



Proposed \$132.5m acquisition of Purch B2C business

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18 July 2018

Future plc

Proposed acquisition of the B2C business of Purch for consideration of \$132.5m and fully underwritten rights issue to raise £105.7m

Future plc ("Future") (LSE: FUTR), the global platform for specialist media, today announces the proposed acquisition of the B2C business of Purch ("Purch B2C"), a leading US digital media publisher operating in the consumer technology and science verticals, for total consideration of \$132.5m (£100.1m^[1]) in cash (the "Acquisition") to be funded from the proceeds of a fully underwritten rights issue (the "Rights Issue").

Acquisition highlights and rationale

- Compelling strategic rationale
 - Further deepens Future's presence in US market
 - Acquisition of technology enabled publisher, with complementary platform
 - Acquisition of leading US digital media publisher with owned and operated sites and strategic partnerships, acting as advertising technology network
 - Expected to create a market leading position in consumer technology media publishing market through acquisition of leading technology brands
 - Including Tom's Guide, Tom's Hardware and Top Ten Reviews
 - Opportunity to increase scale of knowledge and science audience through acquisition of US science brands
 - Including Space.com and Live Science
 - Acquisition of leading US media business with synergy opportunities
 - Increases Media revenues as a proportion of Group
- Strong financial rationale
 - Acquisition expected to be materially earnings enhancing in first full year and to deliver a return on invested capital in excess of Future's weighted average cost of capital within two years
 - Enlarged Group conservatively leveraged (0.7x pro forma historical EBITDA)
- Cash consideration of US\$132.5m (£100.1m)
 - Acquisition funded through fully underwritten Rights Issue of £105.7m (gross)

Zillah Byng-Thorne, CEO of Future, commented:

"The acquisition of Purch B2C significantly strengthens Future's presence in the US market and further diversifies our revenue streams. The data driven content model of Purch B2C is highly complementary to our existing capabilities"

and its advertising technology platform provides operational synergies and strong growth opportunities.

"This acquisition brings leading brands that will give us market leadership in the highly attractive consumer technology market, and notably strengthen our strong position in the knowledge and PC hardware verticals. In addition, we see a clear opportunity to combine the publishing services business of Purch B2C with Future's digital franchise model.

"We have developed a strong track record in acquiring and integrating complementary businesses and this deal further accelerates our strategy for delivering growth both organically and through acquisition. We are confident that this acquisition will be materially earnings enhancing in the first full year and drive further growth in operating profitability and cash generation."

There will be an analyst conference call at 8 a.m. UK time - please contact Hannah Campbell at hannah.campbell@instinctif.com or telephone 020 7427 1412 for details.

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Future plc

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Details of the Acquisition

Purch is a leading US consumer online technology media publisher, with both owned and operated sites and strategic partnerships where it acts as an advertising technology provider to a network of publishers. It has grown organically and through acquisitions, building up a portfolio of digital brands dedicated to helping consumers make more informed buying decisions across hundreds of consumer technology categories.

Purch B2C's portfolio of brands and mobile applications have strong market positions^[2], including technology brands Tom's Guide, Tom's Hardware and Top Ten Reviews, and science brands Live Science and Space.com, the number one space website in the US. Through these brands Purch B2C serves 72.8 million monthly online users with product review formats, real-time deals and pricing information, retailer recommendations, and community driven "how-to" content to better inform shoppers about their purchasing decisions.

Purch has developed an affiliate deals (eCommerce) business very similar to Future's, by integrating affiliate deals with editorial content, creating a new merchandising platform for retailers and driving consumers to purchase. In parallel Purch has developed what the Directors believe to be industry leading advertising technology, which allows it to generate best prices in real-time through trading exchanges. The implementation of Purch's technology has also allowed it to extend its advertising marketplace model to third-party publishers looking to leverage the power of the technology platform to deliver higher advertising monetisation.

The Directors believe Purch's strategy is closely aligned to Future's where trusted brands help consumers make better buying decisions through driving review content across their portfolio of brands, while harnessing the opportunities of technology and data.

In the year to 31 December 2017 Purch B2C generated revenue of US\$63.5m, an increase of 8 per cent. year-on-year, and adjusted EBITDA of US\$10.1m, an increase of 49 per cent. year-on-year.

