

8 March 2019

PCF Group plc
(“PCFG”, the “Company” or the “Group”)

Results of General Meeting and result of Open Offer
and
Issue of equity

PCFG (AIM: PCF), the AIM-quoted specialist bank, announces the results of the General Meeting in respect of its recent £10 million Placing, and additional Open Offer of up to £750,000, at an Issue Price of 30 pence per new Ordinary Share, which was announced to the market on 20 February 2019 (the "Placing Launch Announcement"), and the results of the Open Offer.

General Meeting

The Company is pleased to announce that at the General Meeting held earlier today all resolutions were duly passed.

Open Offer

As announced in the Placing Launch Announcement, neither Somers, the majority Shareholder in the Company, nor the Directors have subscribed for any Open Offer Shares. The Open Offer Entitlements which could otherwise have been available to Somers and the Directors under the Open Offer, being approximately 57.0 per cent. of the total Open Offer Entitlements, were made available to Qualifying Shareholders under the Excess Application Facility.

The Open Offer closed for acceptances at 11.00 a.m. on 7 March 2019 in accordance with its terms, and was oversubscribed. The Company therefore announces that it has received valid acceptances in respect of 2,500,000 Open Offer Shares from Qualifying Shareholders, including applications under the Excess Application Facility, with a value of £750,000. This represents 100 per cent. of the Open Offer Shares offered pursuant to the Open Offer.

Qualifying Shareholders who have validly applied for their Basic Entitlement will receive this in full. Applications for Open Offer Shares under the Excess Application Facility will be scaled back pro rata to the number of Excess Shares applied for by Qualifying Shareholders under the Excess Application Facility.

As a consequence, the Company has conditionally raised £10.75 million (before expenses) in aggregate through the Placing and Open Offer.

Issue of Equity

Application has been made for the 35,833,333 Placing Shares and Open Offer Shares (in aggregate) to be admitted to trading on AIM and it is expected that Admission will take place at 8.00 a.m. on 11 March 2019. The Placing Shares and Open Offer Shares will rank *pari passu* with the existing Ordinary Shares.

Following Admission, the Company will have 249,985,934 Ordinary Shares in issue, none of which are held in treasury. Shareholders may use this figure as the denominator for the calculations by which

they will determine if they are required to notify their interest in, or a change to their interest in, the issued share capital of the Company.

Notification of transactions by Directors and persons closely associated with them

The notification of dealing forms provided in accordance with the requirements of MAR in relation to the Directors' and Somers' subscriptions for Placing Shares pursuant to the Placing are set out below.

The capitalised terms used in this announcement have the meaning set out in Appendix IV to the Placing Launch Announcement.

For more information, please contact:

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Edward Lee / Simon Hudson

Notification and public disclosure of transactions by persons discharging managerial responsibilities ("PDMRs") and persons closely associated with them.

1	Details of the person discharging managerial responsibilities / person closely associated
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a)	Names	Somers Limited				
2	Reason for the notification					
a)	Position/status	Person Closely Associated with David Morgan, Non-Executive Director of PCF Group plc				
b)	Initial notification /Amendment	Initial				
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor					
a)	Name	PCF Group plc				
b)	LEI	213800UDT5QE28AFU288				
4	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted					
a)	Description of the financial instrument, type of instrument	Ordinary shares of 5 pence each ("Ordinary Shares")				
b)	Identification code	GB0004189378				
c)	Nature of the transaction	Purchase of Ordinary Shares pursuant to the Placing				
d)	Price(s) and volume(s)	<table border="1"> <thead> <tr> <th>Prices(s)</th> <th>Volume(s)</th> </tr> </thead> <tbody> <tr> <td>30 pence</td> <td>17,533,333</td> </tr> </tbody> </table>	Prices(s)	Volume(s)	30 pence	17,533,333
Prices(s)	Volume(s)					
30 pence	17,533,333					
d)	Aggregated information - Aggregated volume - Price	N/a				
e)	Date of the transaction	20 February 2019				

f)	Place of the transaction	London Stock Exchange, AIM Market (XLON)

