



CANACCORD GENUITY GROUP INC. PROVIDES UPDATE ON PROPOSED AND REJECTED  
OFFER TO ACQUIRE 100% OF THE OUTSTANDING SHARES OF  
RF CAPITAL GROUP

*Despite new offer by CG of material price increase, enhanced escrow releases for investment advisors and strong stakeholder support, RF Capital's Board refuses to consider compelling value creation opportunity for its investment advisors and shareholders*

TORONTO, April 14, 2021- Canaccord Genuity Group Inc. (TSX:CF) ("Canaccord Genuity" or the "Company") announces that on April 6, 2021 in a letter to the board of RF Capital Group (TSX: RCG) ("RF Capital"), it communicated that the Company is prepared to modify the terms of the proposal made on March 15, 2021 (the "Proposal;"), including to increase the proposed offer price materially above our original proposal of \$2.30 per RCG common share, and to provide enhanced escrow releases for their investment advisors.

"Despite our continued efforts to engage in a productive dialogue with RCG's Board of Directors and representatives of the Richardson Family in pursuit of this compelling value creation opportunity, they have failed to engage with us to the detriment of their clients, investment advisors and shareholders." said Dan Daviau, President & CEO of Canaccord Genuity Group Inc."

**RF Capital's persistent refusal to engage is disenfranchising RCG shareholders and investment advisors.**

The opportunity presented by Canaccord Genuity has the potential to significantly enhance value for RCG investment advisors and shareholders, while preserving the heritage and independence of the Richardson Wealth business.

RCG minority shareholders should be provided an opportunity to consider the Proposal. Put simply, RF Capital's board of directors has continued to ignore their fiduciary obligation to consider the interests of its minority shareholders.

Canaccord Genuity is exploring legal options available, as well as options of taking our offer directly to RCG shareholders.

**The market clearly recognizes the value of our Proposal and we are encouraged by the positive feedback from RCG shareholders and Richardson Wealth investment advisors.**

The price of RCG common shares has increased 21.6% from the last closing price prior to our [announcement](#) on March 15, 2021.

Following this disclosure and a subsequent [webcast presentation](#) which took place on March 23, 2021, we have received inquiries from numerous RCG shareholders and Richardson Wealth investment advisors whose shares are subject to escrow, who have told us that they believe our proposal has the potential to provide substantial value for the shareholders, employees and clients of both businesses. These groups have also expressed their frustration with the RCG board's refusal to engage with us.

**We are resolute in our belief that a business combination would provide substantial advantages for our respective employees, clients, and shareholders.**

The benefits of a business combination are clear. Bringing together two of the largest and longest-standing independent wealth management businesses in Canada would create the premiere independent wealth management business in the country, with over \$60 billion in AUA and significant growth potential on a proven platform.

Based on the positive engagement that we have received to date; we are confident that many of RCG's investment advisors and other shareholders see the many benefits of combining our Canadian wealth businesses and would support a fairly priced transaction with Canaccord Genuity.

To learn more, visit <https://www.canaccordgenuity.com/CGYourPartnersInGrowth>.

The full text of the letter sent to RF Capital on April 6, 2021 is as follows:

**Attention: Mr. Donald A. Wright, Chair of Special Committee**

Dear Mr. Wright,

On behalf of Canaccord Genuity Group Inc. ("Canaccord Genuity" or "our"), I write to follow up on the transaction proposed in my letter to you of March 9, 2021, whereby Canaccord Genuity would acquire 100% of the outstanding common shares of RF Capital Group Inc. ("RCG" or "you") to form the preeminent independent wealth management business in Canada with, on a combined basis, over \$60 billion in AUA. While we believe our proposal provides RCG shareholders, and particularly its investment advisors, with a compelling opportunity, thus far you and the board of RCG have refused to engage in discussions with us to the detriment of your shareholders.

**Significant RCG shareholder engagement confirms that our proposal provides an opportunity for substantial value creation**

Since we publicly announced our proposal on March 15, 2021, we have experienced significant engagement with RCG shareholders and Richardson Wealth investment advisors whose shares are subject to escrow. We have received communications from multiple RCG shareholders who have indicated their support for the transaction we proposed and who have expressed their frustration with the RCG board's refusal to engage with us. Based on this engagement, we believe many of RCG's investment advisors and other shareholders see the many benefits of combining our Canadian wealth businesses and would support a transaction with Canaccord Genuity.

Given the strong indication of support for our proposal, and our firm belief in the substantial advantages that a combination would provide for our respective employees, clients and shareholders, we are prepared to modify the terms of our proposal, including to increase the proposed offer price materially above our original proposal of \$2.30 per RCG share, provided that your board of directors enter into discussions with us in good faith to reach a mutually satisfactory agreement.

We remain flexible in the form of consideration that we would offer under the proposed transaction, and we are prepared to offer either cash or Canaccord Genuity shares, or a combination thereof. This

flexibility would give RCG shareholders the opportunity to participate in the ongoing success of the combined business, and the option to obtain immediate liquidity if preferred.

