

RNS Number : 52430
Tasty PLC
07 November 2016

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Tasty Plc ("Tasty" or the "Company")

Placing and Director/PDMR Shareholdings

The Company today announces that it has conditionally raised £9.0 million, before expenses, through a placing of 6,210,000 new Ordinary Shares ("**New Shares**") at a price of 145 pence per share (the "**Placing Price**") (the "**Placing**"). The Placing Price is at zero discount to the closing middle market price of the Company on 4 November 2016 (being the latest practicable date prior to this announcement). The Directors are pleased to confirm that the Placing was over-subscribed and supported by both new and existing institutional investors, as well as the Board.

The net proceeds from the Placing will be used by the Company to fund the continued expansion of the Company's restaurants estate. The directors of the Company are pleased to confirm that current trading remains in line with expectations and that the continued roll out of the Wildwood restaurant brand is proceeding well.

The Placing

As set out above, the Company has conditionally raised approximately £9.0 million before expenses by the conditional Placing of 6,210,000 New Shares at the Placing Price. The New Shares represent approximately 11.6 per cent. of the current issued share capital of the Company.

The Placing is conditional, *inter alia*, upon:

- (a) the passing of the Resolutions at the General Meeting (as described below);
- (b) the Placing Agreement becoming or being declared unconditional in all respects and not having been terminated in accordance with its terms prior to Admission;
- (c) Admission becoming effective by no later than 8.00 a.m. on 2 December 2016 or such later time and/or date (being no later than 8.00 a.m. on 31 December 2016) as Cenkos Securities plc and the Company may agree.

If any of the conditions are not satisfied, the Placing Shares will not be issued and all monies received from the Placees will be returned to the Placees (at the Placees' risk and without interest) as soon as possible thereafter.

The Placing Shares are not subject to clawback. The Placing is not being underwritten.

The Placing Shares will be issued free of all liens, charges and encumbrances and 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 their issue.

Director Dealings

As part of the Placing certain directors of the Company, or members of their immediate family, have agreed to subscribe for New Shares at the Placing Price as set out below:

Name	Title	No. of New Shares subscribed for under the Placing
Samuel Kaye	Joint Chief Executive	1,060,349
Jonny Plant	Joint Chief Executive	68,966
Keith Lassman	Chairman	13,793

In addition to the above Adam Kaye, a Non-Executive Director of the Company, or members of his immediate family have agreed to subscribe for 517,241 New Shares. Adam Kaye has also exercised his right to exchange 500,000 'A' ordinary shares in a subsidiary company of the Company into Ordinary Shares (the "**Share Incentive**"). The number of Ordinary Shares being acquired is equal in value to the net benefit that would be delivered to Adam Kaye if the Share Incentive were provided by way of a share option over Ordinary Shares at an exercise price of 100 pence per Ordinary Share (i.e. the value above 100 pence per Ordinary Share). Adam Kaye will therefore receive 155,172 Ordinary Shares following the exercise of the Share Incentive. Adam Kaye has entered into an agreement to sell the 155,172 Ordinary Shares issued to him following the exercise of the Share Incentive and also to sell a further 1,220,920 Ordinary Shares held by him, conditional on admission of the New Shares (the "**Share Sale**"). The net effect of these arrangements on Adam Kaye's beneficial and non-beneficial holding once the Placing completes will be a decrease of 703,679 Ordinary Shares.

Following the above events and conditional on admission of the New Shares the Directors will be interested in the following number of Ordinary Shares in the Company:

Name	Title	No. Ordinary Shares held following the Placing, the exercise of the Share Incentive and the Share Sale	% of the issued share capital of the Company as enlarged by the Placing and the exercise of the Share Incentive
Jonny Plant	Joint Chief Executive	4,263,843	7.14%
Samuel Kaye	Joint Chief Executive	10,750,589	18.00%
Adam Kaye	Non-Executive Director	7,236,559	12.12%
Keith Lassman	Chairman	148,433	0.25%

The participation in the Placing by Samuel Kaye and Adam Kaye (as directors and substantial shareholders of the Company) and of Livingbridge VC LLP (or funds managed by Livingbridge VC LLP) (as a substantial shareholder) constitute related party transactions pursuant to the AIM Rules. Livingbridge VC LLP currently has an interest in 7,684,648 Ordinary Shares of the Company representing 14.40 of the current issued share capital of the Company. Livingbridge VC LLP are subscribing for 1,017,000 New Shares as part of the Placing.

The Directors (excluding Samuel Kaye and Adam Kaye) consider, having consulted with Cenkos Securities plc, the Company's Nominated Adviser for the purposes of the AIM Rules, that the terms of the related party subscriptions for New Shares as set out above are fair and reasonable insofar as the shareholders of the Company are concerned.

Admission

Application will be made to the London Stock Exchange for the admission of the New Shares to trading on AIM. It is expected that Admission to trading on AIM will occur and that dealings will commence at 8.00 a.m. on 2 December 2016 at which time it is also expected that the New Shares will be enabled for settlement in CREST.

Application will also be made to the London Stock Exchange for the admission of the 155,172 new Ordinary Shares to be issued following the exercise of the Share Incentive. It is expected that Admission to trading on AIM will occur and that dealings will commence at 8.00 a.m. on 2 December 2016 at which time it is also expected that the 155,172 new Ordinary Shares will be enabled for settlement in CREST.

General Meeting

The Directors do not currently have authority to allot all of the New Shares and, accordingly, the Board is seeking the approval of Shareholders to allot the New Shares at the General Meeting.

A notice convening the General Meeting, which is to be held at the offices of the Company at 3 Heath Street, Hampstead, London, NW3 6TP on 1 December 2016 is set out at the end of a circular to be sent to Shareholders shortly.

Recommendation

The Directors consider the Placing to be in the best interests of the Company and the Shareholders as a whole and, accordingly, unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting as they intend to do in respect of their own beneficial holdings, amounting to 41.2 per cent. of the Company's issued share capital.

The Placing is conditional, *inter alia*, upon the passing of the Resolutions at the General Meeting. Shareholders should be aware that if the Resolutions are not approved at the General Meeting, the conditional Placing will not proceed. The Share Sale is conditional on the passing of the Resolutions at the General Meeting and on the Admission of the New Shares. Shareholders should be aware that if the Resolutions are not approved at the General Meeting, the Share Sale will not proceed.

Capitalised terms used in this announcement have the meanings given to them in the Circular, to be posted to Shareholders on or around 8 November 2016.

7 November 2016

The announcement contains inside information

Enquiries

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