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This announcement is an advertisement and not a prospectus. Investors should not purchase or subscribe for any transferable securities referred to in this announcement except on the basis of information in the prospectus (the "Prospectus") published by Hipgnosis Songs Fund Limited (the "Company") in connection with the initial public offering and the admission of its ordinary shares (the "Shares") to trading on the Specialist Fund Segment of the Main Market of London Stock Exchange plc (the "London Stock Exchange"). Copies of the Prospectus will be available at the Company's registered office and made available for viewing at the National Storage Mechanism at <http://www.morningstar.co.uk/uk/nsm>. This announcement does not constitute or form a part of any offer to sell, or a solicitation of any offer to purchase or otherwise acquire, securities by any US Persons or in the United States or any other jurisdiction. Neither this announcement nor any part of it shall form the basis of or be relied on in connection with or act as an inducement to enter into any contract or commitment whatsoever.

27 June 2018

HIPGNOSIS SONGS FUND LIMITED ANNOUNCEMENT OF INTENTION TO FLOAT

Hipgnosis Songs Fund Limited ("Hipgnosis" or the "Company"), the first investment company to be admitted to trading on the main market of the London Stock Exchange offering pure-play exposure to Songs and associated musical intellectual property rights, is pleased to announce its intention to seek admission to trading on the Specialist Fund Segment of the Main Market of the London Stock Exchange plc ("Admission") and an associated fund-raising targeting approximately £200 million by way of a placing and offer for subscription of Ordinary Shares (the "Issue"). The Company aims to provide investors with an attractive and growing level of income and capital growth through acquiring Songs and associated copyrights.

KEY HIGHLIGHTS

- **Hipgnosis will be acquiring a diversified portfolio of Songs¹**
 - The Company has identified a pipeline of Catalogues of Songs which contain proven, evergreen Songs from award winning songwriters
 - The Catalogues include Songs performed by more than 50 global recording artists
 - The Songs include hits from each of the past five decades including more than 10 number 1 hit songs in the UK and US and provide exposure to at least 8 songwriters
 - The Board and the Investment Adviser believe suitable opportunities exist which would allow the Net Issue Proceeds to be deployed within 12 months following Admission
 - The Investment Adviser is undertaking due diligence on, or is advanced discussions to potentially acquire, a number of Catalogues and expects some of these Catalogues to be acquired shortly after Initial Admission

- **Technology disruption driving royalty income growth**
 - There is currently a unique market opportunity as technology disruption is changing the way music is consumed
 - The pace at which revenues from music streaming replace and increase those earned from physical and permanent download sales is forecast to grow significantly as music consumers switch from illegal downloading to convenient and legal streaming, which is resulting in improved monetisation of music

- Global music revenues are also predicted to increase due to penetration of smartphones and a reduction in piracy rates in emerging markets, global synchronisation income being more trackable, and integration of music technology in other products
- **Advised by The Family (Music) Limited, a highly influential and award winning team**
 - The Company will be advised by The Family (Music) Limited which was founded by Merck Mercuriadis, former manager of globally successful recording artists, such as Elton John, Guns N' Roses, Morrissey, Iron Maiden and Beyoncé, and hit songwriters such as Diane Warren, Justin Tranter and The-Dream, and former CEO of The Sanctuary Group plc
 - The Investment Adviser has assembled an Advisory Board of highly successful music industry experts which include award winning members of the artist, songwriter, publishing, legal, financial, recorded music and music management communities, all with in-depth knowledge of music publishing
 - Members of The Family (Music) Limited Advisory Board include Nile Rodgers, , Bill Leibowitz, Ian Montone, and Jason Flom
 - Through its relationship with the Investment Adviser, the Company will have access to an extensive network of contacts and expertise in identifying, acquiring, managing and exploiting Songs
- **Attractive returns and income, with no correlation to equity markets²**
 - Songs constantly trigger royalty income from various modes of exploitation payments and produce an attractive level of income which can persist for decades and is protected by copyright law
 - The Directors believe these returns are driven by consumer spending and listening habits which are uncorrelated to capital markets
 - The Company is targeting 10 per cent or more per annum total NAV returns over the medium term (net of fees)
 - The Company is targeting a 5 per cent. annual dividend yield (based on the Issue Price) once fully invested. The Directors expect to pay a first dividend in November 2018

The Company will be making an application for its shares to be admitted to trading on the Specialist Fund Segment of the London Stock Exchange's main market for listed securities ("Admission").

