall gross margin from these combined revenue streams is approximately 73 per cent., including the commissions paid to CRM partners.

Cloud-based models have relatively fixed overheads compared to many traditional business models, therefore cost efficiencies increase with scale. The Company operates a 'hub' and 'spoke' model which also benefits from shared resource cost efficiencies. The hub reflects centralised core services in a single location, including the Group's 24/7 global platform management, customer support, provisioning and support functions. The hub optimises customer services through its support of the spokes (both UK and US) which focus on sales, marketing and partner management.

In addition, through this Cloud-based hub and spoke model, the Company is able to minimise the deployment costs of new product features as these features can be rolled out instantly, through the Cloud, avoiding manual, time-consuming product upgrades.

The Company's hub is based at its office in Leicester, UK, where it also has dedicated sales, presales and marketing teams and the Company's US spoke is based in Boston. In addition, the Group has a product development team based in Karachi, Pakistan.

### **SaaS Offering**

The Company currently offers three core CloudCall services as follows:

#### *CloudCall Click ("Click")*

The Click product is the Company's basic call-control solution, allowing click-to-call and call recording from within existing business software such as Microsoft Outlook, Salesforce and other CRM platforms. Click streamlines the processes of calling contacts or customers and logging call notes for review at a later date. Recorded conversations can be easily recalled from the user's CRM platform. Click also includes comprehensive analytics tools which allow managers to review the activity of their team members easily from a web portal.

#### *CloudCall Enterprise ("Enterprise")*

The Enterprise product is an on-demand communications system replacing traditional PBX and phone lines. This is well-established functionality, but allows customers wanting both CloudCall Click call control functionality and a hosted PBX to source both services from the Company.

#### *CloudCall Contact Centre ("Contact Centre")*

The Contact Centre product is the Company's most comprehensive solution, combining the hosted telephony attributes from Enterprise with the outbound call control functionality of Click, as well as adding inbound call functions, such as screen pop-ups, and conference calling.

The Company has introduced two notable product enhancements to Contact Centre. CloudCall Campaigns introduced in April 2014, which is designed to help manage inbound call flows and automate the outbound calling process and CloudCall Chrome which launched in December 2014 and which is

the Company's latest product enhancement. CloudCall Chrome is a plug-in that works from within the Google Chrome web browser and with any browser-based software.

As time-consuming and cost incurring CRM integration is not required with CloudCall Chrome, the Company's addressable market has increased significantly since it allows the Company's product functionality to be used by the large number of small/niche CRM platforms.

### **Competition**

The Directors believe that the Group's main competition in both the UK and US is with companies offering telecommunications integrations for Salesforce.com and other large CRM platforms, however, the Directors believe that there is an attractive opportunity in the significant niche CRM space where the Directors believe there is limited and less focused competition.

### **3. Background to, and reasons for, the Issue**

On 8 April 2014, the Company announced that Shareholders had approved a placing and open offer of Ordinary Shares with certain institutional investors and existing shareholders to raise approximately £5.0 million (before expenses).

As detailed in the circular dated 21 March 2014 which was sent to all Shareholders on the register of members on the associated record date, the net proceeds of the placing were to be used to expand the Company's UK operations, increase the CloudCall platform's resilience, capacity and territorial reach and initiate entry into the US market, including establishing a sales and marketing office and investing in the platform build-out.

The Company expanded its UK sales and marketing team to 26 people in 2014 and following a typical learning period, the Group saw its ARR increase by 36 per cent. in the last 3 months of the financial year ended 31 December 2014. Furthermore, average customer sizes from the deals closed in the UK in the last 3 months was 26 users, a significant increase on the prior period. The Company is also seeing positive growth in RRPV and the UK spoke is now profitable and generating returns to offset the costs in the hub.

The Directors believe that the addressable UK market continues to grow, which increases as more CRM platforms integrate with the Company's CloudCall solution and following the launch of CloudCall Chrome as well as the Company's continued investment in sales and marketing. As a result the Company plans to enhance its UK sales and customer success teams by approximately 20 per cent. with part of the proceeds from the Placing.

The launch of the Company's US spoke took place in July 2014. Starting with a team of 3, the US now has 7 dedicated sales people who are currently focused on selling to customers of two of the largest CRM platforms in the US, namely Salesforce and Bullhorn.

