

**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:**

PuriCore plc (the “Company”)

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

Registered Office Address:

PuriCore plc  
Mitre House  
160 Aldersgate Street  
London EC1A 4DD  
UK

Company Trading Address:

PuriCore, Inc.  
508 Lapp Road  
Malvern, PA 19355  
USA

**COUNTRY OF INCORPORATION:**

United Kingdom (registered number: 05789798)

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

[www.puricore.com](http://www.puricore.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:**

The Company is an international company focused on developing and commercialising safe and effective solutions to protect against the spread of infectious pathogens. PuriCore’s antimicrobial technologies and complementary products are used in the core business and emerging sectors of two broad markets: Supermarket Retail and Health Sciences. PuriCore’s solutions do not cause harm to human or animal life or to the environment.

PuriCore sells equipment and consumables to its customers, directly as well as through distributors, and, on a limited basis, licenses its technology to partners in exchange for royalty payments. PuriCore’s main country of operation is the US; its products and technologies are sold and licensed internationally.

In the Supermarket Retail segment, PuriCore offers products to US supermarket retailers for use in their fresh produce departments to improve food safety and quality, to extend shelf life, and to decrease food wastage. Additionally, the Company’s products protect against fungal growth and extend the life of cut flowers, with an initial focus on supermarket floral departments.

In the Health Sciences segment, the Company's Wound Care and Dermatology businesses provide products that are used to treat chronic and acute wounds, including diabetic ulcers and burns in humans, for dermatology treatments in humans, currently focused on atopic dermatitis, and to manage wounds in companion and farm animals.

On 25 November 2014, the Company announced an update to its ongoing strategic and operational review, principal aspects of which are included below under 'Details of the Applicant's Strategy Following Admission'.

**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):**

50,135,432 Ordinary Shares of 10 pence each ("Shares").

No Shares are held in treasury.

The Shares are freely transferable and have no restrictions placed on them.

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

No capital to be raised on admission.

Anticipated market capitalisation on Admission approximately £16.0 million.

**PERCENTAGE OF AIM SECURITIES NOT IN PUBLIC HANDS AT ADMISSION:**

39.8%

**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:**

None.

Further to the announcement and Circular dated 7 November 2014, the Company has received shareholder approval at a general meeting held on 24 November 2014 (the result of which was announced on that date), to cancel admission of its Shares to the Official List and trading of its Shares on the Main Market ("De-listing") and to apply for admission to trading on AIM ("Admission"). De-listing and Admission are expected to be effective on the same date (see Expected Admission Date below).

**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):**

Charles Alexander Evan Spicer (Non-executive Chairman)

Michael Richard Ashton (Chief Executive Officer)

Marella Atwood Thorell (Chief Financial Officer and Chief Operating Officer)

Joseph William (Bill) Birkett (Senior Independent Non-executive Director)

Peter John Larkin (Independent Non-executive Director)

Matthew Charles Perrins Hammond\* (Non-executive Director)

Daniel Robert Hegglin (Non-executive Director)

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	Before Admission	After Admission
Invesco Limited	29.41	29.41
<u>Daniel</u> Robert Hegglin	9.79	9.79
Kanton Group.*	9.23	9.23
<u>Stewart</u> Worth Newton	6.87	6.87
Oracle Management, Ltd.	5.81	5.81

\* The Kanton Group shares are held by Timberland Group Ltd. which is wholly owned by Kanton Services (Belize) Limited which is part of Kanton Group ("Kanton"). Matthew Hammond, Non-executive Director, represents Kanton on the PuriCore Board. Matthew Hammond acts as an adviser to Kanton but is not responsible for investment decisions made by Kanton and does not exercise control over the voting rights over shares held by Kanton.

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

None

- (i) ANTICIPATED ACCOUNTING REFERENCE DATE  
(ii) DATE TO WHICH THE MAIN FINANCIAL INFORMATION 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 December;  
(ii) N/a. The Company's annual accounts for each of the three years ended 31 December 2013, 31 December 2012 and 31 December 2011 as well as the half year report for the six months ended 30 June 2014 are available on its website;  
(iii) 30 June 2015 (annual accounts for year ending 31 December 2014), 30 September 2015 (half year report for six months ending 30 June 2015) and 30 June 2016 (annual accounts for year ending 31 December 2015).

EXPECTED ADMISSION DATE:

23 December 2014

NAME AND ADDRESS OF NOMINATED ADVISER:

N+1 Singer Advisory LLP ("N+1 Singer")  
1 Bartholomew Lane  
London EC2N 2AX  
UK

NAME AND ADDRESS OF BROKER:

N+1 Singer  
As above

OTHER THAN IN THE CASE OF A QUOTED APPLICANT, 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:

N/a. As required by the 'Designated Market' route to Admission, an Appendix to this Schedule One announcement is available at [www.puricore.com](http://www.puricore.com). The Appendix contains information which would be required in an admission document but is not otherwise publicly available at the time of Admission.