Summary information on Future

Future is a global platform business for specialist media with diversified revenue streams, generating revenue from digital advertising, eCommerce, events, licensing, retail, subscriptions and contract publishing. It is headquartered in Bath, UK, and has operations in the UK, US and Australia. Future is the parent company of the Group and has subsidiaries in the UK, Australia, US (including, following the Acquisition), Germany, the Philippines and Guernsey.

The Media division has seen strong growth with three complementary revenue streams: eCommerce, events and digital advertising. It operates in a number of sectors including the technology, games, music, creative and photography and home interest markets and has a number of brands including TechRadar, PC Gamer, GamesRadar+, The Photography Show, Homebuilding & Renovating Show, CreativeBlog, Generate, MusicRadar and Golden Joysticks.

The Magazine division focuses on publishing specialist content, with 86 publications and over 440 bookazines published per year, and a total global circulation of over one million. The Magazine portfolio spans technology, games and entertainment, music, creative and photography, hobbies (which includes knowledge, outdoor leisure and field sports) and home interest. Its titles include Classic Rock, Total Film, How It Works, Digital Camera, Homebuilding & Renovating and All About History. It holds market leading positions in the UK in creative and photography, music, games and home renovation.

Future's strategy is to build a global platform business for specialist media with diversified revenue streams. Since the initiation of this strategy in 2016, Future has delivered strong growth in revenue and profitability, with the Media division growing both organically and through acquisitions in the UK and US. Future is focused on becoming a global specialist media business in targeted audience vertical markets, underpinned by its proprietary technology. The Company has scalable, diversified brands and targets market leadership in its niches. The Directors believe that building a platform business allows the Group to unlock and create significant new revenue streams, expanding its brands and reaching audiences in different ways.

Current trading and prospects

On 17 May 2018, the Group announced its interim results for the six months ended 31 March 2018. The results demonstrate another period of significant growth in the first half of the financial year with increases in both revenue and profitability, driven by the Group's strategy to develop a scalable global platform business.

Trading for the year to date has been robust and the Board remains confident of meeting its full year expectations.

Reasons for the proposed Acquisition

Targeted acquisitions are a core part of Future's strategy and the Group has acquired a number of businesses in recent years to which the Directors believed that the Group could add value.

The Directors believe that the Acquisition fits with the Group's strategy, with the key benefits of the Acquisition being to:

- create a market leading position in consumer technology markets to consolidate the sales opportunities and improve yields;
- deepen the Group's presence in the US market with the acquisition of a business in the US media industry;
- increase Media as a proportion of the Enlarged Group's revenues, and increase the diversification of Future both geographically and across a number of different digital brands;
- add leading and complementary technology platforms so that the technology solution for the Enlarged Group can be built around the best elements;
- create opportunities in B2B publishing services through the acquisition of RAMP, which together with Future's existing technology creates a full-service monetisation platform for digital media businesses;
- create cross selling opportunities and economies of scale and make significant savings in the cost base through the removal of duplicated overheads and the effective sharing of content; and
- achieve the strong financial rationale from strengthening the digital platform core of the business, increasing the growth trajectory of the Group and the financial attractiveness of the business.

As Future operates digital media brands which are accessible by audiences internationally, the Directors have identified the US (which currently represents the largest digital audience of the Group) as a key growth market with significant potential for the Group's existing brands. The Directors believe that Purch B2C's expertise in its market and relationships with customers will provide significant benefits to Future's existing US business.

It is expected that the Acquisition will be materially earnings enhancing in the first full year of ownership.

Financial information on Purch B2C

Adjusted Performance of Purch B2C

The revenue and adjusted EBITDA (after separation adjustments) for the financial years ended 31 December 2017, 31 December 2016 are based on the Historic Financial Information relating to Purch B2C.

Year ending 31 December	2016	2017	Year-on-year Variance	Year-on-year Variance
	US\$m	US\$m	US\$m	%
B2C Affiliate	10.6	12.6	2.0	19%
B2C Advertising	27.6	29.0	1.4	5%
Other	3.9	4.4	0.5	13%
Total B2C Revenue	42.1	46.0	3.9	9%
Cost of Sales	3.8	4.3	0.5	13%
B2C Gross Contribution	38.3	41.7	3.4	9%
<i>Gross Contribution Margin</i>	91%	91%	0%	0%
Publisher Services Revenue	16.9	17.5	0.6	4%
Cost of Sales	13.3	13.7	0.4	3%
Publisher Services Gross Contribution	3.6	3.8	0.2	6%
<i>Gross Contribution Margin</i>	21%	22%	0%	2%
<i>Total Revenue</i>	59.0	63.5	4.5	8%
<i>Total Gross Contribution</i>	41.9	45.5	3.6	9%
<i>Total Gross Contribution margin</i>	71%	72%	1%	1%
Overheads	32.1	32.4	0.3	1%
Net Contribution before Central Costs	9.8	13.1	3.3	34%
<i>Contribution Margin</i>	17%	21%	4%	24%

