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**THIS ANNOUNCEMENT AMOUNTS TO A FINANCIAL PROMOTION FOR THE PURPOSES OF SECTION 21 OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (“FSMA”) AND HAS BEEN APPROVED BY PRIMARYBID LIMITED WHICH IS AUTHORISED AND REGULATED BY THE FINANCIAL CONDUCT AUTHORITY (FRN 779021)**

**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION.**

21 September 2020

## HIPGNOSIS SONGS FUND LIMITED

### PrimaryBid.com Offer

Hipgnosis Songs Fund Limited (the "**Company**"), the first and only UK investment company offering investors a pure-play exposure to songs and associated musical intellectual property rights, is pleased to announce, a retail offer via PrimaryBid (the "**PrimaryBid Offer**") of up to 3,642,583 new Ordinary Shares at a price of 116 pence per Ordinary Share (the "**Issue Price**").

As separately announced on 21 September 2020, the Company is also conducting a non pre-emptive placing of Ordinary Shares (the "**Placing**", together with the PrimaryBid Offer the "**Issue**") under the Company's existing placing programme pursuant to the prospectus published by the Company on 27 September 2019, as supplemented from time to time (the "**Prospectus**").

The net proceeds of the Issue are expected to be used to fund the acquisition of a significant pipeline of catalogues with a blended acquisition multiple of approximately 18x historic annual income.

Merck Mercuriadis, Founder of Hipgnosis Songs Fund Limited and The Family (Music) Limited, said, "We have made a significant impact on the songwriting community over the last 2 plus years and the overwhelming love and support we have from these great creators has led to further opportunities on evergreen songs and catalogues. I would like to thank all the songwriters, artists and producers that have made us first choice to look after your incomparable legacies."

### PrimaryBid Offer

The Company highly values its retail investor base and believes that it is appropriate to provide retail and other interested investors the opportunity to participate in the PrimaryBid Offer. The Company is therefore making the PrimaryBid Offer available exclusively through the PrimaryBid.com platform and the PrimaryBid mobile app available on the Apple App Store and Google Play. PrimaryBid does not charge investors any commission for this service.

The PrimaryBid Offer, via the PrimaryBid.com platform, will be open to retail investors from 7:00 a.m. on 21 September 2020 to 11:00 a.m. on 24 September 2020. The PrimaryBid Offer may close early if it is oversubscribed.

There is a minimum subscription of £100 per investor under the terms of the Offer, which is open to existing shareholders and other investors subscribing via PrimaryBid.com. The Company currently expects that preference will be given to the Company's existing investors who provide self-certification of this.

The Company in consultation with PrimaryBid reserves the right to scale back any order at its discretion. The Company and PrimaryBid reserve the right to reject any application for subscription under the Offer without giving any reason for such rejection. Aggregate demand under the PrimaryBid

Offer will be limited to €4,633,890 (to be calculated using a GBP:EUR FX rate of £1:€1.096676), as is legally required.

No offering document, prospectus or admission document has been or will be prepared or submitted to be approved by the FCA (or any other authority) in relation to the PrimaryBid Offer, and investors commitments will be made solely on the basis of publicly available information taken together with the information contained in this Announcement, and any other information previously published by or on behalf of the Company simultaneously with or prior to the date of this Announcement.

No commission is charged to investors on applications to participate in the PrimaryBid Offer made through PrimaryBid. It is vital to note that once an application for Ordinary Shares has been made and accepted via PrimaryBid, an application cannot be withdrawn.

### **Timetable, Admission and Settlement**

Date of this Announcement	21 September 2020
Launch of PrimaryBid Offer	21 September 2020
Latest time and date for receipt of placing commitments under the Placing	11:00 a.m. on 24 September 2020
Publication of results of the of the Issue	24 September 2020
Admission and commencement of dealings in Shares issued pursuant to the Placing and the PrimaryBid Offer	8:00 a.m. on 25 September 2020

Application will be made to the London Stock Exchange for any new Ordinary Shares issued pursuant to the Placing and the PrimaryBid Offer to be admitted to listing on the premium listing category of the Official List of the FCA and to trading on the London Stock Exchange's Premium segment of the Main Market ("**Admission**"). Admission is expected to occur on 8:00 a.m. on 25 September 2020.

The terms and conditions on which the PrimaryBid Offer is made, including the procedure for application and payment for Ordinary Shares, is available at [www.PrimaryBid.com](http://www.PrimaryBid.com).

The Company's Board may decide not to proceed with the Issue for any reason. In this case, an announcement will be made by the Company.

Unless otherwise defined, capitalised terms in this announcement shall have the meaning given to them in the Prospectus. Investors should refer to the Prospectus, a copy of which is available on the Company's website [www.hipgnosissongs.com](http://www.hipgnosissongs.com), subject to certain access restrictions.

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This Announcement should be read in its entirety. In particular, the information provided in the "**Important Notices**" section of this Announcement should be read and understood.

### **NOTES TO EDITORS**

### *About Hipgnosis Songs Fund Limited*

[www.hipgnosissongs.com](http://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. The Company has raised a total of over £860 million (gross equity capital) through its Initial Public Offering on 11 July 2018, and subsequent issues in April 2019, August 2019, October 2019 and July 2020. In September 2019, Hipgnosis transferred its entire issued share capital to the Premium listing segment of the Official List of the FCA and to the London Stock Exchange's Premium segment of the Main Market.

### *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, Starrah, Nick Jarjour, David Stewart, Bill Leibowitz, Ian Montone, Jason Flom, Chris Helm and Bjorn Lindvall.

