

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. It should be read in conjunction with the Offer contained in the accompanying offer document dated 23 February 2017 (the "Offer Document"). If you are in any doubt about the action you should take, you should seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if you are in a territory outside the UK, another appropriately authorised independent financial adviser in the relevant jurisdiction.**

If you have sold or otherwise transferred all of your certificated FIH Shares (other than pursuant to the Offer), please send the Offer Document and any accompanying documents, but not this Form of Acceptance, as soon as possible, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. However, the foregoing documents should not be forwarded or transmitted in or into any Restricted Jurisdiction. If you have sold or otherwise transferred only part of your certificated FIH Shares (other than pursuant to the Offer), please consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

This Form of Acceptance is personalised. If you have recently purchased FIH Shares and you receive this Form of Acceptance from the transferor of such shares, you should note that it cannot be used for the purpose of accepting the Offer in respect of the FIH Shares you have purchased. Please contact the Receiving Agent on the telephone number below to obtain a replacement Form of Acceptance.

All words and expressions defined in the Offer Document have the same meaning in this Form of Acceptance. The terms and conditions of the Offer as contained or referred to in the Offer Document are deemed to be incorporated herein.

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## **FORM OF ACCEPTANCE**

in respect of the Recommended Cash Offer by

# **Staunton Holdings Limited**

for the entire issued and to be issued share capital of

## **FIH Group plc**

not already held by Staunton Holdings Limited

**Acceptances of the Offer must be received by 1.00 pm on 16 March 2017**

**FIH Shareholders who hold FIH Shares in uncertificated form (that is, in CREST)  
should NOT complete this Form of Acceptance**

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The Offer referred to in this Form of Acceptance is not being made directly or indirectly in, and neither the Offer Document nor this Form of Acceptance is being, and must not be, directly or indirectly, mailed, transmitted or otherwise distributed, in whole or in part, in or into or from any Restricted Jurisdiction and the Offer will not be capable of acceptance in such jurisdictions. The availability of the Offer to FIH Shareholders who are not resident in the UK may be affected by the laws of the relevant jurisdictions in which they are resident. Such persons should read paragraph 14 of Part 2 of the Offer Document and inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdictions.

### **ACTION TO BE TAKEN**

Please read pages 2 and 4 of this Form of Acceptance, where detailed instructions on how to complete the form are set out, and complete and sign where indicated on page 3. Send the completed and signed Form of Acceptance (together with your valid share certificate(s) and/or other document(s) of title) by post or by hand (during normal business hours only) to Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU using (for posting in the UK only) the enclosed first class reply-paid envelope, as soon as possible, and in any event so as to be received not later than 1.00 pm (London time) on 16 March 2017. If you hold FIH Shares both in CREST and in certificated form, complete this form for your holding of FIH Shares in certificated form, that is, outside CREST. The procedure for acceptance of the Offer for FIH Shares held in CREST is set out in paragraph 15.2 of Part 2 of the Offer Document.

If your share certificate(s) and/or other document(s) of title is/are not readily available or is/are lost, this Form of Acceptance should nevertheless be completed, signed and returned as stated above and the share certificate(s) and/or other document(s) of title forwarded as soon as possible thereafter. If you hold your FIH Shares in certificated form but under different designations, you should complete a separate Form of Acceptance in respect of each designation. If you would like to obtain further Forms of Acceptance or have any other queries about the completion of this Form of Acceptance please contact the Receiving Agent, Capita Asset Services, on +44 (0)371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 am – 5.30 pm, Monday to Friday excluding public holidays in England and Wales. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Offer nor give any financial, legal or tax advice.

Do not detach any part of this form.

A Form of Acceptance received in an envelope postmarked in any Restricted Jurisdiction, or otherwise appearing to Staunton or its agents to have been sent from a Restricted Jurisdiction may be rejected as an invalid acceptance of the Offer.

Please read Part C of Appendix I to the Offer Document, the terms of which are incorporated into and form part of this Form of Acceptance.

