

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR IMMEDIATE RELEASE

30 October 2017

LightwaveRF plc
("LightwaveRF" or the "Company")

Proposed Placing and Subscription to raise £5.0 million
and
Open Offer to raise up to £1.0 million

LightwaveRF (AIM: LWRF), the leading smart home solutions provider, announces firm and conditional placings and subscriptions and an open offer.

Transaction Highlights

- Firm Placing and Firm Subscription using the Company's existing share authorities to raise approximately £2.0m through the issue of 12,607,501 New Ordinary Shares in aggregate to new and existing investors at 16 pence per share
- Conditional Placing and Conditional Subscription to raise approximately a further £3.0m through the issue of 18,642,499 New Ordinary Shares in aggregate to new and existing investors at 16 pence per share
- New Ordinary Shares to be issued at 16 pence per New Ordinary Share which represents a discount of approximately 13.5 per cent. to the Company's Closing Price of 18.5 pence on 27 October 2017
- Proposal to raise a further £1.0 million by way of a conditional Open Offer subject to Shareholder approval

The above transaction highlights and the summary announcement below should be read in conjunction with the full appendix at the bottom of this announcement.

This announcement contains inside information and is disclosed in accordance with the Company's obligations under the Market Abuse Regulation (EU) No 596/2014.

LightwaveRF (AIM: LWRF), the leading smart home solutions provider, announces that it has raised, in aggregate, approximately £2.0 million before expenses, by way of a placing of 5,805,333 New Ordinary Shares (the "**Firm Placing Shares**") and a subscription of 6,802,168 New Ordinary Shares (the "**Firm Subscription Shares**") at 16 pence per share (the "**Issue Price**").

In addition, the Company announces that it has conditionally raised, in aggregate, approximately £3.0 million, before expenses, by way of a placing of 14,163,417 New Ordinary Shares (the "**Conditional Placing Shares**") and a subscription of 4,479,082 New Ordinary Shares (the "**Conditional Subscription Shares**") at the Issue Price. The issue of both the Conditional Placing Shares and the Conditional Subscription Shares are subject to the passing of the Resolutions at a general meeting. In addition, certain of the Conditional Placing Shares are conditional upon the Company receiving advanced assurance from HMRC that the Company's business will qualify for VCT tax reliefs (the "**VCT Placing Shares**" and the "**VCT Clearance**").

The Company also announces that it proposes to raise a further £1.0 million by way of a conditional open offer to qualifying shareholders (the “**Open Offer**”), subject to Shareholder approval.

The Issue Price represents a discount of approximately 13.5 per cent. to the Company’s Closing Price of 18.5 pence on 27 October 2017, the last trading day prior to this announcement.

The net proceeds of the Placings, the Subscriptions and the Open Offer will be used to fund product development, sales and marketing of LightwaveRF’s second-generation devices and for working capital purposes.

The Company has agreed that settlement be deferred in respect of 1,802,168 New Ordinary Shares, (the “**Deferred Settlement Shares**”) forming part of the Firm Subscription. Settlement of the Deferred Settlement Shares is expected by 10 November 2017 but no later than 30 November 2017. As a result, these Deferred Settlement Shares will be allotted no later than 30 November 2017 and dealings in these shares are expected to commence no later than 8:00 a.m. on 1 December 2017.

Application has been made for admission of the Firm Placing Shares and the Firm Subscription Shares to trading on AIM (“**First Admission**”) and dealings in the Firm Placing Shares and the Firm Subscription Shares (less the Deferred Settlement Shares) are expected to commence at 8.00 a.m. on 31 October 2017. The Firm Placing Shares and the Firm Subscription Shares, when issued, will rank pari passu with the Existing Ordinary Shares.

Andrew Pearson, CEO of LightwaveRF, said, “I am delighted with the level of interest that we have received for the fundraise, which is a great endorsement of our business plans and ambition. The new funds will support further product development and bolster our sales and marketing activity, as we continue to scale up the business and strengthen our position as a leading player in the Smart Home market.”

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About Lightwave

LightwaveRF plc pioneered smart home automation with the introduction of the market's first Internet enabled devices in 2008. Today the Company markets a complete smart home system for lighting, heating, power and security.

LightwaveRF offers a cloud platform and an extensive range of retrofitted LightwaveRF designed and manufactured sockets, dimmers, relays, thermostats, heating, energy, sensing, monitoring and control devices. These devices are operated by conventional manual control, handheld remote, smartphone and tablet based apps. The LightwaveRF system can also be operated using Google

Assistant and Amazon Alexa voice control, is Apple HomeKit compatible and provides users with dashboards to manage their smart home.

