12 November 2015

ATTRAQT Group plc
("ATTRAQT", the "Group" or the "Company")

Proposed placing of new and existing Ordinary Shares
Accelerated Rule 9 Waiver
and
Notice of General Meeting

ATTRAQT Group plc (AIM: ATQT), a leading provider of eCommerce visual merchandising, site search and product recommendation technology to online retailers, is pleased to announce that it has conditionally raised approximately £3.3 million (before expenses) by way of a placing ("the Placing") of 6,316,346 new ordinary shares of 1p each (the "Ordinary Shares") at a price of 52p per share (the "Placing Price") with certain institutional and other investors.

In addition, 5,000,000 existing Ordinary Shares have been placed with Azini 3 LLP ("Azini") at the Placing Price (the "Share Sale", together with the Placing being the "Transaction") to raise gross proceeds of £2.6 million (before expenses) for Dan Wagner (Chairman of the Company), Bright Station Ventures Limited, Alan Docter and John Wagner (the "Selling Shareholders").

The Placing has been arranged by N+1 Singer.

Completion of the Placing is conditional upon the passing of the certain resolutions (the "Resolutions") at a general meeting of the Company to be held at 11.00 a.m. on 30 November 2015 at the offices of N+1 Singer, One Bartholomew Lane, London EC2N 2AX (the "General Meeting") in order to grant the Company the requisite authority to allot the new Ordinary Shares on a non-pre-emptive basis to implement the Placing.

Furthermore, the issue of the new Ordinary Shares is also conditional upon admission becoming effective by no later than 8.00 a.m. on 2 December 2015 ("Admission") or such other date (being not later than 8.00 a.m. on 31 December 2015) as N+1 Singer and the Company may agree and the placing agreement entered into between the Company, N+1 Singer and the Selling Shareholders becoming unconditional in all relevant respects and not having been terminated in accordance with its terms prior to Admission.

The Company has today posted a circular setting out details of the Transaction, together with a notice of the General Meeting, which is also available on the Group's website www.attraqt.com.

Background to and reasons for the Placing

Since its admission to AIM, ATTRAQT has aimed to reinvest its limited cash resources in organic growth by developing performance improvements and new features, signing some important new clients across regions. ATTRAQT has also focused on significant platform performance improvements and new features, such as its new Hypercaching technology and completing the migration of the entire platform to a managed cloud infrastructure.

In its latest set of financial results, in respect of the six month period to 30 June 2015, the Company reported strong financial and operational progress on its stated objectives, having continued to gain traction with leading retailers in the UK and North America, a region which has been of particular focus for the Company in terms of development and expansion.

The Directors believe that, in order to deliver on the exciting potential of its target markets, significant investment would be required to develop the Company's sales teams in the UK and in North America, with additional investment required to expand the required production capacity to support its potential growth prospects. Although such an investment will represent a major expansion of the Company's sales force; the Board consider this necessary in order to properly capitalise on the opportunities presented to the Group and accelerate growth.

Trading update

In its interim results to 30 June 2015, released in September 2015, the Company reported that it had signed seven new clients in the period under review, including All Beauty, Bonmarché, Brown Thomas, Joules and StylistPick.com. Post-period-end, the Group has signed a further eleven new clients, including Bfashion and the US luggage maker TUMI, with an annualised value of £242,000. The production team have delivered sixteen new sites so far in H2 2015, with an annualised value of £376,000.

The Company reported an improvement in financial performance with a reduced EBITDA loss of £0.18 million for H1 2015, compared to an EBITDA loss of £0.31 million in H1 2014. The Company is pleased to report that in H2 2015 it reached monthly breakeven at an EBITDA level.

Use of proceeds

The Directors intend that the net proceeds of the Placing receivable by the Company (being approximately £2.97 million net of the expenses of the Placing payable by the Company) will be used to expand the UK and US sales force, increase investment in marketing and PR and expand production capacity. The balance of the net proceeds will be used to increase investment in working capital and capital expenditure.

Selling Shareholders

	No. of Sale Shares being sold	*No. of Ordinary Shares held following disposal of the Sale Shares*	*Percentage of Enlarged Share Capital*(1)
Dan Wagner	1,545,000	3,436,700	12.76%
Bright Station Ventures Limited(2)	2,400,000	2,493,000	9.25%
Alan Docter	417,000	1,669,394	6.20%
John Wagner	638,000	655,800	2.47%

(1) The figures relating to the percentage of the Enlarged Share Capital are based on the assumption that all the New Ordinary Shares are issued and no Options are exercised following the date of this document.
(2) Dan Wagner is interested in 13.9 per cent. of the issued share capital of BSV.

Board Appointment

Conditional upon approval of the Resolutions at the General Meeting, and with immediate effect following conclusion of the General Meeting, Nick Habgood will join the Board of the Company as non-executive director.