A Prospectus setting out the details of the Placing and Offer for Subscription is expected to be published today. In addition, pursuant to the Prospectus, a placing programme will allow the Company to issue up to 750 million further Ordinary Shares and/or C Shares in the 12 months from the date of publication of the Prospectus. A copy of the Prospectus will be submitted in due course to the National Storage Mechanism and will be available from the website www.morningstar.co.uk/uk/nsm and also on the Company's website (www.hipgnosissongs.com). Copies will also be available at the Company's registered office at Heritage Hall, PO Box 225, Le Marchant Street, St Peter Port, Guernsey GY1 4HY during normal office hours.

Defined terms in this announcement will have the same meaning as defined in the Prospectus.

Expected Timetable

Result of Initial Placing announced	29 June 2018
Offer for Subscription closes	11a.m. on 5 July 2018
Result of Issue announced	6 July 2018
Admission and dealings in the Ordinary Shares commence	8 a.m. on 11 July 2018

Nplus1 Singer Advisory LLP (“N+1 Singer”) has been appointed as Financial Adviser and Bookrunner to the Company.

For further information, please contact:

N+1 Singer

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Alan Geeves / James Waterlow / Sam Greatrex
(Sales)

Notes:

1. Acquisition of these Catalogues is subject to completion of due diligence and Board approvals. There can be no guarantee that the Company will be able to acquire these Catalogues, either on Admission or thereafter.
2. The Company's target dividend yield for the first 12 months following Admission is 3.5 per cent. (based on the Issue Price). The Initial Target Dividend, target dividend and target return are targets only and are not profit forecasts. There can be no assurance that these targets will be met and they should not be taken as an indication of the Company's expected or actual future results. Potential investors should decide for themselves whether or not these targets are reasonable or achievable in deciding whether to invest in the Company.

NOTES TO EDITORS

Hipgnosis Songs Fund Limited is a newly established investment company registered in Guernsey with the Guernsey Financial Services Commission under the Registered Collective Investment Scheme Rules 2015 and the Protection of Investors (Bailiwick of Guernsey) Law, 1987, as amended.

The Company will be the first investment company whose Shares are admitted to trading on the Main Market of the London Stock Exchange offering pure-play exposure to Songs and associated musical intellectual property rights. An investment in the Company will enable investors to gain exposure to music royalty and related income from a diverse Portfolio of Songs. The Company aims to provide Shareholders with an attractive and growing level of income and capital growth. The Company has appointed The Family (Music) Limited as its Investment Adviser. The Investment Adviser will be responsible for sourcing Catalogues or individual Songs and making recommendations to the Board on the Company's acquisition of Catalogues. The Company is self-managed, with strategic investment and risk management decisions being taken by its Board.

Unique proposition - no correlation to equity markets

The Company will be the first LSE listed investment company offering investors a pure-play exposure to Songs and associated musical intellectual property rights. The Company is targeting to deliver attractive and growing returns to Shareholders. The Directors believe these returns are driven by consumer spending and listening habits which are uncorrelated to capital markets.

Technology disruption driving growth

There is currently a unique market opportunity as technology disruption is changing the way music is consumed. The pace at which revenues from music streaming replace and increase those earned from physical and download sales is forecast to grow significantly. This is driven in large measures by music consumers switching from illegal downloading to convenient and legal streaming, which is resulting in improved monetisation of music. Global music revenues are also predicted to increase due to penetration of smartphones and a reduction in piracy rates in emerging markets, global synchronisation income being more trackable and integration of music technology in other products (e.g. cars pre-installed with Spotify/Apple Music, Alexa Speakers, Apple Music and Spotify integrated into Apple and Samsung watches).

The Company is targeting 10 per cent. or more per annum total NAV returns over the medium term (net of fees).

Attractive income

Songs constantly trigger royalty income payments and produce an attractive level of income which can persist for decades and is protected by copyright law.

