TCS Group Holding PLC (TCS)

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PLACING OF 14 MILLION GLOBAL DEPOSITARY RECEIPTS REPRESENTING INTERESTS IN CLASS A SHARES OF TCS GROUP HOLDING PLC (THE "COMPANY") BY TADEK HOLDING & FINANCE S.A.

21 November 2017

Further to the announcement released on 20 November 2017 in relation to a proposed placing of global depositary receipts representing interest in Class A Shares of the Company (the "Placing"), Tadek Holding & Finance S.A. ("Tadek"), a company connected with Mr. Oleg Tinkov (the "Selling Shareholder"), announces the results of the Placing.

Accordingly pursuant to the Placing, Tadek has sold an aggregate of 14 million Global Depositary Receipts representing interests in Class A Shares of the Company (the "Placing Securities") at a price of USD 17.50 per Global Depositary Receipt, raising aggregate gross sale proceeds of USD 245 million.

The offering was made to institutional investors outside the US in accordance with Regulation S of the US Securities Act of 1933, as amended (the "US Securities Act") and to qualified institutional buyers in the US in accordance with Rule 144A of the US Securities Act.

Prior to the Placing the Selling Shareholder (through Tadek and other entities) owned approximately 55 per cent of the Company's issued share capital and following the completion of the Placing the Selling Shareholder will own approximately 47 per cent of the Company's issued share capital. Any of the Company's shares and Global Depositary Receipts held by the Selling Shareholder (through Tadek and other entities) which are not sold in the Placing will be subject to a 180-day lock-up, subject to customary exceptions.

The proceeds of the Placing are payable in cash on usual settlement terms, and closing of the Placing is expected to occur on 24 November 2017.

Morgan Stanley & Co. International plc acted as bookrunner in connection with the Placing (the "Bookrunner").

The Company will not receive any proceeds from the Placing.

Important Notice:

Members of the general public are not eligible to take part in the Placing. This announcement and any offer of securities to which it relates are only addressed to and directed at (1) in any Member State of the European Economic Area, persons who are "qualified investors" within the meaning of article 2(1)(e) of EU Directive 2003/71/EC (as amended by directive 2010/73/EU to the extent implemented in the relevant Member State) and any relevant implementing measures (the "**Prospectus Directive**"); and (2) in the United Kingdom, persons who (i) have professional experience in matters relating to investments who fall within article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (the "**Order**"); (ii) fall within Article 49(2)(a) to (d) of the Order; or (iii) are persons to whom an offer of the Placing Securities may otherwise lawfully be made (all such persons referred to in (1) and (2) together being referred to as "**relevant persons**"). The information regarding the placing set out in this announcement must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this announcement relates is available only to relevant persons and will be engaged in only with relevant persons.

This announcement does not, and shall not, in any circumstances constitute a public offering, nor an offer to sell or to subscribe for, nor a solicitation to offer to purchase or to subscribe for securities in any jurisdiction. The distribution of this announcement and the offering or sale of the Placing Securities in certain jurisdictions may be restricted by law. No action has been taken by Tadek (or any affiliates thereof) or the Bookrunner or any of its affiliates that would, or which is intended to, permit a public offer of the Placing Securities in any jurisdiction or possession or distribution of this announcement or any other offering or publicity material relating to the Placing Securities in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required by Tadek and the Bookrunner to inform themselves about and to observe any applicable restrictions.

With respect to the member states of the European Economic Area which have implemented the Prospectus Directive (each, a "**Relevant Member State**"), no action has been undertaken or will be undertaken to make an offer to the public of the Placing Securities sold by Tadek requiring a publication of a prospectus in any Relevant Member State. As a consequence, the Placing Securities may only be offered or sold in any Relevant Member State pursuant to an exemption under the Prospectus Directive.

This announcement and the information contained herein is for information purposes only and does not constitute or form part of any offer of, or the solicitation of an offer to acquire or dispose of securities in the United States, Canada, Australia or Japan or in any other jurisdiction in which such an offer or solicitation is unlawful.

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No prospectus or offering document has been or will be prepared in connection with the Placing. Any investment decision to buy securities in the placing must be made solely on the basis of publicly available information. Such information is not the responsibility of and has not been independently verified by Tadek (or any affiliate thereof) or the Bookrunner or any of its affiliates.

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Morgan Stanley & Co. International plc is authorised by the Regulation Authority ("PRA") and regulated in the United Kingdom by the PRA and Financial Conduct Authority ("FCA").. The Bookrunner is acting exclusively for Tadek in connection with the placing and will not be responsible to anyone other than Tadek for providing the protections offered to their respective client, nor for providing advice in relation to the placing or any transaction, matter or arrangement referred to in this announcement.

In connection with the offering of the Placing Securities, the Bookrunner or any of its affiliates may take up a portion of the Placing Securities as a principal position and in that capacity may retain, purchase or sell for their own accounts such securities. In addition it may enter into financing arrangements and swaps with investors in connection with which they may from time to time acquire, hold or dispose of the Placing Securities. It does not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

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