



3 May 2016

## PRESS RELEASE

### Acquisition

On 29<sup>th</sup> January, the Board of USI Group Holdings AG (“USI” or the “Company”) announced that it was in preliminary discussions leading to the potential acquisition of a group with extensive investment and financing experience in India and elsewhere. The Board is pleased to announce today that it has decided to submit a conditional offer to acquire all the issued and outstanding shares of RP&C International, Inc. (“RP&C”) in exchange for 2,135,225 shares of the Company.

RP&C is an investment banking group based in London which undertakes financing activities internationally. (See [www.rpcint.co.uk](http://www.rpcint.co.uk)). Founded in 1992 by Sir Robert Clark, David Quint and the Dallas based regional broker, Rauscher Pierce Refsnes, RP&C’s shareholders today include its management and several international family offices. Since its formation in 1992, RP&C has acted as sponsor, lead manager, co-lead manager, principal placement agent or adviser on more than \$8.3 billion of transactions. RP&C’s activities have encompassed the private placement of equity and debt, merger and acquisition advice, the creation and marketing of structured finance products and the formation and management of various investment entities. It has acted on transactions raising in excess of \$1.4 billion of equity which have included reverse mergers, initial public offerings and secondary placings; \$3.6 billion for investment funds; \$1.3 billion in the form of senior and mezzanine debt and \$1.6 billion in the form of convertible debt. Industries which RP&C has financed include real estate, energy, IT, telecoms, healthcare, mining, metals, manufacturing and transport. RP&C’s assets include a freehold office building located at 31a St James’s Square in London.

The acquisition of RP&C is conditional on the approval of a majority of RP&C’s shareholders and the consent of RP&C’s regulators to a change in control. The acquisition also is conditional on procuring approval of the Company’s shareholders at its Annual General Meeting in September to the amendment of USI’s Articles of Association to broaden its corporate purposes and to change its name to “Arundel AG”, which will become the new corporate identity of the

combined group. It is expected that the acquisition will become effective as of the 1<sup>st</sup> October 2016.

The shares to be used in connection with the acquisition will come from those held treasury and from shares returned to the Company by TLC Developments Limited in exchange for the discharge of certain financial obligations which it owes to the Company. As a result, there will be no new shares issued in connection with the acquisition and combination.

Dr Klaucke, the Chairman of USI, commented, "We are very pleased to report the conditional acquisition of RP&C which has advised USI since 1998. The acquisition will internalise expertise, reduce costs and add investment banking and fund management capabilities to USI's asset base. The enlarged USI will become an investment and financing firm with freehold real estate holdings in London, Germany and India".

### **USI Group Holdings AG**

Dr. Volkert Klaucke (Chairman)

Full information concerning the Company's Board members and other matters are available from the Company's website at [www.usigroupholdings.ch](http://www.usigroupholdings.ch).

#### **Further information:**

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