Expected Central Costs	3.0	3.0	0.0	0%
Adjusted EBITDA	6.8	10.1	3.3	49%
Adjusted EBITDA Margin	12%	16%	4%	38%

Reconciliation of Historic Performance to Adjusted Performance of Purch B2C

Year ending		2017	2016
	Notes	US\$m	US\$m
Operating (Loss)	(1)	(2.1)	(2.9)
Adjusted Items	(2)	6.8	7.2
Adjusted Operating Profit		4.7	4.3
Depreciation and Amortisation	(3)	5.1	4.0
Other Income/(Expense)	(3)	0.3	(1.5)
Adjusted EBITDA		10.1	6.8

1. Operating profit/(loss) from the historical financial information relating to Purch B2C division
2. Adjusted items relates to capitalisation of web development costs, exclusion of non-recurring items and allocation of overhead which is not part of the transaction perimeter
3. Depreciation and amortisation relate to the Historical Financial Information relating to Purch B2C division

Synergies and integration of Purch B2C

The Group has a track record of delivering synergies from previous acquisitions and the Directors believe that there is scope for a material level of cost synergies that could be delivered as a result of (1) consolidating core commercial teams; (2) in-sourcing some functions to Future's office in Bath; (3) integrating the technology functions, adopting a best of breed approach; and (4) through a reduction in website hosting costs. The Directors expect that its US division would continue to be managed day-to-day from New York while continuing to operate a model of insourcing activities to the lowest cost location where applicable.

The Group has developed a detailed integration plan and the Directors believe that Future's recent experience in acquiring and integrating acquisitions will be beneficial as the two businesses are brought together.

Details of the Rights Issue

Future proposes to finance the Acquisition through a Rights Issue to raise approximately £100.3 million, net of expenses. Under the Rights Issue, up to 34,881,368 New Ordinary Shares will be issued at a price of 303 pence per New Ordinary Share, which represents a discount of approximately 42.8% per cent. to the Closing Price of 530 pence on 17 July 2018, and a 30.0 per cent. discount to the theoretical ex-rights price of 432.7 pence, based on the Closing Price on 17 July 2018.

As the expected number of New Ordinary Shares exceeds the number of Ordinary Shares for which the Directors have authority to allot pursuant to s.551 of the Act, the issue of the New Ordinary Shares will therefore require the approval of Shareholders. Accordingly, a General Meeting of Shareholders, to approve, the Resolution required to implement the Rights Issue has been convened at 9.00 a.m. on 3 August 2018 to be held at the offices of Future, 1-10 Praed Mews, London W2 1QY.

Pursuant to the Rights Issue, the Company is proposing to offer up to 34,881,368 New Ordinary Shares to Qualifying Shareholders. The offer is to be made at 303 pence per New Ordinary Share, payable in full on acceptance by no later than 11.00 a.m. on 20 August 2018. The Rights Issue is expected to raise proceeds of approximately £100.3 million (net of expenses).

The Issue Price represents a discount of approximately:

- 42.8 per cent. to the Closing Price of 530 pence on 17 July 2018 (being the last Business Day prior to the publication of the Prospectus); and
- 30.0 per cent. discount to the theoretical ex-rights price of 432.7 pence, based on the Closing Price on 17 July 2018.

The Rights Issue will be made on the basis of:

3 New Ordinary Shares for every 4 Existing Ordinary Shares held by Qualifying Shareholders at the Record Date.

Qualifying Shareholders with fewer than 2 Existing Ordinary Shares will not be entitled to any New Ordinary Shares. Fractions of New Ordinary Shares will not be allotted to Qualifying Shareholders and fractional entitlements will be rounded down to the nearest whole number of New Ordinary Shares. Holdings of shares in certificated and uncertificated form will be treated as separate holdings for the purpose of calculating entitlements under the Rights Issue.

The Rights Issue will result in up to 34,881,368 New Ordinary Shares being issued (representing approximately 75.0 per cent. of the existing issued share capital and 42.9 per cent. of the enlarged issued share capital immediately following completion of the Rights Issue (assuming that no Ordinary Shares other than the New Ordinary Shares are issued prior to Completion)).

