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24 April 2014
For immediate release
Chemring Group PLC
("Chemring", the "Company" or the "Group")

#### PROPOSED DISPOSAL OF EUROPEAN MUNITIONS BUSINESS

# Highlights:

- Aggregate cash consideration for Mecar and Simmel of up to €167.8 million (£138.0 million) from Nexter Systems SA, following a competitive sale process.
- This strategic disposal re-shapes the Group for future growth and enables Chemring to refocus on its core competencies.
- Chemring will become a focused defence technology business with well-established positions in Sensors & Electronics, Countermeasures and Energetic Systems.
- Significant reduction in pro-forma net debt of £120.4 million from £248.7 million at 31 October 2013 to £128.3 million.
- Net Disposal proceeds will be applied to repay part of the Group's revolving credit facility with the balance offered to holders of the Group's loan notes, with whom it has agreed improved arrangements.
- Since Chemring's IMS released on 27 February 2014, there has been no material change to the Group's current trading and prospects. The Disposal is expected to have a dilutive effect on underlying earnings per share in the current financial year ending 31 October 2014.
- The Disposal is conditional, inter alia, upon the approval of Chemring shareholders and regulatory approval in Italy.

# Mark Papworth, Chief Executive Officer of Chemring, said:

"The sale of our European Munitions Business implements a key recommendation of our strategic review and represents a significant milestone as we reposition Chemring for future growth. It not only enables us to strengthen our balance sheet through the reduction of net debt, but also provides us with flexibility to invest in our core technologies. Following the Disposal, Chemring will have technologies, products and market positioning which provide opportunities to achieve sustainable high margins and revenue growth."

This summary should be read in conjunction with the full text of this announcement. This announcement is available at <a href="http://www.chemring.co.uk">http://www.chemring.co.uk</a>. A circular containing further details of the Disposal and a notice convening a general meeting of the Company will be sent to Shareholders as soon as is practicable.

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Andrew Jaques John Olsen James White This announcement has been issued by, and is the sole responsibility of, Chemring.

Moelis & Company UK LLP ("Moelis & Company"), which is authorised and regulated by the Financial Conduct Authority ("FCA"), is acting exclusively for Chemring in relation to the Disposal. Moelis & Company is not acting for any other person and Moelis & Company will not be responsible to any person other than Chemring for providing the protections afforded to clients of Moelis & Company or for providing advice in relation to the Disposal or in relation to the contents of or any transaction or arrangement referred to in this announcement.

Investec Bank plc, which is authorised by the Prudential Regulation Authority ("PRA") and regulated by the FCA and the PRA, is acting exclusively for Chemring in relation to the Disposal. Investec is not acting for any other person and Investec will not be responsible to any person other than Chemring for providing the protections afforded to clients of Investec or for providing advice in relation to the Disposal or in relation to the contents of or any transaction or arrangement referred to in this announcement.

## Forward-looking statements

Certain statements made in this announcement constitute forward-looking statements. Forward-looking statements can be identified by the use of words such as "may", "will", "should", "predict", "assurance", "aim", "hope", "risk", "expect", "intend", "estimate", "anticipate", "believe", "plan", "seek", "continue" or other similar expressions that are predictive or indicative of future events. All statements other than statements of historical facts included in this announcement, including, without limitation, those regarding the Group's expectations, intentions and beliefs concerning, amongst other things, the Group's results of operations, financial position, growth strategy, prospects, dividend policy and the industries in which the Group operates, are forward-looking statements. By their nature, such forward-looking statements involve known and unknown risks, uncertainties and other factors, many of which are outside the control of the Group and its Directors, which may cause the actual results, performance, achievements, cash flows, dividends of the Group or industry results to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. As such, forward-looking statements are no guarantee of future performance.