DATE OF NOTIFICATION:

25 November 2014

NEW/ UPDATE:

NEW

**QUOTED APPLICANTS MUST ALSO COMPLETE THE FOLLOWING:**

THE NAME OF THE AIM DESIGNATED MARKET UPON WHICH THE APPLICANT'S SECURITIES HAVE BEEN TRADED:

Premium Segment of the Main Market of the Official List

THE DATE FROM WHICH THE APPLICANT'S SECURITIES HAVE BEEN SO TRADED:

30 June 2006

CONFIRMATION THAT, FOLLOWING DUE AND CAREFUL ENQUIRY, THE APPLICANT HAS ADHERED TO ANY LEGAL AND REGULATORY REQUIREMENTS INVOLVED IN HAVING ITS SECURITIES TRADED UPON SUCH A MARKET OR DETAILS OF WHERE THERE HAS BEEN ANY BREACH:

The Company has adhered to the legal and regulatory requirements of the Official List / Main Market.

AN ADDRESS OR WEB-SITE ADDRESS WHERE ANY DOCUMENTS OR ANNOUNCEMENTS WHICH THE APPLICANT HAS MADE PUBLIC OVER THE LAST TWO YEARS (IN CONSEQUENCE OF HAVING ITS SECURITIES SO TRADED) ARE AVAILABLE:

[www.puricore.com](http://www.puricore.com)

DETAILS OF THE APPLICANT'S STRATEGY FOLLOWING ADMISSION INCLUDING, IN THE CASE OF AN INVESTING COMPANY, DETAILS OF ITS INVESTING STRATEGY:

On 25 November 2014, the Company announced an update to its ongoing strategic and operational review.

The overall strategy of the Company remains focused on commercially leveraging its

proprietary hypochlorous acid platform technology, particularly in markets and applications for which its unique properties provide a competitive advantage. The Board believes that sustainable growth can be driven by increasing recurring revenues in its existing business segments through prudent and measured investments. The focus of these investments will be in activities that reasonably can be expected to deliver top line and margin growth over time.

In the Supermarket Retail segment, the Company remains focused on its growth strategy of delivering more predictable recurring revenue and improving margins. The rebalancing of product mix from capital equipment to consumable products which create recurring revenue is, as expected, resulting in reduced revenues in the near-term. However, as growing market share with a goal of securing a larger recurring revenue base remains the strategic intent, the Company continues to identify new and converting customers for its concentrate products and invests in placement of concentrate delivery systems at these customer locations.

In the Health Sciences segment, the Company's evolving strategy includes developing new products and seeking new regulatory clearances to permit entry into new geographies and markets, primarily through partnerships. New regulatory clearances facilitate both entry into new geographies with existing products as well as expansion of product claims to enable broader marketing initiatives. The Board remains confident in the growth potential within Wound Care and Dermatology – two segments with existing commercial products. The Board also believes developing products in naturally complementary areas, such as infection control within the hospital market, will broaden the scope and diversity of the product portfolio and address a market need for new solutions to fight germs, particularly those which are antibiotic resistant.

Investment will be required to support the research and development, regulatory and commercialisation strategies. Investment requirements and regulatory and development timelines are being considered. The Board has implemented a staged approach to approving investments in these newer markets to ensure continued investment is supported by milestones achieved.

Further information on the strategic and operational review is available in the Appendix to this Schedule One announcement, and the announcement of 25 November 2014, and can be found on the website at [www.puricore.com](http://www.puricore.com).

**A DESCRIPTION OF ANY SIGNIFICANT CHANGE IN FINANCIAL OR TRADING POSITION OF THE APPLICANT, WHICH HAS OCCURRED SINCE THE END OF THE LAST FINANCIAL PERIOD FOR WHICH AUDITED STATEMENTS HAVE BEEN PUBLISHED:**

On 30 June 2014 the Company completed the disposal of PuriCore International Limited ("PIL"), the Company's UK-based endoscopy business, generating net proceeds of approximately \$25.7 million for the Company. This disposal constituted a Class 1 transaction for the purposes of the Listing Rules and was approved by shareholders at a General Meeting held on 20 June 2014.

In its half-year results released on 8 August 2014, the Company provided a financial update and further reported on recent revenue trends in its Interim Management Statement issued on 31 October 2014. The full text of these announcements is available on the Company's website.