Early indicators from the US have been positive, with orders received running ahead of internal management forecasts which the Board believes is an indicator of considerable appetite for CloudCall in the US. The Company's UK data has shown that RRPV and average users per customer have grown over time, with December 2014 data showing RRPV at £31.13 (US: £25.08) and that AAR per sales head have increased as sales staff gain experience, with December 2014 data showing ARR per sales head at £15,364 (US: £8,708). To date, trends in the US sales metrics have largely mirrored the earlier UK sales metrics and with increased investment in the US, the Directors believe that US sales metrics have the potential to improve.

Additionally, management data for December 2014 showed that when looking at the trial success rate (the Company offers a free 14 day trial) of the Company's CloudCall products, both the UK and US demonstrated approximately 70 per cent. conversion rates, with monthly demonstrations secured per tele-salesman at 40 in the UK, versus 38 in the US. Therefore, the Directors are confident that increased sales activity in the US will put the Company in a strong position to perform well in the larger US market.

In terms of the CloudCall platform build-out, the Company has continued to enhance its product offering and functionality, through multiple software upgrades. Customer satisfaction towards the product

enhancements has been demonstrated by increased RRP, a key performance metric for the Company, and ongoing positive feedback from customers. The Company has further enhancements planned in 2015 for its CloudCall product, which the Company aims to upsell to existing customers as well as use to attract new, larger customers and increase lead flow.

The Directors believe that the market dynamics in which the Company operates in continue to remain attractive. Currently, the Directors estimate that the addressable UK market from integrated CRM platforms has approximately 1.7 million end users and the US has approximately 20 million end users. Additionally, Gartner's 2014 CRM Market Share Update stated that global CRM software revenues were forecast to be US\$23.9bn in 2014, with the US representing 54 per cent. of those revenues, enforcing the Directors belief that the US represents a significant and attractive growth opportunity for the Company.

The Company is therefore looking to raise additional funds to build on the progress made to date and expedite its growth by continuing to expand both its UK and US business.

#### **4. Board Composition**

The Board today announces that it is pleased to welcome Peter Simmonds as a Proposed Director. Peter's appointment to the Board will take effect from, and is conditional on, Admission. Peter is a chartered accountant with over 20 years of experience at senior management and board level, principally in technology, amongst other areas. He has considerable business entrepreneurial experience having been involved at the start up or early stage of a number of companies.

From 2009 to 2015, Peter was the CEO of dotdigital Group plc ("dotdigital"), the AIM-quoted provider of intuitive SaaS and managed services to digital marketing professionals, he remains with dotdigital as Deputy Chief Executive Officer. Peter successfully led dotdigital's entrance into the US marketplace, and the Board believe Peter's experience will prove invaluable to the Company in relation to its own expansion plans in that market.

#### **5. Use of net proceeds**

The net proceeds of the Placing are expected to be approximately £2.57 million and it is proposed that such proceeds shall be used as follows:

UK investment	£1.0 million
– Sales and Pre-Sales	
– Product Development	
– Marketing	
– Chief Marketing Officer	
US investment	£0.75 million
– Sales and Marketing	
– US Customer Success Team	
– Chief Marketing Officer	
– US Customer Success Team	
Working Capital	£0.82 million

To the extent that further funds are raised via the Open Offer, these will be used to further expand the Sales and Marketing teams in both the UK and the US and for general working capital purposes.

#### **6. Current Trading and Outlook**

The Company today announced its full year results for the financial year ended 31 December 2014. The Company reported revenues of £1.63 million, representing year-on-year growth of 196 per cent., and an operating loss (before non-recurring items) of £5.35 million. The loss for the year was in line with the Company's revised expectations, and reflects the continuing investments being made by the Company

in product development, strengthening its UK technical hub, launching in the US and further increasing UK sales and marketing.

Period-end cash and cash equivalents at 31 December 2014, were £2.36 million (31 December 2013: £2.30m), and there remains an outstanding R&D tax credit receivable of £60,000 with £133,060.12 having been received by the Company in early February 2015.

In addition, the Company also announced today the following key performance indicators:

	Q4 31 Dec 2012	Q4 31 Dec 2013	Q4 31 Dec 2014	Growth in 2014	28 Feb 2015
Annualised Recurring Revenue (ARR) <sup>1</sup>	£0.15m	£0.87m	£3.02m	+247%	£3.46m
No of End Users	564	2,678	7,705	+188%	8,779
Recurring Revenue Per User <sup>2</sup>	£22.80	£24.10	£30.48	+26%	£30.73
Av. New Users per Month	55	224	419	+87%	537
No of Licences	794	5,160	19,221	+272%	23,798
Av. Users Per Customer	5.8	10.1	11.7	+16%	13.7

<sup>1</sup> ARR is a forward looking number based on products sold to date. ARR is calculated by stripping out any one-off invoices such as set up, hardware sales or professional fees and simply taking the ongoing monthly recurring licence fees customers have subscribed for and add in the projected telecommunications income (average daily telecommunications spend X working days in an average month). This figure is then multiplied by 12 to give the expected annual recurring revenue. The Board believes that this calculation of ARR is the clearest way of expressing the underlying annualised recurring revenue as it levels out inconsistencies that may be caused by how many working days there are in any particular month – telecoms revenues that are not included in any calling package, are particularly sensitive to these fluctuations. It further removes any anomalies that may be introduced by large customers coming on-stream partway through the month which lower the ARPU since they are only billed for a partial month.

