

3 September 2018

**Audioboom Group plc**  
("Audioboom", the "Group" or the "Company")

## **Board Changes**

### **Appointment of Michael Tobin OBE and Brad Clarke**

#### **Grant of Warrants and Options**

Audioboom (AIM: BOOM), the leading spoken word audio on-demand platform, is pleased to announce the appointment of Michael Tobin OBE as non-executive Chairman of the Company, with immediate effect. In addition, Brad Clarke, the Company's Chief Financial Officer, has been appointed to the Board with immediate effect.

The Company also announces that Malcolm Wall will step down from the Board with immediate effect, having served on the Board for three and a half years as non-executive Chairman. The Board of Audioboom would like to thank Malcolm for his valuable contribution to the Company and wishes him well for the future.

#### **Michael Tobin OBE**

Michael Tobin OBE is a serial technology entrepreneur and philanthropist. As the former 'maverick' Chief Executive Officer of Telecity Group PLC (now Telecity Group Limited), the FTSE 250 data centre operator, he grew the company from a market capitalisation of £6 million to £1.6 billion at the time of his departure. After stepping down from his role at Telecity Group PLC in 2014, Michael turned his attention to supporting entrepreneurs, businesses and leaders in the digital and technology space. He received The Order of the British Empire from Her Majesty the Queen for Services to the Digital Economy in 2014 and is now on multiple technology company boards across four continents, including Chairman of AIM listed BigBlu Broadband plc.

#### **Brad Clarke**

Brad Clarke joined Audioboom in March 2018. He is a Chartered Accountant, having qualified with Grant Thornton in 2009 and has extensive experience of working in finance in the media industry having previously worked at fellow AIM listed company Brave Bison Group plc, where he was Group Finance Director. Brad previously worked for News UK for over five years progressing through roles in Internal Audit, Group Reporting and latterly being the Financial Controller of the Handpicked Collection.

Robert Proctor, Chief Executive Officer of Audioboom, said:

*"These are very exciting and dynamic times for Audioboom and the wider podcast industry. As such I would like to wholeheartedly thank Malcolm Wall, our outgoing Chairman, who has done a remarkable job of steering the Company through its early years on AIM - his help and advice has been invaluable. I would also like to take the opportunity to welcome our new Chairman, Michael Tobin OBE. Michael has had a stellar career within the technology and creative sector, leading companies to billion dollar valuations. Mike's experience and knowledge, especially regarding revenue generation and growth via M&A, will be invaluable to Audioboom as we seek to grow within the highly fragmented podcast market."*

#### **Warrant and option grants**

Michael Tobin has today been awarded 30,000,000 warrants ("Warrants") over new ordinary shares of no par value in the Company ("Ordinary Shares") in conjunction with his appointment. A first tranche of 10,000,000 Warrants will be exercisable at a price of 2.4 p per share after six months from today's date and for five years thereafter. A second tranche of 10,000,000 Warrants will vest if the Company's share price exceeds 4.4 p for 60 days within any rolling six-month period. The second tranche Warrants will be exercisable at a price of 4.4 p from six months after vesting and for five years from that date. A third tranche of 10,000,000 Warrants will vest if the Company's share price exceeds 6.4p for 60 days within any rolling six-month period. The third tranche Warrants will be exercisable at a price of 6.4 p from six months after vesting and for five years from that date.

The Warrants can only vest if Michael Tobin is Chairman at the relevant time, however once vested they remain exercisable throughout the relevant exercise window irrespective of whether he is Chairman at the time of exercise. The Warrants are not transferable.

Brad Clarke has today been awarded 6,500,000 (“Options”) over new Ordinary Shares in conjunction with his appointment, pursuant to the Company’s EMI Share Option Scheme. All Options have an exercise price of 2.4p per share. A first tranche of 2,000,000 Options will be exercisable from the date of the award. A second tranche of 1,500,000 Options will vest on 5 March 2019, with the vesting of half of these Options being subject to performance conditions relating to the Company’s performance for the prior financial year in terms of revenue/EBITDA/cash metrics against budget in that year. A third tranche of 1,500,000 Options will vest on 5 March 2020, with the vesting of half of these Options being subject to the same performance conditions. A fourth tranche of 1,500,000 Options will vest on 5 March 2021, with the vesting of half of these Options again being subject to the same performance conditions.