The Company is targeting a 5 per cent. annual dividend yield (based on the Issue Price) once fully invested. The Directors expect to pay a first dividend in November 2018.

Highly influential and award winning team

The Company will be advised by the Investment Adviser which was founded by Merck Mercuriadis, former manager of globally successful recording artists, such as Elton John, Guns N' Roses, Morrissey, Iron Maiden and Beyoncé, and hit songwriters such as Diane Warren, Justin Tranter and The-Dream, and former CEO of The Sanctuary Group plc.

The Investment Adviser has assembled an Advisory Board of highly successful music industry experts which include award winning members of the recording artist, songwriter, publishing, legal, financial, recorded music and music management communities, all with in-depth knowledge of music publishing. This ensures the Investment Adviser has access to an extensive network of contacts and expertise to assist it in identifying, acquiring and managing Songs.

Catalogues identified

Through the Investment Adviser's and its Advisory Board's extensive relationships in the music industry, a pipeline of Catalogues has been identified which the Company believes are not available to all potential purchasers. The Catalogues contain proven, evergreen Songs from award-winning songwriters which are well suited to the Company's investment strategy. The Investment Adviser is undertaking due diligence on, or is in advanced discussions to potentially acquire, a number of Catalogues and expects some of these Catalogues to be acquired shortly after Admission.

The Investment Adviser believes an opportunity currently exists to acquire Catalogues at attractive valuations, where pricing is determined by reference to historical income (which does not yet reflect streaming growth over the last 12 months) and not future forecast revenues.

The Board and the Investment Adviser believe suitable acquisition opportunities exist which would allow the Net Issue Proceeds to be deployed within 12 months following Admission.

Hidden value - experience to capitalise

The Investment Adviser will capitalise on its industry leading experience and network of relationships to actively manage the Songs acquired by the Company. The team will be responsible for exploiting untapped value through synchronisation opportunities to increase royalty income and maximise the earning potential of the Company's Songs.

Alignment of Interest

The Performance Fee payable to the Investment Adviser will be paid in Shares, which will be subject to lock-up arrangements for 18 months from the point of issue. In addition, Merck Mercuriadis, Chief Executive Officer of the Investment Adviser has committed to invest a minimum of £100,000 in the Issue.

Disclaimer:

This announcement is an advertisement and not a prospectus and investors should not subscribe for or purchase any shares referred to in this announcement except on the basis of information in the Prospectus published by the Company in connection with the admission of the Shares to trading on the Specialist Fund Segment of the Main Market of the London Stock Exchange. Copies of the Prospectus will be available from the Company's registered office, and made available for viewing at the National Storage Mechanism at <http://www.morningstar.co.uk/uk/nsm>.

The merits or suitability of any securities must be independently determined by each investor on the basis of its own investigation and evaluation of the proposed Company. Any such determination should involve, among other things, an assessment of the legal, tax, accounting, regulatory, financial, credit and other related aspects of the securities.

This announcement may not be used in making any investment decision. This announcement does not contain sufficient information to support an investment decision and investors should ensure that they obtain all available relevant information before making any investment. This announcement does not constitute and may not be construed as an offer to sell, or an invitation to purchase or otherwise acquire, investments of any description, nor as a recommendation regarding the possible offering or the provision of investment advice by any party. No information in this announcement should be construed as providing financial, investment or other professional advice and each prospective investor should consult its own legal, business, tax and other advisers in evaluating the investment opportunity. No reliance may be placed for any purposes whatsoever on this announcement (including, without limitation, any illustrative modelling information contained herein), or its completeness.

Nothing in this announcement constitutes investment advice and any recommendations that may be contained herein have not been based upon a consideration of the investment objectives, financial situation or particular needs of any specific recipient.

The information and opinions contained in this announcement are provided as at the date of this announcement and are subject to change and no representation or warranty, express or implied, is or will be made in relation to the accuracy or completeness of the information contained herein and no responsibility, obligation or liability or duty (whether direct or indirect, in contract, tort or otherwise) is or will be accepted by the Company, The Family (Music) Limited, Nplus1 Singer Advisory LLP ("**N+1 Singer**") or any of their affiliates or by any of their respective officers, employees or agents in relation to it.