<sup>2</sup> RRPU is not simply the ARR divided by the number of end users. RRPU is calculated by combining the actual billed subscription revenue with the monthly subscription fees ordered together with an estimate of the related telecommunications spend (eliminating any one-off billings) and dividing by number of end users. To reduce the effects of monthly variations, RRPU published is the average of the preceding three months in order to reduce the effects of monthly variations.

The Company continues to see increasing demand for its products and services domestically in the UK, and the Board is pleased to see larger and more sophisticated customers being drawn to its products as the feature set expands and customer confidence in the service and the underlying technology increases. As the Company's sales team strengthen their knowledge base and CRM partner relationships continue to deepen, the Board remains confident of growing the Company's UK and US customer base.

The Company's US office in Boston has now been open for just over 6 months and early indications are encouraging, with orders received between the launch and the end of 2014 beating original management forecasts. To date, the Company has focused US sales on a limited number of CRM integrations, however, as the US operations are starting to develop, the Board plans to increase marketing and target a wider number of CRMs, which the Board believes should lead to increased sales activity in 2015. The Board remains both confident and excited over the scale of the opportunity in the US.

Year-on-year ARR increased by 247 per cent. to over £3.0 million, with a notable acceleration of growth over the latter part of the year which the Board believes demonstrates how the investments made throughout the year in sales and product innovation have started to pay off. The exceptional Q4 2014 growth was driven not only by greater sales activity but also by a significant increase in RRPU, with a 26 per cent. growth year-on-year, which can be tracked directly back to product enhancements and a greater proportion of new and existing customers buying or upgrading to the Company's flagship CloudCall Contact Centre product.

Churn rates are also a key performance metric for SaaS businesses as they can be indicative of customer satisfaction and help predict lifetime values. The Company's churn rates, comprising of 2 years' worth of data, have been encouraging, with expansion revenues outpacing churn. Additionally,



lifetime value of customer contracts are increasing, with the relative costs of acquiring new customers showing encouraging trends, further supporting the potential scalability of the business.

The Board is encouraged by current trading and believes that the added investment that the Placing will provide will further enhance the Group's longer term growth prospects, which the Board remains optimistic about.

The final results are not incorporated by reference into the Circular so Shareholders are advised to read the annual report, which is available on the Company's website, in its entirety.

## **7. Information on the Placing and the Placing Agreement**

The Company has conditionally raised £2.82 million (approximately £2.57 million net of expenses) by way of a placing of 3,129,084 Placing Shares at the Issue Price with existing and new institutional and other investors. The Placing Shares will represent approximately 25.24 per cent. of the Enlarged Issued Share Capital of the Company. The Issue Price represents a discount of 34.55 per cent. to the Closing Price of 137.5 pence per Ordinary Share as at 17 March 2015 (being the latest practicable date prior to the publication of the Circular). The Placing Shares are not subject to claw back and are not part of the Open Offer. Neither the Placing nor the Open Offer have been underwritten by N+1 Singer or by any other person.

In connection with the Placing, the Company has entered into the Placing Agreement pursuant to which N+1 Singer has agreed, in accordance with the terms of the Placing Agreement, to use its reasonable endeavours to place the Placing Shares with existing and new institutional investors.

The Placing is conditional, inter alia, on:

- the passing of the Resolutions;
- the conditions in the Placing Agreement being satisfied or (if applicable) waived and the Placing Agreement not having been terminated in accordance with its terms prior to Admission; and
- Admission becoming effective by no later than 8.00 a.m. on 8 April 2015 (or such later time and/or date, being no later than 8.00 a.m. on 29 April 2015 as the Company and N+1 Singer may agree).

The Placing is not conditional upon the level of applications made to subscribe under the Open Offer.

