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The Tender Offer is not being made directly or indirectly in, into, or from the United States, Australia, Canada, Japan, New Zealand or the Republic of South Africa. This document is not being sent to Shareholders with registered addresses in the United States, Australia, Canada, Japan, New Zealand or the Republic of South Africa, except where permitted by applicable law. Accordingly copies of this document or any accompanying documents must not be, directly or indirectly, distributed, forwarded or transmitted into the United States, Australia, Canada, Japan, New Zealand or the Republic of South Africa and all persons receiving such documents (including, without limitation, custodians, nominees and trustees) should observe these restrictions and must not mail or otherwise distribute, forward or transmit them in, into or from the United States, Australia, Canada, Japan, New Zealand or the Republic of South Africa. They should read paragraph 11 of Part IV of this document before taking any action.

If you have sold or otherwise transferred all your shares in M&C Saatchi plc (the “Company”), please send this document but not the accompanying personalised Form of Proxy nor (in the case of non-CREST shareholders) the personalised Tender Form to the purchaser or transferee or to the stockbroker, bank or the agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. However, these documents should not be forwarded or transmitted in or into the United States, Australia, Canada, Japan, New Zealand or the Republic of South Africa.

Numis Securities Limited (“Numis Securities”), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for the Company and no-one else in connection with the matters described in this document. Numis Securities will not regard any other person (whether or not a recipient of this document) as its client or be responsible to any other person for providing the protections to clients of Numis Securities nor for providing advice in relation to the contents of this document or any matter described herein.

M&C Saatchi plc

(Registered in England and Wales, Registered Number 05114893)

Proposed return of capital to Shareholders by way of Tender Offer

and

Notice of General Meeting

Applications by Shareholders to tender Ordinary Shares for purchase under the Tender Offer may only be made on the applicable Tender Form or, in the case of Ordinary Shares held in uncertificated form (that is, in CREST), by making an appropriate CREST instruction (a TTE Instruction).

The Tender Offer will close at 1.00 p.m. on 15 January 2014 and will only be available to Qualifying Shareholders.

If you are a Qualifying Shareholder and wish to offer for sale Ordinary Shares held in certificated form you should complete the Tender Form and return it in accordance with the instructions set out in Part IV of this document and on the Tender Form so as to be received by no later than 1.00 p.m. on 15 January 2014.

If you are a Qualifying Shareholder and wish to offer for sale Ordinary Shares held in uncertificated form (i.e. in CREST) tenders should be submitted electronically through CREST so that TTE instructions settle no later than 1.00 p.m. on 15 January 2014.

Notice of a General Meeting of the Company, to be held at 3.00 p.m. on 7 January 2014 is set out at page 31 of this document. Your attention is drawn to the letter from the chairman of the Company set out in Part I of this document, which explains that implementation of the Tender Offer is conditional upon the passing of a Resolution to be proposed at the General Meeting and includes a recommendation from the Board to vote in favour of the Resolution. To be valid, Forms of Proxy for use at the General Meeting must be completed and returned so as to be received by the Company’s Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE, during normal business hours, or by post to Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH, no later than 3.00 p.m. on 5 January 2014.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of Forms of Proxy in respect of the General Meeting	3.00 p.m. on 5 January 2014
General Meeting	3.00 p.m. on 7 January 2014
Latest time and date for receipt of Tender Forms and TTE instructions from CREST in relation to the Tender Offer	1.00 p.m. on 15 January 2014
Tender Offer Record Time	6.00 p.m. on 15 January 2014
Announcement of results of the Tender Offer	by 2.00 p.m. on 16 January 2014
CREST accounts re-credited with Ordinary Shares in respect of unsuccessful tenders	on or before 23 January 2014
Cheques issued/bank accounts/CREST accounts credited for Tender Offer proceeds in respect of Ordinary Shares sold	on or before 23 January 2014
Share certificates issued for revised holdings of Ordinary Shares following the sale of certificated Ordinary Shares under the Tender Offer	on or before 23 January 2014
Return of share certificates in respect of unsuccessful tenders	on or before 23 January 2014

NOTES:

- (1) Each of the times and dates set out above is indicative only and may be adjusted by the Company and/or Numis Securities, in which event details of the new times and dates will be notified, by way of an announcement issued through a Regulatory Information Service.
- (2) All references to times are to London times.

PART I

LETTER FROM THE CHAIRMAN OF M&C SAATCHI PLC

M&C Saatchi plc

(Registered in England and Wales, Registered Number 05114893)

Director

Jeremy Sinclair (*Chairman*)
David Kershaw (*Chief Executive*)
Lloyd Dorfman
Jonathan Goldstein
Jamie Hewitt
Adrian Martin
Bill Muirhead
Lord Maurice Saatchi

Registered Office

36 Golden Square
London W1R 4EE

19 December 2013

To the Shareholders of M&C Saatchi plc (“the Company”)

Dear Shareholder,

1. INTRODUCTION

On 28 November 2013, at the time of the announcement of the Company’s disposal of a 75.1 per cent. interest in Walker Media, we announced our intention to propose a return of a majority of the sale proceeds of £36 million to Shareholders. Your Board has resolved that this is best achieved through a share buy-back tender process in which, subject to regulatory restrictions, all Shareholders will have the same opportunity to sell a *pro rata* proportion of their Ordinary Shares.

This letter sets out the background to, and reasons for, the Tender Offer and explains why your Board believes it to be in the best interests of Shareholders as a whole. Numis Securities is acting for the Company in connection with the Tender Offer.

The Tender Offer is being made to Qualifying Shareholders at a price per Ordinary Share of £3.35 and tenders may be made at the Tender Price only. The Tender Price represents a premium of approximately 3.3 per cent. to the closing price of £3.24 per Ordinary Share on 27 November 2013 (being the date before the announcement of our intention to return cash to Shareholders), a premium of approximately 3.9 per cent. to the closing price of £3.23 per Ordinary Share on 18 December 2013 (being the last date before the announcement of the Tender Offer) and a premium of approximately 2.4 per cent. to the volume weighted average price per Ordinary Share of £3.27 over the six week period to 18 December 2013.

Qualifying Shareholders are not obliged to tender any of their Ordinary Shares if they do not wish to do so.

This document sets out full details of the Tender Offer and, at page 31, contains a notice convening a General Meeting to be held at 3.00 p.m. on 7 January 2014 to approve the Resolution required for implementation of the Tender Offer.

2. BACKGROUND TO AND REASONS FOR THE TENDER OFFER

On 28 November 2013, the Company announced the disposal of a 75.1 per cent. interest in Walker Media for £36 million in cash. At the same time we also announced our intention to return a majority of these

sale proceeds to Shareholders. Your Board has consulted with the Company's major shareholders and resolved that this is best achieved through a share buy-back by way of tender offer in which, subject to regulatory restrictions, all Shareholders will have the same opportunity to sell a *pro rata* proportion of their Ordinary Shares. This has the benefit of allowing Shareholders who wish to sell their shares the opportunity to do so, and Shareholders who do not wish to receive capital at this time, the ability to maintain their full investment in the Company. The Tender Offer is also expected to have a positive impact on the Company's earnings per share.

The maximum amount of money that will be used by the Company in carrying out the Tender Offer is £21,231,630. Your Board has decided that this is the appropriate amount of the Walker Media sale proceeds to use taking into account the future working capital and investment requirements of the Group.

If fewer Ordinary Shares than £21,231,630, in aggregate (at the Tender Price) are tendered, the Board will determine the best way of returning the balance to Shareholders.

3. DETAILS OF THE TENDER OFFER

Introduction

The Tender Offer is designed to enable those Shareholders (other than certain Overseas Shareholders) who wish to sell Ordinary Shares to do so. Shareholders who successfully tender their Ordinary Shares will receive £3.35 per share. Further details of the Tender Offer are set out in Part IV of this document.

Shareholders are not obliged to tender any Ordinary Shares and, if they do not wish to participate in the Tender Offer, Shareholders should not complete or return their Tender Form.

Under the terms of the Tender Offer, Qualifying Shareholders will be entitled to tender a proportion of their shareholdings being equal to their Basic Entitlement (being, approximately 9.27 per cent., of the Ordinary Shares they hold at the Tender Offer Record Date). Qualifying Shareholders will be able to tender additional Ordinary Shares but any such excess tenders will only be satisfied to the extent that other Qualifying Shareholders tender less than their aggregate Basic Entitlements, and will be satisfied on a *pro rata* basis (subject to the provisions of paragraph 7.2 of Part IV in relation to the Directors). Tenders will be rounded down to the nearest whole number of Ordinary Shares.

The Tender Offer is being made by Numis Securities. Numis Securities will purchase the Ordinary Shares tendered as principal and, following the completion of all such purchases, has the right to require the Company to purchase from it those Ordinary Shares at the Tender Price by way of a market transaction. Any Ordinary Shares which the Company acquires from Numis Securities will be cancelled on acquisition.

Ordinary Shares purchased by Numis Securities pursuant to the Tender Offer will be purchased free of commissions and dealing charges.

Conditions

The Tender Offer is conditional on:

- (i) the passing of the Resolution set out in the Notice of General Meeting; and
- (ii) the Tender Offer not having been terminated in accordance with paragraph 10 of Part IV (Terms and conditions of the Tender Offer) of this document prior to 1.00 p.m. on 15 January 2014.

Number of Ordinary Shares which may be tendered

The Tender Offer is available to Qualifying Shareholders on the register of members of the Company at the Tender Offer Record Time in respect of the Ordinary Shares held by them at the Tender Offer Record Time. Under the Tender Offer:

- Each Qualifying Shareholder is entitled to sell its Basic Entitlement (being approximately 9.27 per cent.) of the Ordinary Shares registered in their name at the Tender Offer Record Time under the Tender Offer, rounded down to the nearest whole number of Ordinary Shares.

