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September 29, 2020

To,
National Stock Exchange of India Limited
Listing Department
Exchange Plaza,
Bandra-Kurla Complex
Bandra East, Mumbai – 400 051
Fax Nos.: 26598237 / 26598238

To,
BSE Limited
Listing Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Fax Nos.: 22723121 / 2037 / 2039

Dear Sir/ Madam,

Ref.: Scrip Code: BSE – 532748 / NSE – PFOCUS

Sub.: Press release issued by DNEG plc, a subsidiary of the Company, with respect to its private offering of senior secured notes

This is to inform you that a subsidiary of our Company, namely, DNEG plc, has announced its intention to commence a private offering of \$375 million in aggregate principal amount of senior secured notes due 2025.

A copy of the press release issued by DNEG plc, in this respect, is attached as an **Annexure**.

Kindly take the above on your record.

Thanking You,

For **Prime Focus Limited**

Parina Shah
Company Secretary & Compliance Officer

Encl.: a/a

Disclaimer:

Please note that the Notes have will not be offered or sold, directly or indirectly, by means of any offer document, offering circular or any other document/material relating to the Notes, to any person or to public in India, which would constitute an advertisement, invitation, offer, sale or solicitation of an offer to subscribe for or purchase any securities in violation of the applicable laws of India.



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The offer document in respect of the same, will not be, registered, produced or published as an offer document (whether as an offering memorandum or other offering material in respect of any private placement under the Companies Act, 2013, as amended, regulations formulated by Securities and Exchange Board of India (the “SEBI”) or any other applicable Indian laws) with any Registrar of Companies, the SEBI or any Indian stock exchange, or any other statutory or regulatory body of like nature in India.

DNEG Announces Offering of \$375 Million of Senior Secured Notes

London, United Kingdom – September 28, 2020 – DNEG plc (“DNEG”), announced today that it intends to commence a private offering of \$375 million in aggregate principal amount of senior secured notes due 2025 (the “Notes”).

DNEG intends to use the net proceeds of the offering, (a) to repay amounts outstanding under its existing term loan facility, its existing revolving loan facility and its Indian financing facilities, (b) to extend a loan to its parent group of companies, (c) to pay related transaction fees and expense, and (d) for general corporate purposes. There can be no assurance that the private offering of Notes will be completed.

The Notes will be offered in a private offering exempt from the registration requirements of the United States Securities Act of 1933, as amended (the “Securities Act”). The Notes will be offered only to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A and to certain persons outside the United States pursuant to Regulation S, each under the Securities Act.

The Notes will not be or have not been registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements.

This press release is neither an offer to sell nor a solicitation of an offer to buy the Notes or any other securities and shall not constitute an offer to sell or a solicitation of an offer to buy, or a sale of, the Notes or any other securities in any jurisdiction in which such offer, solicitation or sale is unlawful.

About DNEG

DNEG is a leading independent provider of computer-generated visual special effects (“VFX”) services. It specializes in photoreal image generation, two dimension to three dimension content conversion and animation services, for visual content used in film, television, over-the-top , augmented reality and virtual reality, and location-based and experiential entertainment. It has operations in the United Kingdom, Canada, India and the United States, and its customers include some of the world’s leading content producers, including major Hollywood studios such as 20th Century Studios (f/k/a 20th Century Fox), Disney (including Marvel Studios), Legendary Entertainment, MGM, Sony Pictures (including Columbia), Universal Pictures and Warner Bros., OTT video service providers such as Apple, Amazon, Hulu and Netflix, and other content producers and distributors, such as the BBC, HBO, ITV, Sky and TNT.

Forward-Looking Statements

This press release includes “forward-looking statements.” Forward-looking statements are subject to known and unknown risks and uncertainties, many of which may be beyond our control. We caution you that the forward-looking information presented in this press release is not a guarantee of future events and that actual events may differ materially from those made in or suggested by the forward-looking information contained in this press release. In addition, forward-looking statements generally can be identified by the use of forward-looking

terminology such as “may,” “plan,” “seek,” “comfortable with,” “will,” “expect,” “intend,” “estimate,” “anticipate,” “believe” or “continue” or the negative thereof or variations thereon or similar terminology. Any forward-looking information presented herein is made only as of the date of this press release, and we do not undertake any obligation to update or revise any forward-looking information to reflect changes in assumptions, the occurrence of unanticipated events, or otherwise.

This communication does not constitute an offer of securities to the public in the European Economic Area (the "EEA") or the United Kingdom. No prospectus within the meaning of Regulation (EU) 2017/1129 (the “Prospectus Regulation”) has been or will be approved in the EEA or the United Kingdom in respect of the Notes. In member states of the EEA and the United Kingdom, this announcement is directed only at persons who are qualified investors (“Qualified Investors”) under the Prospectus Regulation.

In addition, promotion of the Notes in the United Kingdom is restricted by the Financial Services and Markets Act 2000, as amended (the “FSMA”), and accordingly, the Notes are not being promoted to the general public in the United Kingdom. This announcement is for distribution only to, and is only directed at, Qualified Investors who (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Financial Promotion Order”), (ii) are persons falling within Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the Financial Promotion Order, or (iii) are other persons to whom it may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “Relevant Persons”). This communication is directed only at Relevant Persons and must not be acted on or relied on by persons who are not Relevant Persons. The Notes are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such Notes will be engaged in only with, Relevant Persons. Any person in the United Kingdom that is not a Relevant Person should not act or rely on this communication or its contents. Any investment or investment activity to which this announcement relates is available only to Relevant Persons. Each recipient also represents and agrees that it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Notes in, from or otherwise involving the United Kingdom.

MiFID II eligible counterparties and professional clients only (all distribution channels). No sales to retail in EEA or the United Kingdom. No PRIIPS KID will be prepared.

This announcement is an advertisement and is not a prospectus for the purposes of the Prospectus Regulation.

The Notes have will not be offered or sold, directly or indirectly, by means of any offer document, offering circular or any other document/material relating to the Notes, to any person or to public in India, which would constitute an advertisement, invitation, offer, sale or solicitation of an offer to subscribe for or purchase any securities in violation of the applicable laws of India.