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10 February 2017

RECOMMENDED CASH OFFER

by

STAUNTON HOLDINGS LIMITED

for the entire issued and to be issued ordinary share capital of

FIH GROUP PLC

Summary

- The board of directors of Staunton Holdings Limited ("**Staunton**") and the Independent FIH Directors are pleased to announce that they have reached agreement on the terms of a recommended cash offer to be made by Staunton, an entity associated with Blackfish Capital, to acquire the entire issued and to be issued share capital of FIH (AIM: FIH) (the "**Offer**"), by way of a contractual offer under the Takeover Code.
- Under the terms of the Offer, FIH Shareholders will be entitled to receive 300 pence in cash for each FIH Share held.
- The Offer Price represents a premium of approximately:
 - 27.39 per cent. to the Closing Price per FIH Share of 235.5 pence on 9 February 2017 (being the last Business Day prior to the date of this Announcement); and
 - 41.84 per cent. to the volume weighted average price of 211.5 pence per FIH Share for the twelve months up to and including 9 February 2017 (being the last Business Day prior to the date of this Announcement).
- The Offer values the entire issued share capital of FIH at approximately £37.3 million.
- Staunton's associated entity Blackfish Capital, which is ultimately controlled by the corporate trustee of The Rowland Purpose Trust 2001, currently owns approximately 22.7 per cent. of the issued share capital of FIH.
- Staunton is a private limited company incorporated in Guernsey, Channel Islands and is ultimately controlled by the corporate trustee of The Rowland Purpose Trust 2001.
- The Independent FIH Directors, who have been so advised by WH Ireland, consider the terms of the Offer to be fair and reasonable. In providing its advice to the Independent FIH Directors, WH Ireland has taken into account the commercial assessments of the Independent FIH Directors. WH Ireland is providing independent financial advice to the Independent FIH Directors for the purposes of Rule 3 of the Takeover Code.
- Mr Edmund Rowland, Executive Chairman of FIH, is a member of the Rowland Family. In view of Mr Edmund Rowland's resulting interest in both Staunton and Blackfish Capital, he is not considered to be independent for the purposes of the Offer.

- Accordingly, the Independent FIH Directors have unanimously agreed to recommend that FIH Shareholders accept the Offer as they have irrevocably undertaken to do in respect of their own beneficial shareholdings of, in aggregate, 93,137 FIH Shares, representing approximately 0.75 per cent. of the share capital of FIH in issue as at 9 February 2017 (being the last Business Day prior to the date of this Announcement). Each of these irrevocable undertakings is binding in all circumstances (including in the event of a higher offer).
- The Offer will be conditional on, amongst other things, Staunton receiving valid acceptances (which have not been withdrawn) in respect of and/or having otherwise acquired FIH Shares which represent not less than 90 per cent. (or such lower percentage as Staunton may, subject to the Takeover Code, decide) in nominal value of FIH Shares to which the Offer relates and of the voting rights attached to those shares.
- In the event that the Offer is declared or becomes wholly unconditional and Staunton acquires FIH Shares (including those held by Blackfish Capital) which in aggregate carry at least 75 per cent. of the voting rights attaching to the FIH Shares, whether pursuant to the Offer or otherwise, and subject to any requirements of the AIM Rules, Staunton intends to procure that FIH applies to the London Stock Exchange to cancel the admission to trading on AIM of the FIH Shares.
- Should Staunton receive acceptances of 90 per cent. or more of the FIH Shares to which the Offer relates and the voting rights attaching to those shares, it intends to invoke its right to acquire compulsorily the remainder of the FIH Shares to which the Offer relates.
- Staunton reserves the right to make an equivalent reduction in its offer price if FIH announces, declares or pays any dividend or any other distribution to shareholders on or after the date of this Announcement.

The Offer Document, containing further information about the Offer and the terms and conditions of the Offer, together with a Form of Acceptance will, unless otherwise permitted by the Panel, be published within 28 days of this Announcement (or such later date as the Panel may agree) and will be made available on FIH's website at <http://www.fihplc.com> and Staunton's website at www.stauntonguernsey.com.