-
- Numis Securities will purchase up to £21,231,630 Ordinary Shares tendered by Qualifying Shareholders at the Tender Price. Subject to Numis Securities requiring the Company to do so, these Ordinary Shares will subsequently be purchased and then cancelled by the Company.
 - There is no obligation on Qualifying Shareholders to participate in the Tender Offer.
 - Qualifying Shareholders may tender more than their Basic Entitlements if they wish to do so. If the aggregate purchase price for all Ordinary Shares tendered is £21,231,630 or less, all Ordinary Shares validly tendered will (subject to the provisions of paragraph 7.2 of Part IV in relation to the Directors) be accepted and purchased at the Tender Price. However, if the aggregate purchase price for all validly tendered Ordinary Shares exceeds £21,231,630, not all of the Ordinary Shares validly tendered will be accepted and purchased. In these circumstances, the number of Ordinary Shares which will be accepted and purchased will be calculated as follows:
 - (i) all Ordinary Shares validly tendered by Qualifying Shareholders up to their respective Basic Entitlements will (subject to the provisions of paragraph 7.2 of Part IV in relation to the Directors) be accepted and purchased in full; and
 - (ii) all Ordinary Shares tendered by Qualifying Shareholders in excess of their Basic Entitlements (subject to the provisions of paragraph 7.2 of Part IV in relation to the Directors), will be scaled down *pro rata* to the total number of such Ordinary Shares tendered in excess of the aggregate Basic Entitlement, such that the total cost of Ordinary Shares purchased pursuant to the Tender Offer does not exceed £21,231,630.

Repurchase Agreement

The Company and Numis Securities have entered into the Repurchase Agreement pursuant to which, subject to completion of the Tender Offer, Numis has an option, exercisable for 30 days from the Closing Date, to require the Company to purchase from Numis Securities, at the Tender Price, the Ordinary Shares acquired by it under the Tender Offer. Although Numis Securities has no obligation to require the Company to purchase Ordinary Shares from it, the Board expects that Numis Securities will exercise this Option.

The Repurchase Agreement may be terminated in certain circumstances and, if it were to be so terminated, the Tender Offer would not proceed. Pursuant to the Repurchase Agreement the Company gives to Numis Securities: (a) certain representations and warranties; and (b) an indemnity.

4. BENEFITS OF THE TENDER OFFER

The benefits of the Tender Offer, as compared with other available options for a return of capital to Shareholders, are considered by the Board to include:

- the Tender Offer provides Qualifying Shareholders who wish to sell their Ordinary Shares the opportunity to do so;
 - Qualifying Shareholders who do not wish to receive capital at this time can maintain their full investment in the Company;
 - the Tender Offer is available to all Qualifying Shareholders regardless of the size of their shareholdings;
 - Qualifying Shareholders who tender their Ordinary Shares will receive a premium of approximately 3.3 per cent. to the closing price of £3.24 per Ordinary Share on 27 November 2013 (being the date before the announcement of the intention to return cash to Shareholders), a premium of approximately 3.9 per cent. to the closing price of £3.23 per Ordinary Share on 18 December 2013 (being the last date before the announcement of the Tender Offer) and a premium of approximately 2.4 per cent. to the volume weighted average price per Ordinary Share of £3.27 over the six week period to 18 December 2013;
 - Qualifying Shareholders have an equal opportunity to sell part of their respective shareholdings and to receive their respective share of the capital which the Company is seeking to return – their Basic Entitlement (representing approximately 9.27 per cent. of their respective shareholdings);
-

- Qualifying Shareholders may also be able to participate in excess of their Basic Entitlements, potentially up to the full extent of their shareholding in the Company, to the extent that other Qualifying Shareholders do not participate in the Tender Offer in respect of their respective Basic Entitlements; and
- the Tender Offer is expected to have a positive impact on the Company's earnings per share and dividend per share as subject to Numis Securities exercising its right under the Repurchase Agreement to require the Company to purchase from it all the Ordinary Shares which it acquires under the Tender Offer, all Ordinary Shares acquired under the Tender Offer will have been cancelled.

5. TAXATION

A general summary of the taxation consequences of the Tender Offer for Qualifying Shareholders is set out in Part V of this document. That summary does not purport to be, and is not a complete description of all of the tax considerations that may be relevant to the decision to dispose of Ordinary Shares under the Tender Offer and does not constitute tax or legal advice. Qualifying Shareholders are advised to consult their own professional advisers as to their tax position before taking any action relating to the Tender Offer.

6. OVERSEAS SHAREHOLDERS

The attention of Shareholders who are not resident the United Kingdom is drawn to paragraph 11 of Part IV of this document.

7. DIRECTORS' SHAREHOLDINGS

Each Director intends that he, and Shareholders connected with him, will tender such number of Ordinary Shares as is at least equivalent to his (or his and their) Basic Entitlements and certain Directors may tender additional Ordinary Shares. Notwithstanding this, the Directors and Shareholders connected with them have agreed with the Company that their tenders will be scaled back so as to ensure that the aggregate interests of David Kershaw, Bill Muirhead, Lord Maurice Saatchi, myself and Shareholders connected with these Directors do not fall below 25.1 per cent. of the entire issued share capital of the Company following repurchase and cancellation by the Company of the Ordinary Shares acquired by Numis Securities.

The table below sets out the Directors' interests in Ordinary Shares. For illustrative purposes, the table also sets out the interests of each of the Directors before and after the completion of the Tender Offer on the basis that each of the Directors who holds Ordinary Shares participates in the Tender Offer in respect of his Basic Entitlement and the Tender Offer is taken up in full by Shareholders:

Director	Shareholding at the Latest Practicable Date	%	Resultant holding following implementation of the Tender Offer	Resultant %
Lloyd Dorfman	115,864	0.17	105,119	0.17
Jonathan Goldstein	Nil	Nil	Nil	Nil
Jamie Hewitt	61,433	0.09	55,736	0.09
David Kershaw	4,686,102	6.86	4,251,510	6.86
Adrian Martin	Nil	Nil	Nil	Nil
Bill Muirhead	4,686,102	6.86	4,251,510	6.86
Lord Maurice Saatchi ⁽¹⁾	4,686,102	6.86	4,251,510	6.86
Jeremy Sinclair	4,686,102	6.86	4,251,510	6.86

(1) The interest of Lord Maurice Saatchi also include interests of certain Shareholders connected with him.

8. GENERAL MEETING

The implementation of the Tender Offer is conditional on, *inter alia*, the passing of the Resolution. If the Resolution is not passed by Shareholders, Numis Securities will not implement the Tender Offer.

A General Meeting has been convened to be held at 36 Golden Square, London at 3.00 p.m. on 7 January 2014 at which Shareholders will be asked to consider and, if thought fit, pass the Resolution.

The Resolution to authorise the Company to make market purchases from Numis Securities of Ordinary Shares acquired by Numis Securities pursuant to the Tender Offer will be proposed as a special resolution. Under the Companies Act 2006, before a company may make a purchase of its own shares it must obtain the authority of its shareholders to do so. The Resolution proposes to authorise the Company to purchase up to £21,231,630 Ordinary Shares from Numis Securities at the Tender Price pursuant to the terms of the Repurchase Agreement.

9. NOTIFICATION OF INTERESTS

Following the Company's proposed purchase of Ordinary Shares arising from the Tender Offer a Shareholder's interest in the Company's issued share capital may change, giving rise to an obligation on the Shareholder in question to make a notification or a further notification to the Company under the Disclosure Rules. If Shareholders are in any doubt as to whether they should make a notification to the Company, or as to the form of that notification then Shareholders are advised to consult their solicitor or other professional adviser without delay.

10. ACTION TO BE TAKEN

(i) In relation to the Tender Offer

Qualifying Shareholders who wish to participate in the Tender Offer, and who hold their Ordinary Shares in certificated form, should complete the Tender Form in accordance with the instructions set out in paragraph 3.1 of Part IV of this document and in accordance with the instructions printed on the Tender Form and return the completed Tender Form and share certificate(s) by post to Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH, or by hand (during normal business hours) to, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE, as soon as possible and, in any event, so as to arrive by no later than 1.00 p.m. on 15 January 2014. A pre-paid envelope for use in the United Kingdom only is enclosed for your convenience.

Qualifying Shareholders who hold their Shares in uncertificated form (that is, in CREST) should arrange for the relevant Ordinary Shares to be transferred to escrow by sending a TTE Instruction in accordance with the provisions of paragraph 3.3 of Part IV of this document.

If you are in any doubt about the contents of this document, you should consult your stockbroker, bank manager, solicitor, accountant or independent financial adviser authorised under the Financial Services and Markets Act 2000 immediately.

(ii) In relation to the General Meeting

A Form of Proxy for use in connection with the General Meeting is enclosed with this document. Whether or not you intend to participate in the Tender Offer or to be present at the General Meeting, you are asked to complete and return the Form of Proxy in accordance with the instructions printed on it as soon as possible and, in any event, so that it is received not later than 3.00 p.m. on 5 January 2014. The completion and return of the Form of Proxy will not preclude you from attending the General Meeting and voting in person if you so wish. Please return the Form of Proxy to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE, during normal business hours or by post to Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH.

11. RECOMMENDATION

(i) In relation to the Resolution to be proposed at the General Meeting

Your Board believes that the return of cash to Qualifying Shareholders pursuant to the Tender Offer is in the best interests of the Company and Shareholders as a whole. Your Board therefore recommends that you vote in favour of the Resolution at the General Meeting as the Directors

intend to do in respect of their personal interests in 18,921,705 Ordinary Shares in aggregate, representing approximately 27.7 per cent. of the issued ordinary share capital of the Company (excluding shares held in treasury).

(ii) **In relation to the participation in the Tender Offer**

Your Board is making no recommendation to Shareholders in relation to participation in the Tender Offer itself. Whether or not Qualifying Shareholders decide to tender all or any of their Ordinary Shares will depend, among other things, on their view of the Company's prospects and their own individual circumstances, including their tax position. Shareholders are recommended to consult their duly authorised independent advisers and make their own decision.

Yours sincerely

Jeremy Sinclair
Chairman

PART II

LETTER FROM NUMIS SECURITIES

Numis Securities Limited

10 Paternoster Square London EC4M 7LT
T.+44(0)20 7260 1000 F.+44(0)20 7260 1010
mail@numiscorp.com www.numiscorp.com

To: Shareholders of M&C Saatchi plc

19 December 2013

Dear Sir or Madam

1. TENDER OFFER

As explained in the letter from your Chairman in Part I of this document, Qualifying Shareholders are being invited to tender their Ordinary Shares under the Tender Offer. The purpose of this letter is to set out the principal terms and conditions of the Tender Offer.