The Placing Agreement contains customary warranties given by the Company to N+1 Singer as to matters relating to the Group and its business and a customary indemnity given by the Company to N+1 Singer in respect of liabilities arising out of or in connection with the Placing. N+1 Singer is entitled to terminate the Placing Agreement in certain circumstances prior to Admission including circumstances where the warranties are found not to be true or accurate or are misleading in any respect or the occurrence of certain force majeure events.

If any of the conditions are not satisfied or waived (where capable of waiver), the Placing Shares will not be issued and all monies received from investors in respect of the Placing Shares will be returned to them (at the investors' risk and without interest) as soon as possible thereafter.

The Placing Shares will be issued free of all liens, charges and encumbrances and will, when issued, be credited as fully paid and will rank in full for all dividends and other distributions declared, made or paid in respect of Ordinary Shares after the admission of the Placing Shares and will otherwise rank on admission of the Placing Shares *pari passu* in all respects with the Existing Ordinary Shares. The Placing Shares are not being made available to the public and are not being offered or sold in any jurisdiction where it would be unlawful to do so.

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. On the assumption that, inter alia, the Resolutions are passed, it is expected that Admission will occur and the dealings will commence at 8.00 a.m. on or around 8 April 2015 at which time it is also expected that the Placing Shares will be enabled for settlement in CREST.

## **8. Information on the Open Offer**

The Directors recognise the importance of shareholder pre-emption rights and consequently the Company is proposing to raise up to approximately £0.75 million (before expenses) pursuant to the Open Offer. The proposed Issue Price of 90 pence per Open Offer Share is the same price as the price at which the Placing Shares are being issued.

The Open Offer has not been underwritten. The Issue is not conditional upon the level of applications made to subscribe under the Open Offer. Accordingly, if no applications to subscribe under the Open Offer are received, the total amount that the Company would raise via the Issue would be £2.82 million (before expenses).

A total of 834,028 new Ordinary Shares are available to Qualifying Shareholders pursuant to the Open Offer at the Issue Price, payable in full on acceptance. Any Open Offer Shares not subscribed for by Qualifying Shareholders will be available to Qualifying Shareholders, who take up their Basic Entitlement in full, under the Excess Application Facility. The balance of any Offer Shares not subscribed for under the Excess Application Facility will not be available to Placees under the Placing. The aggregate number of Open Offer Shares available for subscription pursuant to the Open Offer will not exceed 834,028 Ordinary Shares.

The Open Offer provides Qualifying Shareholders with the opportunity to apply to acquire Open Offer Shares at the Issue Price pro rata to their holdings of Existing Ordinary Shares as at the Record Date on the following basis:

### **9 Open Offer Shares for every 91 Existing Ordinary Shares**

and so on in proportion for any other number of Existing Ordinary Shares then held. Entitlements to apply to acquire Open Offer Shares will be rounded down to the nearest whole number and any fractional entitlement to Open Offer Shares will be disregarded in calculating the Qualifying Shareholder's Entitlement.

The Open Offer is subject to the satisfaction of the following conditions on or before 8 April 2015 (or such later date being not later than 8.00 a.m. on 29 April 2015, as the Company may decide):

- (i) the Placing being unconditional in all respects; and
- (ii) Admission becoming effective by 8.00 a.m. on 8 April 2015, (or such later time or date not being later than 8.00 a.m. on 29 April 2015 as the Company may decide).

In the event that the conditions of the Open Offer are not satisfied or waived, the Open Offer will not proceed and the Open Offer Shares will not be issued and all the monies received by the Receiving Agent will be returned to the applicant (without interest) as soon as possible thereafter.

### ***Excess Applications***

The Open Offer is structured so as to allow Qualifying Shareholders to subscribe for Open Offer Shares at the Issue Price pro rata to their holdings of Existing Ordinary Shares. Qualifying Shareholders may also make applications in excess of their pro rata initial entitlement. To the extent that pro rata entitlements to Open Offer Shares are not subscribed by Qualifying Shareholders, such Open Offer Shares will be available to satisfy such Excess Applications where Qualifying Shareholders have taken up their full Basic Entitlement. To the extent that applications are received in respect of an aggregate of more than 834,028 Open Offer Shares, Excess Applications from Qualifying Shareholders will be scaled back pro rata to their existing shareholdings as at the Record Date. However, Excess Applications will be rejected if and to the extent that acceptance would result in a Qualifying Shareholder, together with those acting in concert with him/her for the purposes of the City Code, holding 30 per cent. or more of the Enlarged Issued Share Capital immediately following Admission. The Company may satisfy valid applications for Excess Applications in whole or in part but reserves the right not to satisfy any excess above any Basic Entitlement. The Board may scale back applications made in excess of Basic Entitlements on such basis as it reasonably considers to be appropriate, in consultation with N+1 Singer. Qualifying Shareholders who do not have a Basic Entitlement can apply for Excess Shares under the Excess Application Facility.