**HOW TO COMPLETE THIS FORM OF ACCEPTANCE**

To accept the Offer please complete Box 1, Box 3 (if appropriate) and sign Box 2A or 2B. If appropriate you should also complete Box(es) 4 and/or 5.

**PLEASE COMPLETE THIS FORM IN BLACK INK****1 TO ACCEPT THE OFFER****Box 1** 

To accept the Offer insert in Box 1 the total number of certificated FIH Shares in respect of which you wish to accept the Offer and, if appropriate, complete Box 3. You must also sign Box 2A (in the presence of an independent witness) if you are an individual or Box 2B if you are a corporation. If no number, or a number greater than your entire holding of certificated FIH Shares, is inserted in Box 1, and you have signed Box 2, you will be deemed to have accepted the Offer in respect of your entire holding of certificated FIH Shares. Please enter a daytime telephone number in the space provided where you may be contacted in the event of a query regarding the completion of this form.

**2A SIGNATURES OF INDIVIDUALS****Box 2A** 

If you are an individual and wish to accept the Offer in respect of FIH Shares held in certificated form, you must sign and date Box 2A regardless of the other box(es) you complete. In the case of a joint holding ALL holders must sign. Each signature by an individual must be signed in the presence of a witness who must be over 18 years of age and must not be one of the joint registered holders. The witness should state his/her name and sign where indicated. The same witness may witness each signature of the joint holders, if applicable. If this Form of Acceptance is not signed by the registered holder(s), insert the name(s) and capacity (e.g. executor) of the person(s) signing this Form of Acceptance. You should also deliver evidence of your authority in accordance with the notes on page 4 of this Form of Acceptance.

**2B COMPANY SIGNATURES****Box 2B** 

If you are a body corporate and wish to accept the Offer in respect of FIH Shares held in certificated form you must sign and date Box 2B, regardless of the other box(es) you complete. A company may affix its common seal, which should be affixed and witnessed in accordance with its articles of association or other regulations. Alternatively, a company to which section 44 of the Companies Act 2006 applies may execute this Form of Acceptance as a deed by: (i) a director of the company before a witness (who must also sign); (ii) two directors; or (iii) one director and the company secretary, signing and dating the execution part of Box 2B. A company incorporated outside England and Wales should execute this Form of Acceptance in accordance with the provisions of The Overseas Companies (Execution of Documents and Registration of Charges) Regulations 2009, as amended, and the laws of the territory in which the relevant company is incorporated. The name of the Company should be inserted above the signature of the persons who have signed this Form of Acceptance.

**3 NAMES AND ADDRESS****Box 3** 

Only complete Box 3 in BLOCK CAPITALS with the full name and address of the registered holder and, in the case of FIH Shares jointly held, the full name and address of the first registered holder together with the names of all joint holders if the details printed in Box 1 are missing or are incorrect. Unless you complete Box 4, the address set out in Box 1 or Box 3 as appropriate will be the address to which your consideration and/or other documents will be sent. If the address inserted in Box 3 is in a Restricted Jurisdiction you must insert in Box 4 an alternative address, outside a Restricted Jurisdiction, to which your consideration and/or other documents are to be sent.

**4 ALTERNATIVE ADDRESS FOR DESPATCH OF CONSIDERATION AND/OR OTHER DOCUMENTS****Box 4** 

If you want the consideration and/or other documents to be sent to someone other than the first named registered holder at the address detailed in Box 1 or inserted in Box 3 (e.g. your bank manager or stockbroker), you should also complete Box 4. Box 4 must also be completed by holders with registered addresses in a Restricted Jurisdiction or by holders who have completed Box 3. You must not insert in Box 4 an address in a Restricted Jurisdiction whose laws may be violated by the dispatch of the consideration and/or other documents.

**5 OVERSEAS SHAREHOLDERS****Box 5** 

If you are unable to give the warranties set out in paragraph (c) of Part C of Appendix I to the Offer Document you must put "NO" in Box 5. If you do not put "NO" in Box 5 you will be deemed to have given such warranties.

