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**THIS ANNOUNCEMENT IS NOT INTENDED TO CONSTITUTE, AND SHOULD NOT BE CONSTRUED AS, AN OFFER TO SELL OR A SOLICITATION OF ANY OFFER TO BUY THE SECURITIES OF THE COMPANY (AS DEFINED BELOW) IN ANY JURISDICTION WHERE IT WOULD BE UNLAWFUL TO DO SO.**

**THIS ANNOUNCEMENT AMOUNTS TO A FINANCIAL PROMOTION FOR THE PURPOSES OF SECTION 21 OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 ("FSMA") AND HAS BEEN APPROVED BY PRIMARYBID LIMITED WHICH IS AUTHORISED AND REGULATED BY THE FINANCIAL CONDUCT AUTHORITY (FRN 779021).**

3 July 2023

## **ACG Acquisition Company Limited**

**("ACG" or the "Company")**

### **Launch of Retail Offer**

#### **Launch of Retail Offer**

ACG Acquisition Company Limited (LON: ACG) is pleased to announce the launch of a public offer of class A ordinary shares of US\$10.00 each in the capital of the Company (the "**Class A Ordinary Shares**") to retail investors resident and physically located in the United Kingdom via PrimaryBid (the "**Retail Offer**").

The Retail Offer is being made on the basis outlined in the prospectus published by the Company on 30 June 2023 (the "**Prospectus**") in connection with an equity offering to raise up to US\$301 million to fund part of the consideration payable by the Company in connection with the acquisition of the Atlantic Nickel nickel sulphide mine in Santa Rita and the Mineração Vale Verde copper mine in Serrote, both in Brazil, from funds advised by Appian Capital Advisory LLP (the "**Acquisition**").

The terms and conditions of the Retail Offer are set out in the Prospectus.

The Prospectus is available for inspection on the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>. In addition, copies of the Prospectus are or will be, subject to any applicable access restrictions, available for viewing on the Company's website at [www.acgcorp.co](http://www.acgcorp.co), [PrimaryBid's website](#), [PrimaryBid's app](#) and from participating financial intermediaries authorised by the FCA and/or the Prudential Regulatory Authority in the United Kingdom (each, an "**Intermediary**").

#### **Expected Retail Offer Timetable**

|   |                       |
|---|-----------------------|
| Launch of Retail Offer                  | 3 July 2023           |
| Application period for the Retail Offer | 3 July – 18 July 2023 |

|  |                               |
|--|-------------------------------|
| Last time and date for applications to be submitted via PrimaryBid (Retail Offer closes) | 1.00 p.m. on 18 July 2023     |
| Retail Offer results announcement  | 19 July 2023                  |
| General meeting to approve Acquisition   | 10:00 a.m. on 20 July 2023    |
| Acquisition completion, closing and settlement   | 4 August 2023                 |
| Re-Admission   | by 8.00 a.m. on 4 August 2023 |

*All dates are indicative and subject to change. All times are London time.*

### **Accessing the Retail Offer**

Existing shareholders and new investors resident and physically located in the United Kingdom can access the Retail Offer through [PrimaryBid's website](#) and on [PrimaryBid's app](#). Investors may also be able to take part through PrimaryBid's extensive partner network of investment platforms, retail brokers and wealth managers, subject to their participation.

Applications for Class A Ordinary Shares through these Intermediaries can be made from tax efficient savings vehicles such as ISAs or SIPPs, as well as GIAs. The PrimaryBid app is available on the UK Apple App Store and Google Play Store.

Investors submitting an application will be required to specify a subscription amount expressed in pounds Sterling determined in their discretion at the time of their application (the "**Sterling Application Amount**") or, in the case of an Intermediary application only, if the Intermediary allows or requires investors to make applications in U.S. dollars, a subscription amount in U.S. dollars (a "**U.S. Dollar Application**").

Any Sterling Application Amount submitted by prospective investors must be £500 at a minimum and any U.S. Dollar Application submitted by prospective investors must be for US\$650 at a minimum.

Any Sterling Application Amount will be converted into U.S. dollars (the U.S. dollar amount resulting from such conversion, the "**U.S. Dollar Conversion Amount**"). Such conversion of the Sterling Application Amount will be effected by or on behalf of PrimaryBid at the applicable USD:GBP foreign exchange market rate (and shall take account of any third party charges or fees) (the "**Effective Sterling Price**") once allocations in the Retail Offer have been confirmed to PrimaryBid.

The Effective Sterling Price will be notified by PrimaryBid to those investors who have made an Online Application and relevant Intermediaries when allocations of Class A Ordinary Shares are confirmed to investors and Intermediaries.

