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For immediate release

10 January 2017

RECOMMENDED CASH ACQUISITION
of
BRAMMER PLC
by
AI ROBIN LIMITED
a wholly-owned subsidiary of funds managed by
Advent International Corporation (“Advent International”)
to be effected by means of a Scheme of Arrangement
under Part 26 of the Companies Act 2006

Results of Court Meeting and General Meeting

The Board of Brammer plc (“**Brammer**”) is pleased to announce that, at the Court Meeting and the General Meeting held earlier today at the offices of White & Case LLP in connection with the recommended cash offer made by AI Robin Limited for the entire issued and to be issued share capital of Brammer (the “**Offer**”), to be implemented by means of a scheme of arrangement under Part 26 of the Companies Act 2006 (the “**Scheme**”):

- the Scheme Shareholders voted in favour of the resolution to approve the Scheme at the Court Meeting; and
- the Brammer Shareholders voted to pass the special resolution at the General Meeting to approve the implementation of the Scheme, including the adoption of the Amended Brammer Articles.

The total number of shares in issue at the Voting Record Time for each of the Court Meeting and General Meeting was 129,404,481. Consequently, the total voting rights in Brammer at the Voting Record Time were 129,404,481. Scheme Shareholders were entitled to one vote per Scheme Share at the Court Meeting and Brammer Shareholders were entitled to one vote per Brammer Share at the General Meeting.

Details of the resolutions passed are set out in the notices of the Court Meeting and General Meeting at Parts Nine and Ten (respectively) of the scheme document published on 12 December 2016 in relation to the Offer (the “**Scheme Document**”), which is available on Brammer’s website at investor.brammer.biz. Unless otherwise defined, capitalised terms used in this announcement have the same meaning given to them in the Scheme Document.

The detailed voting results in relation to the Court Meeting and the General Meeting are summarised below and will be posted on Brammer’s website.

Court Meeting

At the Court Meeting, a majority in number of Scheme Shareholders who voted (either in person or by proxy), representing 99.97 per cent. by value of those Scheme Shares voted, voted in favour of the resolution to approve the Scheme. The resolution proposed at the Court Meeting was passed on a poll vote. Details of the votes cast are as follows:

	Number of Scheme Shareholders who voted	Number of Scheme Shares voted	% of Scheme Shares voted	% of Scheme Shareholders who voted	Number of Scheme Shares voted as a % of the issued share capital
For	232	84,817,247	99.97	97.48	65.54
Against	6	26,807	0.03	2.52	0.02
Total	238	84,844,054	100	100	65.56

General Meeting

At the General Meeting, the special resolution to authorise the implementation of the Scheme, including the adoption of the Amended Brammer Articles, was duly passed on a poll vote. The results are detailed as follows:

	Number of Brammer Shares voted	% of Brammer Shares voted	Number of Brammer Shares voted as a % of the issued ordinary share capital*
For**	84,643,419	99.56	65.41
Against	25,807	0.03	0.02
Withheld	345,338	0.41	0.27
Total	85,014,564	100	65.7

* A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes 'For' or 'Against' the special resolution.

** Includes discretionary votes.

Next Steps

The Scheme remains subject to the satisfaction or (where capable of being waived) waiver of the other Conditions set out in the Scheme Document, including the Court sanctioning the Scheme at the Court Hearing which is expected to take place on 2 February 2017.

Subject to unconditional merger clearance from the European Commission and the remaining conditions being satisfied or (where applicable) waived, the Scheme is expected to become effective on 6 February 2017.

Thereafter, suspension of dealings in Brammer Shares on the London Stock Exchange's main market for listed securities is expected to take place at 5:00 pm on 3 February 2017 and de-listing of Brammer Shares on the premium listing segment of the Official List of the UK Listing Authority and cancellation of the admission of Brammer Shares to trading on the London Stock Exchange's main market for listed securities are each subsequently expected to occur by 8:00 am on 7 February 2017.

The expected timetable for implementation of the Scheme remains as set out on page 8 of the Scheme Document. If any of the expected dates change, Brammer will, unless the Panel otherwise directs, give notice of the change by issuing an announcement through a regulatory information service.