The Rights Issue is fully underwritten by the Underwriters pursuant and subject to the principal terms of the Underwriting Agreement. The Rights Issue is conditional, inter alia, upon:

- the passing, without material amendment, of the Resolution;
- the Underwriting Agreement having become unconditional in all respects save for the condition relating to Admission; and
- Admission becoming effective by not later than 8.00 a.m. on 6 August 2018 (or such later time and date being not later than 8.30 a.m. on 24 August 2018).

A Resolution authorising the allotment of the New Ordinary Shares in connection with the Rights Issue will be proposed to the Shareholders for approval at the General Meeting. This authority, if passed, will be relied upon for the purposes of the Rights Issue.

The New Ordinary Shares, when issued and fully paid, will rank pari passu in all respects with the Existing Ordinary Shares, including the right to receive dividends or distributions made, paid or declared after the date of issue of the New Ordinary Shares. Applications will be made to the FCA and to the London Stock Exchange for the New Ordinary Shares to be admitted to the standard listing segment of the Official List and to trading on the London Stock Exchange's main market for listed securities, respectively. It is expected that Admission will become effective and that dealings on the London Stock Exchange in the New Ordinary Shares (nil paid) will commence at 8.00 a.m. on 6 August 2018.

The Rights Issue is not conditional upon Completion. It is possible that following Admission and the Rights Issue becoming wholly unconditional, the Acquisition could cease to be capable of completion. In this case, as the Rights Issue is not conditional upon Completion, the Rights Issue would still complete and the Company intends that the net proceeds of the Rights Issue that would otherwise have been used to satisfy part of the consideration payable on Completion will be applied to reducing the Company's net indebtedness on a short-term basis while the Directors evaluate alternative uses for the funds. If no such alternative uses can be found, the Directors will consider how best to return some or all of the proceeds to Shareholders.

Future expects to publish a combined circular and prospectus in connection with the Acquisition and the Rights Issue, including the notice of General Meeting, on 18 July 2018.

It is the Company's intention to pursue a listing on the premium listing segment of the Official List, subject to meeting all of the requirements of the UKLA, in the next 12 to 18 months.

This preceding summary should be read in conjunction with the full text of the following announcement and its appendices, together with the Prospectus which is expected to be published on 18 July 2018.

Expected timetable of principal events

Publication of Prospectus	18 July 2018
Date of publication of Prospectus, the Notice of General Meeting and the Form of Proxy	18 July 2018
Record Date for entitlements under the Rights Issue	close of business on 31 July 2018
General Meeting	9.00 a.m. on 3 August 2018
Dealings in the New Ordinary Shares, nil paid, commence on the London Stock Exchange	8.00 a.m. on 6 August 2018
Latest time and date for acceptance in CREST and payment in full and registration of renounced Provisional Allotment Letters	3.00 p.m. on 15 August 2018
Expected date of announcement of results of the Rights Issue	by 8.00 a.m. on 21 August 2018
Dealings in the New Ordinary Shares, fully paid, to commence on the London Stock Exchange	8.00 a.m. on 21 August 2018
Expected Date of Completion	by 31 August 2018

Notes:

- (1) References to times above are to London time unless otherwise stated.
- (2) The dates set out above and mentioned throughout this announcement and in the Provisional Allotment Letters may be adjusted by the Company with the agreement of the Underwriters in which event details of the new dates will be notified to the FCA, the London Stock Exchange and, where appropriate, Shareholders.

Principal terms of the Acquisition

On 17 July 2018, Future US, Inc. (the "Purchaser"), BZ Holdings, Inc. (the "Seller") and Purch Group, Inc. ("Purch") entered into the Acquisition Agreement, pursuant to which the Purchaser has agreed to acquire all of the outstanding membership interests of Purch for an aggregate sum of US\$132.5 million (approximately £100.1 million) on a cash-free and debt-free basis, subject to adjustment for Seller's contribution to the cost of the R&W Policy and customary adjustments for net working capital and any debt-like items on the consolidated balance sheet of Purch as at completion, and customary indemnity escrow arrangements.