Investors who apply for Class A Ordinary Shares through PrimaryBid's website or PrimaryBid's app will not be charged any fee or commission by PrimaryBid.

Investors wishing to apply for Class A Ordinary Shares through an Intermediary using their ISA, SIPP or GIA should contact them for details of the process and any relevant fees or charges.

For further information on PrimaryBid, the Retail Offer or for a copy of the terms and conditions that apply to registered users of PrimaryBid in addition to the terms and conditions of the Retail Offer contained in the Prospectus, visit [www.PrimaryBid.com](http://www.PrimaryBid.com) or email PrimaryBid at [enquiries@primarybid.com](mailto:enquiries@primarybid.com).

Brokers wishing to offer their customers access to the Retail Offer and future PrimaryBid transactions, should contact [partners@primarybid.com](mailto:partners@primarybid.com).

## Enquiries

### **ACG Acquisition Company Limited**

[www.acgcorp.co](http://www.acgcorp.co)

### **PrimaryBid Limited**

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### **Palatine Communications, Communications adviser**

Conal Walsh / Andreas Grueter / Kelsey Traynor / Richard Seed

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## Important notices

This is an advertisement and not a prospectus. Potential investors should not apply for or buy any shares in the Company except on the basis of the information contained in the Prospectus published by the Company in connection with the offer of shares in the Company and made available on its website. This announcement is not for distribution or publication outside the United Kingdom. Before purchasing any securities referred to in this announcement, persons viewing it should make sure that they fully understand and accept the risks set out in full in the Prospectus.

The information in this announcement is for background purposes only and does not purport to be full or complete. All information contained herein is subject to updating, revision and/or amendment (although there shall be no obligation to do so). No reliance may be placed for any purpose on, and no representation or warranty is given in relation to, the information contained in this announcement or its accuracy or completeness. This announcement should not be considered a recommendation by PrimaryBid Limited to invest in the Company or any of their respective affiliates, or in relation to any subscription for securities, whether actual or in the future. Recipients of this announcement should not construe the contents of this announcement as legal, tax, investment or other advice (and should consult their own professional advisers if they are in any doubt as to the implications of any investment).

The Retail Offer is being made only to retail investors resident and physically located in the United Kingdom. It is not being made into Australia, Canada, Japan, the Republic of South Africa, the United States, any member state of the European Economic Area or any other jurisdiction.

This announcement is not for publication or distribution, directly or indirectly, in or into Australia, Canada, Japan, the Republic of South Africa or the United States or any other jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction. The distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

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accordance with any applicable securities laws of any state of the United States. There has been and will be no public offering of the securities in the United States.

Securities of the Company have not been and will not be registered under the applicable securities laws of Australia, Canada, Japan, the Republic of South Africa or any member state of the European Economic Area and, subject to certain exceptions, may not be offered or sold within Australia, Canada, Japan, the Republic of South Africa or any member state of the European Economic Area except under circumstances which will result in the full compliance with the applicable laws and regulations promulgated by the relevant regulatory authorities in effect at the relevant time.

### **Forward-looking statements**

Some of the information in this announcement and/or the Prospectus may contain projections or other forward-looking statements regarding future events or the future financial performance of ACG and the Enlarged Group (as defined in the Prospectus). You can identify forward looking statements by terms such as “expect”, “believe”, “anticipate”, “estimate”, “intend”, “will”, “could”, “may” or “might” the negative of such terms or other similar expressions. ACG wishes to caution you that these statements are only predictions and that actual events or results may and often do differ materially. ACG does not intend to update these statements to reflect events and circumstances occurring after the date hereof or to reflect the occurrence of unanticipated events. Any forward-looking statements reflect ACG’s current view with respect to future events and many factors could cause the actual results to differ materially from those contained in projections or forward-looking statements of ACG, including, among others, ACG’s ability to obtain adequate information to evaluate the target assets, ACG’s ability to successfully or timely complete the contemplated acquisition, ACG’s expectations around the performance of the target assets, ACG’s success in retaining or recruiting, or changes required in, ACG’s officers, key employees or directors following the contemplated acquisition, ACG’s officers and directors allocating their time to other businesses and potentially having conflicts of interest with the Company’s business or in approving the contemplated acquisition, ACG’s public securities’ potential liquidity and trading, the lack of a market for ACG’s securities, ACG’s potential ability to obtain additional financing to complete the contemplated acquisition and the financial performance of the enlarged group that would result from the potential completion of the contemplated acquisition. Forward-looking statements speak only as of the date they are made.

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