Numis Securities hereby invites Qualifying Shareholders on the Register at the Tender Offer Record Time to tender Ordinary Shares for purchase by Numis Securities for cash at the Tender Price, being a price of £3.35 per Ordinary Share. The Tender Offer is subject to the terms and conditions of the Tender Offer set out in Part IV of this document and, for Qualifying Shareholders whose Ordinary Shares are held in certificated form, also in the accompanying Tender Form.

Qualifying Shareholders may tender more than their Basic Entitlements if they wish to do so. If the aggregate purchase price for all Ordinary Shares tendered is £21,231,630 or less, all Ordinary Shares validly tendered will be accepted and purchased at the Tender Price. However, if the aggregate purchase price for all validly tendered Ordinary Shares exceeds £21,231,630, not all of the Ordinary Shares validly tendered will be accepted and purchased. In these circumstances, the number of Ordinary Shares which will be accepted and purchased will be calculated as follows:

- (i) all Ordinary Shares validly tendered by Qualifying Shareholders up to their respective Basic Entitlements will (subject to the provisions of paragraph 7.2 of Part IV in relation to the Directors) be accepted and purchased in full; and
- (ii) all Ordinary Shares tendered by Qualifying Shareholders in excess of their Basic Entitlements will (subject to the provisions of paragraph 7.2 of Part IV in relation to the Directors) be scaled down *pro rata* to the total number of such Ordinary Shares tendered in excess of the aggregate Basic Entitlement, such that the total cost of Ordinary Shares purchased pursuant to the Tender Offer does not exceed £21,231,630.

The Basic Entitlement shown on a Qualifying Shareholder's personalised Tender Form has been calculated on the basis of the number of Ordinary Shares registered in the name of that Qualifying Shareholder at close of business on 17 December 2013. If a Qualifying Shareholder buys or sells Ordinary Shares between that date and the Tender Offer Record Time, being 6.00 p.m. on 15 January 2014, his Basic Entitlement will change and the Qualifying Shareholder must notify the Company's Registrars on 0870 889 4044 (or, if calling from outside the UK, +44 870 899 4044) immediately of such change and, if such Qualifying Shareholder holds his Ordinary Shares in certificated form, a new Tender Form will be supplied reflecting its revised Basic Entitlement.

The maximum aggregate amount Numis Securities will pay by way of purchase of Ordinary Shares pursuant to the Tender Offer at the Tender Price is £21,231,630 (representing 6,337,800 Ordinary Shares representing approximately 9.27 per cent. of the Company's issued Ordinary Shares (excluding shares held in treasury) as at the date of this document).

2. PROCEDURE FOR TENDERING ORDINARY SHARES

Qualifying Shareholders who wish to participate in the Tender Offer, and who hold their Ordinary Shares in certificated form, should complete the Tender Form in accordance with the instructions set out in paragraph 3.1 of Part IV of this document and in accordance with the instructions printed on the Tender Form and return the completed Tender Form and share certificate(s) by post to Computer Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH, or by hand (during normal business hours) to, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE, as soon as possible and, in any event, so as to arrive by no later than 1.00 p.m. on 15 January 2014. A pre-paid envelope for use in the United Kingdom only is enclosed for your convenience.

Shareholders who hold their Shares in uncertificated form (that is, in CREST) should arrange for the relevant Shares to be transferred to escrow by sending a TTE Instruction in accordance with the provisions of paragraph 3.3 of Part IV of this document.

Qualifying Shareholders should note that, once tendered, Ordinary Shares may not be sold, transferred, charged or otherwise disposed of.

Full details of the procedure for tendering are set out in Part IV of this document and the Tender Form.

By signing and returning the Tender Form or inputting a TTE Instruction, Qualifying Shareholders will be deemed to have appointed Computershare Investor Services PLC as their agent in respect of the sale of Ordinary Shares to Numis Securities under the Tender Offer. Numis Securities will therefore issue a contract note to Computershare Investor Services PLC on behalf of all Qualifying Shareholders for the sale of Ordinary Shares under the Tender Offer.

3. VALIDITY OF TENDERS AND PURCHASES

Tender Forms that are received after the deadlines specified above or which at that time are incorrectly completed and/or not accompanied by all relevant documents or instructions may be rejected and returned to Shareholders together with any accompanying share certificate(s) and/or other document(s) of title, in each case at the risk of Shareholders.

Numis Securities reserves in its sole discretion the right to treat as valid Tender Forms which are not entirely in order and/or which are not accompanied (in the case of Ordinary Shares held in certificated form) by the relevant share certificate(s) and/or other document(s) of title or a satisfactory indemnity in lieu thereof.

4. OVERSEAS SHAREHOLDERS

The making of the Tender Offer to persons outside the United Kingdom may be prohibited or affected by the laws of the relevant overseas jurisdiction. Shareholders who are citizens or nationals of, or resident in, a jurisdiction other than the United Kingdom, should read paragraph 11 of Part IV of this document carefully.

5. CONDITIONS

The Tender Offer is conditional, amongst other things, on the passing of the Resolution set out in the Notice of General Meeting at the end of this document.

The Tender Offer is also conditional on the other matters specified in Part IV and, in particular, paragraph 2.1 of Part IV, of this document.

6. TERMINATION OR EXTENSION OF TENDER OFFER

The Tender Offer may be terminated in the circumstances described in paragraphs 10 of Part IV of this document.

Numis Securities reserves the right to extend the Closing Date and, in such circumstances, an announcement will be made via a Regulatory Information Service.

7. SETTLEMENT

Subject to the Tender Offer becoming unconditional, payment of the consideration due to Qualifying Shareholders whose tenders under the Tender Offer have been accepted is expected to be despatched (by cheque or by a CREST payment, as appropriate) on or before 23 January 2014.

8. NOTIFICATION OF A CHANGE IN SHAREHOLDING

Please note that, whether or not you tender your Ordinary Shares, a change in your percentage interests in the Company following completion of the Tender Offer may give rise to an obligation to make a notification of your revised shareholding to the Company. Please refer to paragraph 9 of Part I of this document for more details.

9. FURTHER INFORMATION

Your attention is drawn to the information contained in the rest of this document, including, in particular, the terms and conditions of the Tender Offer in Part IV of this document.

Yours faithfully

Nick Westlake

Managing Director, Corporate Finance

For and on behalf of Numis Securities Limited

PART III

QUESTIONS AND ANSWERS IN RELATION TO THE TENDER OFFER

INTRODUCTION

Set out below are some questions and answers relating to the Tender Offer.

Note: You should read the whole of this document and not rely solely on any single part of it. Part IV of this document sets out the detailed terms of and conditions to the Tender Offer.

Q. What is the Tender Offer?

The Tender Offer is the method by which Qualifying Shareholders are being given the opportunity to tender all or some of their Ordinary Shares for cash. Subject to the Tender Offer being implemented, Numis Securities will acquire all successfully tendered Ordinary Shares at the Tender Price (see below) and Numis will then sell those Ordinary Shares to the Company, at the Tender Price, for cancellation.

Q. Who is eligible to participate in the Tender Offer?

The Tender Offer is open to all Shareholders who are on the register of members at the Tender Offer Record Time.

For regulatory reasons, Numis does not make the Tender Offer to Shareholders in the Prohibited Territories. Further details are set out in paragraph 11 of Part IV of this document.

Q. If I participate in the Tender Offer, how many of my Ordinary Shares will Numis Securities purchase?

You may offer for sale as many of your Ordinary Shares as you choose up to the total that you hold at the Tender Offer Record Time.

The number of your Ordinary Shares that Numis Securities will purchase depends on the number of Ordinary Shares that other Qualifying Shareholders tender successfully.

If the aggregate purchase price of all Ordinary Shares tendered is £21,231,630 or less, all Ordinary Shares validly tendered will (subject to the provisions of paragraph 7.2 of Part IV in relation to the Directors) be accepted and purchased. However, if the aggregate purchase price of all validly tendered Ordinary Shares exceeds £21,231,630, not all of the Ordinary Shares validly tendered will be accepted and purchased. In these circumstances, the number of Ordinary Shares which will be accepted and purchased will be calculated as follows:

- (i) all Ordinary Shares validly tendered by Qualifying Shareholders up to their respective Basic Entitlement (approximately 9.27 per cent. of their respective shareholdings) will (subject to the provisions of paragraph 7.2 of Part IV in relation to the Directors) be accepted and purchased in full; and
- (ii) all Ordinary Shares tendered by Qualifying Shareholders in excess of their respective Basic Entitlement will (subject to the provisions of paragraph 7.2 of Part IV in relation to the Directors) be scaled down *pro rata* to the total number of such Ordinary Shares tendered in excess of the aggregate Basic Entitlement, such that the total cost of Ordinary Shares purchased pursuant to the Tender Offer does not exceed £21,231,630.

Shareholders should note that if they validly tender all of their Ordinary Shares, and other Shareholders do not take up their full entitlement, potentially all of a Qualifying Shareholder's holding in Ordinary Shares could be purchased. Therefore, if a Qualifying Shareholder only wishes for a portion of his, her or its holding to be purchased, the Qualifying Shareholder should only tender that portion of its holding.

Q. How many Ordinary Shares will there be in issue after the Tender Offer?

This will depend on the number of Ordinary Shares that are successfully tendered before the Closing Date. Assuming the Tender Offer is implemented in full, the Tender Offer will result in the purchase of 6,337,800 Ordinary Shares. If the Tender Offer is not implemented in full, then fewer Ordinary Shares will be purchased and cancelled as a result of the Tender Offer.