**Qualifying Shareholders should note that the Open Offer is not a rights issue. Qualifying non-CREST Shareholders should be aware that the Application Form is not a negotiable document and cannot be traded. Qualifying Shareholders should also be aware that in the Open Offer, unlike in a rights issue, any Open Offer Shares not applied for will not be sold in the market nor will they be placed for the benefit of Qualifying Shareholders who do not apply under the Open Offer.**

### ***Settlement and dealings***

Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. It is expected that such Admission will become effective and that dealings will commence at 8.00 a.m. on 8 April 2015.

### ***Overseas Shareholders***

The attention of Qualifying Shareholders who have registered addresses outside the United Kingdom, or who are citizens or residents of countries other than the United Kingdom, or who are holding Existing Ordinary Shares for the benefit of such persons, (including, without limitation, custodians, nominees, trustees and agents) or who have a contractual or other legal obligation to forward the Circular or the Application Form to such persons, is drawn to the information which appears in paragraph 6 of Part II of the Circular.

In particular, Qualifying Shareholders who have registered addresses in or who are resident in, or who are citizens of, countries other than the UK (including without limitation the United States of America), should consult their professional advisers as to whether they require any governmental or other consents or need to observe any other formalities to enable them to take up their entitlements under the Open Offer.

### ***CREST Instructions***

An application has been made for the Open Offer Entitlements of Qualifying CREST Shareholders to be admitted to CREST. It is expected that the Open Offer Entitlements will be admitted to CREST on 19 March 2015. The Excess Open Offer Entitlements will also be enabled for settlement in CREST on 19 March 2015. Applications through the CREST system will only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a bona fide market claim.

If you are a Qualifying non-CREST Shareholder you will have received a personalised Application Form which gives details of your Open Offer Entitlement under the Open Offer (as shown by the number of the Open Offer Entitlements allocated to you). If you wish to apply for Open Offer Shares under the Open Offer, you should complete the accompanying personalised Application Form in accordance with the procedure for application set out in paragraph 3.1 of Part II of the Circular and on the Application Form itself. The completed Application Form, accompanied by full payment, should be returned by post or by hand (during normal business hours only) to Capita Asset Services; Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to arrive as soon as possible and in any event no later than 11.00 a.m. on 2 April 2015.

If you are a Qualifying CREST Shareholder, no Application Form is enclosed but you will receive a credit to your appropriate stock account in CREST in respect of the Open Offer Entitlement representing your Basic Entitlement and Excess Open Offer Entitlement. You should refer to the procedure for application set out in paragraph 3.2 of Part II of the Circular. The relevant CREST instruction must have settled by no later than 11.00 a.m. on 2 April 2015.

**The latest time for applications under the Open Offer to be received is 11.00 a.m. on 2 April 2015. The procedure for application and payment depends on whether, at the time at which application and payment is made, you have an Application Form in respect of your entitlement under the Open Offer or have an Open Offer Entitlement credited to your stock account in CREST in respect of such entitlement. If you have any questions relating to the Circular, and the completion and return of the Application form, please contact Capita Asset Services on 0871 664 0321 from within the UK or +44 20 8639 3399 if calling from outside the UK between 9.00 a.m. and 5.30 p.m. (London time) Monday to Friday. Calls to the 0871 664 0321 number cost 10 pence**

per minute (including VAT) plus your service provider's network extras. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide any financial, legal or tax advice.

If you are in any doubt as to what action you should take, you should immediately seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent professional adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriate authorised independent financial adviser.

## 9. Effect of the Issue

Upon Admission, and assuming full take up of the Issue and no further exercise of options under the Company's share option schemes, the Enlarged Issued Share Capital is expected to be 12,396,068 Ordinary Shares. On this basis, the New Ordinary Shares will represent approximately 31.97 per cent. of the Company's Enlarged Issued Share Capital (assuming full take up under the Open Offer).

The New Ordinary Shares will, when issued and fully paid, rank pari passu in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of Admission.

Following the issue of the New Ordinary Shares pursuant to the Placing and the Open Offer, assuming full take up of the Open Offer and no further exercise of options under the Company's share option schemes, Qualifying Shareholders who do not take up any of their Open Offer Entitlements will suffer a dilution of approximately 31.97 per cent. to their interests in the Company. If a Qualifying Shareholder takes up their Open Offer Entitlement in full they will suffer a dilution of approximately 25.24 per cent. to their interest in the Company as a result of the issue of the Placing Shares.