The conditions for Completion are, amongst other things:

- the R&W Policy becoming binding and effective as at Completion;
- filing a notification and report form with the United States Federal Trade Commission and the United States Department of Justice pursuant to the HSR Act and the expiration, or grant of early termination, of the waiting period pursuant to the HSR Act;
- the Shareholders having approved the Rights Issue;
- Admission becoming effective, the Underwriting Agreement becoming unconditional and not having been terminated prior to Admission and the proceeds of the Rights Issue, and pursuant to the Underwriting Agreement, having been received by the Company;
- delivery by the Seller of agreements as to non-competition, non-solicitation and confidentiality from Seller and one or more certain senior employees of Seller in favour of the Purchaser;
- completion by Purch and the Seller of a reorganisation transaction which would, among other things, segregate the "B2C" and "B2B" businesses of Purch, the Seller and their respective subsidiaries into separate companies, including Purch as the holder of its B2C business and assets and the transfer of certain employees located in France from an existing EU subsidiary of Purch to the Publisher or an affiliate thereof; and
- no material adverse effect having occurred during the period from the date of the Acquisition Agreement to Completion.

Recommendation

The Board believes the Rights Issue to be in the best interests of Future and the Shareholders as a whole and, accordingly, unanimously recommends that the Shareholders vote in favour of the Resolution, as the Directors each intend to do in respect of their own legal and beneficial holdings, amounting to 326,640 Existing Ordinary Shares (representing approximately 0.7 per cent. of the Company's existing issued share capital as at the Latest Practicable Date).

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The definitions set out below apply throughout this announcement, including the summary, unless the context requires otherwise:

APPENDIX - DEFINITIONS

"Acquisition"	the acquisition of Purch B2C by Future on the terms and conditions set out in the Acquisition Agreement
"Acquisition Agreement"	the purchase agreement dated 17 July 2018 between Future US and the Seller
"Act"	the Companies Act 2006
"Adjusted EBITDA"	earnings before share based payments, interest, tax, depreciation, amortisation, impairment of intangible assets and exceptional items
"Admission"	the admission of the New Ordinary Shares (nil paid) to trading on the London Stock Exchange's main market for listed securities becoming effective in accordance with paragraph 2.1 of the London Stock Exchange Admission Standards and admission of the New Ordinary Shares (nil paid) to listing on the standard segment of the Official List becoming effective in accordance with LR 3.2.7G of the Listing Rules
"Articles"	the articles of association of the Company
"Board" or "Directors"	the directors of the Company as at the date of this announcement
"Business Day"	a day (other than Saturday or Sunday or a bank holiday) on which banks are generally open for normal banking business in the City of London
"B2B"	business to business
"B2C"	business to consumer
"certificated" or "in certificated form"	an Ordinary Share which is not in uncertificated form
"Closing Price"	530 pence per Existing Ordinary Share
"Company" or "Future"	Future plc (incorporated in England and Wales with registered number 03757874)
"Completion"	completion of the Acquisition pursuant to the terms of the Acquisition Agreement
"CREST"	the relevant system (as defined in the Regulations) in respect of which Euroclear is the operator (as defined in the Regulations)

"EBITDA"	earnings before interest, tax, depreciation and amortisation
"Enlarged Group"	the Group as enlarged by the Acquisition
"Euroclear"	Euroclear UK & Ireland Limited (incorporated in England and Wales under registered number 2878738), the operator of Crest
"Excluded Territories"	Australia, Canada, Japan, South Africa and any other jurisdiction where the extension or availability of the Rights Issue (and any other transaction contemplated thereby) would breach any applicable law or regulation, and Excluded Territory shall be construed accordingly
"Existing Ordinary Shares"	the 46,508,490 Ordinary Shares currently in issue
"FCA" or "Financial Conduct Authority"	the Financial Conduct Authority of the UK in its capacity as the competent authority for the purposes of Part VI of FSMA and in the exercise of its functions in respect of Admission to the Official List otherwise than in accordance with Part VI of FSMA
"FSMA"	the Financial Services and Markets Act 2000 (as amended)
"Fully Paid Rights"	rights to acquire New Ordinary Shares, fully paid
"Future US"	Future US, Inc.
"General Meeting"	the general meeting of the Company proposed to be held at 1-10 Praed Mews, London W2 1QY
"Group"	Future and its subsidiary undertakings from time to time
"Home Interest"	the Home Interest division of Centaur Media plc, acquired in August 2017 from Centaur Communications Limited
"HSR Act"	the Hart-Scott-Rodino Antitrust Improvements Act of 1976
"Issue Price"	303 pence per New Ordinary Share
"Latest Practicable Date"	16 July 2018
"Listing Rules"	the listing rules of the Financial Conduct Authority made pursuant to Part VI of FSMA
"London Stock Exchange"	London Stock Exchange plc
"N+1 Singer"	Nplus1 Singer Capital Markets Limited
"New Ordinary Shares"	up to 34,881,368 Ordinary Shares proposed to be issued by Future pursuant to the Rights Issue
"Nil Paid Rights"	New Ordinary Shares in nil paid form provisionally allotted to Qualifying Shareholders pursuant to the Rights Issue
"Numis"	Numis Securities Limited
"Official List"	the Official List of the FCA
"Ordinary Shares"	the ordinary shares of 15p each in the capital of the Company, other than in respect of the period prior to 2 February 2017 where references to Ordinary Shares are to ordinary shares of 1 pence each in the capital of the Company
"PC"	personal computer
"Prospectus"	the prospectus and circular (comprising a prospectus for the purposes of FSMA, the Listing Rules and the Prospectus Rules) prepared by the Company relating to the Company in connection with the Acquisition, the Rights Issue and Admission and made available in accordance with the Prospectus Rules
"Prospectus Rules"	the rules made by the FCA under Part VI of FSMA in relation to offers of transferable securities to the public and admission of transferable securities to trading on a regulated market

