

**For immediate release**

**6 September 2017**

**Octagonal plc**

**("Octagonal" or the "Company")**

**Grant of Director Shares and Options**

**PDMR Dealings**

Octagonal Plc (LSE: OCT), the AIM traded financial services group, is pleased to announce that the following Ordinary Shares and Share Options have been awarded to the Company's Executive Directors in respect of the Group's performance in the year ended 31 March 2017:

Ordinary Shares have been granted (representing approximately 0.89% of the current issued share capital) as fully paid Ordinary Shares of 0.05p each ("Ordinary Shares") as follows (the "Director Shares"):

John Gunn, Chief Executive Officer	2,750,000 Ordinary Shares
Samantha Esquant, Chief Operating Officer	1,687,500 Ordinary Shares
Nilesh Jagatia, Finance Director	562,500 Ordinary Shares
<b>Total</b>	<b>5,000,000 Ordinary Shares</b>

As a result, the Company advises that the directors will have the following shareholdings in the Company:

Name	Current Holding	Director Shares	Total Holding	% of Enlarged Issued Share Capital
John Gunn	297,794,931	2,750,000	300,544,931	52.98 %
Samantha Esquant	-	1,687,500	1,687,500	0.3 %
Nilesh Jagatia	-	562,500	562,500	0.1%

Application is being made for the 5,000,000 Ordinary Shares to be admitted to trading on AIM ("Admission"), such Admission is expected to occur on or around 14 September 2017.

On Admission, the Director Shares will rank *pari passu* in all respects with the existing ordinary shares of the Company, including the right to receive all dividends and other distributions declared after the date of their issue.

Following Admission of the Director Shares, the Company will then have 567,226,886 Ordinary Shares in issue with voting rights (the "Enlarged Issued Share Capital") and admitted to trading on AIM. This figure may then be used by shareholders in the Company as the denominator for the calculation by which they will determine if they are required to notify their interest in, or a change to their interest in, the share capital of the Company under the Financial Conduct Authority's Disclosure and Transparency Rules.

In addition to the above, the following Share Options (the "Options") have been granted to the Executive Directors:

John Gunn	5,250,000 Options
Samantha Esquant	3,750,000 Options
Nilesh Jagatia	3,000,000 Options
<b>Total</b>	<b>12,000,000 Options</b>

The Options have a 3 year term and an exercise price of 3p per Ordinary Share, representing a premium of 15.4% to the closing mid-market price on 5 September 2017. Half of the Options vest immediately whilst the other 50% vest in 12 months with the 3 year term commencing then, assuming the Option holder is still employed by the Company at that time. The total Options represent issued represents 2.1% of the Enlarged Issued Share Capital.

These are the only options currently in issue.

The grant of the Director Shares and Share Options constitutes a related party transaction under the AIM Rules. Accordingly, the independent director, being Martin Davidson, a Non-Executive Director of the Company, having consulted with the Company's Nominated Adviser, confirms that the issue of the Director Shares and Options is fair and reasonable insofar as the Company's shareholders are concerned.

**For further information please visit [www.octagonalplc.com](http://www.octagonalplc.com) or contact:**

**Octagonal Plc** +44 (0) 20 7048 9400  
 John Gunn, CEO

**Beaumont Cornish Limited (Nominated Adviser and Broker)** +44 (0) 20 7628 3396  
 James Biddle / Roland Cornish  
[www.beaumontcornish.com](http://www.beaumontcornish.com)

**The notification below, made in accordance with the requirements of the EU Market Abuse Regulations, provides further detail in respect of the transaction as described above.**

<b>1</b>	<b>Details of the person discharging managerial responsibilities / person closely associated</b>							
a)	Name	John Gunn						
<b>2</b>	<b>Reason for 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	Octagonal plc						
b)	LEI	213800AT55XS3UN4TF15						
<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 Identification code	Ordinary shares of 0.05 pence each in Octagonal plc ISIN GB00BWWCHQ23						
	Nature of the transaction	(i) Award of 2,750,000 ordinary shares (ii) Grant of options over 5,250,000 ordinary shares for a 3 year term and exercisable at 3p per ordinary share						
	Price(s) and volumes(s)	<table border="1"> <thead> <tr> <th>Price(s)</th> <th>Volumes(s)</th> </tr> </thead> <tbody> <tr> <td>(i) n/a</td> <td>2,750,000</td> </tr> <tr> <td>(ii) n/a</td> <td>5,250,000</td> </tr> </tbody> </table>	Price(s)	Volumes(s)	(i) n/a	2,750,000	(ii) n/a	5,250,000
Price(s)	Volumes(s)							
(i) n/a	2,750,000							
(ii) n/a	5,250,000							
d)	Aggregated information	n/a						
e)	Date of the transaction	6 September 2017						
f)	Place of the transaction	Off market						

<b>1</b>	<b>Details of the person discharging managerial responsibilities / person closely associated</b>							
a)	Name	Samantha Esquant						
<b>2</b>	<b>Reason for notification</b>							
a)	Position / status	Chief Operating 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	Octagonal plc						
b)	LEI	213800AT55XS3UN4TF15						
<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 Identification code	Ordinary shares of 0.05 pence each in Octagonal plc ISIN GB00BWWCHQ23						
	Nature of the Transaction	(i) Award of 1,687,500 ordinary shares (ii) Grant of options over 3,750,000 ordinary shares for a 3 year term and exercisable at 3p per ordinary share						
	Price(s) and volumes(s)	<table border="1"> <thead> <tr> <th>Price(s)</th> <th>Volumes(s)</th> </tr> </thead> <tbody> <tr> <td>(i) n/a</td> <td>1,687,500</td> </tr> <tr> <td>(ii) n/a</td> <td>3,750,000</td> </tr> </tbody> </table>	Price(s)	Volumes(s)	(i) n/a	1,687,500	(ii) n/a	3,750,000
Price(s)	Volumes(s)							
(i) n/a	1,687,500							
(ii) n/a	3,750,000							
d)	Aggregated information	n/a						
e)	Date of the transaction	6 September 2017						

<b>1</b>	<b>Details of the person discharging managerial responsibilities / person closely associated</b>							
a)	Name	Nilesh Jagatia						
<b>2</b>	<b>Reason for notification</b>							
a)	Position / status	Finance Director						
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	Octagonal plc						
b)	LEI	213800AT55XS3UN4TF15						
<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 Identification code	Ordinary shares of 0.05 pence each in Octagonal plc ISIN GB00BWWCHQ23						
	Nature of the Transaction	(i) Award of 562,500 ordinary shares (ii) Grant of options over 3,000,000 ordinary shares for a 3 year term and exercisable at 3p per ordinary share						
	Price(s) and volumes(s)	<table border="1"> <thead> <tr> <th>Price(s)</th> <th>Volumes(s)</th> </tr> </thead> <tbody> <tr> <td>(i) n/a</td> <td>562,500</td> </tr> <tr> <td>(ii) n/a</td> <td>3,000,000</td> </tr> </tbody> </table>	Price(s)	Volumes(s)	(i) n/a	562,500	(ii) n/a	3,000,000
Price(s)	Volumes(s)							
(i) n/a	562,500							
(ii) n/a	3,000,000							
d)	Aggregated information	n/a						
e)	Date of the transaction	6 September 2017						