We are dedicated to making everyone's lives easier and more fulfilled through world leading smart home technology.

For further information and to sign up for investor news alerts please visit:
www.lightwaverf.com/corporate/

APPENDIX

A circular, containing details of the Transaction and the Open Offer, will be posted shortly to Shareholders along with a Form of Proxy to vote at a General Meeting expected to be convened for 11.00 a.m. on 22 November 2017 (the “**Circular**”). Capitalised terms in this announcement are defined as set out at the end of this announcement.

Introduction

The Company has today announced a Firm Placing and Firm Subscription to raise, in aggregate, approximately £2.0 million by the issue and allotment by the Company of, in aggregate, 12,607,501 New Ordinary Shares at the Issue Price of 16 pence per New Ordinary Share. The Firm Placing and Firm Subscription are within the Directors’ existing authorities and therefore are not conditional on the General Meeting or the Resolutions being passed.

The Company has agreed that settlement in respect of 1,802,168 New Ordinary Shares, (the “**Deferred Settlement Shares**”) forming part of the Firm Subscription. Settlement of the Deferred Settlement Shares is expected by 10 November 2017 but no later than 30 November 2017. As a result, these shares will be allotted no later than 30 November 2017 and dealings in these shares are expected to commence no later than 8:00 a.m. on 1 December 2017.

In addition, the Company has conditionally raised, in aggregate, approximately £2.8 million net of expenses through the Conditional Placing and Conditional Subscription by the issue and allotment by the Company of, in aggregate, 18,642,499 New Ordinary Shares at the Issue Price. The Conditional Placing and the Conditional Subscription are conditional upon, inter alia, the passing of the Resolutions at the General Meeting. In addition, the VCT Placing Shares (which are part of the Conditional Placing Shares) are conditional upon the Company receiving VCT Clearance. The Company has submitted the VCT Clearance and it is expected that such clearance should be granted, following completion of the Firm Placing and the Firm Subscription.

The Conditional Placing, the Conditional Subscription and the Open Offer are conditional, inter alia, upon Shareholders approving the Resolutions at the General Meeting that will grant the Directors the authority to allot the Conditional Placing Shares, the Conditional Subscription Shares and the Open Offer Shares and the power to disapply statutory pre-emption rights in respect of the Conditional Placing Shares, the Conditional Subscription Shares and the Open Offer Shares. The Resolutions will be contained in the Notice of General Meeting at the end of the Circular.

First Admission in respect of the Firm Placing Shares and the Firm Subscription Shares (less the Deferred Settlement Shares) is expected to occur no later than 8.00 a.m. on 31 October 2017 or such later time and/or date as Stockdale and the Company may agree. The admission to trading on AIM of the Deferred Settlement Shares is expected to occur no later than 8.00 a.m. on 1 December 2017. Following First Admission, the Company will have 49,574,364 Ordinary Shares in issue; this figure may be used by Shareholders as the denominator for the calculation by which they will determine if they

are required to notify their interest in, or a change in their interest in, the Company under the FCA's Disclosure and Transparency Rules.

Subject to satisfaction of the conditions contained in the Placing Agreement, Second Admission in respect of the Conditional Placing Shares, the Conditional Subscription Shares and the Open Offer Shares is expected to occur no later than 8.00 a.m. on 30 November 2017 or such later time and/or date as Stockdale and the Company may agree.

If the Company does not receive VCT Clearance prior to Second Admission, the VCT Placing Shares (only) shall be effected by a Third Admission, which (if necessary) is expected to occur no later than 8.00 a.m. on 29 December 2017 or such later time and/or date as Stockdale and the Company may agree.

Neither the Firm Placing nor the Conditional Placing (including the VCT Placing) is underwritten.

The Transaction

Details of the Firm Placing

The Company has conditionally raised approximately £0.9 million before expenses by the conditional firm placing of 5,805,333 Firm Placing Shares at the Issue Price to Placees.

The Firm Placing is conditional, *inter alia*, upon:

- (a) the Placing Agreement not having been terminated in accordance with its terms prior to First Admission; and
- (b) First Admission becoming effective by no later than 8.00 a.m. on 31 October 2017 or such later time and/or date (being no later than 8.00 a.m. on 10 November 2017) as Stockdale and the Company may agree.

If any of the conditions are not satisfied, the Firm Placing Shares will not be issued.

