

10 October 2019

Ingenta plc

Share Buyback Programme

Ingenta plc ("**Ingenta**" or the "**Company**"), a leading provider of software and services to the global publishing industry, announces a share buyback programme to make market purchases of ordinary shares of 10 pence each in the capital of the Company ("**Ordinary Shares**"). The share buyback programme will commence from the date of this announcement up until the sooner of either the expiry of the authority obtained at its last Annual General Meeting on 23 May 2019 or when the aggregate value of Ordinary Shares purchased equals £50,000. Should the Company seek to extend the share buyback programme, a further announcement will be made as appropriate.

The purchased shares will be held in treasury and may be utilised, *inter alia*, to meet obligations arising from the Company's share option programmes.

The Company will seek to make market purchases at a price or prices that the Company believes will be value-enhancing for the Company's shareholders. Notwithstanding the average daily volume restriction set out in Article 3(3) of the Commission Delegated Regulation (EU) 2016/1052, the Company may make purchases in excess of these volume restrictions, subject to prevailing market conditions and liquidity.

The purchase price to be offered will conform with the restrictions set out in the AGM resolution passed on 23 May 2019, under which the minimum price which may be paid by the Company is 10 pence per Ordinary Share, and the maximum price which may be paid by the Company shall not be more than 150 per cent of the average of the middle-market quotations for an Ordinary Share as derived from the Stock Exchange Alternative Trading Service for the 10 business days immediately preceding the date on which the Ordinary Shares are purchased.

Further, in accordance with Article 3(2) of the Commission Delegated Regulation (EU) 2016/1052, the Company shall not, when executing transactions under the share buyback programme, purchase shares at a price higher than the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out, including when the shares are traded on different trading venues.

The Company will make regulatory announcements in respect of the Company's transactions in its own shares as they occur.

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