*Half-Year Results (for the six months ended 30 June 2014):*

Group revenue, for the Continuing Operations (being the Supermarket Retail and Health Sciences businesses), for the half-year to 30 June 2014 was 30.5% lower at \$8.6 million (H1 2013: \$12.3million) and gross margin reduced to 28.2% (H1 2013: 33.1%). It was reiterated that the rebalancing of the product mix in Supermarket Retail (from primarily capital equipment sales to a greater proportion of consumable product sales), the absence of milestone payments in Wound Care and Dermatology as received in the first half of 2013, and higher service costs from rapid roll-out of dilution equipment to customer premises had combined to affect period results adversely. EBITDA (earnings before interest, tax, depreciation, amortisation and non-cash equity related charges) loss had increased to \$2.2 million (H1 2013: loss of \$1.1 million) as a consequence of the reduced revenue.

As at 1 July 2014 (the day after the half-year results balance sheet date and following completion of the PIL disposal), cash and cash equivalents were robust at \$26.8 million after receipt of the gross sale proceeds, following pay-down of the line of credit and payment of a limited portion of deal expenses.

In the Supermarket Retail segment, the Group reported an increase in market share to 26% of the produce target market (excluding the effects of converting existing customers from capital equipment sales to consumable product sales), and to 13% of the floral target market within Supermarket Retail. In the Health Sciences segment the Group successfully launched its NovaZo® Wound Hydrogel Dressing for animals and developed two new products, Vashe® Wound Hydrogel and PURICIDE™ (a hospital-grade hard surface disinfectant), expected to launch in the Middle East and North Africa through a regional distribution partner.

*Interim Management Statement (issued on 31 October 2014 and reporting on revenue trends in the business for the 9 months ended 30 September 2014:*

Group revenue for the Continuing Operations for the nine months ended 30 September 2014 decreased 39.5% to \$13.2 million (2013: \$21.9 million). This reflects the ongoing impact of the continued rebalancing of the Supermarket Retail product mix, as consumable product sales increase and capital equipment sales decline, in line with the fundamental change in the Supermarket Retail business model implemented last year.

In the Supermarket Retail segment, revenue decreased 39.6% to \$11.9 million for the nine months (2013: \$19.8 million). There were continued conversions of existing customers from capital equipment to ProduceFresh® (the Company's proprietary solution for use with produce concentrate delivery systems), as well as new FloraFresh® implementations (the equivalent for use in floral departments), which created new recurring revenue streams. Wound Care and Dermatology's revenue, excluding milestone payments, was constant at \$1.3 million for the first nine months of 2014 (2013: \$1.3 million, excluding \$0.8 million of milestone payments). Cash and cash equivalents were \$22.7 million as at 30 September 2014.

A STATEMENT THAT THE DIRECTORS OF THE APPLICANT HAVE NO REASON TO BELIEVE THAT THE WORKING CAPITAL AVAILABLE TO IT OR ITS GROUP WILL BE INSUFFICIENT FOR AT LEAST TWELVE MONTHS FROM THE DATE OF ITS ADMISSION:

The Directors of the Company have no reason to believe that the working capital available to the Company will be insufficient for at least twelve months from the date of its

Admission.

DETAILS OF ANY LOCK-IN ARRANGEMENTS PURSUANT TO RULE 7 OF THE AIM RULES:

None

A BRIEF DESCRIPTION OF THE ARRANGEMENTS FOR SETTLING THE APPLICANT'S SECURITIES:

Settlement will be through the CREST system for uncertificated shares. Shareholders will also be able to deal based on share certificates.

A WEBSITE ADDRESS DETAILING THE RIGHTS ATTACHING TO THE APPLICANT'S SECURITIES:

[www.puricore.com](http://www.puricore.com)

INFORMATION EQUIVALENT TO THAT REQUIRED FOR AN ADMISSION DOCUMENT WHICH IS NOT CURRENTLY PUBLIC:

See Appendix to this Schedule One announcement which is available on the Company's website at [www.puricore.com](http://www.puricore.com)

A WEBSITE ADDRESS OF A PAGE CONTAINING THE APPLICANT'S LATEST ANNUAL REPORT AND ACCOUNTS WHICH MUST HAVE A FINANCIAL YEAR END NOT MORE THEN NINE MONTHS PRIOR TO ADMISSION AND INTERIM RESULTS WHERE APPLICABLE. THE ACCOUNTS MUST BE PREPARED IN ACCORDANCE WITH ACCOUNTING STANDARDS PERMISSIBLE UNDER AIM RULE 19:

[www.puricore.com](http://www.puricore.com)

The latest Annual Report and Accounts and Interim Results can be found in the Investors section of the Company's website, under the heading Financial Information.

THE NUMBER OF EACH CLASS OF SECURITIES HELD IN TREASURY:

Nil