"Provisional Allotment Letters"	the renounceable provisional allotment letters to be issued or made available by the Company to Qualifying Non-Crest Shareholders on the register of members of the Company at the close of business on the Record Date in connection with the Rights Issue
"Purch"	Purch Group, Inc.
"Purch B2C"	the B2C business of Purch
"Purchaser"	Future US
"Qualifying CREST Shareholders"	Qualifying Shareholders holding Ordinary Shares on the register of members of the Company on the Record Date which are in uncertificated form
"Qualifying Non-CREST Shareholders"	Qualifying Shareholders holding Ordinary Shares on the register of members of the Company on the Record Date which are in certificated form
"Qualifying Shareholders"	holders of Ordinary Shares who are on the Company's register of members at the Record Date
"R&W Policy"	the insurance policy issued to the Purchaser in connection with the representations and warranties and tax indemnities contained in the Acquisition Agreement, subject to certain specified limitations and exclusions with the insurers
"Record Date"	6.00 p.m. on 31 July 2018
"Regulations"	the Uncertificated Securities Regulations 2001 of the United Kingdom
"Resolution"	the resolutions set out in the notice of General Meeting
"Rights Issue"	the offer by way of rights to Qualifying Shareholders to acquire New Ordinary Shares on the terms and conditions set out in the Prospectus and, in the case of Qualifying Non-CREST Shareholders only, the Provisional Allotment Letter
"Seller"	BZ Holdings, Inc.
"Shareholders"	the holder(s) of Ordinary Shares
"Standard listing" or "Standard Listed"	a listing by the FCA of equity securities of a company on the standard listing segment of the Official List
"Technology stack"	the suite of technology a company uses to run its business
"UK Listing Authority" or "UKLA"	the FCA acting in its capacity as the competent authority for the purposes of Part VI of FSMA
"uncertificated" or "in uncertificated form"	recorded on the relevant register of Ordinary Shares as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
"Underwriters" or "Joint Brokers"	Numis and N+1 Singer
"Underwriting Agreement"	the underwriting agreement dated 18 July 2018 entered into between the Company and the Underwriters
"United Kingdom" or "UK"	the United Kingdom of Great Britain and Northern Ireland
"United States" or "US"	the United States of America, its territories and possessions, any state of the United States and the District of Columbia

IMPORTANT NOTICE

The contents of this announcement have been prepared by and are the sole responsibility of Future plc.

This announcement is not a prospectus but an advertisement and investors should not acquire any Nil Paid Rights, Fully Paid Rights or New Ordinary Shares referred to in this announcement except on the basis of the information contained in the Prospectus, when published. The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed by any person for any purpose on the information contained in this announcement or its accuracy, fairness or completeness. The information in this announcement is subject to change.

A copy of the Prospectus, when published, will be available from the registered office of Future plc and on Future plc's website at www.futureplc.com/invest-in-future/ provided that the Prospectus will not, subject to certain exceptions, be available to Shareholders in certain excluded jurisdictions. Neither the content of Future plc's website nor any website accessible by hyperlinks on Future plc's website is incorporated in, or forms part of, this announcement.

