

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, INTO  
ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE  
RELEVANT LAWS OF SUCH JURISDICTION**

12 May 2016

**CLS Holdings plc**

**("CLS" or the "Company")**

**ANNOUNCEMENT OF SHARE BUY-BACK PROGRAMME**

CLS today announces the launch of an ordinary share buy-back programme (the "**Programme**") with the objective of reducing the issued ordinary share capital of the Company to enhance its Net Asset Value ("**NAV**") per share. The Company believes the current share price, which is at a significant discount to its last reported NAV per share, does not adequately reflect the value of its property portfolio and development pipeline.

The Programme will commence with effect from today and will end, unless terminated earlier, on 30 June 2016. The Programme will be conducted in accordance with the authorisation granted to the Company by shareholders at the Annual General Meeting ("**AGM**") held on 20 April 2016.

CLS has appointed Liberum Capital Limited ("**Liberum**") to manage the Programme and has authorised Liberum to effect on-market purchases of ordinary shares of 25 pence each (the "**Ordinary Shares**") on behalf of the Company on the Main Market of the London Stock Exchange plc (the "**Exchange**").

Pursuant to, and during the term of, the Programme, Liberum may purchase Ordinary Shares provided that:

- 1) the maximum price payable for an Ordinary Share on the Exchange is an amount equal to the higher of:
  - a. 105 per cent. of the average market value of the Company's Ordinary Shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; or
  - b. the higher of the price of the last independent trade and the highest current bid stipulated by Article 5(1) of the Commission Regulation (Directive 2003/6/EC) 22 December 2003 implementing the Market Abuse Directive with regard to exemptions for buy back programmes and stabilisation of Financial Instruments (No. 2273/2003); and
- 2) the aggregate number of Ordinary Shares which may be acquired on behalf of the Company in connection with the Programme shall not exceed 4,140,618 Ordinary Shares.

Due to the limited liquidity in the Ordinary Shares, a buy-back of Ordinary Shares pursuant to the Programme on any trading day is likely to represent a significant proportion of the daily

trading volume in the Ordinary Shares on the Exchange (and is likely to exceed the 25% and 50% limits of the average daily trading volume of June 2015 as referred to in the Commission Regulation (EC) No. 2273/2003 on buy-back programmes).

CLS will announce any market repurchase of Ordinary Shares no later than 7.30 a.m. on the business day following the calendar day on which the repurchase occurred. To the extent permitted by law, Ordinary Shares bought back under the Programme will be held as Treasury Shares.

**-ENDS-**

**Enquiries**

David Fuller

Company Secretary

CLS Holdings plc

020 7582 7766