The Company has no investment or trading history. Potential investors should be aware that any investment in the Company is speculative, involves a high degree of risk, and could result in the loss of all or substantially all of their investment. Results can be positively or negatively affected by market conditions beyond the control of the Company or any other person. The returns set out in this announcement are targets only. There is no guarantee that any returns set out in this announcement can be achieved or can be continued if achieved, nor that the Company will make any distributions whatsoever. There may be other additional risks, uncertainties and factors that could cause the returns generated by the Company to be materially lower than the returns set out in this announcement.

The information contained in this announcement is given at the date of its publication (unless otherwise marked). No reliance may be placed for any purpose whatsoever on the information or opinions contained in this announcement or on its completeness, accuracy or fairness. This announcement has not been approved by any competent regulatory or supervisory authority.

The information in this announcement may include forward-looking statements, which are based on the current expectations and projections about future events and in certain cases can be identified by the use of terms such as "may", "will", "should", "expect", "anticipate", "project", "estimate", "intend", "continue", "target", "believe" (or the negatives thereon) or other variations thereon or comparable terminology. These forward-looking statements, as well as those included in any related materials, are subject to risks,

uncertainties and assumptions about the Company, including, among other things, the development of its business, trends in its operating industry, and future capital expenditures and acquisitions. In light of these risks, uncertainties and assumptions, the events in the forward-looking statements may not occur. Each of the Company, The Family (Music) Limited, N+1 Singer and their affiliates and their respective officers, employees and agents expressly disclaim any and all liability which may be based on this announcement and any errors therein or omissions therefrom. No representation or warranty is given to the achievement or reasonableness of future projections, management targets, estimates, prospects or returns, if any. Any views contained herein are based on financial, economic, market and other conditions prevailing as at the date of this announcement. The information contained in this announcement will not be updated. In particular, the target initial dividend yield and target net total return on NAV figures contained in this announcement should not be taken as an indication of the Company's expected future performance or results. These are targets only and there is no guarantee that they can or will be achieved. Accordingly, investors should not place any reliance on such targets.

This announcement does not constitute or form part of, and should not be construed as, any offer or invitation or inducement for sale, transfer or subscription of, or any solicitation of any offer or invitation to buy or subscribe for or to underwrite, any share in the Company or to engage in investment activity (as defined by the Financial Services and Markets Act 2000) in any jurisdiction 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, any contract or investment decision whatsoever, in any jurisdiction. This announcement does not constitute a recommendation regarding any securities.

This announcement is only addressed to or directed at: (a) persons outside the European Economic Area ("**EEA**") to whom it is lawful to communicate; (b) persons in member states of the EEA who are "qualified investors" within the meaning of Article 2(1)(e) of the Prospectus Directive (Directive 2003/71/EC) ("**Qualified Investors**") and to whom this announcement may lawfully be communicated; (c) persons in the United Kingdom who are Qualified Investors and who: (i) have professional experience in matters relating to investments and fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"); or (ii) high net worth companies, unincorporated associations and partnerships and trustees of high value trusts as described in Article 49(2) of the Order; or (iii) are other persons to whom it may otherwise lawfully be communicated (all such persons referred to in (c)(i), (ii) and (iii) together being "**Relevant Persons**"). Any investment or investment activity to which this announcement relates is available only to and will only be engaged in with the persons referred to in (a), (b) and (c). This announcement must not be acted on or relied on in any member state of the European Economic Area by persons: (a) who are not Qualified Investors; or (b) (if they are domiciled, resident or have a registered office in the European Economic Area) that are located in a member state of the European Economic Area other than Ireland, Netherlands and Sweden or any member state of the European Economic Area that has not transposed the AIFM Directive. For the purposes of this provision, "AIFM Directive" means Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on Alternative Investment Fund Managers.

Neither this announcement nor any part or copy of it may be taken or transmitted into the United States, Australia, Canada, South Africa or Japan, or distributed directly or indirectly to US Persons (as defined below) or in the United States, Australia, Canada, South Africa or Japan. Any failure to comply with this restriction may constitute a violation of applicable law. This announcement does not constitute an offer of securities to the public in the United States, Australia, Canada, South Africa or Japan or in any other jurisdiction. Persons into whose possession this announcement comes should observe all relevant restrictions.

