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This announcement contains inside information for the purposes of Article 7 of Regulation (EU) No 596/2014 ("MAR").

12 April 2019

Hipgnosis Songs Fund Limited ("Hipgnosis" or the "Company")

Proposed Placing under the Placing Programme

On 1 April 2019, Hipgnosis announced that it had, since IPO, acquired, or entered into exclusivity agreements to acquire, catalogues with a total value of £234.1 million, that the Investment Adviser had identified a number of further significant catalogues for potential acquisition and that the Company is contemplating an equity raise in Q2 of 2019.

Accordingly, to satisfy demand for new shares from existing shareholders and to provide additional funding for investments in line with its investment policy the Company announces that it intends to raise up to £100 million by way of a placing of new Ordinary Shares under the Company's Placing Programme pursuant to the prospectus published by the Company on 27 June 2018 (respectively the "Placing" and the "Prospectus").

Proposed Placing under Placing Programme

The proposed Placing will take place through the Company's broker, N+1 Singer Advisory LLP ("N+1 Singer").

The issue price per new Ordinary Share issued under the Placing will be 102 pence. This represents a discount of 3.8 per cent. to the closing price per Ordinary Share of 106 pence at the close of business on 11 April 2019, and a 3.3 per cent. premium to the Company's last published Operative NAV of 98.74 pence per Ordinary Share (as at 30 September 2018). The new Ordinary Shares will be eligible for the dividend payable in respect of the period from 1 January 2019 to 31 March 2019 which is expected to be declared by the end of April 2019. Based on the Company's NAV as at 30 September 2018, the Placing will be accretive to NAV for existing shareholders.

When issued, any Ordinary Shares issued pursuant to the Placing will rank *pari passu* with the existing Ordinary Shares in issue.

The Placing shall commence immediately following this announcement and will be closed at the discretion of the Company and N+1 Singer. The final number of new Ordinary Shares will be agreed between the Company and N+1 Singer following close of the Placing, and announced shortly thereafter.

N+1 Singer may choose to accept applications, either in whole or in part, on the basis of allocations determined in agreement with the Company, and may scale back any applications for this purpose on such basis as the Company and the N+1 Singer may determine. N+1 Singer may also, notwithstanding the above and subject to the prior consent of the Company: (i) allocate new Ordinary Shares after the time of any initial allocation to any person submitting an application after that time, and (ii) allocate new Ordinary Shares after the Placing has closed to any person submitting an application after that time.

The Company's Board, in consultation with the N+1 Singer, may also decide not to proceed with the Placing for any reason. In this case, an announcement will be made by the Company.

Application will be made to the London Stock Exchange for any new Ordinary Shares issued pursuant to the Placing to be admitted to the Specialist Fund Segment of the London Stock Exchange's main market ("Admission"). The date Admission will become effective, and that dealings in the new Ordinary Shares will commence, will be agreed between the Company and N+1 Singer following close of the Placing, and announced shortly thereafter, but in any event will not be later than 30 April 2019.

The Placing is being made pursuant to the terms and conditions set out in Part X of the Prospectus. Investors are invited to apply for new Ordinary Shares pursuant to the Placing by contacting their usual contact at N+1 Singer.

A copy of the Prospectus is available on the Company's website <https://www.hipgnosissongs.com/>, subject to certain access restrictions. It is also available for inspection at the Company's Administrator's office, Estera International Fund Managers, Heritage Hall Le Marchant Street St. Peter Port, GY1 4HY, Guernsey. It can also be found at the National Storage Mechanism via www.morningstar.co.uk/uk/NSM.

Unless otherwise defined, capitalised terms in this announcement shall have the meaning given to them in the Prospectus.

For further information, please contact: The Family (Music) Limited Tel: +44 (0)1481 742742
Merck Mercuriadis

N+1 Singer Tel: +44 (0)20 7496 3000
James Maxwell / James Moat (Corporate Finance)
Alan Geeves / James Waterlow / Sam Greatrex (Sales)

The Outside Organisation Tel: +44 (0)7711 081 843
Alan Edwards / Nick Caley

NOTES TO EDITORS

About Hipgnosis Songs Fund Limited

(www.hipgnosissongs.com)

Hipgnosis, which was founded by Merck Mercuriadis, is a Guernsey registered investment company established to offer investors a pure-play exposure to songs and associated musical intellectual property rights. In its Initial Public Offering on the Specialist Fund Segment of the London Stock Exchange's main market on 11 July 2018, the Company raised approximately £200m gross equity capital.