Such forward-looking statements are based on numerous assumptions regarding the Group's present and future business strategies and the environment in which the Group will operate in the future. Among the important factors that could cause the Group's actual results, performance or achievements to differ materially from those in the forward-looking statements include, among others, economic conditions in the relevant markets of the world, market position of the Company or its subsidiaries, earnings, financial position, cash flows, return on capital and operating margins, political uncertainty, the actions of competitors, activities by governmental authorities such as changes in taxation or regulation, changing business or other market conditions and general economic conditions and such other risk factors as may be identified in the "Risk Factors" section of the Circular. Forward-looking statements should, therefore, be construed in light of such risk factors and undue reliance should not be placed on forward-looking statements. These forward-looking statements speak only as of the date of this announcement and are not intended to give assurance as to future results. The Company will update this announcement as required by applicable law, including the City Code, Listing Rules, Prospectus Rules and/or the Disclosure and Transparency Rules of the FCA, but otherwise expressly disclaims any such obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained herein to reflect any change in Chemring's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

# Conference call and presentation

A conference call for analysts and investors will be held at 8.15 a.m. this morning. Dial in details are as follows: Access number: +44 (0)20 3059 8125

Password: Chemring

A short presentation on the proposed Disposal is due to be available to view on the Chemring website www.chemring.co.uk/investors later today.

# **Photography**

Original high-resolution photography is available to the media by contacting Ben Griffiths, MHP Communications: ben.griffiths@mhpc.com / Tel: 0203 128 8100.

# Chemring Group PLC ("Chemring", the "Company" or the "Group") Proposed Disposal of European Munitions Business

#### 1. Introduction

The board of directors of Chemring (the "Board") announces that it has entered into certain agreements with Nexter Systems SA ("Nexter") with respect to the sale of its European Munitions Business, which comprises Mecar SA ("Mecar") and Simmel SpA ("Simmel") (the "Disposal"). This strategic disposal re-shapes the Group for future growth, enabling Chemring to refocus on its core competencies and implements a key recommendation of the strategic review. Following completion of the Disposal, Chemring will be a focused defence technology business with well-established positions in Sensors & Electronics, Countermeasures and Energetic Systems.

The aggregate cash consideration payable to Chemring for Mecar and Simmel under the terms of the Disposal is up to €167.8 million (£138.0 million) of which €119.2 million relates to Mecar and up to €48.6 million relates to Simmel (which includes an earn-out payment of up to €8.0 million). The earn-out payment of up to €8.0 million for Simmel will become payable subject to the terms of a customer contract which is expected to be awarded to Simmel.

The Disposal constitutes a Class 1 transaction for Chemring under the Listing Rules and completion is therefore conditional on the approval of Chemring shareholders (the "Shareholders")at a general meeting of the Company (the "Meeting"). Accordingly, a circular containing further details of the Disposal and a notice convening the Meeting will be sent to Shareholders as soon as is practicable.

# 2. Background to and Reasons for the Disposal

Chemring is a global defence technology company primarily focused on the development and manufacture of Sensors & Electronics, Countermeasures and Energetic Systems, which are sold to a range of NATO and non-NATO customers. Chemring entered the ammunition market in 2007 with the acquisition of Simmel, followed by the acquisition of Mecar in 2010. Over recent years, each of Mecar and Simmel has made significant progress, executing a strategy of expanding ammunition sales into higher growth, non-NATO markets, winning new customers in South America and the Far East and major contracts in the Middle East. However, the businesses remain of a relatively small scale in a competitive international munitions market, which tends to be volatile and requires high levels of working capital.

Following the strategic review undertaken in 2013, the Board decided to initiate a competitive sale process for Mecar and Simmel. The Board believes that Nexter's munitions division is better placed over the medium to long term to maximise the potential value of Mecar and Simmel as part of Nexter's broader ammunition offering. The Board also believes that the consideration of up to €167.8 million for Mecar and Simmel represents an attractive value for the businesses. In addition to refocusing Chemring around its core competencies, the Disposal will enable the Board to meet its objective of improving the Group's financial position. Given limited commonality of products, factories and routes to market with the rest of the Group, it is not anticipated that the Disposal will have any detrimental impact on the ongoing operations of the Group. In light of these factors and its strategic objectives for Chemring, the Board proposes to sell Mecar and Simmel to Nexter.

# 3. Information on the European Munitions Business

The European Munitions Business consists of Mecar and Simmel.

Information on Mecar

Mecar is a Belgian manufacturer of ammunition for light armoured vehicles, tanks and infantry. It has well-established routes into Middle Eastern markets, supported by an agile capability to develop and manufacture modern rounds for a range of current and legacy weapon-systems. Its product range is matched to the requirements of its land-forces customers:

- medium and large calibre ammunition a range of high explosive, armour-piercing and pyrotechnic rounds:
- mortar ammunition a range of high explosive and pyrotechnic rounds for 120mm high pressure mortar systems, including the NEMO turreted system;
- legacy ammunition a range of ammunition for older weapon systems; and
- rifle grenades, hand grenades and pyrotechnics.