### **Directors' Shareholdings pre and post Issue**

	<i>Number of Ordinary Shares held pre-Issue*</i>	<i>Percentage of issued share capital pre-Issue (per cent.)</i>	<i>Number of Ordinary Shares estimated to be held post-Issue*</i>	<i>Estimated percentage of Enlarged Issued Share Capital post-Issue (per cent.)***</i>
Simon Cleaver	317,254	3.76	317,254	2.56
Mark Seemann	876,077	10.39	876,077	7.07
Graham Ward	206,795	2.45	206,795	1.67
Paul Williams	41,857	0.50	41,857	0.34
Andrew Jones**	32,769	0.39	32,769	0.26
Jason Kendall**	504,298	5.98	504,298	4.07
David Whelan	—	—	—	—
Dr Georg Oehm	—	—	—	—

\*Denotes the aggregate of Ordinary Shares held legally and beneficially.

\*\*Directors of Synety Limited a wholly-owned subsidiary of Synety Group plc.

\*\*\* Calculated on the assumption that the Open Offer is fully subscribed.

## 10. General Meeting

The Directors do not currently have authority to allot all of the New Ordinary Shares and, accordingly, the Board is seeking the approval of Shareholders to allot the New Ordinary Shares at the General Meeting, together with the approval to increase the Company's general authority to allot further new Ordinary Shares in view of the Enlarged Issued Share Capital of the Company following the proposed Issue.

A notice convening the General Meeting, which is to be held at 11.00 a.m. at 1 Colton Square, Leicester LE1 1QH on 7 April 2015, is set out at the end of the Circular. At the General Meeting, the following Resolutions will be proposed:

- Resolution 1 which is an ordinary resolution, to authorise the Directors to allot relevant securities up to an aggregate nominal amount of £792,622.40, being equal to 3,963,112 Ordinary Shares (i.e. the number of New Ordinary Shares);
- Resolution 2 which is a special resolution and is conditional on the passing of resolution 1, to disapply pre-emption rights and authorise the Directors to issue and allot the 3,963,112 Ordinary Shares referred to in Resolution 1, pursuant to the Issue;
- Resolution 3 which is an ordinary resolution and conditional on the passing of resolutions 1 and 2 to authorise the Directors to allot relevant securities up to an aggregate nominal amount of £743,764.00, being equal to 3,718,820 Ordinary Shares and replaces the authority granted at the general meeting on 20 May 2014; and
- Resolution 4 which is a special resolution and is conditional on the passing of resolutions 1, 2 and 3, to generally authorise the Directors to issue and allot 1,859,410 of the new Ordinary Shares referred to in Resolution 3 on a non-pre-emptive basis and replaces the authority granted at the general meeting on 20 May 2014.

The authorities to be granted pursuant to resolutions 1 and 2 shall expire on the earlier of the date of the next annual general meeting of the Company and 30 November 2015 (unless renewed varied or revoked by the Company prior to or on that date) and shall be in addition to any Directors' authorities to allot relevant securities and disapply statutory pre-emption rights granted by resolutions 3 and 4.

The authorities to be granted pursuant to resolutions 3 and 4 shall expire on the earlier of the date of the annual general meeting of the Company to be held in 2015 or, if earlier, 30 November 2015 and shall be in addition to the authorities granted by resolutions 1 and 2.

The authorities in resolutions 3 and 4, if passed, would give the Board flexibility to raise funds on an expedited basis to take advantage of potential fundraising opportunities which may arise. The Board has no present intention of exercising these authorities (other than in connection with the issue of options) and the Board will only exercise these authorities when it is satisfied that it is in the Company's interests to do so.

## **11. Risk Factors**

Your attention is drawn to the Risk Factors set out in Part IV of the Circular. Shareholders are advised to read the whole of the Circular and not rely solely on the summary information presented in Part I of the Circular.

## **12. Irrevocable Undertakings**

As at the date of the Circular, the Company has received irrevocable undertakings to vote in favour of the Resolutions from the Directors, who in aggregate have a beneficial interest in respect of 1,441,983 Existing Ordinary Shares, representing 17.10 per cent. of the Existing Ordinary Share Capital.

