

21 September 2018

## Dods Group PLC

(“Dods”, the “Company” or the “Group”)

### Long Term Incentive Plan / Director Dealing

In accordance with the terms of his contract upon joining the board, Dods announces that it has granted a conditional award (“Award”) to Simon Presswell, Chief Executive Officer, under a new long-term incentive plan (the “Dods Group PLC 2018 LTIP” or the “Plan”).

The Award is subject to the achievement of performance conditions related to share price. The Award entitles Simon to a percentage of the incremental increase in Dods’ future market capitalisation above a base value of approximately £55.0001 million\*, which equates to a share price of 16.1087p, measured after three years following grant. The Company’s current equivalent market capitalisation is approximately £36.7 million.

Additional value will be realised if the Company achieves a share price of 50.6p after the fourth year following grant, representing a market capitalisation of approximately £173.0 million\*. The value of the Award may be adjusted downward, based on a free cash flow formula.

The first £250,000 of the Award will vest in equity payable through the issue of new ordinary shares in Dods at an exercise price of 16.1087p per share, pursuant to the terms of an EMI Option Scheme. The remaining value of the Award shall be payable in either cash or equity and the maximum dilution of this Award shall be less than 1.12% if fully vested in equity.

*\*Based on Dods’ existing fully diluted share capital figure of 341,890,953.*

Further detail on the Award is set out below:

Director/PDMR	Role	Nature of conditional Award	Award basic entitlement - percentage of incremental increase in market capitalisation above c.£55.001 m	Award bonus entitlement - percentage of incremental increase in market capitalisation above c. £173.0m	Maximum number of new ordinary shares in Dods that may be issued pursuant to award (under EMI Option Scheme)
Simon Presswell	Chief Executive Officer	Cash and options	2.24%	0.46%	1,562,500

### Related party transaction

Given the potential size of the Awards, entry into the Plan constitutes a related party transaction per AIM Rule 13 of the AIM Rules for Companies. With the exception of Simon Presswell, who is participating in the transaction, the Directors of Dods consider that, having consulted with

its Nominated Adviser, the terms of the transaction are fair and reasonable insofar as its shareholders are concerned.

**Further information is disclosed below in accordance with the requirements of the EU Market Abuse Regulation.**

<b>1</b>	<b>Details of the person discharging managerial responsibilities / person closely associated</b>					
a)	Name	Simon Presswell				
<b>2</b>	<b>Reason for the notification</b>					
a)	Position/status	Chief Executive Officer				
b)	Initial notification /Amendment	Initial				
<b>3</b>	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>					
a)	Name	Dods Group plc				
b)	LEI	213800HG65J6TYGNJU20				
<b>4</b>	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>					
a)	Description of the financial instrument, type of instrument	Options over ordinary shares				
	Identification code	ISIN: GB0031129579				
b)	Nature of the transaction	Grant of options over ordinary shares pursuant to EMI Option Scheme				
c)	Price(s) and volume(s)	<table border="1"> <thead> <tr> <th>Price(s)</th> <th>Volume(s)</th> </tr> </thead> <tbody> <tr> <td>Exercise price of 16.1087p</td> <td>1,562,000</td> </tr> </tbody> </table>	Price(s)	Volume(s)	Exercise price of 16.1087p	1,562,000
Price(s)	Volume(s)					
Exercise price of 16.1087p	1,562,000					
d)	Aggregated information  - Aggregated volume  - Price	N/A – single transaction				
e)	Date of the transaction	21 September 2018				

f)	Place of the transaction	Outside a trading venue

**For further information, please contact:**

**Dods Group plc**

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Nitil Patel (Chief Financial Officer)

**Cenkos Securities plc (Nominated Adviser and Broker)**

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