The Firm Placing Shares are not subject to clawback. The Firm Placing is not being underwritten.

The Firm Placing Shares will be issued free of all liens, charges and encumbrances and will, when issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of their issue.

Application has been made to the London Stock Exchange for the admission of the Firm Placing Shares to trading on AIM. It is expected that First Admission will occur and that dealings will commence at 8.00 a.m. on 31 October 2017 at which time it is also expected that the Firm Placing Shares will be enabled for settlement in CREST.

Details of the Firm Subscription

The Company has conditionally raised approximately £1.1 million before expenses by the firm subscription of 6,802,168 Firm Subscription Shares at the Issue Price to Subscribers.

The Firm Subscription is conditional upon First Admission becoming effective by no later than 8.00 a.m. on 31 October 2017 or such later time and/or date (being no later than 8.00 a.m. on 10 November 2017) as Stockdale and the Company may agree.

If the above condition is not satisfied, the Firm Subscription Shares will not be issued.

The Firm Subscription Shares are not subject to clawback.

The Firm Subscription Shares will be issued free of all liens, charges and encumbrances and will, when issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of their issue.

The Company has agreed that settlement be deferred in respect of 1,802,168 New Ordinary Shares, (the “**Deferred Settlement Shares**”) forming part of the Firm Subscription.

Application has been made to the London Stock Exchange for the admission of the Firm Subscription Shares to trading on AIM. It is expected that First Admission will occur and that dealings will commence at 8.00 a.m. on 31 October 2017 at which time it is also expected that the Firm Subscription Shares (less the Deferred Settlement Shares) will be enabled for settlement in CREST. It is expected that the admission to trading on AIM of the Deferred Settlement Shares will occur and dealings will commence by 8.00 a.m. on 1 December 2017, at which time it is also expected that the Deferred Settlement Shares will be enabled for settlement in CREST.

Details of the Conditional Placing

The Company has conditionally raised approximately £2.3 million before expenses by the conditional placing of 14,163,417 Conditional Placing Shares at the Issue Price to Places.

The Conditional Placing is conditional, *inter alia*, upon:

- (a) the passing of the Resolutions at the General Meeting;
- (b) the Placing Agreement becoming or being declared unconditional in all respects and not having been terminated in accordance with its terms prior to First Admission;
- (c) First Admission becoming effective by no later than 8.00 a.m. on 31 October 2017 or such later time and/or date (being no later than 8.00 a.m. on 10 November 2017) as Stockdale and the Company may agree; and
- (d) Second Admission becoming effective by no later than 8.00 a.m. on 30 November 2017) as Stockdale and the Company may agree.

In addition, the Conditional Placing of the VCT Placing Shares portion is further conditional upon the Company receiving VCT Clearance.

If the Company does not receive VCT Clearance prior to Second Admission, the VCT Placing Shares (only) shall be effected by a Third Admission, which (if necessary) is expected to occur no later than 8.00 a.m. on 29 December 2017 or such later time and/or date as Stockdale and the Company may agree.

The Conditional Placing Shares are not subject to clawback. The Conditional Placing is not being underwritten. The Conditional Placing Shares will be issued free of all liens, charges and encumbrances and will, when issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of their issue.

Application will be made to the London Stock Exchange for the admission of the Conditional Placing Shares to trading on AIM. It is expected that Second Admission will occur and that dealings will commence by 8.00 a.m. on 30 November 2017 at which time it is also expected that the Conditional Placing Shares will be enabled for settlement in CREST.

If the Company does not receive VCT Clearance prior to Second Admission, a further application will be made to the London Stock Exchange for the admission of the VCT Placing Shares to trading on AIM. It is expected that (if required) Third Admission will occur and that dealings will commence by 8.00 a.m. on 29 December 2017 at which time it is also expected that the VCT Placing Shares will be enabled for settlement in CREST.

Details of the Conditional Subscription

The Company has conditionally raised approximately £0.7 million before expenses by the conditional subscription of 4,479,082 Conditional Subscription Shares at the Issue Price to Subscribers.

The Conditional Subscription is conditional, *inter alia*, upon:

- (a) the passing of the Resolutions at the General Meeting; and
- (b) Second Admission becoming effective by no later than 8.00 a.m. on 23 November 2017, or such later time and/or date (being no later than 8.00 a.m. on 30 November 2017) as Stockdale and the Company may agree.

If any of the conditions are not satisfied, the Conditional Subscription Shares will not be issued.