### **Important Notices**

This Announcement has been issued by and is the sole responsibility of the Company.

Persons distributing this Announcement must satisfy themselves that it is lawful to do so. This Announcement is for information purposes only and shall not constitute an offer to sell or issue or the solicitation of an offer to buy, subscribe for or otherwise acquire securities in any jurisdiction in which any such offer or solicitation would be unlawful. Any failure to comply with this restriction may constitute a violation of the securities laws of such jurisdictions. Persons needing advice should consult an independent financial adviser.

The distribution of this Announcement and the offering, placing and/or issue of Ordinary Shares in certain jurisdictions may be restricted by law. No action has been taken by the Company or any of its affiliates, agents, directors, officers or employees that that would permit an offer of Ordinary Shares or possession or distribution of this Announcement or any other offering or publicity material relating to such Ordinary Shares in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required by the Company to inform themselves about and to observe any such restrictions.

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AFRICA, JAPAN OR JERSEY OR ANY OTHER JURISDICTION IN WHICH SUCH PUBLICATION, RELEASE OR DISTRIBUTION WOULD BE UNLAWFUL. FURTHER, THIS ANNOUNCEMENT IS FOR INFORMATION PURPOSES ONLY AND IS NOT AN OFFER OF SECURITIES IN ANY JURISDICTION. THIS ANNOUNCEMENT HAS NOT BEEN APPROVED BY THE LONDON STOCK EXCHANGE, NOR IS IT INTENDED THAT IT WILL BE SO APPROVED.

This Announcement or any part of it does not constitute or form part of any offer to issue or sell, or the solicitation of an offer to acquire, purchase or subscribe for, any securities in the United States, Canada, Australia, the Republic of South Africa, Japan or any other jurisdiction in which the same would be unlawful. No public offering of the securities referred to herein is being made in any such jurisdiction.

This communication is not a public offer of securities for sale in the United States. The securities referred to herein have not been and will not be registered under the US Securities Act 1933, as amended (the "**Securities Act**") or under the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold directly or indirectly in or into the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with the securities laws of any state or any other jurisdiction of the United States. The securities referred to herein may not be offered and sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

Certain statements contained in this Announcement constitute "forward-looking statements" with respect to the financial condition, performance, strategic initiatives, objectives, results of operations and business of the Company. All statements other than statements of historical facts included in this Announcement are, or may be deemed to be, forward-looking statements. Without limitation, any statements preceded or followed by or that include the words "targets", "plans", "believes", "expects", "aims", "intends", "anticipates", "estimates", "projects", "will", "may", "would", "could" or "should", or words or terms of similar substance or the negative thereof, are forward-looking statements. Forward-looking statements include 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 Company's operations. Such forward-looking statements involve risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors could cause actual results, performance or achievements to differ materially from those projected or implied in any forward-looking statements. The important factors that could cause the Company's actual results, performance or achievements to differ materially from those in the forward-looking statements include, among others, the macroeconomic and other impacts of COVID-19, economic and business cycles, the terms and conditions of the Company's financing arrangements, foreign currency rate fluctuations, competition in the Company's principal markets, acquisitions or disposals of businesses or assets and trends in the Company's principal industries. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date hereof. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements in this Announcement may not occur. The forward-looking statements contained in this Announcement speak only as of the date of this Announcement. The Company and its directors each expressly disclaim any obligation or undertaking to update or revise publicly any forward-looking statements,

whether as a result of new information, future events or otherwise, unless required to do so by applicable law or regulation, the Listing Rules, the Market Abuse Regulation, the Disclosure Guidance and Transparency Rules, the rules of the London Stock Exchange or the FCA.

Any indication in this Announcement of the price at which ordinary shares have been bought or sold in the past cannot be relied upon as a guide to future performance. No statement in this Announcement is intended as a profit forecast or estimate for any period and no statement in this Announcement should be interpreted to mean that earnings, earnings per share or income, cash flow from operations or free cash flow for the Company, as appropriate, for the current or future years would necessarily match or exceed the historical published earnings, earnings per share or income, cash flow from operations or free cash flow for the Company.

Neither the content of the Company's website (or any other website) nor the content of any website accessible from hyperlinks on the Company's website (or any other website) is incorporated into or forms part of this Announcement. The Ordinary Shares to be issued or sold pursuant to the Primary Bid Offer will not be admitted to trading on any stock exchange other than the London Stock Exchange.

### **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 ("**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 have been subject to a product approval process, which has determined that the Ordinary Shares to be issued pursuant to the Primary Bid Offer 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 may decline and investors could lose all or part of their investment; the Ordinary Shares offer no guaranteed income and no capital protection; and an investment in the 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.

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.

Each distributor is responsible for undertaking its own target market assessment in respect of the Ordinary 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 has been prepared by Hipgnosis Songs Fund Limited and is available to investors at [www.hipgnosissongs.com/disclaimer](http://www.hipgnosissongs.com/disclaimer).

**Investors should make their own investigations into the merits of an investment in the Company. Nothing in this Announcement amounts to a recommendation to invest in the Company or amounts to investment, taxation or legal advice.**

**It should be noted that a subscription for Ordinary Shares and investment in the Company carries a number of risks. Investors should consider the risk factors set out on [PrimaryBid.com](http://PrimaryBid.com) before making a decision to subscribe for Ordinary Shares. Investors should take independent advice from a person experienced in advising on investment in securities such as the Ordinary Shares if they are in any doubt.**

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