The FCA notification in respect of the above Warrant and Option grants, made in accordance with the requirements of the EU Market Abuse Regulation, is appended below.

### **AIM Rules disclosures**

Michael Tobin, aged 54, is, or has during the last five years been, a director or partner of the following companies and partnerships:

#### *Current directorships/partnerships*

- BigBlu Broadband plc
- Brieband No. AS
- CC35 Management Company Ltd
- Chayora Ltd
- Copperfield Corporate Limited
- Eurodiesel SA
- Europasat (Ireland) Ltd
- Europasat France
- Europasat Sp Z.O.O.
- Instrumental Ltd
- IXcellerate Ltd
- ParkPlace Technologies Inc.
- Pulsant Group Ltd
- Sat2Way
- ScaleUp Group Ltd
- Skymesh Pty Ltd
- Springlux SA
- Teraco Data Environments (Pty) Ltd
- Tobin Ventures Ltd
- Ultrahaptics Holdings Ltd

#### *Past directorships/partnerships*

- Academica Oy
- Basefarm AS
- Blue White IT Oy
- Central Data Centres Limited
- Datahub Finland Oy
- Datapipe Inc
- Equinix Turkey Internet (formerly Sadece Hosting Turkey)
- Equinix Turkey Enterprises Data (formerly Solo Turkey Internet)
- Globix Ltd
- Globix Holdings (UK) Ltd
- GLX Leasing Ltd
- IGUA Network OY
- Imagine No.1 LLP
- Imagine No.2 LLP
- Imagine No.3 LLP
- Internet Facilitators Ltd
- Internet Facilitators Holdings Ltd
- ItConic Innovate IT
- ItConic SA
- Newincco 992 Ltd
- Pacnet Ltd
- Pacnet Services Corp Ltd
- Peopleperhour Ltd
- ProPoint OY
- The Sharpe’s Children Foundation
- Teamrock Ltd
- Telecity Finance Ltd
- Telecity Ltd
- TelecityGroup Bulgaria EAD
- TelecityGroup Finland OY
- TelecityGroup Germany GmbH
- TelecityGroup Holdings Ltd
- TelecityGroup International Ltd

- TelecityGroup Investments Ltd
- TelecityGroup Italia SPA
- TelecityGroup Italia SRL
- TelecityGroup Limited (formerly TeleCity Group Plc)
- TelecityGroup Netherlands BV
- TelecityGroup Scandinavia AB
- TelecityGroup Poland Z.O.O
- TelecityGroup UK Ltd
- Telecity (Ireland) Limited
- Telecity Holdings Ltd
- Telecity Investments Ltd
- Telecity Spain SA
- Telecity UK Ltd
- UK Grid Group Ltd
- The UK Grid Network Ltd
- Ultrahaptics Limited

Team Rock Limited, a company of which Mr Tobin was a director, was placed into administration on 19 December 2016 as a result of cash constraints in the business. The company entered into a creditors' voluntary liquidation on 5 December 2017, and the process is ongoing.

Mr Tobin entered into an individual voluntary arrangement in 2001 which was subsequently discharged in full by 2006.

Mr Tobin has confirmed that there is no further information required to be disclosed pursuant to schedule 2(g) of the AIM Rules for Companies.

Brad Clarke (former name: Bradley John Clarke), aged 35, is not a director or partner of any other companies and partnerships and has not during the last five years been a director or partner of any other companies and partnerships.

Mr Clarke has confirmed that there is no further information required to be disclosed pursuant to schedule 2(g) of the AIM Rules for Companies.

## Enquiries

### **Audioboom Group plc**

Rob Proctor, Chief Executive Officer

Tel: +44(0)20 7403 6688

### **Allenby Capital Limited (Nominated adviser and Joint Broker)**

David Hart /Alex Brearley/Asha Chotai

Tel: +44(0)20 3328 5656

### **Novum Securities (Joint Broker)**

Colin Rowbury/Jon Belliss

Tel: +44(0)20 7399 9400

### **Walbrook PR Limited (PR & IR Advisers)**

Paul Cornelius / Sam Allen

Tel: +44(0)20 7933 8780  
or [audioboom@walbrookpr.com](mailto:audioboom@walbrookpr.com)

## About Audioboom

Audioboom is a global podcasting platform that consolidates the business of on-demand audio, making content accessible, wide-reaching and profitable for podcasters, advertisers and brands. Audioboom operates internationally, with operations across North America, Europe, Asia and Australia, and

addresses the issue of disparate podcast services by putting all of the pieces of the puzzle together under one umbrella, creating a user-friendly, economical experience.