Commenting on the Offer on behalf of the Independent FIH Directors, Jeremy Brade, non-executive director of FIH said: *"The Offer provides all FIH Shareholders with the opportunity of a cash exit at an uplifted value to the prevailing share price. The Independent FIH Directors recommend this Offer and, if shareholders accept it, will look forward with confidence to the Company's ownership by Staunton."*

Commenting on the Offer on behalf of Staunton, Graham Robeson, a director of Staunton, said: *"The Offer Price represents a significant premium to the closing price of 235.5 pence per share on 9 February 2017. We, with our associated entity Blackfish Capital, FIH's largest shareholder, firmly believe that the Company will be better off as a private unlisted company and the Offer can effect this while at the same time offering FIH Shareholders a very attractive exit for their holdings."*

This summary should be read in conjunction with, and is subject to, the following full text of this Announcement and the Appendices. The Offer will be subject to the Conditions and certain further terms of the Offer set out in Appendix I to this Announcement. Appendix II sets out the sources of information and bases of calculations used in this Announcement. Appendix III contains details of the irrevocable undertakings given to Staunton. Appendix IV contains the definitions of certain terms used in this summary and in the full text of this Announcement.

The Offer Document will be posted as soon as practicable and in any event within 28 days from the date of this Announcement, unless otherwise agreed with the Panel, other than to certain Overseas FIH Shareholders in a Restricted Jurisdiction in the circumstances permitted under the Takeover Code or in accordance with any dispensation given by the Panel.

The full terms of and Conditions to the Offer will be set out in the Offer Document and the Form of Acceptance. In deciding whether or not to accept the Offer, FIH Shareholders should rely solely on the information contained in, and follow the procedures set out in, the Offer Document and Form of Acceptance.

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Further information

Shore Capital, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively as financial adviser to Staunton and no-one else in connection with the Offer and other matters described in this Announcement, and will not be responsible to anyone other than Staunton for providing the protections afforded to clients of Shore Capital or for providing advice in relation to the Offer, the contents of this Announcement or any other matter referred to herein. Shore Capital has given, and not withdrawn, its consent to the inclusion in the Announcement of the references to its name in the form and context in which it appears.

WH Ireland, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively as financial adviser and nominated adviser to FIH and no-one else in connection with the Offer and other matters described in this Announcement, and will not be responsible to anyone other than FIH for providing the protections afforded to clients of WH Ireland or for providing advice in relation to the Offer, the contents of this Announcement or any other matter referred to herein. WH Ireland has given, and not withdrawn, its consent to the inclusion in the Announcement of the references to its name and the advice it has given to FIH in the form and context in which they appear.

THIS ANNOUNCEMENT IS FOR INFORMATION PURPOSES ONLY AND IS NOT INTENDED TO, AND DOES NOT, CONSTITUTE OR FORM ANY PART OF, AN OFFER TO SELL OR AN INVITATION TO SUBSCRIBE FOR OR PURCHASE ANY SECURITIES OR THE SOLICITATION OF ANY VOTE OR APPROVAL IN ANY JURISDICTION, NOR SHALL THERE BE ANY SALE, ISSUANCE OR TRANSFER OF THE SECURITIES REFERRED TO IN THIS ANNOUNCEMENT IN ANY JURISDICTION IN CONTRAVENTION OF APPLICABLE LAW. THE OFFER WILL BE MADE SOLELY BY MEANS OF THE OFFER DOCUMENT, WHICH WILL CONTAIN THE FULL TERMS AND CONDITIONS OF THE OFFER, AND IN THE CASE OF FIH SHARES HELD IN CERTIFICATED FORM, THE FORM OF ACCEPTANCE. ANY DECISION OR ACCEPTANCE IN RELATION TO THE OFFER SHOULD BE MADE ONLY ON THE BASIS OF THE INFORMATION CONTAINED IN THE OFFER DOCUMENT AND SUCH FORM OF ACCEPTANCE (IF APPLICABLE). SHAREHOLDERS ARE ADVISED TO READ THE OFFER DOCUMENT AND FORM OF ACCEPTANCE (IF APPLICABLE) CAREFULLY, ONCE THEY HAVE BEEN DESPATCHED, WHICH STAUNTON EXPECTS TO DO SHORTLY.