**PLEASE COMPLETE IN BLOCK CAPITALS AS EXPLAINED ON PAGE 2**

To accept the Offer complete Box 1, Box 3 (if appropriate) and sign Box 2A or 2B. If appropriate you should also complete Box(es) 4 and/or 5.

**1 TO ACCEPT THE OFFER**

No. of certificated FIH Shares for which you wish to accept the Offer

Please insert your daytime telephone number, for use in the event of a query. .....
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**2A EXECUTION BY AN INDIVIDUAL**

Witnessed by:

1. Signature/Date ..... Name in full .....	Name ..... Signature .....	Address ..... ..... .....
2. Signature/Date ..... Name in full .....	Name ..... Signature .....	Address ..... ..... .....
3. Signature/Date ..... Name in full .....	Name ..... Signature .....	Address ..... ..... .....
4. Signature/Date ..... Name in full .....	Name ..... Signature .....	Address ..... ..... .....

Note: All FIH Shareholders who are individuals should sign and date Box 2A in the presence of a witness who should also sign Box 2A in accordance with the instructions printed in Note 2A. The witness must be over 18 years of age and must not be one of the joint holders.

**2B EXECUTION BY A COMPANY**

The common seal was affixed/executed and delivered as a deed by:



Name of Company .....	Name of Director .....	Signature/Date .....
Name of Company .....	Name of Director/Secretary/Witness .....	Signature/Date .....

**3 NAMES AND ADDRESS**

ONLY COMPLETE BOX 3 IF THE DETAILS PRINTED IN BOX 1 ARE INCORRECT

Insert in BLOCK CAPITALS the full name(s) of the person(s) in whose name(s) the FIH Shares are registered and the address of the first-named registered holder

Name and address of the first-named registered holder	Name(s) of joint registered holder(s)	
1. Forename(s)..... Surname..... (Mr/Mrs/Miss/Title)	1. Forename(s)..... Surname..... (Mr/Mrs/Miss/Title)	1. Forename(s)..... Surname..... (Mr/Mrs/Miss/Title)
Address.....		Postcode.....

**4 ALTERNATIVE ADDRESS**

Alternative address (which must not be within a Restricted Jurisdiction) to which consideration and/or other documents is/are to be sent, if not that of the first-named registered holder printed in Box 1, or inserted in Box 3.

Name.....	Agent's reference.....
Address.....	Postcode.....

**5 OVERSEAS SHAREHOLDERS**

Put "NO" 5 in Box 5 if you are unable to give the warranties set out in paragraph (c) of Part C of Appendix I to the Offer Document.

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## ADDITIONAL NOTES REGARDING THE COMPLETION OF THIS FORM OF ACCEPTANCE

In order to be effective this Form of Acceptance must, except as mentioned below, be signed as a deed by the registered holder or, in the case of a joint holding, by ALL the joint holders, or under a power of attorney and in accordance with the notes on page 2 of this Form of Acceptance. A corporation must execute this Form of Acceptance as a deed in accordance with the notes on page 2 of this Form of Acceptance.

In order to avoid delay and inconvenience to yourself, the following points may assist you:

**1. If a registered FIH Shareholder is away from home (e.g. abroad or on holiday)**

Send this Form of Acceptance by the quickest means (e.g. airmail), but not into a Restricted Jurisdiction to the FIH Shareholder for execution or, if he or she has executed a power of attorney, have this Form of Acceptance signed by the attorney. In the latter case, the original power of attorney (or a copy certified in accordance with the Power of Attorney Act 1971) should be lodged with this Form of Acceptance for noting (see paragraph 7 below). No other signatures are acceptable.

**2. If you have sold or otherwise transferred all, or wish to sell or otherwise transfer part, of your holding of FIH Shares in certificated form**

If you have sold or transferred all of your holding of FIH Shares in certificated form, you should immediately send any accompanying documents (including the enclosed reply-paid envelope (for use within the UK only)) but NOT this personalised Form of Acceptance to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. However, such documents should not be forwarded or transmitted in or into a Restricted Jurisdiction. If your FIH Shares are in certificated form and you wish to sell part of your holding of FIH Shares and also wish to accept the Offer in respect of the balance but are unable to obtain the balance share certificate by 16 March 2017, you should ensure that your stockbroker or other agent through whom you make the sale obtains the appropriate endorsement or indication, signed on behalf of FIH, in respect of the balance of your holding of FIH Shares.