Mr Habgood is one of the founders and a Managing Partner of Azini Capital Partners LLP, a UK-based private equity firm that specialises in acquiring shareholdings in private and small-cap public technology companies from historical investors and shareholders through secondary transactions. Prior to this Mr Habgood was the Investment Director at LMS Capital, the investment arm of London Merchant Securities plc. Further details of the Relationship Agreement and provided in the "Additional Information" section of this document.

Accelerated Rule 9 Waiver

Subject to the completion of the Placing, Azini 3 LLP will hold 32.12 per cent. of the voting rights of the Company. Without a waiver of the obligations under Rule 9 of the City Code on Takeovers and Mergers (the "Code"), Rule 9 of the Code would require Azini and any persons acting in concert with it to make a general offer to ATTRAQT shareholders (a "Rule 9 Offer").

Under note 1 on the notes on the dispensations from Rule 9 of the Code, the Takeover Panel will normally waive the requirement for a Rule 9 Offer if, *inter alia*, the shareholders of the Company who are independent of the person who would otherwise be required to make an offer and any person acting in concert with him pass a resolution at a general meeting of the Company approving such a waiver (a "Whitewash Resolution"). The Takeover Panel may waive the requirement for a Whitewash

Resolution to be considered at a general meeting (and for a circular to be prepared in accordance with Section 4 of Appendix 1 to the Code) if shareholders who are independent of the person who would otherwise be required to make an offer (the "Independent Shareholders") and who hold more than 50 per cent. of the company's shares capable of being voted on such a resolution confirm in writing that they would vote in favour of the Whitewash Resolution were such a resolution to be put to the shareholders of the company at a general meeting.

The Company has obtained such written confirmation from Independent Shareholders holding more than 50 per cent. of the Company's shares capable of being voted at a general meeting and the Takeover Panel has accordingly waived the requirement for a Whitewash Resolution. Accordingly, by voting in favour of the Resolutions to be proposed at the General Meeting, the Placing will be effected without the requirement for Azini to make a Rule 9 Offer.

Shareholders should note that, following the Placing, Azini will not be entitled to increase its interest in the voting rights of the Company without incurring a further obligation under Rule 9 of the Code to make a Rule 9 Offer (unless a dispensation from this requirement has been obtained from the Panel in advance).

Related party transactions

The sale of the existing Ordinary Shares pursuant to the Share Sale by Dan Wagner, as Chairman of the Company, and Bright Station Ventures Limited and Alan Docter, as substantial shareholders of the Company, each constitutes a related party transaction pursuant to Rule 13 of the AIM Rules for Companies ("Rule 13"). In addition, Edward Ewing, non-executive director of the Company, is investing £25,000 by way of the Placing and will be issued 48,077 new Ordinary Shares on Admission, which also constitutes a related party transaction pursuant to Rule 13.

The Directors, with the exception of Dan Wagner and Edward Ewing, having consulted with N+1 Singer, the Company's nominated adviser, consider that the terms of the respective related party transactions are fair and reasonable in so far as the Company's shareholders are concerned.

Irrevocable Undertakings

The Company has procured irrevocable undertakings from certain Directors and Shareholders to vote in favour of the Resolutions at the General Meeting, amounting, in aggregate, to 13,154,700 existing Ordinary Shares, representing 63.78 per cent. of the existing issued share capital of the Company.

Total Voting Rights

Application will be made to the London Stock Exchange for the Admission of the new Ordinary Shares to trading on AIM and, subject to Shareholder approval at the General Meeting, dealings in the new Ordinary Shares are expected to commence at 8.00 a.m. on 2 December 2015. Following the issue of the New Ordinary Shares the total issued share capital of the Company will be 26,942,340 Ordinary Shares. The Company holds no Ordinary Shares in treasury. Accordingly, after Admission, the total number of voting rights in the Company will be 26,942,340.

André Brown, CEO of ATTRAQT Group plc, commented:
"We have been delighted by the response from investors, with strong support from both our existing shareholders and new investors. Since our admission to AIM in August 2014, ATTRAQT has continued to see strong financial and operational progress, with significant growth in the number of clients and revenues.

"The additional funds made available by the issue of new shares will enable us to expand our UK and US sales teams in order to further accelerate our growth in UK and Europe, as well as in the North American market, which presents a huge opportunity for ATTRAQT. Importantly, it also allows us to further improve our productive capacity and invest in our unique Freestyle Merchandising technology platform.

"The Directors continue to believe in the future success of ATTRAQT and look forward to delivering value for our new and existing shareholders."

For further information, please contact:

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About ATTRAQT

ATTRAQT launched its merchandising platform ***Freestyle Merchandising*** in 2009 which included product recommendations, site search and visual merchandising. The client base has now grown to over 110 clients, including Tesco Clothing (part of Tesco Plc (LSE: TSCO)), boohoo.com (LSE: BOO) and Superdry (LSE: SGP). The Company has market presence in Western Europe and the US with offices in London and Chicago. For more information please visit: http://attraqt.com/