#### Information on Simmel

Simmel is an Italian medium and large calibre ammunition supplier specialising in naval ammunition. It has a geographically balanced portfolio of NATO and non-NATO customers, and its products include:

- naval ammunition a range of single and multi-function rounds for the main NATO naval guns;
- mortar ammunition supplies UK Ministry of Defence with specialist pyrotechnic illumination rounds;
   and
- missile and ammunition components provides devices for a number of advanced missiles including the Aster and IRIS-T and modern proximity and multi-function ammunition fuzes.

#### Results for the European Munitions Business

The following summary of the results for the European Munitions Business has been extracted without material adjustments from the consolidation schedules used in preparing Chemring's audited consolidated financial statements for the years ended 31 October 2011, 31 October 2012 and 31 October 2013.

	Year ended	Year ended	Year ended
	31 October 2011	31 October 2012	31 October 2013
	£m	£m	£m
Revenue	195.2	206.7	152.0
Operating profit	43.4	28.3	16.8
Profit before tax	41.7	27.2	16.1
Profit after tax	39.5	26.0	14.0

As at 31 October 2013, the European Munitions Business had gross assets of £205.4 million and net assets of £98.5 million.

#### 4. Information on Nexter

Nexter applies its expertise in land defence systems to meet the needs of the French army and other forces internationally. The scope of its business includes the supply of weapons systems and munitions for Army, Air Force, Navy and law enforcement applications. In 2013, Nexter reported revenue of €787.3 million, of which 18% were allocated to research and development. The range of products offered by Nexter includes: Artillery systems CAESAR®, TRAJAN and 105LG1, Leclerc main battle tank, VBCI Infantry combat vehicle, ARAVIS® highly protected armoured vehicle, TITUS®, Nexter new armoured 6x6 and BONUS smart ammunition, all backed up by customer service, support and recycling.

# 5. Summary of Terms of the Disposal

Chemring has agreed to sell each of Mecar and Simmel to Nexter for an aggregate cash consideration of up to €167.8 million (£138.0 million), of which €119.2 million relates to Mecar and up to €48.6 million relates to Simmel, payable in cash, in each case, subject to minor adjustments for amounts paid to Chemring since 31 October 2013 for management services and the use of a trademark licence. Included in the consideration for Simmel is an earn-out payment of up to €8.0 million which will become payable subject to the terms of a customer contract which is expected to be awarded to Simmel. In addition, and separate from the consideration to be paid by Nexter, Mecar is due to pay a dividend of €13.0 million to Chemring before completion.

Completion of the disposal of each of Mecar and Simmel is subject to the satisfaction of certain conditions precedent, including approval of the Disposal by Shareholders and regulatory approval in Italy.

# 6. Use of Proceeds and Financial Effects of the Disposal

Chemring currently has committed debt finance arrangements through loan notes and a revolving credit facility (the "RCF" and, together with the loan notes, the "Facilities"), both of which contain financial covenants with which it is required to comply.

The estimated net cash proceeds arising from the Disposal are expected to be £131.4 million. It is Chemring's intention to offer £99.1 million of the net cash proceeds from the Disposal to the loan note holders, in accordance with the revision to the loan note agreement described in this section, and for the balance of the net cash proceeds from the Disposal of £32.3 million to be applied to repay part of the RCF.

Following completion of the Disposal, Chemring's pro-forma net debt will be significantly reduced by £120.4 million from £248.7 million as at 31 October 2013 to £128.3 million.

Had the Disposal occurred, the projected headroom on certain of the financial covenants previously contained within the Facilities would have reduced. To address this situation, Chemring has agreed a revised set of covenants which increases the headroom available to the Group and allows for a more flexible use of Disposal proceeds.