## **13. Recommendation**

**The Board believes the Placing and Open Offer to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board unanimously recommends that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting, as the Directors (other than David Whelan and Dr. Georg Oehm who do not own any Existing Ordinary Shares) have irrevocably undertaken to do in respect of their own beneficial holdings amounting, in aggregate, to 1,441,983 Ordinary Shares and representing approximately 17.10 per cent. of the Company's Existing Ordinary Share Capital.**

## **EXPECTED TIMETABLE OF PRINCIPAL EVENTS**

## 2015

Record Date for entitlements under the Open Offer	5.00 p.m. on 16 March
Announcement of the Issue and posting of the Circular, the Application Form and Form of Proxy	18 March
Existing Ordinary Shares marked 'ex' by the London Stock Exchange	8.00 a.m. on 18 March
Open Offer Entitlements and Excess Open Offer Entitlements credited to stock accounts in CREST of Qualifying CREST Shareholders	19 March
Recommended latest time and date for requesting withdrawal of Open Offer Entitlements and Excess Open Offer Entitlements from CREST	4.30 p.m. on 26 March
Latest time and date for depositing Open Offer Entitlements and Excess Open Offer Entitlements into CREST	3.00 p.m. on 27 March
Latest time and date for splitting of Application Forms (to satisfy bona fide market claims only)	3.00 p.m. on 30 March
Latest time and date for receipt of Forms of Proxy and electronic proxy appointments via the CREST system	11.00 a.m. on 1 April
Latest time and date for receipt of completed Application Forms and payment in full under the Open Offer or settlement of relevant CREST instruction (as appropriate)	11.00 a.m. on 2 April
Announcement of result of Open Offer	7 April
General Meeting	11.00 a.m. on 7 April
Announcement of the results of the General Meeting	7 April
Admission and commencement of dealings in the New Ordinary Shares on AIM	8.00 a.m. on 8 April
New Ordinary Shares credited to CREST stock accounts	8 April
Despatch of definitive share certificates for New Ordinary Shares	within 14 days of Admission

### Notes:

1. Each of the times and dates above are indicative only and are subject to change. If any of the above times and/or dates change, the revised times and/or dates will be notified by the Company to Shareholders by announcement through a regulatory information service.
2. All of the above times refer to London time unless otherwise stated.
3. The admission and commencement of dealings in the New Ordinary Shares on AIM are conditional on, *inter alia*, the passing of the Resolutions at the General Meeting.

## DEFINITIONS

"ARR"

annualised recurring revenue

“Act”	the Companies Act 2006 (as amended)
“Admission”	the admission of the New Ordinary Shares to trading on AIM becoming effective in accordance with the AIM Rules
“AIM” or “LSE AIM”	AIM, a market operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies published by the London Stock Exchange from time to time
“Application Form”	the personalised application form on which Qualifying non-CREST Shareholders may apply for Open Offer Shares under the Open Offer
“Basic Entitlement”	the entitlement of Qualifying Shareholders to apply for Open Offer Shares on the basis of 9 Open Offer Shares for every 91 Existing Ordinary Shares held and registered in their names on the Record Date
“Board” or “Directors”	the directors of the Company whose names are set out in the Circular
“Business Day”	any day on which banks are usually open in England and Wales for the transaction of sterling business, other than a Saturday, Sunday or public holiday
“Capita Asset Services”	a trading name of Capita Registrars Limited
“certificated” or “in certificated form”	a share or other security not held in uncertificated form (that is, not in CREST)
“CRM”	customer relationship manager. An electronic system for maintaining customer information
“City Code”	the City Code on Takeovers and Mergers issued by the Takeover Panel, as amended from time to time
“Cloud” or “Cloud-based”	means a product and/or service that is accessed through the internet or a connection carrying data traffic
“Closing Price”	the closing middle market quotation of an Ordinary Share as derived from the AIM section of the Daily Official List of the London Stock Exchange
“Company”	Synety Group plc, a company incorporated in England and Wales with registered number 5509873
“CREST”	a relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations)
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755) as amended from time to time
“Enlarged Issued Share Capital”	the issued share capital of the Company as enlarged by the issue of the New Ordinary Shares
“Euroclear”	Euroclear UK & Ireland, the Operator (as defined in the CREST Regulations) of CREST

