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30 July 2018

**Sella Open Fintech Platform S.p.A.
Compulsory acquisition of remaining Vipera plc shares
and
Change of SOFP's name to Fabrick S.p.A.**

Sella Open Fintech Platform S.p.A. (“**SOFP**”) made an offer (the “Offer”) on 14 May 2018 for the whole of the issued and to be issued share capital of Vipera plc (“Vipera”), other than 40,000,000 Vipera Shares held by SOFP's holding company and 111,560,826 Vipera Shares subject to the Management Share Exchange Agreement. The document dated 14 May 2018 containing the Offer (the “**Offer Document**”) is available on SOFP's website at <https://www.sellagroup.eu/open-banking-disclaimer#-disclaimer> and Vipera's website at <http://www.vipera.com/our-company/investor-relations/>. Words and expressions in this announcement have the same meanings as in the Offer Document.

On 3 July 2018, SOFP announced that the Offer was unconditional in all respects, that it had received acceptances in respect of over 90 per cent. of the Vipera Shares to which the Offer relates and that it intended to compulsorily acquire the remaining Vipera Shares to which the Offer relates.

Posting of Compulsory Acquisition Notices

Further to its announcement on 3 July 2018 regarding its intention to implement the compulsory acquisition procedure under Chapter 3 of Part 28 of the Companies Act 2006, SOFP announces the despatch today of formal compulsory acquisition notices under Sections 979 and 980 of the Act (the "Compulsory Acquisition Notices") to Vipera Shareholders who have not yet accepted the Offer. These notices set out SOFP's intention to apply the provisions of Section 979 of the Act to acquire compulsorily any remaining Vipera Shares in respect of which the Offer has not been accepted on the same terms as the Offer. The transfer of Vipera Shares in accordance with the Compulsory Acquisition Notices will take place on 10 September 2018, being six weeks from the date of the Compulsory Acquisition Notices.

On the expiry of six weeks from the date of the Compulsory Acquisition Notices, being 10 September 2018, the Vipera Shares held by those Vipera Shareholders who have not accepted the Offer will be acquired compulsorily by SOFP on the same terms as the Offer. The consideration to which those Vipera Shareholders will be entitled will be held by Vipera as trustee on behalf of those Vipera Shareholders who have not accepted the Offer and they will be requested to claim their consideration by writing to Vipera at the end of the six-week period.

Any holders of such Vipera Shares will receive their cash consideration sooner if they accept the Offer.

Acceptance of the Offer

Until 10 September 2018, Vipera Shareholders can accept the Offer, the procedure which is set out in full in paragraph 14 of the letter from SOFP in Part II of the Offer Document.

By way of summary:-

1. *Vipera Shares in certificated form:-*

To accept the Offer in respect of Vipera Shares in certificated form (that is, not in CREST), Vipera Shareholders should complete, sign and return a Form of Acceptance along with their original valid share certificate(s) and/or any other relevant document(s) of title, so as to be received by post or by hand (during normal business hours) by the Receiving Agent, Neville Registrars, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD, United Kingdom.

2. *Vipera Shares in uncertificated form:-*

To accept the Offer in respect of those Vipera Shares in uncertificated form (that is, in CREST), Vipera Shareholders should follow the procedure for Electronic Acceptance through CREST.

Vipers Shareholders who hold Vipera Shares as a CREST sponsored member, should refer acceptance of the Offer to their CREST sponsor as only their CREST sponsor will be able to send the necessary TTE instruction to Euroclear.

Vipera Shareholders who are in any doubt as to the procedure for acceptance are invited to contact the Receiving Agent, Neville Registrars by telephone on 0121 585 1131 or, if calling from outside the UK, + 44 121 585 1131 between 9.00 a.m. and 5.00 p.m. Monday to Friday (excluding UK public holidays) or at the address in paragraph 14(a)(ii) above. Any Vipera Shareholders who are CREST sponsored members, are reminded to contact their CREST sponsors before taking any action.

Please note that for legal reasons, Neville Registrars will only be able to provide you with information contained in the Offer Document and this letter and will be unable to give advice on the merits of the Offer or to provide legal, financial or taxation advice on the contents of the Offer Document or this letter.

Change of SOFP's name

SOFP is changing its name to Fabrick S.p.A. with effect from the registration of the change later this week.