The Conditional Subscription Shares are not subject to clawback. The Conditional Subscription is not being underwritten. The Conditional Subscription Shares will be issued free of all liens, charges and encumbrances and will, when issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of their issue.

Application will be made to the London Stock Exchange for the admission of the Conditional Subscription Shares to trading on AIM. It is expected that Second Admission will occur and that dealings will commence by 8.00 a.m. 23 November 2017 at which time it is also expected that the Conditional Subscription Shares will be enabled for settlement in CREST.

Details of the Open Offer

The Company is proposing to raise £1.0 million (before expenses) pursuant to the Open Offer at the Issue Price. The Open Offer will be made on a pre-emptive basis, allowing all Shareholders the opportunity to participate.

The Open Offer will provide Shareholders with the opportunity to apply to acquire new Ordinary Shares at the Issue Price pro rata to their holdings of Ordinary Shares.

Shareholders should note that the Open Offer will not be underwritten.

The Open Offer will be subject to the satisfaction, amongst other matters, of the following conditions on or before 23 November 2017 (or such later date, being not later than 8.00 a.m. on 30 November 2017, as the Company and Stockdale may decide):

- (a) the passing of Resolutions at the General Meeting (or any adjournment thereof); and
- (b) Second Admission becoming effective by 8.00 a.m. on 23 November 2017 (or such later time or date not being later than 8.00 a.m. on 30 November 2017 as the Company and Stockdale may decide).

The new Ordinary Shares will, when issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of Admission.

Use of net proceeds

The net proceeds of the Transaction before the Open Offer are expected to be approximately £4.7 million. It is proposed that such proceeds along with those raised pursuant to the Open Offer shall be used to fund product development, sales and marketing of LightwaveRF's second-generation devices and for working capital purposes.

Placing Agreement

Under a placing agreement entered into with the Company (the “**Placing Agreement**”), Stockdale has conditionally agreed to act as placing agent to the Company and to use reasonable endeavours to procure Placees to subscribe for the Firm Placing Shares and the Conditional Placing Shares at the Issue Price.

The Placing Agreement contains conditionality in respect of the Firm Placing, the Conditional Placing and a further conditionality in respect of the VCT Placing Shares (as part of the Conditional Placing).

The Firm Placing is conditional upon (amongst other things) the satisfaction of the following conditions:

- (a) First Admission taking place no later than 31 October 2017 (or such later time and date as the Company and Stockdale may agree being no later than 10 November 2017);
- (b) there being no breach of warranty in the Placing Agreement prior to First Admission; and
- (c) the performance by the Company of its obligations under the Placing Agreement and/or other terms of or conditions to the Placing prior to First Admission.

The Conditional Placing is conditional upon (amongst other things) the satisfaction of the following conditions:

- (a) Second Admission taking place no later than 23 November 2017 (or such later time and date as the Company and Stockdale may agree being no later than 30 November 2017);
- (b) there being no breach of warranty in the Placing Agreement prior to Second Admission; and
- (c) the performance by the Company of its obligations under the Placing Agreement and/or other terms of or conditions to the Placing prior to Second Admission.

The VCT Placing Shares (only) are subject to the following additional conditions:

- (a) (if applicable) Third Admission taking place no later than 29 December 2017;
- (b) (if applicable) there being no breach of warranty in the Placing Agreement prior to Third Admission;
- (c) (if applicable) the performance by the Company of its obligations under the Placing Agreement and/or other terms of or conditions to the Placing prior to Third Admission; and
- (d) the Company receiving the VCT Clearance.

The Placing Agreement contains certain customary warranties from the Company in favour of Stockdale in relation to, *inter alia*, the accuracy of the information contained in this announcement and certain other matters relating to the Group and its business. In addition, the Company has given certain undertakings to Stockdale and has agreed to indemnify Stockdale in relation to certain customary liabilities they may incur in respect of the Transaction. Stockdale has the right to terminate the Placing Agreement in certain circumstances prior to Admission including *inter alia*: (i) for certain force majeure events or other events involving certain material adverse changes or prospective

material adverse changes relating to the Group; or (ii) in the event of a breach of the warranties or other obligations of the Company set out in the Placing Agreement.

Under the Placing Agreement the Company has agreed to pay certain fees and commission to Stockdale and certain other costs and expenses in connection with the Transaction, First Admission, Second Admission and (if applicable) Third Admission.