Q. How much cash will I receive and what percentage of the Ordinary Shares will I hold after the Tender Offer completes?

How much cash you receive under the Tender Offer and the percentage of the Ordinary Shares you will hold after the Tender Offer completes will depend on the action that you take:

- If you make a valid tender, and the Tender Offer is completed, you will sell some or all of your Ordinary Shares to the Company and will receive cash proceeds for them.
- If you participate in the Tender Offer in respect of only part of your holding, the outcome in respect of the percentage of the issued Ordinary Shares held by you after completion of the Tender Offer will depend on the extent of the participation in the Tender Offer of other Qualifying Shareholders.
- If you decide to retain all of your Ordinary Shares, and assuming the Tender Offer is completed, you will end up owning a greater percentage of the issued Ordinary Shares after the Tender Offer than you did before it as, subject to Numis Securities exercising its right to require the Company to purchase from it the Ordinary Shares it acquires pursuant to the Tender Offer, there will then be fewer Ordinary Shares in issue.

Q. What do I need to do?

First, please sign and return the Form of Proxy to vote on the Resolution necessary to implement the Tender Offer.

Secondly, if you are a Qualifying Shareholder, you need to decide if you want to tender all or any of your Ordinary Shares by participating in the Tender Offer. If you decide to tender and you hold your Ordinary Shares in certificated form (that is, you have been issued a share certificate), you will need to return the enclosed Tender Form, completed, signed and witnessed together with your share certificate(s) for your Ordinary Shares.

Holders of Ordinary Shares in uncertificated form (that is, in CREST) are directed to paragraph 3.3 of Part IV of this document which details specific procedures for those holders.

Q. When will I receive my cash?

It is expected that if you hold your Ordinary Shares in certificated form, then, on or before 23 January 2014 a cheque will be dispatched to you for the proceeds of any sale.

It is expected that CREST account holders will also have their CREST accounts credited on or before 23 January 2014.

Q. What is the tax treatment for Shareholders?

For information about certain taxation consequences of the Tender Offer please see Part V of this document. However, all Shareholders are advised to consult their professional advisors regarding their own tax position before taking any action relating to the Tender Offer.

PART IV

TERMS AND CONDITIONS OF THE TENDER OFFER

INTRODUCTION

1. Tenders

- 1.1 Qualifying Shareholders may tender Ordinary Shares for purchase by Numis Securities as principal subject to the terms and conditions set out in this document and, in respect of Qualifying Shareholders who held Ordinary Shares in certificated form, also in the accompanying Tender Form. Shareholders are not obliged to tender any Shares.
 - 1.2 The Tender Offer will be made at the Tender Price and the consideration for each tendered Ordinary Share acquired by Numis Securities pursuant to the Tender Offer will be paid in accordance with the settlement procedures set out in paragraph 6 of this Part IV.
 - 1.3 Upon the Tender Offer becoming unconditional and unless the Tender Offer has been terminated in accordance with the provisions of paragraph 10 of this Part IV, Numis Securities will accept the offers of Qualifying Shareholders validly made in accordance with this Part IV, subject as mentioned below, on the following basis:
 - 1.3.1 if the aggregate purchase price for all Ordinary Shares tendered is £21,231,630 or less, all Ordinary Shares validly tendered will (subject to the provisions of paragraph 7.2 of Part IV in relation to the Directors) be accepted and purchased at the Tender Price; and
 - 1.3.2 if the aggregate purchase price for all validly tendered Ordinary Shares exceeds £21,231,630, not all of the Ordinary Shares validly tendered will be accepted and purchased. In these circumstances, the number of Ordinary Shares which will be accepted and purchased will be calculated as follows:
 - (i) all Ordinary Shares validly tendered by Qualifying Shareholders up to their respective Basic Entitlements will (subject to the provisions of 7.2 of Part IV in relation to the Directors) be accepted and purchased in full; and
 - (ii) all Ordinary Shares tendered by Qualifying Shareholders in excess of their Basic Entitlements will (subject to the provisions of paragraph 7.2 of Part IV in relation to the Directors) be scaled down *pro rata* to the total number of such Ordinary Shares tendered in excess of the aggregate Basic Entitlement, such that the total cost of Ordinary Shares purchased pursuant to the Tender Offer does not exceed £21,231,630.
 - 1.4 The maximum aggregate amount to be paid by Numis Securities by way of purchase of Ordinary Shares pursuant to the Tender Offer at the Tender Price is £21,231,630 (representing 6,337,800 Ordinary Shares representing approximately 9.27 per cent. of the Company's issued Ordinary Shares (excluding shares held in treasury) as at the date of this document).
 - 1.5 The Basic Entitlement shown on a Qualifying Shareholder's personalised Tender Form has been calculated on the basis of the number of Ordinary Shares registered in the name of that Shareholder at close of business on 17 December 2013. If a Qualifying Shareholder buys or sells Ordinary Shares between that date and the Tender Offer Record Time, being 6.00 p.m. on 15 January 2014, his Basic Entitlement will change and the Shareholder must notify Computershare Investor Services PLC on 0870 889 4044 (or, if calling from outside the UK, +44 870 889 4044) immediately of such change and, if he holds his shares in certificated form, he will be supplied with a new Tender Form reflecting his revised Basic Entitlement figure.
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2. Conditions and general terms

2.1 The Tender Offer is conditional on the following conditions:

- (i) the passing of the Resolution; and
- (ii) the Tender Offer not having been terminated in accordance with paragraph 10 of this Part IV prior to 1.00 p.m. on 15 January 2014.

If these conditions are not satisfied the Tender Offer will lapse and Numis Securities will not purchase any Ordinary Shares pursuant to the Tender Offer.

- 2.2 Each Ordinary Share may be tendered under the Tender Offer at the Tender Price. Only tenders made at the Tender Price will be accepted.
- 2.3 The Tender Offer is only available to Qualifying Shareholders on the register of members of the Company at the Tender Offer Record Time and only in respect of the number of Ordinary Shares registered in their names at 6.00 p.m. on that date.
- 2.4 Tender Forms and/or tenders in CREST which have been, or are deemed to be, validly and properly completed and received at or before 1.00 p.m. on 15 January 2014 will become irrevocable at the time they are received and will not be capable of being withdrawn.
- 2.5 The Tender Offer will close at 1.00 p.m. on 15 January 2014 and no Tender Forms or TTE instructions received after 1.00 p.m. on 15 January 2014 will be accepted in whole or in part, except to the extent that Numis Securities extends the period for tendering under the Tender Offer, in which case a new Closing Date for the Tender Offer will be given. Numis Securities reserves the right, subject to applicable legal and regulatory requirements, to extend the period for tendering under the Tender Offer at any time prior to 1.00 p.m. on 15 January 2014. Any material change to the expected timetable will be notified to Shareholders by way of an announcement through a Regulatory Information Service.
- 2.6 Subject to the satisfaction of the conditions set out in paragraph 2.1 above, Ordinary Shares successfully tendered will be purchased from the Qualifying Shareholders who have tendered them by Numis Securities at the Tender Price fully paid and free of all liens, charges, restrictions, claims, equitable interests and encumbrances and together with all rights attaching thereto.
- 2.7 All tenders of Ordinary Shares must, to be valid, be made in accordance with the procedures set out in paragraph 3 of this Part IV. Numis Securities reserves the right to treat any Tender Forms and/or tenders in CREST not strictly complying with the terms and conditions of the Tender Offer as nevertheless valid.
- 2.8 Ordinary Shares will be purchased by Numis Securities under the Tender Offer at the Tender Price free of commissions and dealing charges.
- 2.9 No acknowledgement of receipt of any Tender Form, share certificate(s), other document(s) of title and/or TTE instructions (as appropriate) will be given.
- 2.10 The Tender Offer and all tenders relating thereto will be governed by and construed in accordance with the laws of England and Wales. Delivery of a Tender Form and/or the input of a TTE instruction in CREST, as applicable, will constitute submission to the exclusive jurisdiction of the courts of the courts of England and Wales.

3. Procedures for tendering Ordinary Shares

3.1 Ordinary Shares held in certificated form

If you wish to participate in the Tender Offer you should insert in Box 2 of the accompanying Tender Form the number of Ordinary Shares for which you wish to accept the Tender Offer and sign Box 3 of the Tender Form in accordance with the instructions printed on it. Tenders may only be made on the accompanying Tender Form. The Tender Form represents a right to tender Ordinary Shares. It is not a document of title.

If you hold Ordinary Shares in both certificated and uncertificated forms, you should complete a Tender Form for the certificated holding(s) and tender your Ordinary Shares held in uncertificated form by TTE instruction in accordance with the procedure set out in paragraph 3.3 below. In addition you should complete separate Tender Forms for Ordinary Shares held in certificated form but under different designations. Additional Tender Forms can be obtained from Computershare Investor Services PLC.

If you wish to participate in the Tender Offer, the completed and signed Tender Form, together with your share certificate(s) and/or other document(s) of title in respect of your Ordinary Shares tendered, should be returned by post to Computer Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH, or by hand (during normal business hours) to, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE as soon as possible and, in any event, so as to arrive by no later than 1.00 p.m. on 15 January 2014. No acknowledgement of receipt of documents will be given. Any Tender Form received in an envelope postmarked in a Prohibited Territory or otherwise appearing to Numis Securities or its agents to have been sent from any such territory may be rejected as an invalid tender.

If no number of Ordinary Shares in certificated form is inserted in Box 2, and you sign Box 3, you will be deemed to have tendered your Basic Entitlement. If a number greater than your entire holding of Ordinary Shares at the Tender Offer Record Time is inserted in Box 2 and you have signed Box 3, you will be deemed to have tendered the whole of your registered holding of Ordinary Shares in certificated form at the Tender Offer Record Time.

Please provide, above Box 2, a daytime telephone number at which you can be contacted in case of a query regarding your Tender Form.

A Tender Form, once received by the Computershare Investor Services PLC, will be irrevocable.

3.2 ***Share certificates and documents of title not readily available or lost***

If your Ordinary Shares are in certificated form but your share certificate(s) and/or other document(s) of title is/are not readily available, the Tender Form should nevertheless be completed, signed and returned as described in paragraph 3.1 above so as to be received not later than 1.00 p.m. on 15 January 2014 together with any share certificate(s) and/or other document(s) of title that you may have available, accompanied by a letter stating that the balance will follow and the share certificate(s) and/or other document(s) of title should be forwarded as soon as possible thereafter and, in any event, so as to arrive not later than 1.00 p.m. on 15 January 2014.