1	Details of the person discharging managerial responsibilities / person closely associated	
a)	Names	Timothy Franklin – Non-executive Chairman
2	Reason for the notification	
a)	Position/status	See 1(a) above for position – classified as a PDMR of PCFG
b)	Initial notification /Amendment	Initial
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name	PCF Group plc
b)	LEI	213800UDT5QE28AFU288
4	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted	
a)	Description of the financial instrument, type of instrument	Ordinary shares of 5 pence each (“Ordinary Shares”)
b)	Identification code	GB0004189378
c)	Nature of the transaction	Purchase of Ordinary Shares pursuant to the Placing

d)	Price(s) and volume(s)	Prices(s)	Volume(s)
		30 pence	33,333
d)	Aggregated information - Aggregated volume - Price	N/a	
e)	Date of the transaction	20 February 2019	
f)	Place of the transaction	London Stock Exchange, AIM Market (XLON)	

1	Details of the person discharging managerial responsibilities / person closely associated	
a)	Names	David Titmuss – Non-executive Director
2	Reason for the notification	
a)	Position/status	See 1(a) above for position – classified as a PDMR of PCFG
b)	Initial notification /Amendment	Initial
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name	PCF Group plc
b)	LEI	213800UDT5QE28AFU288
4	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted	

a)	Description of the financial instrument, type of instrument	Ordinary shares of 5 pence each (“Ordinary Shares”)	
b)	Identification code	GB0004189378	
c)	Nature of the transaction	Purchase of Ordinary Shares pursuant to the Placing	
d)	Price(s) and volume(s)	Prices(s)	Volume(s)
		30 pence	50,000
d)	Aggregated information - Aggregated volume - Price	N/a	
e)	Date of the transaction	20 February 2019	
f)	Place of the transaction	London Stock Exchange, AIM Market (XLON)	

1	Details of the person discharging managerial responsibilities / person closely associated		
a)	Names	Christine Higgins – Non-executive Director	
2	Reason for the notification		
a)	Position/status	See 1(a) above for position – classified as a PDMR of PCFG	
b)	Initial notification /Amendment	Initial	
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor		

a)	Name	PCF Group plc	
b)	LEI	213800UDT5QE28AFU288	
4	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted		
a)	Description of the financial instrument, type of instrument	Ordinary shares of 5 pence each ("Ordinary Shares")	
b)	Identification code	GB0004189378	
c)	Nature of the transaction	Purchase of Ordinary Shares pursuant to the Placing	
d)	Price(s) and volume(s)	Prices(s)	Volume(s)
		30 pence	13,333
d)	Aggregated information - Aggregated volume - Price	N/a	
e)	Date of the transaction	20 February 2019	
f)	Place of the transaction	London Stock Exchange, AIM Market (XLON)	

1	Details of the person discharging managerial responsibilities / person closely associated		
a)	Names	Mark Brown – Non-executive Director	
2	Reason for the notification		

a)	Position/status	See 1(a) above for position – classified as a PDMR of PCFG				
b)	Initial notification /Amendment	Initial				
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor					
a)	Name	PCF Group plc				
b)	LEI	213800UDT5QE28AFU288				
4	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted					
a)	Description of the financial instrument, type of instrument	Ordinary shares of 5 pence each (“Ordinary Shares”)				
b)	Identification code	GB0004189378				
c)	Nature of the transaction	Purchase of Ordinary Shares pursuant to the Placing				
d)	Price(s) and volume(s)	<table border="1"> <thead> <tr> <th>Prices(s)</th> <th>Volume(s)</th> </tr> </thead> <tbody> <tr> <td>30 pence</td> <td>65,000</td> </tr> </tbody> </table>	Prices(s)	Volume(s)	30 pence	65,000
Prices(s)	Volume(s)					
30 pence	65,000					
d)	Aggregated information - Aggregated volume - Price	N/a				
e)	Date of the transaction	20 February 2019				
f)	Place of the transaction	London Stock Exchange, AIM Market (XLON)				

Name of authorised official of issuer responsible for making notification:

Robert Murray

Company Secretary to PCF Group plc

This announcement contains inside information for the purposes of Article 17 of the Market Abuse Regulation (EU) No.596/2014.