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Important Notices

Investec Bank plc is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the UK. Investec Bank plc is acting exclusively as financial adviser to Brammer and no one else in connection with the Acquisition and will not be responsible to anyone other than Brammer for providing the protections afforded to clients of Investec Bank plc nor for providing advice in connection with the Acquisition or any matter referred to herein.

Citigroup Global Markets Limited, which is authorised by the Prudential Regulation Authority and regulated in the United Kingdom by the Financial Conduct Authority and the Prudential Regulation Authority, is acting as lead financial adviser to Bidco and Advent International and for no one else in connection with the Acquisition and will not be responsible to anyone other than Bidco and Advent International for providing the protections afforded to clients of Citigroup Global Markets Limited nor for providing advice in relation to the Acquisition, the contents of this document or any other matters referred to herein.

HSBC Bank plc is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom and is acting exclusively for Advent International and no one else in connection with the Acquisition and other matters referred to in this document and will not regard any other person (whether or not a recipient of this announcement) as a client in relation to the Acquisition or any other matters referred to in this document and is not, and will not be, responsible to anyone

other than Advent International for providing the protections afforded to its clients or for providing advice in relation to the Acquisition, the contents of this document or any transaction or arrangement referred to in this announcement.

Further information

This Announcement is for information purposes only and is not intended to and does not constitute, or form part of, an offer to sell or an invitation to purchase any securities or the solicitation of an offer to buy any securities, pursuant to the Offer or otherwise, nor shall there be any purchase, sale or exchange of securities or such solicitation in any jurisdiction in which such offer, solicitation or sale or exchange would be unlawful prior to the registration or qualification under the laws of such jurisdiction. The Offer will be made solely by means of the Scheme Document or any document by which the Offer is made which will contain the full terms and Conditions of the Offer, including details of how to vote in respect of the acquisition.

This Announcement has been prepared for the purpose of complying with English law and the Code 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 of jurisdictions outside the United Kingdom.

The statements contained in this Announcement are made as at the date of this Announcement, unless some other time is specified in relation to them, and service of this Announcement shall not give rise to any implication that there has been no change in the facts set out in this Announcement since such date.

Overseas shareholders

Brammer Shareholders who are not resident in and citizens of the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizens. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdictions.

The release, publication or distribution of this document in or into 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. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person. This document has been prepared for the purposes of complying with the laws of England and Wales, the Listing Rules, the rules of the London Stock Exchange and the Code and the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws of jurisdictions outside the United Kingdom.

The Acquisition relates to shares of a UK company that is a “foreign private issuer” as defined in Rule 3b-4 under the US Securities Exchange Act of 1934, as amended (the “US Exchange Act”), and is proposed to be effected by means of a scheme of arrangement under the laws of England and Wales. Neither the US proxy solicitation rules nor the tender offer rules under the US Exchange Act apply to the Acquisition. Accordingly, the Acquisition is subject to the disclosure requirements, rules and practices applicable in the United Kingdom to schemes of arrangement, which differ from the requirements of US proxy solicitation or tender offer rules. However, if Bidco were to elect to implement the Acquisition by means of a takeover offer, such takeover offer would be made in compliance with all applicable laws and regulations, including Section 14(e) of the US Exchange Act and Regulation 14E thereunder. Such a takeover would be made in the United States by Bidco and no one else. In addition to any such takeover offer, Bidco, certain affiliated companies and the nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, shares in Brammer outside such takeover offer during the period in which such takeover offer would remain open for acceptance. If such purchases or arrangements to purchase were to be made, they would be made outside the United States and would comply with applicable law, including the US Exchange Act.

None of the securities referred to in this document have been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any other US regulatory authority, nor have such authorities passed upon or determined the adequacy or accuracy of the information contained in this document. Any representation to the contrary is a criminal offence in the United States.

Brammer’s financial statements, and all financial information that is included in this document, have been prepared in accordance with international financial reporting standards and may not be comparable to financial statements of companies in the United States or other companies whose financial statements are prepared in accordance with US generally accepted accounting principles.