If you have lost your share certificate(s) and/or other document(s) of title, you should write to the Company's Registrar at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE, for a letter of indemnity in respect of the lost share certificate(s) and/or other document(s) of title that, when completed in accordance with the instructions given, should be returned by post or by hand (during normal business hours) to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE, to be received no later than 1.00 p.m. on 15 January 2014.

You should note that, subject to the terms of the Tender Form, no payment will be made unless satisfactory documentation has been received as described above no later than 1.00 p.m. on 15 January 2014.

3.3 ***Ordinary Shares held in uncertificated form (that is, in CREST)***

If the Ordinary Shares that you wish to tender are held in uncertificated form you should take (or procure to be taken) the action set out below to transfer to escrow (by means of a TTE instruction) the total number of Ordinary Shares that you wish to tender under the Tender Offer as soon as possible and in any event so that the transfer to escrow settles not later than 1.00 p.m. on 15 January 2014.

The input and settlement of a TTE instruction in accordance with this paragraph 3.3 shall constitute an offer to sell the number of Ordinary Shares at the Tender Price, by transferring such

Ordinary Shares to the relevant escrow account as detailed below (an “Electronic Tender”) and successfully tendered Ordinary Shares will be purchased from the escrow account.

If you are a CREST Sponsored Member, you should refer to your CREST Sponsor before taking any action. Your CREST Sponsor will be able to confirm details of your Participant ID and the member account ID under which your Ordinary Shares are held. In addition, only your CREST Sponsor will be able to send the TTE instruction to Euroclear in relation to your Ordinary Shares.

To tender Ordinary Shares in uncertificated form you should send (or, if you are a CREST Sponsored Member, procure that your CREST Sponsor sends) a TTE instruction to Euroclear, which must be properly authenticated in accordance with Euroclear’s specifications for transfers to escrow and which must contain, in addition to the other information that is required for the TTE instruction to settle in CREST, the following details:

- the ISIN for the Ordinary Shares which is: GB00B01F7T14;
- the number of Ordinary Shares to be transferred to an escrow balance;
- your member account ID;
- your Participant ID;
- the Participant ID of the Escrow Agent, Computershare Investor Services PLC, in its capacity as a CREST receiving agent; this is: 8RA14;
- the member account ID of the Escrow Agent; this is SAATCHI;
- the Corporate Action Number of the Tender Offer, which is allocated by CREST and is available by viewing the relevant corporate action detail, in CREST;
- the intended settlement date for the transfer to escrow. This should be as soon as possible and in any event no later than 1.00 p.m. on 15 January 2014;
- the standard delivery instruction with priority 90; and
- your contact name and telephone number inserted in the shared note field.

After settlement of the TTE instruction, you will not be able to access the Ordinary Shares, the subject of such TTE instruction, in CREST for any transaction or charging purposes, notwithstanding that they will be held by the Escrow Agent as your agent.

You are recommended to refer to the CREST Manual for further information on the CREST procedures outlined above.

You should note that Euroclear does not make available special procedures, in CREST, for any particular corporate action. Normal system timings and limitations will therefore apply in connection with a TTE instruction and its settlement. You should therefore ensure that all necessary action is taken by you (or by your CREST Sponsor) to enable a TTE instruction relating to your Ordinary Shares to settle prior to 1.00 p.m. on 15 January 2014. In such circumstances you are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

An appropriate announcement through a Regulatory Information Service will be made if any of the details contained in this paragraph 3.3 are altered in any material respect for any reason.

Withdrawals of tenders submitted via CREST are not permitted once submitted.

3.4 *Deposits of Ordinary Shares into, and withdrawals of Ordinary Shares from, CREST*

Normal CREST procedures (including timings) apply in relation to any Ordinary Shares that are, or are to be, converted from uncertificated to certificated form, or from certificated to uncertificated form, during the course of the Tender Offer (whether such conversion relates to the Tender Offer or otherwise). Qualifying Shareholders who are proposing to convert any such shares are recommended to ensure that the conversion procedures are implemented in sufficient time to enable them to take

all necessary steps in connection with any participation in the Tender Offer (in particular, as regards delivery of share certificates and/or other documents of title or transfers to an escrow balance as described above) prior to 1.00 p.m. on 15 January 2014.

3.5 *Miscellaneous*

If the Resolution is not passed or the Tender Offer lapses or is withdrawn or terminated, all documents lodged pursuant to the Tender Offer will be returned promptly by post not later than five Business Days after such date or, in the case of Ordinary Shares held in uncertificated form, the Escrow Agent will provide instructions to Euroclear to transfer all Ordinary Shares held in escrow balances by TFE instruction to the original available balances from which those Ordinary Shares came within such time. In any of these circumstances, Tender Forms will cease to have any effect.

If you are in any doubt as to the procedure for tendering, please contact Computershare Investor Services PLC by telephone on 0870 889 4044 from within the United Kingdom or on +44 870 889 4044 if calling from outside the United Kingdom. Lines are open 9.00 a.m. to 5.00 p.m. Monday to Friday (except 25 and 26 December 2013 and 1 January 2014, which are public holidays in the United Kingdom). The helpline cannot provide advice on the merits of the Tender Offer nor give any financial, legal or tax advice.

4. **Tender Form**

Each Qualifying Shareholder by whom, or on whose behalf, a Tender Form is executed irrevocably undertakes, represents, warrants and agrees to and with Numis Securities and Computershare Investor Services PLC so as to bind such holder and their personal or legal representatives, heirs, successors and assigns to the following effect:

- 4.1 that the execution of the Tender Form shall constitute an irrevocable offer to sell to Numis Securities the total number of Ordinary Shares inserted or deemed to have been inserted in Box 2 of the Tender Form on and subject to the terms and conditions set out or referred to in this document and the Tender Form;
- 4.2 that such Qualifying Shareholder has full power and authority to tender and sell, the Ordinary Shares in respect of which such irrevocable offer is accepted (together with all rights attaching thereto) and, when the same are purchased by Numis Securities, Numis Securities will acquire such Ordinary Shares free and clear from all liens, charges, restrictions, claims, equitable interests and encumbrances and together with all rights attaching thereto and such representation and warranty will be true in all respects at the time Numis Securities purchases such Ordinary Shares as if it had been entered into anew at such time and shall not be extinguished by such purchase;
- 4.3 that such Qualifying Shareholder agrees to ratify and confirm each and every act or thing that may be done or effected by Numis Securities, Computershare Investor Services PLC or any of their respective directors or any person nominated by Numis Securities and/or Computershare Investor Services PLC in the proper exercise of its or his or her powers and/or authorities hereunder;
- 4.4 that in respect of tendered Ordinary Shares held in certificated form, such Qualifying Shareholder will deliver to Computershare Investor Services PLC their share certificate(s) and/or other document(s) of title in respect of the Ordinary Shares referred to in paragraph 4.1) above, or an indemnity acceptable to Numis Securities in lieu thereof, or will procure the delivery of such documents to such person as soon as possible thereafter and, in any event, before 1.00 p.m. on 15 January 2014;
- 4.5 that the terms of this Part IV shall be deemed to be incorporated in, and form part of, the Tender Form, which shall be read and construed accordingly;
- 4.6 that, if so requested by Numis Securities, such Qualifying Shareholder shall do all such acts and things as shall be necessary or expedient, and execute any additional documents deemed by Numis Securities to be desirable, to complete the purchase of the Ordinary Shares referred to in paragraph 4.1 above and/or to perfect any of the authorities expressed to be given hereunder;

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- 4.7 that the execution of a Tender Form constitutes, subject to the Tender Offer becoming unconditional, an irrevocable authorisation and request (if the Ordinary Shares concerned are in certificated form) to Computershare Investor Services PLC to procure the dispatch by post of a cheque drawn at a branch of a UK clearing bank for the cash consideration to which a tendering Qualifying Shareholder is entitled, at the risk of such Qualifying Shareholder, to the personal agent whose name and address outside any Prohibited Territory is set out in Box 5 of the Tender Form, or if no such name and address is set out in Box 5, to the first named holder at his/her/its registered address outside any Prohibited Territory;
- 4.8 such Qualifying Shareholder, if an Overseas Shareholder, has fully observed any applicable legal requirements and that the invitation under the Tender Offer may be made to him under the laws of the relevant jurisdiction;
- 4.9 such Qualifying Shareholder has not received or sent copies or originals of this document, the Tender Form or any related documents in, into or from a Prohibited Territory and has not otherwise utilised in connection with the Tender Offer, directly or indirectly, the mails or any means of instrumentality (including, without limitation, facsimile transmission, email and telephone) of interstate or foreign commerce, or of any facility of a national securities exchange, of any Prohibited Territory;
- 4.10 that the Tender Form has not been mailed or otherwise sent in, into or from any Prohibited Territory and such Qualifying Shareholder is accepting the Tender Offer from outside any Prohibited Territory;
- 4.11 that the execution of the Tender Form will, subject to the Tender Offer becoming unconditional, constitute the irrevocable appointment of Computershare Investor Services PLC as such Qualifying Shareholder's agent for the purposes of receipt of the consideration owed to such Qualifying Shareholder pursuant to the Tender Offer and that the receipt by Computershare Investor Services PLC of such consideration will discharge fully any obligation of Numis Securities to pay such Qualifying Shareholder the consideration to which he is entitled to under the Tender Offer;
- 4.12 the dispatch of a cheque to a Qualifying Shareholder as referred to in paragraph 6 below headed "Settlement", will discharge fully any obligation of Computershare Investor Services PLC to pay such Qualifying Shareholder the consideration to which he is entitled under the Tender Offer; and
- 4.13 the execution of the Tender Form constitutes such Qualifying Shareholder's submission to the jurisdiction of the courts of England and Wales in relation to all matters arising out of or in connection with the Tender Offer or the Tender Form.