About The Family (Music) Limited

The Company's Investment Adviser is 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, The-Dream, Giorgio Tuinfort, Bill Leibowitz, Ian Montone, and Jason Flom.

Disclaimers

Members of the public are not eligible to take part in the Placing. This announcement and the terms and conditions referred to herein are directed in the United Kingdom only at persons selected by the N+1 Singer who are "investment professionals" falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "FPO") or "high net worth companies, unincorporated associations etc" falling within Article 49(2) of the FPO, or persons to whom it may otherwise be lawfully communicated (all such persons together being referred to as "Relevant Persons"). This announcement and the terms and conditions referred to herein must not be acted on or relied on in the United Kingdom by persons who are not Relevant Persons. Any investment or investment activity to which this announcement relates is available only to, and will be engaged in only with, persons in the United Kingdom who are Relevant Persons.

The new Ordinary Shares that are the subject of the Placing are not being offered or sold to any person in the European Union, other than to "qualified investors" as defined in Article 2.1 of Directive 2003/71/EC, which includes legal entities which are regulated by the Financial Conduct Authority or entities which are not so regulated whose corporate purpose is solely to invest in securities.

All offers of new Ordinary Shares will be made pursuant to the Prospectus. In the United Kingdom, this announcement is being directed solely at persons in circumstances in which section 21(1) of the Financial Services and Markets Act 2000 (as amended) does not apply. 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.

The information in this announcement is for information purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. The material set forth herein is not intended, and should not be construed, as an offer of securities for sale or subscription in the United States or any other jurisdiction. Any purchase of Ordinary Shares should be made solely on the basis of the information contained in the Prospectus.

This announcement is not for publication or distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia), Australia, Canada, South Africa or Japan. The distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The Company will not be registered under the US Investment Company Act of 1940, as amended. In addition, the Shares referred to herein have not been and will not be registered under the US Securities Act of 1933 (the "Securities Act") or under the securities laws of any state of the United States and may not be offered or sold in the United States or to or for the account or benefit of US persons absent registration or 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 State securities laws. The offer and sale of Shares referred to herein has not been and will not be registered under the Securities Act or under the applicable securities laws of any state, province or territory of Australia, Canada, South Africa or Japan. Subject to certain exceptions, the Shares referred to herein may not be offered or sold in Australia, Canada, South Africa or Japan or to, or for the account or benefit of, any national, resident

or citizen of Australia, Canada, South Africa or Japan. There will be no offer of the Shares in the United States, Australia, Canada, South Africa or Japan.

N+1 Singer is authorised and regulated in the United Kingdom by the Financial Conduct Authority, and is acting exclusively for the Company and no-one else in connection with the Placing Programme and Admission. They will not regard any other person as their respective clients in relation to the Placing Programme and Admission and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients, nor for providing advice in relation to the Placing Programme and Admission, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

None of the Company, the Investment Adviser or N+1 Singer or any of their respective affiliates accepts any responsibility or liability whatsoever for/ or makes any representation or warranty, express or implied, as to this announcement, including the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of the announcement or its contents or otherwise arising in connection therewith. The Company, the Investment Adviser and N+1 Singer and their respective affiliates accordingly disclaim all and any liability whether arising in tort, contract or otherwise which they might otherwise have in respect of this announcement or its contents or otherwise arising in connection therewith.

This announcement may include statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements involve known and unknown risks and uncertainties, many of which are beyond the Company's control and all of which are based on the Company's board of directors' current beliefs and expectations about future events. These forward-looking statements may be identified by the use of forward- looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward-looking statements include all matters that are not historical facts. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements reflect the Company's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company's business, the results of operations, financial condition prospects, growth and dividend policy of the Company and the industry in which it operates. Forward-looking statements speak only as of the date they are made and cannot be relied upon as a guide to future performance. These forward-looking statements and other statements contained in this announcement regarding matters that are not historical facts involve predictions. No assurance can be given that such future results will be achieved; actual events or results may differ materially as a result of risks and uncertainties facing the Company. Such risks and uncertainties could cause actual results to vary materially from the future results indicated, expressed or implied in such forward-looking statements. Forward looking statements speak only as of the date of this announcement.

The Company has a limited 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. Potential investors should read the section entitled "Risk Factors" of the Prospectus when considering an investment in the Company.