The following revisions have been agreed with the providers of the Facilities:

- Chemring now has the ability to offer a proportion of the Disposal proceeds to the loan note holders to repay outstanding Notes at par immediately following receipt of Disposal proceeds. To the extent that note holders reject this application of proceeds in repayment, the Company is entitled to offset the rejected proceeds against gross debt to derive a reduced debt value used in calculating covenant compliance under the Notes. Following receipt of Disposal proceeds, the loan note leverage will be calculated based on the ratio of earnings before interest, tax, depreciation and amortisation ("EBITDA") to this reduced debt value, such ratio not to exceed 3.00x;
- in addition, a covenant based upon total debt has been retained but at a permanently increased level of 3.75x EBITDA assuming the Disposal completes. In the event that the proposed Disposal does not complete, Chemring has agreed an increase in the gross debt covenant to 3.50x EBITDA for the four quarters up to and including 31 January 2015; and
- at 30 April 2014, the RCF leverage covenant is at its tightest level in the 12-month period following the
  date of this announcement. As a matter of prudence, additional headroom has been obtained at that
  date, and a net debt covenant of 3.25x EBITDA will apply. The Directors continue to believe the April
  2014 RCF leverage covenant will be met.

The RCF is due to expire on 30 April 2015 and, as part of its ordinary course negotiations, the Company has commenced discussions with debt providers in relation to the refinancing of this facility. The Directors expect to enter into a revised RCF on acceptable commercial terms in the coming months. If the Disposal does not complete, the Directors still expect to enter into a revised RCF, but on less favourable terms including, for example, a higher on-going interest charge, than if the Disposal had completed.

It is expected that the Disposal will have a dilutive effect on the underlying earnings per Chemring share in the current financial year ending 31 October 2014. This statement is not intended to be, and should not be construed as, a profit forecast and should not be interpreted to mean the underlying earnings per Chemring share for the current or future financial years will necessarily match, or be greater or less than, the historical underlying earnings per Chemring share.

As a result of the Disposal, a loss on disposal of approximately £61.4 million is expected to be incurred.

# 7. Overview and Strategy for the Group

Following completion of the Disposal, Chemring will be a focused defence technology business with well-established positions in Sensors & Electronics, Countermeasures and Energetic Systems. Chemring's strategy will be focused on directing investment into those lines of business which have technologies, products and market positioning that provide opportunities to achieve sustainable high margins and revenue growth.

In the Group's annual results for the year ended 31 October 2013, the Group outlined a clear strategic plan, the elements of which include:

- maintaining technology leadership through targeted research and development investment and leveraging existing intellectual property:
- focusing on new product and market development;
- continuing with its operational "self-help" recovery programme and looking to deliver structural efficiencies; and
- commercialising know-how and focusing business development activity to provide a balanced portfolio.

# Sensors & Electronics

# Overview

Chemring's Sensors & Electronics segment, which comprises approximately 44.0 per cent. of Chemring's revenue (based on the year ended 31 October 2013 excluding revenues from Mecar and Simmel), is one of the world's leading developers and manufacturers of products to detect and neutralise improvised explosive devices ("IEDs"). Over 250 Chemring-produced Husky Mounted Detection Systems ("HMDS") have been supplied to a number of NATO users including the US, Canada, Australia and Spain; Chemring's chemical and

biological detection systems are in-service with the US Army and Navy; and Chemring Technology Solutions supplies UK agencies, including the Ministry of Defence, with technologies and products to detect and defeat a range of threats, including cyber-attacks, electronic warfare and IEDs.

The segment comprises two businesses: Chemring Sensors & Electronic Systems (based in the US) and Chemring Technology Solutions (based in the UK). Both businesses have attractive market shares in their respective niches, industry leading brands and long-term customer relationships. They delivered margins that were above the average for the Group's for both the years ended 31 October 2012 and 2013. Taken as a whole, in the year ended 31 October 2013, Sensors & Electronics generated revenue of £211.3 million and operating profit of £44.7 million. The Board believes that the Sensors & Electronics businesses will continue to offer the potential for attractive margins, good long-term growth prospects and excellent cash conversion.

# Strategic and Investment Priorities

The Board believes that Sensors & Electronics represents the greatest opportunity for Chemring to diversify into adjacent and new markets, and Chemring will strategically invest to extend its portfolio of technologies to meet four key objectives:

- ensuring critical wins in the US market the US defence market is the world's largest, and Chemring will invest to secure its leading position and win key programmes;
- building a world-leading technology base across our trans-Atlantic footprint Chemring's technical
  centres in the US and UK are well recognised nationally, but do not fully exploit the scale and synergies
  of the Group's international footprint. Chemring intends to build upon its customer relationships to
  anticipate user needs and growing the Group's technology base through targeted investment;
- · leveraging capability and reputation to build a cyber-protection business; and
- incubating technologies for non-defence markets.