The execution of the Tender Form will, subject to the Tender Offer becoming unconditional, also constitute the irrevocable appointment of any director or officer of Numis Securities as such Shareholder's attorney and/or agent ("**Attorney**"), and an irrevocable instruction to the Attorney to complete and execute all or any instruments of transfer and/or other documents at the Attorney's discretion in relation to the Ordinary Shares referred to in paragraph 4.1 above in favour of Numis Securities or such other person or persons as Numis Securities may direct and to deliver such instrument(s) of transfer and/or other documents at the discretion of the Attorney, together with the shares certificate(s) and/or other document(s) relating to any such shares held in certificated form, for registration within six months of the Tender Offer becoming unconditional and to do all such other acts and things as may in the opinion of such Attorney be necessary or expedient for the purpose of, or in connection with, the Tender Offer and to vest such shares in Numis Securities or its nominee(s) or such other person(s) as Numis Securities may direct.

A reference in this paragraph to a holder of Ordinary Shares or a Qualifying Shareholder includes a reference to the person or persons executing the Tender Form and in the event of more than one person executing a Tender Form, the provisions of this paragraph will apply to them jointly and severally.

5. Electronic Tenders

Each Qualifying Shareholder by whom, or on whose behalf, an electronic tender is made irrevocably undertakes, represents, warrants and agrees to and with Numis Securities and Computershare Investor Services PLC, so as to bind such holder and their personal or legal representatives, heirs, successors and assigns to the following effect:

- 5.1 that the input of the TTE instruction shall constitute an irrevocable offer to sell to Numis Securities, such number of Ordinary Shares as are specified in the TTE instruction or deemed to be tendered, in each case, on and subject to the terms and conditions set out or referred to in this document;
- 5.2 that such Qualifying Shareholder has full power and authority to tender, sell, assign or transfer the Ordinary Shares in respect of which such irrevocable offer is accepted (together with all rights attaching thereto) and, when the same are purchased by Numis Securities, Numis Securities will acquire such Ordinary Shares free and clear from all liens, charges, restrictions, claims, equitable interests and encumbrances and together with all rights attaching thereto and such representation and warranty will be true in all respects at the time Numis Securities purchases such Ordinary Shares as if it had been entered into at such time and shall not be extinguished by such purchase;
- 5.3 that such Qualifying Shareholder agrees to ratify and confirm each and every act or thing which may be done or effected by Numis Securities, Computershare Investor Services PLC or any of their respective directors or any person nominated by Numis Securities and/or Computershare Investor Services PLC in the proper exercise of its powers and/or authorities hereunder;
- 5.4 if so required by Numis Securities such Qualifying Shareholder shall do all such acts and things as shall be necessary or expedient and execute any additional documents deemed by Numis Securities to be desirable to complete the purchase of the Ordinary Shares referred to in paragraph 5.1 above and/or to perfect any of the authorities expressed to be given hereunder;
- 5.5 such Qualifying Shareholder, if an Overseas Shareholder, has fully observed any applicable legal requirements and that the invitation under the Tender Offer may be made to him under the laws of the relevant jurisdiction;
- 5.6 such Qualifying Shareholder has not received or sent copies or originals of this document, the Tender Form or any related documents in, into or from any Prohibited Territory and has not otherwise utilised in connection with the Tender Offer, directly or indirectly, the mails or any means or instrumentality (including, without limitation, facsimile transmission, email and telephone) of interstate or foreign commerce, or of any facility of a national securities exchange, of any Prohibited Territory at the time of the input of and settlement of the relevant TTE instruction(s);
- 5.7 that the TTE instruction has not been sent from within any Prohibited Territory, and such Qualifying Shareholder is accepting the Tender Offer from outside any Prohibited Territory;
- 5.8 that the input of the TTE instruction constitutes the irrevocable appointment of Computershare Investor Services PLC as such Qualifying Shareholder's agent for the purposes of receipt of the consideration owed to such Qualifying Shareholder pursuant to the Tender Offer and that receipt by Computershare Investor Services PLC of such consideration will discharge fully any obligation of Numis Securities to pay such Qualifying Shareholder the consideration to which he is entitled under the Tender Offer;
- 5.9 that the input of a CREST payment in favour of such Qualifying Shareholder's payment bank in accordance with the CREST payment arrangements as referred to in paragraph 6 below headed "Settlement" will discharge fully any obligation of Computershare Investor Services PLC to pay to such Shareholder the consideration to which he is entitled under the Tender Offer;
- 5.10 the input of the TTE instruction constitutes such Qualifying Shareholder's submission to the jurisdiction of the courts of England and Wales in relation to all matters arising out of or in connection with the Tender Offer; and

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- 5.11 if, for any reason, any Ordinary Shares in respect of which a TTE instruction has been made are, prior to 1.00 p.m. on 15 January 2014, converted into certificated form, the electronic tender in respect of such Ordinary Shares shall cease to be valid and the Qualifying Shareholder will need to comply with the procedures for tendering Ordinary Shares in certificated form as set out above in respect of the Ordinary Shares so converted, if he/she/it wishes to make a valid tender of such Ordinary Shares pursuant to the Tender Offer.

6. Settlement

Settlement of the consideration to which any Qualifying Shareholder is entitled pursuant to valid tenders accepted by the Numis Securities is expected to be made on or before 23 January 2014 as follows:

6.1 *Ordinary Shares in certificated form*

Where an accepted tender relates to Ordinary Shares in certificated form, payment will be made by cheque, cheques for the consideration will be dispatched by post on or before 23 January 2014. All cheque payments will be made in Sterling by cheque drawn on a branch of a UK clearing bank.

6.2 *Ordinary Shares in uncertificated form (that is, in CREST)*

Where an accepted tender relates to Ordinary Shares in uncertificated form, any cash consideration will be paid by means of CREST by Computershare Investor Services PLC procuring the creation of an assured payment obligation in favour of the payment banks of tendering Qualifying Shareholders in accordance with the CREST assured payment arrangements.

Numis Securities reserves the right to settle all or any part of the consideration referred to in this paragraph 6, for all or any accepted tenders, in the manner referred to in paragraph 6.1 if, for any reason, it wishes to do so.

6.3 *Role of Computershare Investor Services PLC*

Delivery of consideration for the Ordinary Shares (both certificated and uncertificated) to be purchased by Numis Securities pursuant to the Tender Offer will be made by Computershare Investor Services PLC. Computershare Investor Services PLC will act as agent for tendering Qualifying Shareholders for the purpose of receiving the moneys and transmitting such moneys to tendering Qualifying Shareholders. The receipt of the consideration by Computershare Investor Services PLC shall be deemed to be receipt, for the purposes of completion of the Tender Offer, by the Qualifying Shareholders. Under no circumstances will interest be paid on the moneys to be paid by Numis Securities or Computershare Investor Services PLC regardless of any delay in making such payment.

7. Allocation Policy

- 7.1 Numis Securities will accept the offers of Qualifying Shareholders validly made in accordance with this Part IV, subject as mentioned below, on the following basis:

7.1.1 if the aggregate purchase price for all Ordinary Shares tendered is £21,231,630 or less, all Ordinary Shares validly tendered will (subject to the provisions of paragraph 7.2 below) be accepted and purchased at the Tender Price; and

7.1.2 if the aggregate purchase price for all validly tendered Ordinary Shares exceeds £21,231,630, not all of the Ordinary Shares validly tendered will be accepted and purchased. In these circumstances, the number of Ordinary Shares which will be accepted and purchased will be calculated as follows:

- (i) all Ordinary Shares validly tendered by Qualifying Shareholders up to their respective Basic Entitlements will (subject to the provisions of paragraph 7.2 below) be accepted and purchased in full; and
 - (ii) all Ordinary Shares tendered by Qualifying Shareholders in excess of their Basic Entitlements will (subject to the provisions of paragraph 7.2 below) be scaled down
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pro rata to the total number of such Ordinary Shares tendered in excess of the aggregate Basic Entitlement, such that the total cost of Ordinary Shares purchased pursuant to the Tender Offer does not exceed £21,231,630.

- 7.2 If tenders from the Directors and Shareholders connected with them were to be accepted and would, but for the provisions of this paragraph, lead to the aggregate interests of David Kershaw, Bill Muirhead, Lord Maurice Saatchi, Jeremy Sinclair and Shareholders connected with them falling below 25.1 per cent. of the entire issued share capital of the Company (following repurchase and cancellation by the Company of the Ordinary Shares acquired by Numis Securities, assuming the purchase and cancellation by the Company of all the Ordinary Shares acquired by Numis Securities), the number of Ordinary Shares to be repurchased from such persons shall be reduced (in such manner as Numis Securities and the Company shall agree) so that the aggregate interests of such persons shall not fall below 25.1 per cent. of the entire issued share capital of the Company (following repurchase and cancellation by the Company of the Ordinary Shares acquired by Numis Securities, assuming the purchase and cancellation by the Company of all the Ordinary Shares acquired by Numis Securities).

8. Invalid Tenders

- 8.1 Numis Securities reserves the absolute right to inspect (either itself or through its agents) all Tender Forms, and may consider void and reject any tender that does not in the sole judgment of Numis Securities meet the requirements of the Tender Offer. Neither Numis Securities nor Computershare Investor Services PLC nor any other person will be under any duty to give notification of any defects or irregularities in tenders or incur any liability for failure to give any such notification. Numis Securities reserves the right, in its sole discretion, to treat as valid in whole or in part any Tender Form that is not entirely in order or (where required) that is not accompanied by the relevant share certificate(s) and/or other document(s) of title.
- 8.2 In that event, however, the consideration under the Tender Offer will only be dispatched when the Tender Form is entirely in order, when the relevant TTE instruction has been settled or (as the case may be) the relevant share certificate(s) and/or other documents of title or indemnities satisfactory to Numis Securities has/have been received.

9. Closing Date

The Tender Offer will close at 1.00 p.m. on 15 January 2014 (the “**Closing Date**”) and no tenders that are received after that time will be accepted unless Numis Securities, in its sole and absolute discretion, shall have extended the period during which the Tender Offer is open, in which event the term “Closing Date” shall mean the latest time and date at which the Tender Offer, as so extended by Numis Securities, shall close. Numis Securities shall notify holders of Ordinary Shares of such material extension by an announcement through a Regulatory Information Service not later than 1.00 p.m. on 15 January 2014.