The Company has not been and will not be registered under the United States Investment Company Act of 1940, as amended (the "**Investment Company Act**"), and as such investors will not be entitled to the benefits of the Investment Company Act. The Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), or with any securities regulatory authority of any state or other jurisdiction 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 "U.S. persons" as defined in Regulation S under the Securities Act ("**US Persons**"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States and in a manner which would not require the Company to register under the Investment Company Act. There will be no public offer of the Shares in the United States.

Neither the United States Securities and Exchange Commission nor any state securities commission has approved or disapproved of the Shares or passed upon or endorsed the merits of the offering of the Shares or the adequacy or accuracy of this announcement.

Prospective investors should take note that any securities may not be acquired by: (i) investors using assets of: (A) an "employee benefit plan" as defined in Section 3(3) of US Employee Retirement Income Security Act of 1974, as amended ("**ERISA**") that is subject to Title I of ERISA; (B) a "plan" as defined in Section 4975 of the U.S. Tax Code, including an individual retirement account or other arrangement that is subject to Section 4975 of the U.S. Tax Code; or (C) an entity whose underlying assets are considered to include "plan assets" by reason of investment by an "employee benefit plan" or "plan" described in preceding clause (A) or (B) in such entity pursuant to the U.S. Plan Assets Regulations; or (ii) a governmental, church, non-U.S. or other employee benefit plan that is subject to any federal, state, local or non-U.S. law that is substantially similar to the provisions of Title I of ERISA or Section 4975 of the U.S. Tax Code, unless its purchase, holding, and disposition of the Shares will not constitute or result in a non-exempt violation of any such substantially similar law.

N+1 Singer is authorised and regulated by the Financial Conduct Authority in the United Kingdom. N+1 Singer is acting for the Company and no one else in connection with the Issue and Admission and will not be responsible to anyone other than the Company for providing the protections afforded to clients of N+1 Singer or for affording advice in relation to any transaction or arrangement referred to in this announcement. This announcement does not constitute any form of financial opinion or recommendation on the part of N+1 Singer or any of its respective affiliates and is not intended to be an offer, or the solicitation of any offer, to buy or sell any securities. N+1 Singer is not responsible for the contents of this announcement or the Prospectus. This does not exclude any responsibilities which N+1 Singer may have under the Financial Services and Market Act 2000 or the regulatory regime established thereafter.

Information to distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 014/65/EU on markets in financial instruments, as amended ("Directive 2014/65/EU"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing Directive 2014/65/EU; 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 MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Ordinary Shares and C Shares have been subject to a product approval process, which has determined that the Ordinary Shares and C Shares to be issued pursuant to the Issue and the Placing Programmes 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 Directive 2014/65/EU; and (ii) eligible for distribution through all distribution channels as are permitted by Directive 2014/65/EU (the "Target Market Assessment").

Notwithstanding the Target Market Assessment, distributors should note that: the price of the Ordinary Shares and C Shares may decline and investors could lose all or part of their investment; the Ordinary Shares and the C Shares offer no guaranteed income and no capital protection; and an investment in the Ordinary Shares and/or C 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 Placing Programme. Furthermore, it is noted that, notwithstanding the Target Market Assessment, N+1 Singer 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 Directive 2014/65/EU; 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 Ordinary Shares and/or the C Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Ordinary Shares and the C Shares and determining appropriate distribution channels.

PRIIPS Regulation

In accordance with the Regulation (EU) No 1286/2014 of the European Parliament and of the Council of 26 November 2014 on key information documents for packaged retail and insurance-based investment products (PRIIPs) and its implementing and delegated acts (the "**PRIIPs Regulation**"), a key information document in respect of the Ordinary Shares will be prepared by Hipgnosis Songs Fund Limited at the time of the publication of the prospectus and will be available to investors at www.hipgnosisongs.com. If a class of C Shares are issued under the Placing Programmes, Hipgnosis Songs Fund Limited will make available a key information document in relation to such class of C Shares as required under the PRIIPs Regulation.

If you are distributing the Shares, it is your responsibility to ensure that the relevant key information document is provided to any clients that are "retail clients".

This information is provided by RNS

The company news service from the London Stock Exchange

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