

ANNOUNCEMENT TO BE MADE BY THE AIM APPLICANT PRIOR TO ADMISSION IN ACCORDANCE WITH RULE 2 OF THE AIM RULES FOR COMPANIES (“AIM RULES”)

COMPANY NAME:

MXC Capital plc (formerly named and notified as Broca plc)

COMPANY REGISTERED OFFICE ADDRESS AND IF DIFFERENT, COMPANY TRADING ADDRESS (INCLUDING POSTCODES) :

Registered office:

100 Fetter Lane
London
EC4A 1BN

COUNTRY OF INCORPORATION:

England and Wales

COMPANY WEBSITE ADDRESS CONTAINING ALL INFORMATION REQUIRED BY AIM RULE 26:

www.mxccapital.com

COMPANY BUSINESS (INCLUDING MAIN COUNTRY OF OPERATION) OR, IN THE CASE OF AN INVESTING COMPANY, DETAILS OF ITS INVESTING POLICY). IF THE ADMISSION IS SOUGHT AS A RESULT OF A REVERSE TAKE-OVER UNDER RULE 14, THIS SHOULD BE STATED:

Broca plc is acquiring MXC Capital Advisory LLP by means of a Reverse Take-Over under AIM Rule 14. Its main country of operation will be the UK.

Following the acquisition, the Company will seek to generate shareholder returns by providing corporate finance advisory services to growth business whilst making investments alongside It will:

- have an ethos of shared risk and reward;
- be focused on the TMT sector;
- provide corporate finance advice to investee companies through MXC Capital Advisory; and
- have a consultancy relationship with MXC Holdings, with the remit, among other things, to introduce suitable investment opportunities.

The Company will look at a wide variety of opportunities within the TMT sector but expects to focus on special situations, particularly:

- turnaround transactions – delivering strategic enhancements and/or operational improvements; and
- buy-and-build strategies – creating value through consolidation and effective integration.

Finally, the Company will take an active approach towards managing its portfolio investments:

- significant ownership positions, typically between 10 and 29.9 per cent. and held long term
- board representation and oversight
- MXC Capital Advisory will provide corporate finance, equity and debt capital markets advice.

The Acquisition is subject to approval of the Financial Conduct Authority

DETAILS OF SECURITIES TO BE ADMITTED INCLUDING ANY RESTRICTIONS AS TO TRANSFER OF THE SECURITIES (i.e. where known, number and type of shares, nominal value and issue price to which it seeks admission and the number and type to be held as treasury shares):

1,847,547,176 ordinary shares of 1 pence each.

CAPITAL TO BE RAISED ON ADMISSION (IF APPLICABLE) AND ANTICIPATED MARKET CAPITALISATION ON ADMISSION:

£8.5 million to be raised via a placing for cash

Anticipated market capitalisation c.£18.4 million

PERCENTAGE OF AIM SECURITIES NOT IN PUBLIC HANDS AT ADMISSION:

71.91%

DETAILS OF ANY OTHER EXCHANGE OR TRADING PLATFORM TO WHICH THE AIM COMPANY HAS APPLIED OR AGREED TO HAVE ANY OF ITS SECURITIES (INCLUDING ITS AIM SECURITIES) ADMITTED OR TRADED:

N/A

FULL NAMES AND FUNCTIONS OF DIRECTORS AND PROPOSED DIRECTORS (underlining the first name by which each is known or including any other name by which each is known):

Proposed Directors:

Peter Martin Rigg, (Non-Executive Chairman)

Paul Graham Guilbert, (Independent Non-Executive Director)

Marc Young, (Chief Executive Officer)

FULL NAMES AND HOLDINGS OF SIGNIFICANT SHAREHOLDERS EXPRESSED AS A PERCENTAGE OF THE ISSUED SHARE CAPITAL, BEFORE AND AFTER ADMISSION (underlining the first name by which each is known or including any other name by which each is known):

Shareholder	Pre Placing		Post Placing		Post Acquisition (Admission)	
	Shares Held	%	Shares Held	%	Shares Held	%
Helium Special Situations Fund	64,000,000	16.12%	84,000,000	6.73%	84,000,000	4.55%
<u>Nigel</u> Wray	55,490,917	13.98%	355,490,917	28.50%	355,490,917	19.24%
Aviva Plc	47,529,109	11.97%	0	0%	0	0%
MXC Holdings Ltd	45,000,000	11.34%	345,000,000	27.65%	945,000,000	51.15%
<u>Neale</u> Graham	26,733,822	6.73%	26,733,822	2.14%	26,733,822	1.45%
<u>Barry</u> Sharples	25,733,822	6.48%	25,733,822	2.06%	25,733,822	1.39%
<u>Keith</u> Seeley	20,148,725	5.08%	20,148,725	1.62%	20,148,725	1.09%
Hargreave Hale	17,235,000	4.34%	157,235,000	12.60%	157,235,000	8.51%
ISIS (FPPE)	17,960,000	4.52%	17,960,000	1.44%	17,960,000	0.97%

NAMES OF ALL PERSONS TO BE DISCLOSED IN ACCORDANCE WITH SCHEDULE 2, PARAGRAPH (H) OF THE AIM RULES:

N/A

(i) ANTICIPATED ACCOUNTING REFERENCE DATE

(ii)	DATE TO WHICH THE <u>MAIN FINANCIAL INFORMATION</u> IN THE ADMISSION DOCUMENT HAS BEEN PREPARED (this may be represented by unaudited interim financial information)
(iii)	DATES BY WHICH IT MUST PUBLISH ITS FIRST THREE REPORTS PURSUANT TO AIM RULES 18 AND 19:
(i)	31 August
(ii)	31 March 2014
(iii)	31 December 2014, 28 February 2015, 31 May 2015
EXPECTED ADMISSION DATE:	
Early September 2014	
NAME AND ADDRESS OF NOMINATED ADVISER:	
Zeus Capital Limited	
23 Berkeley Square London W1J 6HE	
82 King Street Manchester M2 4WQ	
NAME AND ADDRESS OF BROKER:	
Zeus Capital Limited	
23 Berkeley Square London W1J 6HE	
OTHER THAN IN THE CASE OF A <u>QUOTED APPLICANT</u> , DETAILS OF WHERE (POSTAL OR INTERNET ADDRESS) THE ADMISSION DOCUMENT WILL BE AVAILABLE FROM, WITH A STATEMENT THAT THIS WILL CONTAIN FULL DETAILS ABOUT THE APPLICANT AND THE ADMISSION OF ITS SECURITIES:	
A copy of the admission document containing full details about the applicant and the admission of its securities will be available on the Company's website www.mxccapital.com	
DATE OF NOTIFICATION:	
28 August 2014	
NEW/ UPDATE:	
Update	