10. Right to terminate the Tender Offer

- 10.1 If at any time prior to 1.00 p.m. on 15 January 2014:
- (i) the Board (acting reasonably and having consulted with Numis Securities) concludes that the Tender Offer would no longer be in the best interests of the Company and/or Shareholders as a whole; or
 - (ii) to the best of the Company’s knowledge and belief (after due and careful enquiry) there shall have occurred a material adverse change or development likely to result in a material adverse change in the condition (financial, operational, legal or otherwise), or in the earnings, business, results, solvency, credit rating, operations or prospects of the Company and/or the Company and its subsidiary undertakings taken as a whole, whether or not arising in the course of business, or which would, in the opinion of Numis Securities, be likely to prejudice materially the success of the Tender Offer; and/or

(iii) Numis Securities becomes entitled to terminate the Repurchase Agreement,

Numis Securities shall be entitled (or, in some circumstances, required) to determine that the Tender Offer is terminated and that no Ordinary Shares tendered under the Tender Offer shall be acquired.

- 10.2. If any such determination is made by Numis Securities to terminate the Tender Offer, Numis Securities shall, as soon as practicable thereafter, announce the same through a Regulatory Information Service. Any such announcement to a Regulatory Information Service shall be deemed to be valid termination of the Tender Offer as at the time of the announcement. The Company may also notify Shareholders in writing but failure to do so will not invalidate any termination under this paragraph 10.

11. Overseas Shareholders

- 11.1 The making of the Tender Offer in, or to certain persons who are citizens or nationals of, or resident in, jurisdictions outside the United Kingdom or custodians, nominees or trustees for persons who are citizens or nationals of, or residents in, jurisdictions outside the United Kingdom, may be affected or prohibited by the laws of the relevant overseas jurisdiction. Shareholders who are Overseas Shareholders should inform themselves about and observe any applicable legal requirements. It is the responsibility of any such Shareholder wishing to tender Ordinary Shares to satisfy himself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents that may be required, the compliance with other necessary formalities and the payment of any issue, transfer or other taxes due in such jurisdiction. If you are in any doubt about your position, you should consult your professional adviser in the relevant jurisdiction. Any such Shareholder will be responsible for payment of any such issue, transfer or other taxes or other requisite payments due by whomsoever payable and the Company and any person acting on any of their behalf shall be entitled to be fully indemnified and held harmless by such Shareholder for any such issue, transfer or other taxes as such person may be required to pay. No steps have been taken to register or qualify the Tender Offer or authorise the extending of this Tender Offer or the distribution of this document or any accompanying personalised Tender Form and any related documents in any territory outside the United Kingdom.
- 11.2 In particular, the Tender Offer is not being made directly or indirectly in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of, or any facilities of a national securities exchange of any Prohibited Territory. This includes, but is not limited to, fax transmission, email and telephone. Copies of this document, the Tender Form and any related documents are not being mailed or otherwise distributed or sent in or into any Prohibited Territory, including to Shareholders with registered addresses in these jurisdictions or to persons whom the Company knows to be trustees, nominees or custodians holding Ordinary Shares for such persons. Persons receiving such documents (including, without limitation trustees, nominees or custodians) must not distribute or send them in or into any Prohibited Territory or use such mails or any such means or instrumentality for any purpose directly or indirectly in connection with the Tender Offer, and so doing may invalidate any purported tender pursuant to the Tender Offer. Persons wishing to tender pursuant to the Tender Offer must not use such mails or any such means or instrumentality for any purpose directly or indirectly related to any tender pursuant to the Tender Offer. Envelopes containing Tender Form(s) should not be postmarked in any of the Prohibited Territories or otherwise dispatched from any of the Prohibited Territories, and all acceptors must provide addresses outside the Prohibited Territories for the remittance of cash, or for the return of Tender Form(s), share certificates and/or other document(s) of title. No TTE instruction may be sent from within a Prohibited Territory.
- 11.3 The provisions of this paragraph 11 and/or any other terms of the Tender Offer relating to Overseas Shareholders may be waived, varied or modified as regards a specific Shareholder or on a general basis by Numis Securities and the Company in their absolute discretion, but only if Numis Securities and the Company are satisfied that such waiver, variation or modification will not constitute or give rise to a breach of applicable securities or other laws. Subject to this, the

provisions of this paragraph 11 supersede any terms of the Tender Offer inconsistent herewith. References in this paragraph 11 to a Shareholder shall include references to the persons executing a Tender Form or initiating a TTE instruction and, in the event of more than one person executing a Tender Form, the provisions of this paragraph 11 shall apply to them jointly and severally.

- 11.4 A Shareholder will be deemed not to have offered Ordinary Shares pursuant to the Tender Offer if: (i) such Shareholder is unable to make the representations and warranties set out in paragraphs 4 or 5 above (as appropriate); or (ii) such Shareholder completes a Tender Form with an address in any of the Prohibited Territories or has a registered address in any of the Prohibited Territories and in either case such Shareholder does not insert on a Tender Form the name and address of the person or agent outside of any of the Prohibited Territories to whom he wishes the consideration to which he is entitled under the Tender Offer to be sent, subject to the provisions of this paragraph and applicable law; or (iii) such Shareholder inserts on a Tender Form the name and address of the person or agent in any of the Prohibited Territories to whom he wishes the consideration to which such Shareholder is entitled under the Tender Offer to be sent; or (iv) the Tender Form received from him is in an envelope postmarked in, or which otherwise appears to the Company or its agents to have been sent from any of the Prohibited Territories. Numis Securities and the Company reserve the right, in their absolute discretion, to investigate in relation to any tender, whether the representations and warranties set out in paragraphs 4 or 5 above (as appropriate) and given by any Shareholder are correct and, if such investigation is undertaken and as a result Numis Securities and the Company determines (for any reason) that such representation and warranty is not correct, such tender shall not be valid.
- 11.5 If, in connection with making the Tender Offer, notwithstanding the restrictions described above, any person (including, without limitation, custodians, nominees and trustees), whether pursuant to a contractual or legal obligation or otherwise, forwards this document, any accompanying personalised Tender Form or any related documents in, into or from any of the Prohibited Territories, such person should:
- (i) inform the recipient of such fact;
 - (ii) explain to the recipient that such action may invalidate any purported tender by the recipient; and
 - (iii) draw the attention of the recipient to this paragraph 11 headed “Overseas Shareholders”.

12. Miscellaneous

- 12.1 All documents and remittances sent by or to Qualifying Shareholders and all instructions made by or on behalf of a Qualifying Shareholder in CREST will be sent at the risk of the Qualifying Shareholder concerned. If the Tender Offer does not become unconditional and lapses or is withdrawn or terminated: (i) in the case of Ordinary Shares held in certificated form: share certificates and other documents of title will be returned by post to the person whose name and address (outside the Prohibited Territories) is set out in Box 1 of the Tender Form or, if relevant, to the person whose name and address (outside the Prohibited Territories) is inserted in Box 5 of the Tender Form, in each case by no later than five Business Days after the date of such lapse, withdrawal or termination; and (ii), in the case of Ordinary Shares held in uncertificated form (that is, in CREST), the Escrow Agent will provide instructions to Euroclear to transfer all such Ordinary Shares held in escrow balances by TFE instruction to the original available balances to which those Ordinary Shares relate.
- 12.2 If only part of a Qualifying Shareholder’s holding of Ordinary Shares is successfully tendered pursuant to the Tender Offer, such Qualifying Shareholder will be entitled to receive the following:
- (i) if Ordinary Shares are held in certificated form – a balance certificate in respect of the unsold Ordinary Shares where the share certificate(s) submitted pursuant to the Tender Offer relate to more Ordinary Shares than those successfully tendered by such Qualifying Shareholder under the Tender Offer; or

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- (ii) if Ordinary Shares are held in uncertificated form (that is, in CREST) – the transfer of the unsold Ordinary Shares by the Escrow Agent by TFE instruction to the original registered holder(s) of those unsold Ordinary Shares.
- 12.3 Further copies of the Tender Form may be obtained on request from Computershare Investor Services PLC, by telephone on 0870 889 4044 from within the United Kingdom or on +44 870 889 4044 if calling from outside the United Kingdom. Lines are open 9.00 a.m. to 5.00 p.m. Monday to Friday (except 25 and 26 December 2013 and 1 January 2014, which are public holidays in the United Kingdom).
- The helpline cannot provide advice on the merits of the Tender Offer nor give any financial, legal or tax advice. You are reminded that, if you are a CREST Sponsored Member, you should contact your CREST Sponsor before taking any action.
- 12.4 The decision of Numis Securities as to the results of the Tender Offer shall be final and binding on all Shareholders.
- 12.5 All questions as to the number of Ordinary Shares tendered, and the validity, form, eligibility (including the time of receipt) and acceptance for payment of any tender of Ordinary Shares will be determined by Numis Securities, in its sole and absolute discretion, which determination shall be final and binding on all of the parties (except as otherwise required under applicable law).
- 12.6 Ordinary Shares acquired by Numis Securities as principal under the Tender Offer will be market purchases in accordance with the rules of the London Stock Exchange and the Companies Act 2006.
- 12.7 All powers of attorney and authorities on the terms conferred by or referred to in this Part IV or in the Tender Form are given by way of security for the performance of the obligations of the Shareholders concerned and are irrevocable in accordance with section 4 of the Powers of Attorney Act 1971.
- 12.8 Any changes to the terms, or any extension or termination of the Tender Offer, will be followed as promptly as practicable by a public announcement thereof no later than 1.00 p.m. on the Business Day following the date of such changes. Such an announcement will be released to a Regulatory Information Service. Reference to the making of an announcement by the Company includes the release of an announcement on behalf of the Company by Numis Securities to the press and delivery of, or telephone or facsimile or other electronic transmission of, such announcement to a Regulatory Information Service.

PART V

TAX ASPECTS OF THE TENDER OFFER

1. SHAREHOLDERS RESIDENT IN THE UNITED KINGDOM

The following summary is intended as a general guide only, is based on current legislation and H.M. Revenue & Customs (“HMRC”) practice in the UK at the date of issue of this document, and does not constitute tax or legal advice. It summarises the UK taxation consequences which would arise on a disposal of Ordinary Shares under the Tender Offer by Qualifying Shareholders who are resident in the UK for tax purposes and who beneficially own their Ordinary Shares as an investment and not for trading purposes.

