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This announcement contains inside information as stipulated under the Market Abuse Regulation (EU) no. 596/2014 ("MAR").

16 October 2018

SHEARWATER GROUP PLC
("Shearwater" or the "Company" or the "Group")

Result of General Meeting

Result of Open Offer

Admission to trading on AIM

Shearwater Group plc (AIM: SWG) announces that at the General Meeting of the Company held today, all resolutions put to shareholders were duly passed. Accordingly, the acquisition of Brookcourt Solutions Limited, the Placing and the Open Offer, details of which were announced on 28 September 2018 are expected to complete, conditional on Admission, on 17 October 2018.

The Open Offer closed for applications at 11.00 a.m. on 15 October 2018 with valid applications under the Open Offer received from Qualifying Shareholders for 23,861,564 Open Offer Shares, representing 86.3% of the Open Offer Shares offered. Accordingly, Qualifying Shareholders who have validly applied for Open Offer Shares will receive their full Open Offer Entitlement and any Open Offer Shares applied for under the Excess Application Facility. The total funds raised under the Open Offer is approximately £0.9 million (before expenses).

The total amount raised by investors in the Placing and Open Offer is approximately £17.6 million (before expenses) by way of:

- the Placing of 463,000,000 New Ordinary Shares at 3.6 pence per share raising £16.7 million (before expenses); and
- a further issue of 23,861,564 New Ordinary Shares at 3.6 pence per share to Qualifying Shareholders pursuant to the Open Offer raising approximately £0.9 million (before expenses).

Taken together, the Consideration Shares, Placing Shares and Open Offer Shares will result in the allotment of a total of 907,694,897 New Ordinary Shares.

Application for admission to trading on AIM of 907,694,897 New Ordinary Shares being issued pursuant to the Acquisition, Placing and Open Offer has been made and Admission is expected to take place on 17 October 2018. The New Ordinary Shares will rank *pari passu* with the existing Ordinary Shares in issue.

In accordance with the provisions of the Disclosure Guidance and Transparency Rules of the Financial Conduct Authority, the Company confirms that, following these issues, its issued share capital will comprise 1,903,067,121 Ordinary Shares of 1 pence each. All of these Ordinary Shares have equal voting rights and none of the Ordinary Shares are held in Treasury. The total number of voting rights in the Company will therefore be 1,903,067,121 on Admission.

This announcement should be read in conjunction with the full text of the Admission Document posted to Shareholders on 28 September 2018 (the "Admission Document"), copies of which are available on the Company's website at www.theshearwatergroup.co.uk. Capitalised terms in this announcement have the same meaning as given in the Admission Document.

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