Audioboom hosts over 14,000 content channels, with key content partners including A+E Networks (US), Associated Press (US), The BBC (UK), "Casefile True Crime" (AUS), Edith Bowman (UK), "Felon True Crime Podcast" (AUS), "F1: Beyond The Grid" (UK), "Moneycontrol Podcast" (India), "News Roast" (UK), "No Such Thing As A Fish" (UK), "Pound for Pound with Jake Wood and Spencer Oliver" (UK), "Red FM" (India), Starburns Audio (US), "The Totally Football Show" (UK), "The True Geordie Podcast" (UK) and "Undisclosed" (US).

Original content produced by Audioboom includes "The 45th" (US), "Covert" (US), "Dead Man Talking" (UK/US), "I Almost Knew That" (India), "The Psychology Behind with Dr Linda Papadopoulos" (UK), "Ctrl Alt Win Podcast" (India), "Deliberations" (US), "It's Happening with Snooki & Joey" (US), "Mafia" (US), "Mission To Zyxx" (US), "Night Call" (US) and "The Russell Brand Podcast" (UK).

The platform receives over 60 million listens per month and allows partners to share their content via Apple Podcasts, BookMyShow, Deezer, Google Play, iHeartRadio, Saavn, Spotify, Stitcher, Facebook and Twitter as well as their own websites and mobile apps.

For more information on Audioboom visit [audioboom.com](http://audioboom.com).

**Notification and public disclosure of transactions by persons discharging managerial responsibilities and persons closely associated with them:**

<b>1</b>	<b>Details of the person discharging managerial responsibilities / person closely associated</b>	
a)	Name	Michael Tobin
<b>2</b>	<b>Reason for the notification</b>	
a)	Position/status	Non-Executive Chairman
b)	Initial notification /Amendment	Initial notification
<b>3</b>	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>	
a)	Name	Audioboom Group plc
b)	LEI	213800QO681575J97813

<b>4</b>	<b>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</b>		
a)	Description of the financial instrument, type of instrument  Identification code	Warrants over ordinary shares of no par value  ISIN: JE00B5NFKB77	
b)	Nature of the transaction	Grant of Warrants	
c)	Price(s) and volume(s)	Price(s)	Volume(s)
		Exercise price of 2.4p per share	10,000,000
		Exercise price of 4.4p per share	10,000,000
		Exercise price of 6.4p per share	10,000,000
d)	Aggregated information  - Aggregated volume  - Average Price  - Total	30,000,000  4.4p (average exercise price)  £1,320,000 (aggregation of exercise prices)	
e)	Date of the transaction	3 September 2018	
f)	Place of the transaction	Outside of trading venue - grant of Warrants	

<b>1</b>	<b>Details of the person discharging managerial responsibilities / person closely associated</b>	
a)	Name	Brad Clarke

<b>2</b>	<b>Reason for the notification</b>		
a)	Position/status	Chief Financial Officer	
b)	Initial notification /Amendment	Initial notification	
<b>3</b>	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>		
a)	Name	Audioboom Group plc	
b)	LEI	213800QO681575J97813	
<b>4</b>	<b>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</b>		
a)	Description of the financial instrument, type of instrument  Identification code	Options over ordinary shares of no par value  ISIN: JE00B5NFKB77	
b)	Nature of the transaction	Grant of options	
c)	Price(s) and volume(s)	Price(s)	Volume(s)
		Exercise price of 2.4p per share	6,500,000
d)	Aggregated information  - Aggregated volume  - Average Price  - Total	6,500,000  2.4p (average exercise price)  £156,000 (aggregation of exercise prices)	

e)	Date of the transaction	3 September 2018
f)	Place of the transaction	Outside of trading venue - grant of Options