Subject to the following paragraph, a Qualifying Shareholder who sells Ordinary Shares in the Tender Offer should be treated, for the purposes of UK taxation, as though the Qualifying Shareholder had sold them in the normal way to a third party. Accordingly, any such Qualifying Shareholder who is resident in the UK for tax purposes may, depending on that Qualifying Shareholder’s personal circumstances, be subject to capital gains tax (or in the case of a corporate Qualifying Shareholder, corporation tax on chargeable gains) in respect of any gain arising on such sale. Qualifying Shareholders who are not resident in the UK for taxation purposes will not normally be liable to UK taxation on chargeable gains arising from the sale of their Ordinary Shares unless those Ordinary Shares are held through a UK branch, agency or permanent establishment, and the Ordinary Shares have been used, held or acquired for the purposes of such branch, agency or permanent establishment, or trade carried on through it, although they may be subject to foreign taxation depending on their personal circumstances. Qualifying Shareholders who are subject to tax in a jurisdiction other than the UK or who are in any doubt as to the potential tax consequences of selling their Ordinary Shares are strongly recommended to consult their own professional advisers before making any such sales.

You should be aware of the anti-avoidance provisions in Part 15 of the Corporation Tax Act 2010 (“CTA 2010”) and Chapter 1 of Part 13 of the Income Tax Act 2007 (“ITA 2007”), which HMRC may apply where they have reason to believe that a person has obtained a tax advantage in consequence of a “transaction in securities”. Were HMRC to seek to apply any of these provisions to the proceeds of sale of a Qualifying Shareholder’s Ordinary Shares, the general effect would be to tax some or all of such proceeds as income. These rules only apply in certain circumstances and do not apply where it can be shown that, in relation to an income tax advantage, the obtaining of an income tax advantage was not one of the relevant individual’s main purposes in being a party to the transaction or, in relation to a corporation tax advantage, that the transaction in question was entered into for genuine commercial reasons and did not involve as one of its main objectives the obtaining a corporation tax advantage. Application has not been made to HMRC for clearance under Part 15 CTA 2010 or Part 13 ITA 2007 that section 733 in Part 15 CTA 2010 or section 684 in Part 13 ITA 2007, respectively, will not apply to the Tender Offer, nor does the Company intend to make any such application.

Stamp duty (or Stamp Duty Reserve Tax) at the rate of 0.5 per cent. of the purchase price of any Ordinary Shares rounded up to the nearest £5 (if necessary) will be payable by the Company as a result of the Tender Offer.

The information relating to taxation set out above is a general guide and is not exhaustive. It is based on law and HMRC’s published practice currently in force in the United Kingdom and is subject to changes therein (potentially with retrospective effect). If you are in any doubt as to your taxation position you should consult an appropriate professional adviser without delay.

DEFINITIONS

In this document the following expressions have the following meanings unless the context otherwise requires or unless otherwise provided:

“Articles” or “Articles of Association”	the articles of association of the Company
“Basic Entitlement”	the entitlement of a Qualifying Shareholder under the Tender Offer to sell such number of Ordinary Shares as is determined by the following formula (rounded down to the nearest whole number of Ordinary Shares): $A \times B/C$ where: A = the number of Ordinary Shares registered in that Qualifying Shareholder’s name at at the Tender Offer Record Time B = 6,337,800 C = the number of Ordinary Shares in issue at the Tender Offer Record Time (excluding any Ordinary Shares held in treasury)
“Board”	the board of Directors, whose names are set out on page 4 of this document
“Business Day(s)”	any day (other than a Saturday or a Sunday) on which banks in London are generally open for normal banking business
“Closing Date”	has the meaning given to such term in paragraph 9 of Part IV of this document
“Company”	M&C Saatchi plc, a company incorporated in England and Wales with registered number 05114893
“CREST”	the computer-based system for the transfer of uncertificated securities operated by Euroclear
“CREST Manual”	the manual of that name issued by Euroclear (as amended from time to time)
“CREST Member”	a person who has been admitted by Euroclear as a system member (as defined in the CREST Regulations)
“CREST Participant”	a person who is, in relation to CREST, a system-participant (as defined in the CREST Regulations)
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (as amended)
“CREST Sponsor”	a CREST Participant admitted to CREST as a CREST sponsor
“CREST Sponsored Member”	a CREST Member admitted to CREST as a CREST sponsored member
“Directors”	the directors of the Company from time to time
“Euroclear”	Euroclear UK and Ireland Limited
“Form of Proxy” or “Proxy Form”	the form of proxy enclosed with this document for use at the General Meeting

“General Meeting”	the general meeting of the Company convened to be held at 3.00 p.m. on 7 January 2014, notice of which is set out at the end of this document
“Group”	M&C Saatchi plc and its subsidiary undertakings
“Latest Practicable Date”	17 December 2013, being the latest practicable date prior to the publication of this document
“London Stock Exchange”	The London Stock Exchange plc
“Numis Securities”	Numis Securities Limited
“Ordinary Shares”	ordinary shares of £0.01 (one pence) each in the Company
“Overseas Shareholder”	persons who are citizens or nationals of, or resident in, jurisdictions outside the United Kingdom or custodians, nominees or trustees for persons who are citizens or nationals of, or residents in, jurisdictions outside the United Kingdom
“Participant ID”	the identification code or membership number used in CREST to identify a particular CREST Member or other CREST Participant
“Prohibited Territory” or “Prohibited Territories”	the United States, Australia, Canada, Japan, New Zealand, the Republic of South Africa and their respective territories and possessions and any other jurisdictions where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure for Numis Securities and/or the Company if information or documents concerning the Tender Offer were to be sent or made available to Shareholders in that jurisdiction
“Qualifying Shareholders”	holders of Ordinary Shares on the register of members of the Company at the Tender Offer Record Time other than those who have a registered address in a Prohibited Territory;
“Repurchase Agreement”	the repurchase agreement between the Company and Numis Securities pursuant to which the Company has agreed to purchase Ordinary Shares from Numis Securities at the Tender Price, subject to certain conditions;
“Resolution” or “Tender Offer Resolution”	the Resolution to be proposed at the General Meeting which is set out in the notice of General Meeting
“Shareholder(s)”	holder(s) of Ordinary Shares
“tender” and “tendered”	in relation to Ordinary Shares, refers to tenders of Qualifying Shareholders under the Tender Offer
“Tender Form”	the form of tender enclosed with this document for use in respect of the Ordinary Shares held in certificated form in relation to the Tender Offer
“Tender Offer”	the invitation by Numis Securities to tender Ordinary Shares for sale on the terms and subject to the conditions set out in this document and also, in the case of certificated Ordinary Shares only, in the Tender Form
“Tender Offer Record Time”	6.00 p.m. on 15 January 2014
“Tender Price”	£3.35 per Ordinary Share
“TFE instruction”	a transfer from escrow instruction (as defined by the CREST Manual)
“TTE instruction”	a transfer to escrow instruction (as defined by the CREST Manual)

“UK” or “United Kingdom”

the United Kingdom of Great Britain and Northern Ireland

“Walker Media”

Walker Media Limited, a company incorporated in England with number 03457650

NOTICE OF GENERAL MEETING

M&C Saatchi plc

(Registered in England and Wales, Registered Number 05114893)

NOTICE is hereby given that a general meeting of M&C Saatchi plc will be held at 36 Golden Square, London W1R 4EE at 3.00 p.m. on 7 January 2014 to consider and, if thought fit, pass the following resolution as a special resolution:

THAT the Company be and is hereby authorised in accordance with section 701 of the Companies Act 2006 (the “2006 Act”) to make market purchases (within the meaning of section 693 of the 2006 Act) of its ordinary shares of £0.01 pence each (the “**Ordinary Shares**”) acquired by Numis Securities Limited pursuant to the tender offer (the “**Tender Offer**”) on the terms set out in the circular to Shareholders of the Company dated 19 December 2013 (a copy of which is produced to the meeting and signed by the chairman of the meeting for the purpose of identification) (the “**Circular**”) provided that:

- (i) the maximum number of Ordinary Shares hereby authorised to be purchased shall be 6,337,800;
- (ii) the price which may be paid for an Ordinary Share shall be £3.35 per Ordinary Share (which shall be both the maximum and the minimum price for the purpose of section 701(3) of the 2006 Act); and
- (iii) unless renewed, the authority hereby conferred shall expire on the anniversary of one year from the date of passing of this resolution.

By Order of the Board.

Andy Blackstone
Company Secretary

36 Golden Square
London W1R 4EE

Dated: 19 December 2013

NOTES:

- (a) Any member of the Company entitled to attend and vote at the general meeting may appoint another person (whether a member or not) as his/her proxy to attend, speak and vote on his/her behalf. For this purpose a form of proxy is enclosed with this notice. To be valid, a form of proxy must be deposited at the office of the Company’s Registrars Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE, during normal business hours, or sent by post to Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH, to arrive not later than 3.00 p.m. on 5 January 2014, being 48 hours before the time appointed for the holding of the general meeting (or in the case of any adjournment, 48 hours before the time of the adjourned meeting).
- (b) Electronic proxy appointment is available for the general meeting. This facility enables a member to lodge its proxy appointment by electronic means by logging on to the website of the registrars, www.investorcentre.co.uk/eproxy and following the instructions on screen. To be valid, the electronic proxy appointment notification must be submitted online by 3.00 p.m. on 5 January 2014 being 48 hours before the time appointed for the holding of the meeting (or in the case of any adjournment, 48 hours before the time of the adjourned meeting).
- (c) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those holders of Ordinary Shares registered in the register of members of the Company as at 6.00 p.m. on 5 January 2014 shall be entitled to attend and vote at the general meeting in respect of the number of Ordinary Shares registered in their name at that time (or in the case of any adjournment, 48 hours before the time of the adjourned meeting). Changes to entries on the register after that time and date shall be disregarded in determining the rights of any person to attend and vote at the meeting.