#### Countermeasures

#### Overview

The Countermeasures segment, which comprises approximately 26.0 per cent. of Chemring's revenue (based on the year ended 31 October 2013 excluding revenues from Mecar and Simmel), is the world's leading manufacturer of expendable decoys to protect aircraft and ships from the threat of guided missile attacks. The segment comprises three businesses: Chemring Countermeasures UK (a manufacturer of conventional and advanced flares and chaff for aircraft, as well as the Centurion launcher and a range of naval decoys for ship protection); Chemring Countermeasures USA (which produces special material and flare decoys to protect the US Army, Navy and Air Force fleets of aircraft and helicopters from infra-red-guided missiles); and Chemring Australia (the only national factory to produce flare countermeasures for the Australian Defence Forces, as well as supplying a range of other products drawing on Chemring's expertise in IED defeat, electronic warfare and pyrotechnics).

In the year ended 31 October 2013, Countermeasures generated revenue of £125.0 million and operating profit of £13.2 million.

# Strategic and Investment Priorities

Chemring is a leader in expendable decoys having customer relationships and factories in the US, UK and Australia, combined with advanced technologies in flares, special materials and radio frequency decoys. In the face of reducing short-term demand, Chemring is optimising efficiencies across its sites, starting with the creation of Chemring Countermeasures USA by the integration of Alloy Surfaces and Kilgore. The strategic priorities for the Countermeasures segment are to:

- maintain technological lead in home markets Chemring's "home" customers in the US, UK and Australia are amongst the most advanced in the world, and Chemring will promote targeted customerfunded development projects to maintain national capabilities to support future military operations; and
- optimise Chemring's supply-base and routes to market current Chemring capacity is scaled to meet surge levels of demand in each of its home markets. Chemring intends to optimise this capacity and its utilisation to ensure that it has a safe, flexible and efficient manufacturing base to meet both national and international demands.

#### Energetic Systems

#### Overview

The Energetic Systems segment which comprises 30.0 per cent. of Chemring's revenue (based on the year ended 31 October 2013 excluding revenues from Mecar and Simmel). This segment, which comprises what was formerly classified as Energetic Sub-Systems and the remaining businesses from the former Pyrotechnics & Munitions segment, manufactures energetic devices for missiles, aircrew egress, space launch and satellite deployment and military pyrotechnic products for battlefield screening, signalling and illumination and training. This segment comprises six businesses: Hi-Shear (a US-based manufacturer of energetic solutions for space and missile applications); Chemring Energetic Devices (a US-based manufacturer of thrusters, actuators, cartridges and cutters); Chemring Energetics UK (a supplier of rocket motors and cartridges for ejection seats, and products and devices for missiles); Chemring Nobel (a Norwegian company specialising in the synthesis of explosive materials); Chemring Ordnance (a US-based manufacturer of pyrotechnic products and APOBS – a rocket launched mine-field clearance system); and Chemring Defence UK (which supplies a range of pyrotechnic products, including signalling and smoke grenades).

In the year ended 31 October 2013, Energetic Systems generated revenue of £143.6 million and operating profit of £9.2 million.

# Strategic and Investment Priorities

The Energetic Systems business offers a wide variety of specialised components produced infrequently in batch production runs. The market for energetic components is stable, and the segment has the potential to generate high margins. Recent operational challenges have impacted Chemring's performance in this segment and the key priority is to address these challenges in order to maintain quality and manufacturing through-put in order to sustain margins. The global market for pyrotechnic products has been heavily impacted by the decline in NATO operations in Afghanistan, leaving many stockpiles full and a target for short-term cuts.

#### 8. Current Trading and Prospects

On 27 February 2014, Chemring released its Interim Management Statement for the period 1 November 2013 to 27 February 2014. The following has been extracted without material adjustment from that announcement:

# "Current trading

As anticipated, the challenging market conditions the Group continues to experience across its operations, combined with the effect of adverse foreign exchange movements, has resulted in revenue during the three month period to 31 January 2014 falling to £118.3 million compared with £136.1 million in the same period last year.