Publication on websites

In accordance with Rule 26.1 of the Code, a copy of this announcement will be published and made available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on SOFP's website at <https://www.sellagroup.eu/open-banking-disclaimer#-disclaimer> and Vipera's website at <http://www.vipera.com/our-company/investor-relations/> by no later than 12.00 noon on the Business Day following this announcement.

The Offer Document and associated Forms of Acceptance are available on the above websites up to and including the date the Offer closes or lapses, subject to certain restrictions relating to persons resident in Restricted Jurisdictions. The contents of these websites are not incorporated into, and do not form part of, this announcement.

Vipera Shareholders may request a hard copy of this announcement and/or any information incorporated into this document by reference to another source by contacting the Receiving Agent (Neville Registrars Limited) at Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA United Kingdom or on 0121 585 1131 (or +44 121 585 1131, if telephoning from outside the UK). Vipera Shareholders may also request that all future documents, announcements and information to be sent to them in relation to the Offer should be in hard copy form.

For further information, please contact:

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Important notices relating to financial advisers and corporate brokers

EGR Broking Limited, which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for SOFP and Banca Sella Holding S.p.A. and no one else in connection with the Offer and will not be responsible to any person other than SOFP and Banca Sella Holding S.p.A. for providing the protections afforded to clients of EGR Broking Limited or for providing advice in relation to the Offer or any matter referred to herein.

London Bridge Capital Partners LLP, an appointed representative of Capital Markets Strategy Limited, which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for Vipera and no one else in connection with the Offer and will not be responsible to any person other than Vipera for providing the protections afforded to clients of London Bridge Capital Partners LLP or for providing advice in relation to the Offer or any matter referred to herein.

finnCap Ltd (“**finnCap**”), which is regulated in the United Kingdom by The Financial Conduct Authority, is acting as Vipera’s Nominated Adviser and broker to and is not advising any other person, and accordingly will not be responsible to anyone other than Vipera for providing the protections afforded to clients of finnCap or for providing advice in relation to the matters described in this announcement.

This announcement is for information purposes only and is not an invitation, inducement or the solicitation of an offer to purchase, or otherwise acquire, subscribe for or sell or otherwise dispose of or exercise rights in respect of any securities. The Offer is being made solely through the Offer Document and the accompanying Forms of Acceptance.

Further information

This announcement is for information purposes only and is not intended to, and does not, constitute or form part of any offer or invitation, or the solicitation of an offer, to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities or the solicitation of any vote or approval in any jurisdiction

pursuant to the Offer or otherwise. The Offer will be implemented solely pursuant to the terms of the Offer Document. Any decision in respect of, or other response to, the Offer should be made only on the basis of the information contained in the Offer Document. Vipera Shareholders are advised to read the Offer Document carefully.

This announcement does not constitute a prospectus or prospectus equivalent document.

Overseas jurisdictions

The release, publication or distribution of this announcement in jurisdictions other than the United Kingdom and the ability of Vipera Shareholders who are not resident in the United Kingdom to participate in the Offer may be affected by the laws of relevant jurisdictions. Therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom or Vipera Shareholders who are not resident in the United Kingdom will need to inform themselves about, and observe, any applicable legal or regulatory requirements. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. Further details in relation to overseas Vipera Shareholders are contained in the Offer Document.

The Offer is not being, and will not be, made available, directly or indirectly, in or into or by the use of the mails of, or by any other means or instrumentality of interstate or foreign commerce of, or any facility of a national state or other securities exchange of, any Restricted Jurisdiction unless conducted pursuant to an exemption from the applicable securities laws of such Restricted Jurisdiction.

Accordingly, copies of this announcement and all documents relating to the Offer are not being, and must not be, directly or indirectly, mailed, transmitted or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction except pursuant to an exemption from the applicable securities laws of such Restricted Jurisdiction and persons receiving this announcement (including, without limitation, agents, nominees, custodians and trustees) must not distribute, send or mail it in, into or from such jurisdiction. Any person (including, without limitation, any agent, nominee, custodian or trustee) who has a contractual or legal obligation, or may otherwise intend, to forward this announcement and/or the Offer Document and/or any other related document to a jurisdiction outside the United Kingdom should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdiction.