

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR IMMEDIATE RELEASE

16 August 2019

LightwaveRF plc
("LightwaveRF" or the "Company")

Result of placing

LightwaveRF (AIM: LWRF), the leading smart homes solutions provider, announces that, following the announcement released earlier today ("**Announcement**"), it has successfully placed an aggregate of 18,571,428 new Ordinary Shares at a price of 7 pence per share (the "**Issue Price**") raising gross proceeds of approximately £1.3 million.

A total of 10,000,000 new Ordinary Shares have been placed with existing and new investors under the Firm Placing at the Issue Price, thereby raising approximately £0.7 million. No new Ordinary Shares have been placed under the Conditional Placing.

The Announcement confirmed that a total of 5,806,811 new Ordinary Shares would be issued under the Firm Subscription at the Issue Price, thereby raising approximately £0.4 million, and a further 2,764,617 new Ordinary Shares would also be issued under the Conditional Subscription at the Issue Price, thereby raising a further approximately £0.2 million.

The Conditional Subscription is conditional upon the passing of certain Resolutions. Following completion of the Conditional Subscription, the Concert Party's interest in the Company will increase from 36.74 per cent. to 38.16 per cent. which would require it to make an offer under Rule 9 of the Takeover Code. The Company has, however, applied to the Panel for a waiver of Rule 9 of the Takeover Code in order to permit the Conditional Subscription by the Concert Party without triggering an obligation on the part of any member of the Concert Party (individually or collectively) to make a general offer for the Company. Accordingly, a circular is expected to be posted in due course to convene a general meeting to approve the Resolutions.

The Firm Placing was conducted by way of an accelerated bookbuild process. Shore Capital Stockbrokers Limited ("**Shore Capital**") acted as sole broker on the Firm Placing.

The Issue Price represents a discount of approximately 11.2 per cent. to the Closing Price of 7.88 pence on 15 August 2019, being the last business day prior to the Announcement.

Application has been made for admission of the Firm Placing Shares and the Firm Subscription Shares to trading on AIM and dealings in the Firm Placing Shares and the Firm Subscription Shares are expected to commence at 8.00 a.m. on 20 August 2019. The Firm Placing Shares and the Firm Subscription Shares, when issued, will rank *pari passu* with the Existing Ordinary Shares.

On First Admission, the Company will have 120,818,829 Ordinary Shares in issue and admitted to trading on AIM. This figure may be used by Shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the Company under the Financial Conduct Authority's Disclosure Guidance and Transparency Rules.

Application will be made for admission of the Conditional Subscription Shares to trading on AIM and dealings in the Conditional Subscription Shares (other than the Deferred Settlement Shares, details of which are set out below) is expected to occur at 8.00 a.m. on the next business day following the General Meeting (or such later date, being not later than 8.00 a.m. on 31 October 2019, as the Company and Shore Capital may agree).

The Company has agreed that settlement be deferred in respect of 1,428,571 new Ordinary Shares, forming part of the Conditional Subscription. As a result, the Deferred Settlement Shares will be allotted no later than 30 October 2019 and dealings in these shares are expected to commence no later than 8.00 a.m. on 31 October 2019.

Related Party Transactions

Committed Capital has agreed to subscribe for 5,806,811 new Ordinary Shares pursuant to the Firm Subscription and 2,764,617 new Ordinary Shares pursuant to the Conditional Subscription. As at the date of this announcement, Committed Capital holds 33,690,893 Existing Ordinary Shares representing approximately 32.08 per cent. of the Existing Ordinary Shares. As such, Committed Capital is a substantial shareholder of the Company and its participation in the Firm Subscription and the Conditional Subscription is a related party transaction pursuant to AIM Rule 13 of the AIM Rules.

In addition, Unicorn Asset Management Limited has subscribed for 5,714,286 Firm Placing Shares. As at the date of this Document, Unicorn Asset Management Limited holds 16,608,267 Existing Ordinary Shares representing approximately 15.82 per cent. of the Existing Ordinary Shares. As such, Unicorn Asset Management Limited is a substantial shareholder of the Company and its participation in the Firm Placing is a related party transaction pursuant to AIM Rule 13 of the AIM Rules.

The Directors (other than Steve Harris, a Non-Executive Director of the Company, who is also the Chief Executive Officer of Committed Capital) consider, having consulted with the Company's nominated adviser, Shore Capital, that the terms of Committed Capital's participation in the Firm Subscription and the Conditional Subscription are fair and reasonable insofar as the Shareholders are concerned.

The Directors (other than Steve Harris) consider, having consulted with the Company's nominated adviser, Shore Capital, that the terms of Unicorn Asset Management Limited's participation in the Firm Placing are fair and reasonable insofar as the Shareholders are concerned.

Immediately following admission of the New Ordinary Shares (and assuming the Resolutions are passed), Committed Capital will hold 42,262,321 Ordinary Shares, representing approximately 34.2 per cent. of the Enlarged Share Capital and Unicorn Asset Management Limited will hold 22,322,553 Ordinary Shares, representing approximately 18.06 per cent. of the Enlarged Share Capital.

This announcement contains inside information within the meaning of Article 7 of the Market Abuse Regulation (EU) No 596/2014. With the publication of this announcement, this information is now considered to be in the public domain.

For further enquiries please contact:

Jason Elliott, CEO
Kevin Edwards, CFO

+44 (0) 121 250 3625

Shore Capital

Tom Griffiths / David Coaten

+44 (0) 20 7408 4080

Yellow Jersey PR

Charles Goodwin

www.yellowjerseypr.com

+44 (0) 7747 788 221

About LightwaveRF

LightwaveRF is the UK's only fully integrated home automation company.

New customers typically buy a starter pack of Link Plus hub and smart dimmer which has Apple HomeKit compatibility, 2-way communication and built-in energy monitoring. Later adding other easy to install devices from the LightwaveRF range enables further in-home control, monitoring and automation of lighting, heating and power.

Devices may be operated manually, by smartphone or tablet-based apps and also through Google Assistant and Amazon Alexa voice control.

Leading tech industry publication 9to5 Mac describes LightwaveRF as "the best UK HomeKit solution for smart lighting".

For further information and "Newsletter sign up", please visit: [www. LightwaveRF.com/corporate/](http://www.LightwaveRF.com/corporate/)

This announcement contains inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 ("MAR"), encompassing information relating to the Placing, the Subscription and the Open Offer as described above, and is disclosed in accordance with the Company's obligations under Article 17 of MAR.

Defined terms used in this announcement will have the meaning (unless the context otherwise requires) as set out in the Announcement and the Circular being posted to Shareholders shortly, which will be available shortly thereafter on the Company's website www.lightwaverf.com.