**3. If the sole FIH Shareholder has died**

If probate or letters of administration have been registered with Capita Asset Services, this Form of Acceptance must be signed by the personal representative(s) of the deceased. If probate or letters of administration have been granted but have not been registered with Capita Asset Services, the personal representative(s) should sign this Form of Acceptance and forward it as soon as possible to Capita Asset Services at the address given on page 1 of this form with the share certificate(s) and with a sealed copy of the probate or letters of administration. If probate or letters of administration have not been granted, the personal representative(s) should sign this Form of Acceptance and forward it to Capita Asset Services at the address given on page 1 of this Form of Acceptance with the share certificate(s) as soon as possible. Please note that a sealed copy of the probate or letters of administration must be lodged with Capita Asset Services before the consideration due under the Offer can be forwarded to the personal representative(s).

**4. If one of the joint holders has died**

This Form of Acceptance is valid if signed by all the surviving joint holders and lodged with the death certificate, probate or letters of administration of the deceased.

**5. If the share certificate(s) is/are held by your stockbroker or other agent**

If your share certificate(s) and/or other document(s) of title are with your stockbroker or other agent, you should complete this Form of Acceptance and arrange for it to be lodged by such agent with the relevant document(s).

If the share certificate(s) is/are not readily obtainable, lodge this Form of Acceptance duly completed together with a note saying e.g. "share certificate(s) to follow" and arrange for the share certificate(s) to be forwarded as soon as possible thereafter. It is helpful for your agent to be informed of the full terms of the Offer (unless such person is in a Restricted Jurisdiction).

**6. If the share certificate has been lost**

Complete and lodge this Form of Acceptance with any share certificate(s) available and write requesting a letter of indemnity for any missing share certificates to Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. The letter of indemnity should be completed in accordance with the instructions given. When completed the letter of indemnity must be lodged with Capita Asset Services, Corporate Actions, at the address above. Indemnities will be accepted at the discretion of Capita Asset Services.

**7. If this form is signed under a power of attorney**

The completed Form of Acceptance, together with the share certificate(s) and/or other documents of title, should be lodged with Capita Asset Services at the address given on page 1, accompanied by the original power of attorney (or a copy duly certified in accordance with the Powers of Attorney Act 1971). The power of attorney will be noted by Capita Asset Services and returned as directed.

**8. If your name or other particulars are shown incorrectly on the share certificate e.g.:**

(a) name on the certificate ..... James Smith

(b) correct name ..... James Smythe

complete and lodge this Form of Acceptance with the correct name and accompanied by a letter from your stockbroker, bank or solicitor confirming that the person described on the share certificate and the person who has signed this Form of Acceptance are one and the same;

(c) incorrect address, write the correct address on this Form of Acceptance;

(d) change of name, lodge your marriage certificate or the deed poll, which had the effect of changing your name, with this Form of Acceptance for noting.

**9. If you are not resident in the United Kingdom**

The attention of FIH Shareholders not resident in the United Kingdom is drawn, in particular, to paragraph 14 of Part 2 of the Offer Document.

**10. If you wish to withdraw your acceptance**

You may withdraw your acceptance after having completed and returned a Form of Acceptance by written notice given to Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by post or by hand (during normal business hours only), in certain limited circumstances described in paragraph 3 of Part B of Appendix I to the Offer Document.

**11. Validity of acceptance of the Offer**

Subject to the provisions of the Takeover Code, Staunton reserves the right to treat as valid in whole or in part any acceptance of the Offer which is not entirely in order or which is not accompanied by the relevant share certificate(s) and/or other document(s) of title.

**The consideration due to you under the Offer cannot be sent to you until all relevant documents have been properly completed and lodged either by post or by hand (during normal business hours only) with Capita Asset Services at the address given on page 1 of this Form of Acceptance but in any event whilst the Offer remains open.**