The receipt of cash pursuant to the Acquisition by a US holder of Brammer Shares as consideration for the

transfer of its Scheme Shares pursuant to the Scheme will be a taxable transaction for US federal income tax purposes and may also be a taxable transaction under applicable state and local tax laws, as well as foreign and other tax laws. Each US holder of Brammer Shares is strongly advised to consult an appropriately qualified independent professional tax adviser immediately with respect to the tax consequences of the Scheme.

Unless otherwise determined by Bidco or required by the Code and permitted by applicable law and regulation, this document may not be made available, directly or indirectly, in, into or from any jurisdiction where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure if information concerning the Acquisition is sent or made available to Brammer Shareholders in that jurisdiction (the "Restricted Jurisdiction") where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Acquisition by use of the mails of, or by any means or instrumentality (including, without limitation, facsimile or other electronic transmission, telex or telephone) of inter-state or foreign commerce of, or any facility of a national, state or other securities exchange of, or from or within, a Restricted Jurisdiction, or any other overseas jurisdiction in respect of which such action would not be lawful. Accordingly, unless otherwise determined by Bidco or required by the Code and permitted by applicable law and regulation, copies of this document and any other formal documentation relating to the Acquisition will not be, and must not be, mailed or otherwise forwarded, distributed or sent in, into or from any jurisdiction where to do so would violate the laws of that jurisdiction.

The availability of this Document to Brammer Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable requirements.

The Acquisition will be subject to the applicable requirements of the Code, the Panel, the London Stock Exchange, the FCA and the UKLA.

Forward-looking statements

This Announcement contains statements about Bidco and Brammer that are or may be forward looking statements. These statements are based on the current expectations of the management of Bidco and Brammer and are naturally subject to uncertainty and changes in circumstances. All statements, including the expected timing and scope of the Offer, other than statements of historical facts included in this Announcement may be forward looking statements. Without limitation, any statements preceded or followed by or that include the words "targets", "plans", "believes", "expects", "aims", "intends", "will", "may", "should", "would", "could", "anticipates", "estimates", "projects", "strategy" or words or terms of similar substance or the negative thereof, are forward looking statements. Forward looking statements include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of Bidco's or Brammer's operations and potential synergies resulting from the Offer; and (iii) the effects of government regulation on Bidco's or Brammer's business.

Such forward looking statements are not guarantees of future performance. By their nature, because they relate to events and depend on circumstances that will occur in the future, such forward looking statements involve risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors could cause actual results and developments to differ materially from those projected or implied in any forward looking statements. These factors include, but are not limited to, the satisfaction of the conditions to the Offer, as well as additional factors, such as changes in political and economic conditions, changes in the level of capital investment, retention of key employees, changes in customer habits, success of business and operating initiatives and restructuring objectives, impact of any acquisitions or similar transactions, changes in customers' strategies and stability, competitive product and pricing measures, changes in the regulatory environment, fluctuations or interest and exchange rates, the outcome of any litigation. Other unknown or unpredictable factors could cause actual results to differ materially from those in the forward-looking statements. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward looking statements, which speak only as of the date hereof. Each of Bidco and Brammer disclaims any obligation to update publicly or revise any forward looking or other statements contained herein, whether as a result of new information, future events or otherwise, except as required by applicable law.

No profit forecasts or estimates

No statement in this Announcement is intended as a profit forecast or estimate for any period and no statement in this Announcement should be interpreted to mean that earnings or earnings per share for Brammer for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Brammer.

Publication on website and availability of hard copies

In accordance with Rule 26.1 of the Code, a copy of this Announcement will be made available (subject to certain

restrictions relating to persons resident in Restricted Jurisdictions), free of charge, on Brammer's website at investor.brammer.biz by no later than 12:00 noon on the Business Day following this Announcement. Neither the contents of these websites nor the content of any other website accessible from hyperlinks on such websites is incorporated into, or forms part of, this Announcement.

Disclosure requirements of the Code

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

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

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

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

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the Offer Period commenced and when any offeror was first identified. If you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure, you should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129.