Further, as stated in our original proposal, we expect that the RCG board would permit the investment advisor holders of RCG shares that are currently subject to escrow to accept our proposal. Also, if the proposed transaction were successfully implemented, we would be prepared to release a portion of those shares from escrow upon closing in order to allow such holders to realize on a portion of their holdings in RCG, and to release in full from escrow those shares held by holders who are no longer employees of RFG.

### **Next steps**

As we have said, it is our strong preference to arrive at a transaction supported by the board of directors of RCG, and we believe that your refusal thus far to engage in any meaningful discussion with us is causing significant harm to RCG shareholders.

This letter does not represent or create any legally binding or enforceable obligations. No obligations will be imposed on either party unless and until a definitive agreement is signed by both Canaccord Genuity and RFG.

We are prepared to move quickly and look forward to discussing this opportunity further. We urge a timely response and encourage you to give this request favourable consideration, which takes into account the best possible outcomes for your shareholders and investment advisors. As you can appreciate, time is of the essence, and therefore we request a response to this letter by April 9, 2021.

Yours truly,

Dan Daviau  
President & Chief Executive Officer  
Canaccord Genuity Group Inc.

This press release, and any information provided at <https://CGYourPartnersInGrowth.com> do not constitute an offer to buy or an invitation to sell, or the solicitation of an offer to buy or invitation to sell, any securities of RF Capital or Canaccord Genuity.

### **ABOUT CANACCORD GENUITY GROUP INC.**

Through its principal subsidiaries, Canaccord Genuity Group Inc. (the "Company") is a leading independent, full-service financial services firm, with operations in two principal segments of the securities industry: wealth management and capital markets. Since its establishment in 1950, the Company has been driven by an unwavering commitment to building lasting client relationships. We achieve this by generating value for our individual, institutional and corporate clients through comprehensive investment solutions, brokerage services and investment banking services. The Company has wealth management offices located in Canada, the UK, Guernsey, Jersey, the Isle of Man and Australia. The Company's international capital markets division operates in North America, UK & Europe, Asia, Australia and the Middle East.

Canaccord Genuity Group Inc. is publicly traded under the symbol CF on the TSX.

#### **CAUTION REGARDING FORWARD-LOOKING STATEMENTS:**

This press release may contain "forward-looking information" as defined under applicable securities laws ("forward-looking statements"). These statements relate to future events or future performance and reflect management's expectations, beliefs, plans, estimates, intentions and similar statements concerning anticipated future events, results, circumstances, performance or expectations that are not historical facts, including the Proposal (and the effects relating or resulting thereto), the business and economic conditions and Canaccord Genuity Group's growth, results of operations, performance and business prospects and opportunities. Such forward-looking statements reflect management's current beliefs and are based on information currently available to management. In some cases, forward-looking statements can be identified by terminology such as "may", "will", "should", "expect", "plan", "anticipate", "believe", "estimate", "predict", "potential", "continue", "target", "intend", "could" or the negative of these terms or other comparable terminology. By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and a number of factors could cause actual events or results to differ materially from the results discussed in the forward-looking statements. In evaluating these statements, readers should specifically consider various factors that may cause actual results to differ materially from any forward-looking statement. These factors include, but are not limited to, market and general economic conditions, the nature of the financial services industry and the risks and uncertainties discussed from time to time in the Company's interim condensed and annual consolidated financial statements, its annual report and its annual information form ("AIF") filed on [www.sedar.com](http://www.sedar.com) as well as the factors discussed in the sections entitled "Risk Management" and "Risk Factors" in the AIF, which include market, liquidity, credit, operational, legal and regulatory risks. Material factors or assumptions that were used by the Company to develop the forward-looking statements contained in this press release include, but are not limited to, those set out in the Fiscal 2020 Outlook section in the annual MD&A and those discussed from time to time in the Company's interim condensed and annual consolidated financial statements, its annual report and the AIF filed on [www.sedar.com](http://www.sedar.com). The preceding list is not exhaustive of all possible risk factors that may influence actual results. Readers are cautioned that the preceding list of material factors or assumptions is not exhaustive. Although the forward-looking statements contained in this press release are based upon what management believes are reasonable assumptions, there can be no assurance that actual results will be consistent with these forward-looking statements. The forward-looking statements contained in this press release are made as of the date of this press release and should not be relied upon as representing the Company's views as of any date subsequent to the date of this press release. Except as may be required by applicable law, the Company does not undertake, and specifically disclaims, any obligation to update or revise any forward-looking statements, whether as a result of new information, further developments or otherwise.

Client assets include assets under administration ("AUA") and assets under management ("AUM") which are non-IFRS measures that are common to the wealth management business. Client assets reflect the market value of securities and funds managed and administered by the Company from which the Company earns commissions and fees. This measure includes funds held in client accounts as well as the aggregate market value of long and short security positions. The Company's method of calculating AUA and may differ from the methods used by other companies and therefore may not be comparable to other companies. Management uses these measures to assess operational performance of the Canaccord Genuity Wealth Management business segment. The value of AUA and AUM will change with changes in market values and foreign exchange rates.

**FOR FURTHER INFORMATION:**

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