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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF THE MARKET ABUSE REGULATION (EU 596/2014). UPON THE PUBLICATION OF THIS ANNOUNCEMENT, THIS INSIDE INFORMATION IS NOW CONSIDERED TO BE IN THE PUBLIC DOMAIN.

FOR IMMEDIATE RELEASE

RhythmOne plc ("RhythmOne")

Offer Update

Further to the announcement on 4 February 2019 pursuant to Rule 2.7 of the Takeover Code regarding the terms of a recommended merger of Taptica International Ltd ("Taptica", AIM: TAP) and RhythmOne Plc ("RhythmOne", AIM: RTHM) by way of a recommended offer by Taptica to acquire the entire issued and to be issued ordinary share capital of RhythmOne under the UK Takeover Code, implemented by means of a Court-sanctioned scheme of arrangement of RhythmOne under Part 26 of the Companies Act (the "Offer"), the RhythmOne Directors are advised that the Scheme Circular is expected to be posted to RhythmOne Shareholders on 25 February 2019.

Taptica issued a circular on 14 February 2019 to its shareholders seeking various authorities from its shareholder necessary for it to implement the Offer (the "Taptica Circular"). In this circular, Taptica has provided its shareholders with an expected timetable of principal events. This timetable is reproduced below. Defined terms are set out in the Taptica Circular which can be viewed here: <https://www.tapticainternational.com/investors/takeover-section/>

The following indicative timetable sets out expected dates for the implementation of the Scheme. If any of the dates and/or times in this expected timetable change, the revised dates and/or times will be notified to RhythmOne Shareholders by announcement through a Regulatory Information Service.

Event	Time/date
Voting Record Time for the Court Meeting and the RhythmOne General Meeting.....	6:30 p.m. on 20 March 2019
Court Meeting	10:00 a.m. on 22 March 2019
RhythmOne General Meeting	10:15 a.m. on 22 March 2019
Last day of dealings in, and for registration of transfers of, and disablement in CREST of, RhythmOne Shares.....	29 March 2019
Court Hearing to sanction the Scheme.....	29 March 2019
Scheme Record Time.....	6:00 p.m. on 29 March 2019
Effective Date of the Scheme	1 April 2019
Admission of the Enlarged Group to trading on AIM.....	by 8:00 a.m. on 1 or 2 April 2019
Delisting of RhythmOne Shares	by 8:00 a.m. on 1 or 2 April 2019
New Taptica Shares issued to RhythmOne Shareholders	by 8:00 a.m. on 1 or 2 April 2019

CREST accounts of RhythmOne Shareholders to be credited with New Taptica Shares.....	Within 14 days of the Effective Date
Despatch of share certificates in respect of New Taptica Shares.....	Within 14 days of the Effective Date
Long Stop Date	30 April 2019

All times referred to in this announcement are to London time unless otherwise stated.

The Directors of RhythmOne accept responsibility for the information contained in this announcement. To the best of their knowledge and belief (having taken all reasonable care to ensure such is the case), the information contained in this announcement is in accordance with the facts and does not omit anything likely to affect the import of such information.

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Important information

This announcement is not intended to, and does not, constitute, represent or form part of any offer, invitation or solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities whether pursuant to this announcement or otherwise.

The distribution of this announcement in jurisdictions outside the United Kingdom may be restricted by law or regulation and therefore any person who comes into possession of this announcement should inform themselves about, and comply with, such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws or regulations of any such relevant jurisdiction.

Whitman Howard Limited ("Whitman Howard"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as financial adviser and Broker to RhythmOne and for no-one else in connection with the matters set out in this announcement and will not regard any other person as its client in relation to the matters in this announcement and will not be responsible to anyone other than RhythmOne for providing the protections afforded to clients of Whitman Howard, or for providing advice in connection with the possible offer for RhythmOne or any other matters referred to herein.

Grant Thornton UK LLP ("Grant Thornton"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as nominated adviser to RhythmOne and for no-one else in connection with the matters set out in this announcement and will not regard any other person as its client in relation to the matters in this announcement and will not be responsible to anyone other than RhythmOne for providing the protections afforded to clients of Grant Thornton, or for providing advice in connection with the possible offer for RhythmOne or any other matters referred to herein.

Disclosure requirements of the Code

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's

interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4). Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

Publication of this announcement

In accordance with Rule 26.1 of the Code, a copy of this announcement will be made available, subject to certain restrictions relating to persons resident in restricted jurisdictions, at <https://investor.rhythmone.com/> as soon as possible and, in any event, by no later than 12 noon (London time) on 18 February 2019.

The contents of RhythmOne's website are not incorporated into and do not form part of this announcement.

You may request a hard copy of this announcement by contacting the Company Secretary of RhythmOne at IR@rhythmone.com.

You may also request that all future documents, announcements and information to be sent to you in relation to the offer should be in hard copy form.

Rule 2.9 disclosure

In accordance with Rule 2.9 of the Code, the Company announces that, as at the date of this announcement, it has 78,636,522 ordinary shares of 10 pence each in issue and admitted to trading on the AIM Market of the London Stock Exchange. There are no Treasury shares in the Company.

The International Securities Identification Number (ISIN) for the Company's ordinary shares is GB00BYW0RC64.