



ITE Group PLC - ITE Results of General Meeting
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ITE Group PLC
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ITE Group plc

Results of General Meeting

ITE Group plc ("ITE" or the "Company") announces that at today's General Meeting all Resolutions regarding the proposed Acquisition of Ascential Events Limited (the "Target") and the associated Rights Issue, as set out in the notice of general meeting contained in the Prospectus, were passed on a show of hands as ordinary resolutions.

The proxy voting figures for the Resolutions are set out below:

Resolution	For		Against		Votes Withheld
	Votes	%	Votes	%	
1. To approve the acquisition of Ascential Events Limited	142,661,530	65.0%	76,929,402	35.0%	7,336,238
2. To approve the allotment of shares in the Company pursuant to the Rights Issue	141,043,067	64.2%	78,555,111	35.8%	7,328,992

Note: 1. Percentages are expressed as a proportion of the total votes cast.
2. A vote withheld is not a vote in law and is not included in the calculation of the votes "For" or "Against" the Resolutions.
3. Any proxy appointments which gave discretion to the Chairman have been included in the "For" total.

The Company's issued share capital at 25 June 2018 was 269,679,563 ordinary shares.

Proxy appointments appointing the Chairman of the meeting were received from shareholders of 6,592 shares in respect of Resolution 1 representing 0.002% of the issued share capital, and from shareholders of 7,671 shares in respect of Resolution 2 representing 0.003% of the issued share

capital.

A copy of the Resolutions passed at the General Meeting will be submitted to the National Storage Mechanism in accordance with Listing Rule 9.6.2 of the FCA Listing Rules, where they will be available for inspection at www.morningstar.co.uk/uk/NSM.

The proxy voting information will also shortly be available on the Company's website at www.ite-exhibitions.com

Rights Issue

The Record Date for entitlement under the Rights Issue was the close of business on 21 June 2018. Qualifying Non-CREST Shareholders (other than Shareholders with a registered address in, subject to certain exceptions, the United States or any of the other Excluded Territories) will be sent a Provisional Allotment Letter in connection with the Company's Rights Issue today, and Qualifying CREST Shareholders (other than Shareholders with a registered address in, subject to certain exceptions, the United States or any of the other Excluded Territories) will receive a credit to their appropriate stock accounts in CREST in respect of the Nil Paid Rights to which they are entitled as soon as practicable after 8.00 a.m. on 26 June 2018.

Applications have been made to the FCA for 471,938,893 New Ordinary Shares to be admitted to the premium listing segment of the Official List and to the London Stock Exchange for the Rights Issue Shares to be admitted to trading on the main market for listed securities of the London Stock Exchange. It is expected that Admission will become effective and dealings in Rights Issue Shares, nil paid, will commence at 8.00 a.m. on 26 June 2018.

The latest time and date for acceptance, payment in full and registration of renunciation of Provisional Allotment Letters is 11.00 a.m. on 10 July 2018.

The Rights Issue has been fully underwritten by Investec Bank plc ("Investec") and Numis Securities Limited ("Numis").

Except where the context requires otherwise, defined terms herein shall have the meanings given to them in the Prospectus published by the Company on 6 June 2018.

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The Banks and any of their respective affiliates may, acting as investors for their own account, in accordance with applicable legal and regulatory provisions engage in transactions in relation to the Nil Paid Rights, the Fully Paid Rights, the New Ordinary Shares and/or related instruments for the purpose of hedging their underwriting exposure or otherwise. Accordingly, references in the Prospectus to Nil Paid Rights, Fully Paid Rights and New Ordinary Shares being issued, offered, subscribed, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, placing or dealing by, either of the Banks or any of their respective affiliates acting in such capacity. In addition, either of the Banks or their affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which such Bank (or its affiliates) may from time to time acquire, hold or dispose New Ordinary Shares. Except as required by applicable law or regulation, the Banks do not propose to make any public disclosure in relation to such transactions.

The person responsible for this announcement is Waterstone Company Secretaries Ltd, Company Secretary of ITE Group.

Information to Distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the Product Governance Requirements) may otherwise have with respect thereto, the Nil Paid Rights, the Fully Paid Rights and the New Ordinary Shares have been subject to a product approval process, which has determined that the Nil Paid Rights, the Fully Paid Rights and the New Ordinary Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, Distributors should note that: the price of the Nil Paid Rights, the Fully Paid Rights and the New Ordinary Shares may decline and investors could lose all or part of their investment; the Nil Paid Rights, the Fully Paid Rights and the New Ordinary Shares offer no guaranteed income and no capital protection; and an investment in the Nil Paid Rights, the Fully Paid Rights and the New Ordinary Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Rights Issue. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Banks will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Nil Paid Rights, the Fully Paid Rights and the New Ordinary Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Nil Paid Rights, the Fully Paid Rights and the New Ordinary Shares and determining appropriate distribution channels.

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