Related Party Transaction

Committed Capital Financial Services Limited (“**Committed Capital**”) which has subscribed for 4,927,168 Firm Subscription Shares and 2,729,082 Conditional Subscription Shares currently holds 9,511,903 Ordinary Shares, representing approximately 24.5 per cent. of the Company’s issued share capital. As such, Committed Capital is a substantial shareholder in the Company and its participation in the Firm Subscription and the Conditional Subscription is a related party transaction pursuant to AIM Rule 13 of the AIM Rules for Companies. The Directors (other than Steve Harris, a Non-Executive Director of the Company, who is also the CEO of Committed Capital) consider, having consulted with the Company’s nominated adviser, Stockdale Securities Limited, that the terms of Committed Capital’s participation in the Subscriptions is fair and reasonable insofar as the Shareholders are concerned. Immediately following First Admission, Committed Capital will hold 14,439,071 Ordinary Shares, representing approximately 28.1 per cent. of the Company’s Enlarged Share Capital, and immediately following Second Admission, Committed Capital will hold 17,168,153 Ordinary Shares, representing approximately 24.5 per cent. of the Company’s then enlarged share capital.

General Meeting

The Directors do not currently have authority to allot all of the New Ordinary Shares and, accordingly, the Board is seeking the approval of Shareholders to allot the Conditional Placing Shares, the Conditional Subscription Shares and the Open Offer Shares at the General Meeting. The Firm Placing and the Firm Subscription are within the Directors’ current authorities and therefore are not conditional on the General Meeting or the Resolutions being passed.

A notice convening the General Meeting, which is expected to be held on 22 November 2017, will be set out at the end of the Circular. At the General Meeting, the Resolutions will be proposed to authorise the Directors to allot relevant securities up to an aggregate nominal amount of equal to the maximum number of New Ordinary Shares available under the Conditional Placing, the Conditional Subscription and the Open Offer and to authorise the Directors to issue and allot New Ordinary Shares pursuant to the Conditional Placing, the Conditional Subscription and the Open Offer on a non-pre-emptive basis.

The authorities to be granted pursuant to the Resolutions shall expire on whichever is the earlier of the conclusion of the Annual General Meeting of the Company to be held in 2018 or the date falling six months from the date of the passing of the Resolutions (unless renewed, varied or revoked by the Company prior to or on that date) and shall be in addition to the Directors’ authorities to allot relevant securities and dis-apply statutory pre-emption rights granted at the Company’s Annual General Meeting held on 20 April 2017.

The Conditional Placing and the Conditional Subscription are conditional, *inter alia*, upon the passing of the Resolutions at the General Meeting. Shareholders should be aware that if the Resolutions are not approved at the General Meeting, the Conditional Placing, the Conditional Subscription and the Open Offer will not proceed.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Expected date of First Admission and commencement of dealings in the Firm Placing Shares and Firm Subscription Shares on AIM	31 October
CREST accounts credited with Firm Placing Shares and Firm Subscription Shares in uncertificated form	31 October
Despatch of the Circular and the Form of Proxy	by 3 November
Latest time and date for receipt of completed Forms of Proxy for the General Meeting	11.00 a.m. on 20 November
General Meeting	11.00 a.m. on 22 November
Expected date of Second Admission and commencement of dealings in the Conditional Placing Shares, Conditional Subscription Shares and Open Offer Shares on AIM	23 November
(If applicable) the long stop date of Third Admission (in respect of the VCT Placing Shares only) and commencement of dealings in the VCT Placing Shares on AIM	29 December
Despatch of definitive share certificates in certificated form	within 10 business days of each of First Admission, Second Admission and Third Admission (if applicable)

DEFINITIONS

The following definitions apply throughout this announcement unless the context otherwise requires:

Act	the Companies Act 2006;
Admission(s)	First Admission, Second Admission and/or (if applicable) Third Admission;
AIM	the AIM market operated by the London Stock Exchange;
AIM Rules	the rules of AIM as set out in the publication entitled 'AIM Rules for Companies' published by the London Stock Exchange from time to time;
Board or Directors	the board of directors of the Company;
Circular	the circular to be sent to Shareholders shortly, convening the General Meeting;
Closing Price	the closing middle market quotation of an Ordinary Share as published by the London Stock Exchange;