“Excess Applications”	applications for Excess Shares made under the Excess Application Facility
“Excess Application Facility”	the arrangement pursuant to which Qualifying Shareholders may apply for additional Open Offer Shares in excess of their Basic Entitlements in accordance with the terms and conditions of the Open Offer
“Excess Open Offer Entitlement”	in respect of each Qualifying CREST Shareholder who has taken up his Basic Entitlement in full, the entitlement (in addition to the Basic Entitlement) to apply for Excess Shares up to the number of Open Offer Shares credited to his stock account in CREST pursuant to the Excess Application Facility, which may be subject to scaling down according to the Directors’ absolute discretion in consultation with N+1 Singer
“Excess Shares”	Open Offer Shares which may be applied for by Qualifying Shareholders under the Excess Application Facility
“Existing Ordinary Shares”	the Ordinary Shares in issue as at the Record Date
“Existing Ordinary Share Capital”	the issued share capital of the Company as at the Record Date
“Financial Conduct Authority” or “FCA”	the Financial Conduct Authority (and its predecessor, the Financial Services Authority) in its capacity as the competent authority for the purposes of Part VI of FSMA
“Form of Proxy”	the form of proxy for use by Shareholders in connection with the General Meeting
“FSMA”	the Financial Services and Markets Act 2000 (as amended)
“General Meeting”	the general meeting of the Company convened for 11.00 a.m. on 7 April 2015 at 1 Colton Square, Leicester LE1 1QH
“Group” or “Synety Group”	the Company and its subsidiary undertakings
“Issue”	together, the Placing and Open Offer
“Issue Price”	90 pence per New Ordinary Share
“London Stock Exchange”	London Stock Exchange plc
“N+1 Singer”	N+1 Singer Advisory and/or N+1 Singer CM as the context shall require
“N+1 Singer Advisory”	Nplus1 Singer Advisory LLP, the Company’s nominated adviser which is incorporated as a limited liability partnership in England and Wales with registration number OC364131
“N+1 Singer CM”	Nplus1 Singer Capital Markets Limited, the Company’s broker which is a company incorporated in England and Wales with registration number 05792780
“New Ordinary Shares”	the new Ordinary Shares to be issued pursuant to the Placing and the Open Offer



“Notice” or “Notice of General Meeting”	the notice of the General Meeting
“Number of Users or Seats”	the number of individual users licensed to access the CloudCall platform
“Open Offer”	the conditional offer, which is not being underwritten, made by the Company to Qualifying Shareholders inviting them to subscribe for the Open Offer Shares on the terms and subject to the conditions set out in the Circular and, in the case of Qualifying non-CREST Shareholders, in the Application Form
“Open Offer Entitlements”	an entitlement of a Qualifying Shareholder, pursuant to the Open Offer, to apply for 9 Open Offer Shares for every 91 Existing Ordinary Shares held by the Qualifying Shareholder at the Record Date
“Open Offer Shares”	up to 834,028 new Ordinary Shares which are the subject of the Open Offer
“Ordinary Shares”	ordinary shares of 20 pence each in the share capital of the Company
“Overseas Shareholders”	a Shareholder with a registered address outside of the UK
“PBX”	a Private Branch Exchange or switchboard
“Placing”	the proposed placing by N+1 Singer on behalf of the Company of the Placing Shares pursuant to the Placing Agreement
“Placing Agreement”	the conditional agreement between the Company and N+1 Singer dated 17 March 2015 relating to the Placing
“Placing Shares”	the 3,129,084 New Ordinary Shares conditionally placed pursuant to the Placing with investors that will be allotted subject to, inter alia, the passing of the Resolutions and Admission
“Proposed Director”	Peter Anthony Simmonds whose appointment to the Board is with effect from, and conditional on, Admission
“Qualifying CREST Shareholders”	Qualifying Shareholders whose Existing Ordinary Shares are held in uncertificated form
“Qualifying non-CREST Shareholders”	Qualifying Shareholders whose Existing Ordinary Shares are held in certificated form
“Qualifying Shareholders”	Shareholders whose Existing Ordinary Shares are on the register of members of the Company on the Record Date with the exclusion of (subject to exceptions) persons with a registered address or located or resident in the Restricted Jurisdictions
“Record Date”	5.00 p.m. on 16 March 2015
“Registrar” or “Receiving Agent”	Capita Asset Services of The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU
“Resolutions”	the resolutions to be proposed at the General Meeting, as set out in the Notice of General Meeting

“Restricted Jurisdiction”	each and any of Australia, Canada, Japan, the Republic of South Africa, Republic of Ireland, New Zealand and the United States
“RRPU”	recurring revenue per end user
“SaaS”	Software-as-a-Service
“Shareholders”	holders of Ordinary Shares
“Takeover Panel”	the Panel on Takeovers and Mergers in the UK
“uncertificated” or “in uncertificated form”	recorded on the register of members of the Company as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland
“UK Listing Authority”	the FCA acting in its capacity as the competent authority for the purposes of Part VI of FSMA
“United States” or “US”	the United States of America
“£”, “pounds sterling” or “pence”	UK pounds sterling, the lawful currency of the United Kingdom