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No statement in this announcement is intended as a profit forecast and no statement in this announcement should be interpreted to mean that the future earnings per share, profits, margins or cash flows of the Enlarged Group will necessarily match or be greater than the historical published earnings per share, profits, margins or cash flows of Future plc.

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Numis, N+1 Singer and any of their respective affiliates may, acting as investors for their own account, in accordance with applicable legal and regulatory provisions, engage in transactions in relation to the Nil Paid Rights, the Fully Paid Rights, the New Ordinary Shares and/or related instruments for the purpose of hedging their underwriting exposure or otherwise. Accordingly, references in the Prospectus to Nil Paid Rights, Fully Paid Rights and New Ordinary Shares being issued, offered, subscribed, placed or otherwise dealt in, should be read as including any issue or offer to, or subscription, placing or dealing by, either of Numis or N+1 Singer or any of their respective affiliates acting in such capacity. In addition, either of Numis or N+1 Singer or their affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which Numis or N+1 Singer (or its affiliates) may from time to time acquire, hold or dispose New Ordinary Shares. Except as required by applicable law or regulation, Numis and N+1 Singer do not propose to make any public disclosure in relation to such transactions.

This announcement may include statements that are, or may be deemed to be, "forward-looking statements". 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. 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 Group's business, results of operations, financial position, liquidity, prospects, growth, strategies, integration of the business organisations and achievement of anticipated combination benefits in a timely manner. Forward-looking statements speak only as of the date they are made.

Such forward-looking statements are based on beliefs, expectations and assumptions of the Directors and other members of senior management regarding the Group's present and future business strategies, the timetable for integration of Purch B2C, the benefits to be derived from the Acquisition and the environment in which the Group, Purch B2C and/or, following Completion, the Enlarged Group will operate in the future. Although the Directors and other members of senior management believe that these beliefs and assumptions are reasonable, by their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future or are beyond the Group's control. The Group, Purch B2C and/or, following Completion, the Enlarged Group's actual operating results, financial condition, dividend policy and the development of the industry in which they operate, as well as the benefits and combination benefits actually received, may differ materially from the impression created by the forward-looking statements contained in this announcement. In addition, even if the operating results, financial condition and dividend policy of the Group, Purch B2C and/or, following Completion, the Enlarged Group, and the development of the industry in which they operate, are consistent with the forward-looking statements contained in this announcement, those results or developments may not be indicative of results or developments in subsequent periods. Important factors that could cause these differences include, but are not limited to, general economic and business conditions, industry trends, competition, changes in government and other regulation, including in relation to the environment, health and safety, taxation, labour relations and work stoppages, changes in political and economic stability and changes in business strategy or development plans, difficulties encountered in integrating the two organisations and/or achieving the anticipated combination benefits in a timely manner and other risks.

You are advised to read this announcement and the Prospectus (if and when published) in their entirety for a further discussion of the factors that could affect the Group and/or the Enlarged Group's future performance. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements in this announcement may not occur.

Except as required by applicable laws and regulations, each of Future plc, Numis, N+1 Singer and their respective affiliates expressly disclaims any obligation or undertaking to update, review or revise any forward looking statement contained in this announcement whether as a result of new information, future developments or otherwise.

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 ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; 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 Product Governance Requirements) may otherwise have with respect thereto, the Nil Paid Rights, the Fully Paid Rights and the New Ordinary Shares have been subject to a product approval process, which has determined that the Nil Paid Rights, the Fully Paid Rights and the New Ordinary Shares 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 MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, Distributors should note that: the price of the Nil Paid Rights, the Fully Paid Rights and the New Ordinary Shares may decline and investors could lose all or part of their investment; the Nil Paid Rights, the Fully Paid Rights and the New Ordinary Shares offer no guaranteed income and no capital protection; and an investment in the Nil Paid Rights, the Fully Paid Rights and the New 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. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Rights Issue. Furthermore, it is noted that, notwithstanding the Target Market Assessment, Numis and 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 MiFID II; 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 Nil Paid Rights, the Fully Paid Rights and the New Ordinary Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Nil Paid Rights, the Fully Paid Rights and the New Ordinary Shares and determining appropriate distribution channels.

^[1] Based on an exchange rate of US\$1.3241 : £1

^[2] Source: comScore Media Matrix, US multi-platform unique visitors per month in comScore's Technology - News category, reported on a quarterly basis between August 2017 and May 2018

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