Company or LightwaveRF	LightwaveRF plc;
Conditional Placing	the conditional placing by the Company of the Conditional Placing Shares with certain institutional and other investors pursuant to the Placing Agreement;
Conditional Placing Shares	14,163,417 New Ordinary Shares the subject of the Conditional Placing;
Conditional Subscription	the conditional subscription by certain institutional and other investors for the Conditional Subscription Shares;
Conditional Subscription Shares	4,479,082 New Ordinary Shares the subject of the Conditional Subscription;
CREST	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear UK & Ireland Limited is the Operator (as defined in the CREST Regulations);
CREST Regulations	the Uncertificated Securities Regulations 2001, as amended;
Deferred Settlement Shares	1,802,168 New Ordinary Shares forming part of the Firm Subscription;
Enlarged Share Capital	the entire issued share capital of the Company immediately following completion of the Firm Placing and Firm Subscription and First Admission comprising the Existing Ordinary Shares, the Firm Placing Shares and the Firm Subscription Shares;
Existing Ordinary Shares	the 38,769,031 Ordinary Shares in issue as at the date of this announcement;
FCA	the Financial Conduct Authority;
Firm Placing	the firm placing by the Company of the Firm Placing Shares with certain institutional and other investors pursuant to the Placing Agreement;
Firm Placing Shares	5,805,333 New Ordinary Shares the subject of the Firm Placing;
Firm Subscription	the firm subscription by certain institutional and other investors of the Firm Subscription Shares;
Firm Subscription Shares	6,802,168 New Ordinary Shares the subject of the Firm Subscription;
First Admission	the admission of the Firm Placing Shares and the Firm Subscription Shares (less, where the context requires, the Deferred Settlement Shares) to trading on AIM in accordance with the AIM Rules for Companies;

Form of Proxy	the form of proxy for use in relation to the General Meeting accompanying the Circular;
General Meeting	the general meeting of the Company, notice of which will be set out at the end of the Circular, and including any adjournment(s) thereof;
Group	the Company and its subsidiary undertakings at the date of this document (as defined in sections 1159 and 1160 of the Act);
HMRC	Her Majesty's Revenue and Customs;
Issue Price	16 pence per New Ordinary Share;
London Stock Exchange	London Stock Exchange plc;
New Ordinary Shares	the Firm Placing Shares, the Firm Subscription Shares, the VCT Placing Shares and the Second Subscription Shares;
Notice of General Meeting	the notice of General Meeting set out at the end of the Circular;
Open Offer	the proposed conditional open offer to qualifying shareholders to raise £1.0 million;
Open Offer Shares	6,250,000 New Ordinary Shares the subject of the Open Offer;
Placing Agreement	the agreement entered into between the Company and Stockdale in respect of the Placings, as described in the Circular;
Placees	subscribers for New Ordinary Shares pursuant to the Firm Placing or Conditional Placing as the case may be;
Placings	together the Firm Placing and the Conditional Placing (and if separate, the placing in respect of the VCT Placing Shares);
Resolutions	the resolutions to be proposed at the General Meeting which are set out in full in the Notice of General Meeting;
Second Admission	the admission of the Conditional Placing Shares, the Conditional Subscription Shares and the Open Offer Shares to trading on AIM in accordance with the AIM Rules for Companies;
Securities Act	US Securities Act of 1933 (as amended);

Shareholders	holders of Existing Ordinary Shares;
Stockdale	Stockdale Securities Limited;
Subscribers	subscribers for New Ordinary Shares pursuant to the Firm Subscription or Conditional Subscription as the case may be;
Subscriptions	together the Firm Subscription Shares and the Conditional Subscription Shares;
Third Admission	(if applicable) the admission of the VCT Placing Shares to trading on AIM in accordance with the AIM Rules for Companies;
Transaction	together the Placings, the Subscriptions and the Open Offer;
US	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia;
VCT	a Venture Capital Trust under Part 6 of the Income Tax Act 2007;
VCT Clearance	The advance assurance from HMRC that the Company's business will qualify for VCT tax reliefs; and
VCT Placing	the conditional placing by the Company of the VCT Placing Shares (which consists part of the Conditional Placing) with certain institutional and other investors pursuant to the Placing Agreement, the VCT Placing portion being conditional, <i>inter-alia</i> , on the receipt of VCT Clearance by the Company; and
VCT Placing Shares	10,725,917 New Ordinary Shares the subject of the VCT Placing (and as part of the Conditional Placing);

This announcement contains inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 ("MAR"), encompassing information relating to the Placing as described above, and is disclosed in accordance with the Company's obligations under Article 17 of MAR.

Defined terms used in this announcement will have the meaning (unless the context otherwise requires) as set out in the Circular being posted to Shareholders shortly, which will be available shortly thereafter on the Company's website www.lightwaverf.com