

# TETRAGON

## Tetragon Financial Group Limited Announcement of Final Results of Tender Offer to Purchase Tetragon Non-Voting Shares

28 January 2019

Tetragon announces the final results of the “modified Dutch auction” tender offer to purchase a portion of the outstanding non-voting shares of Tetragon for a maximum aggregate payment of \$50,000,000 in cash. The tender offer expired at 11:59 p.m. (EST) on 24 January 2019.

J.P. Morgan Securities plc (which conducts its UK investment banking business as J.P. Morgan Cazenove) acted as dealer manager for the tender offer and Computershare Investor Services PLC acted as tender agent for the tender offer. As tender agent, Computershare determined the final purchase price at which Tetragon will purchase shares in the tender offer and the final proration factor.

In accordance with the terms of the tender offer, Tetragon has accepted for purchase 4,347,826 non-voting shares at a purchase price of \$11.50 per share. The aggregate cost of this purchase is \$49,999,999.00 excluding fees and expenses relating to the tender offer. A total of 4,368,515 Tetragon non-voting shares were properly tendered and not withdrawn at the purchase price of \$11.50 per share. Because more than \$50,000,000 in value of Tetragon non-voting shares was properly tendered and not properly withdrawn, the tender offer was subject to proration pursuant to the terms of the tender offer, with appropriate adjustments to avoid purchases of fractional shares. The final proration factor for the tender offer is 99.53%, rounded to the second decimal place.<sup>1</sup>

Tetragon will promptly make payment for the shares validly tendered and accepted for purchase, which is expected to occur on or about 30 January 2019. All shares tendered and not purchased in the tender offer will be promptly returned to the tendering shareholders.

### About Tetragon:

Tetragon is a closed-ended investment company that invests in a broad range of assets, including bank loans, real estate, equities, credit, convertible bonds, private equity, infrastructure and TFG Asset Management, a diversified alternative asset management business. Where appropriate, through TFG Asset Management, Tetragon seeks to own all, or a portion, of asset management companies with which it invests in order to enhance the returns achieved on its capital. Tetragon's investment objective is to generate distributable income and capital appreciation. It aims to provide stable returns to investors across various credit, equity, interest rate, inflation and real estate cycles. The company is traded on Euronext in Amsterdam N.V. and on the Specialist Fund Segment of the main market of the London Stock Exchange. For more information please visit the company's website at [www.tetragoninv.com](http://www.tetragoninv.com).

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***This release contains inside information within the meaning of Article 7(1) of the EU Market Abuse Regulation.***

This release does not contain or constitute an offer to sell or a solicitation of an offer to purchase securities in the United States or any other jurisdiction. The securities of Tetragon have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States or to U.S. persons unless they are registered under applicable law or exempt from registration. Tetragon does not intend to register any portion of its securities in the United States or to conduct a public offer of securities in the United States. In addition, Tetragon has not been and will not be registered under the U.S. Investment Company Act of 1940, as amended, and investors will not be entitled to the benefits of such Act. Tetragon is registered in the public register of the Netherlands Authority for the Financial Markets under Section 1:107 of the Financial Markets Supervision Act as a collective investment scheme from a designated country.

<sup>1</sup> The full final proration factor applied is 99.5264085611820%.

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J.P. Morgan Securities plc, which is authorised by the UK Prudential Regulation Authority and regulated by the UK Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom, is acting exclusively for Tetragon and for no one else in connection with the tender offer and will not be responsible to anyone (whether or not recipient of the tender offer) other than Tetragon for providing the protections afforded to the clients of J.P. Morgan Securities plc or for providing advice in relation to the tender offer.