The Group's order intake increased by 2.1 per cent. against the comparative period, helped by an increasing penetration of non-NATO markets. The order book at 31 January 2014 was £644.5 million, unchanged in the first quarter, after adjusting for the effects of foreign exchange and disposals. Of the order book at 31 January 2014, 55.6 per cent. is due for delivery in the current financial year.

# Countermeasures

The Countermeasures businesses continued to stabilise, with revenue in the three month period to 31 January 2014 being 1.8 per cent. below last year, indicating that customer demand is reaching minimum sustaining volumes. Order intake remained slow, with a number of customers deferring the placement of orders.

Regrettably, on 22 February 2014, an incident at the Kilgore facility in Tennessee resulted in one of our employees being fatally injured. The incident caused damage to parts of Kilgore's manufacturing operations and production is currently suspended. An investigation into the cause of the incident has been launched. A gradual re-start of manufacturing operations is expected during the first week of March 2014.

# Sensors & Electronics

Against a strong comparative period, revenue from Sensors & Electronics was 10.7 per cent. lower than the same period last year, reflecting the scheduling of demand for the Husky Mounted Detection System ("HMDS") from the US Department of Defense ("DoD"). Order intake included demand for HMDS spares from the Canadian Army and orders from the US DoD for biological detection systems. A final order under the HMDS Indefinite Delivery Indefinite Quantity ("IDIQ") contract is expected to be received in the second half of the current financial year.

#### Pyrotechnics & Munitions

Revenue in Pyrotechnics & Munitions was 16.5 per cent. lower than the same period last year, reflecting the timing of deliveries to Middle East customers. There was however a marked improvement in revenue and operational performance at Chemring Ordnance. Order intake at the Munitions businesses improved, primarily due to the receipt of significant orders from Middle East customers.

#### Energetic Sub-Systems

Revenue in Energetic Sub-Systems was 25.9 per cent. below the same period last year, partly due to the phasing of activity which will be more heavily weighted toward the second half of the current financial year. The Group continues to focus on resolving production issues and integrating manufacturing sites. Order intake, whilst marginally lower than the comparable period, showed an improving performance from the European businesses.

# Current financial position

The Group's net debt at 31 January 2014 was £253.8 million, an improvement of £32.1 million on the position at 31 January 2013. A modest rise in working capital since the financial year end is the result of expected seasonal fluctuations. Proceeds of £6.1 million (\$10.0 million) from the sale of the Clear Lake facility were received on 24 January 2014.

#### Outlook

The process of reshaping and strengthening the Group's portfolio of businesses through the disposal of non-core activities is ongoing; however, market conditions are expected to remain challenging. Chemring continues to pursue opportunities for growth, together with a focus on improvements in operational performance and restructuring businesses."

The Board's expectations for the current financial year remain unchanged from those outlined in the 23 January 2014 results announcement, subject to fluctuations in exchange rates."

Since the publication of Chemring's Interim Management Statement, there has been no material change to the current trading and prospects of the Group, save for the future impact of the Disposal.

On 10 April 2014, the Group entered into an agreement for the disposal of Chemring Defence Germany, which forms part of the Energetic Systems segment, for gross consideration of €2.75 million; after transaction costs and certain other adjustments, net proceeds are de minimis. This disposal is expected to complete in May 2014, following the satisfaction of certain regulatory approvals.

#### 9. Expected Timetable to Completion

A circular, which contains further details of the Disposal and the resolution to approve the Disposal (the "Resolution"), the Board's recommendation to vote in favour of the Resolution, and the notice of Meeting, will be sent to Shareholders as soon as practicable. Completion of the Disposal is expected to occur by 31 May 2014

The release, publication or distribution of this announcement in jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe, any applicable requirements. This announcement has been prepared for the purposes of complying with the Listing Rules and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws and regulations of any jurisdiction outside of England.

This announcement is not intended to, and does not constitute, or form part of, any offer to sell or an invitation to purchase or subscribe for any securities or a solicitation of any vote or approval in any jurisdiction. Shareholders are advised to read carefully the formal documentation in relation to the Disposal once it has been despatched. Any response to the proposals should be made only on the basis of the information in the formal documentation to follow.