Cautionary Note Regarding Forward Looking Statements

This Announcement (including information incorporated by reference in this Announcement), oral statements made regarding the Offer, and other information published by Staunton and FIH may contain certain statements that are or may be deemed to be forward looking with respect to the financial condition, results of operation(s) and business of FIH and certain plans and objectives of the FIH Board and the Staunton Directors with respect thereto. These forward looking statements can be identified by the fact that they are prospective in nature and do not relate to historical or current facts. Forward looking statements often, but not always, use words such as "anticipate", "target", "expect", "estimate", "budget", "scheduled", "forecasts", "intend", "plan", "goal", "believe", "will", "may", "should", "would", "could" or other words of a similar meaning. These estimates are based on assumptions and assessments made by the FIH Board and/or the Staunton Directors in light of their experience and their perception of historical trends, current conditions, expected future developments and other factors they believe appropriate.

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 forth in this Announcement since such date. By their nature, forward looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future and the factors described in the context of such forward looking statements in this Announcement could cause actual results or developments to differ materially from those expressed or implied by such forward looking statements. Although FIH and Staunton believe that the expectations reflected in such forward looking statements are reasonable, neither Staunton nor FIH, nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward looking statements in this Announcement will actually occur. Other than in accordance with their legal or regulatory obligations (including under the AIM Rules and the Disclosure Guidance and Transparency Rules of the FCA), none of Staunton, FIH, any member of the Staunton Group, any member of the FIH Group, nor any Staunton Director or FIH Director, nor any of their respective advisers, associates, directors or officers is under any obligation, and such persons expressly disclaim any intention or obligation, to update or revise any forward looking statements, whether as a result of new information, future events or otherwise. No undue reliance should therefore be placed on these forward looking statements which speak only as at the date of this Announcement.

Disclosure Requirements of the Takeover Code

Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1 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 Takeover Code, any person who is, or becomes, interested in 1 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(s), 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. You should contact the Panel's Market Surveillance Unit on **+44 (0) 20 7638 0129** if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

Information Relating to FIH Shareholders

Please be aware that addresses, electronic addresses and certain information provided by FIH Shareholders, persons with information rights and other relevant persons in connection with the receipt of communications from FIH may be provided to Staunton during the Offer Period as required under Section 4 of Appendix 4 of the Takeover Code to comply with Rule 2.11(c) of the Takeover Code.

Rule 2.9 Disclosure

In accordance with Rule 2.9 of the Takeover Code, FIH confirms that, as at the date of this Announcement, it has 12,431,623 ordinary shares of 10p each in issue and admitted to trading on AIM under the ISIN reference GB00BD0CWJ91.

Purchases outside the Offer

Staunton or its nominees or brokers (acting as agents) may purchase FIH Shares otherwise than under the Offer, such as in the open market or through privately negotiated purchases. Such purchases shall comply with the Takeover Code and the rules of the London Stock Exchange.

Publication of this Announcement

A copy of this Announcement and the display documents required to be published pursuant to Rules 26.1 and 26.2 of the Takeover Code will be available, free of charge, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on FIH's website at <http://www.fihplc.com> by no later than 12 noon on 13 February 2017.

Neither the content of FIH's website nor the content of any websites accessible from hyperlinks on such website (or any other websites) are incorporated into, or form part of, this Announcement nor, unless previously published by means of a regulatory information service, should any such content be relied upon in reaching a decision regarding the matters referred to in this Announcement.

In accordance with Rule 30.3 of the Takeover Code, a hard copy of this Announcement (and any information incorporated by reference in this Announcement) may be requested free of charge by contacting the Registrars on 0371 664 0321, or by writing to them at Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

FIH Shareholders may also request that all future documents, announcements and information to be sent to them in relation to the Offer should be in hard copy form.

The Offer is subject to the provisions of the Takeover Code.

No Profit Forecasts

Other than as set out in paragraph 8 below 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 FIH for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for FIH.

Overseas FIH Shareholders

The availability of the Offer and the release, publication and distribution of this Announcement in jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons who are not resident in the United Kingdom into whose possession this Announcement comes should inform themselves about and observe any such restrictions.

Failure to comply with any such 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 Offer disclaim any responsibility or liability for the violation of such restrictions by any person. Accordingly, copies of this Announcement and any other related document will not be, and must not be, directly or indirectly, mailed or otherwise distributed or sent in or into any Restricted Jurisdiction and persons in such Restricted Jurisdictions receiving such documents (including custodians, nominees and trustees) must not distribute or send them in, into or from such jurisdictions as doing so may violate the laws of such jurisdictions and may make invalid any purported acceptance of the Offer by persons in any such Restricted Jurisdiction.

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

The Offer will not be made, directly or indirectly, in or into, or by use of the mails, or by any means or instrumentality (including, without limitation, by means of telephone, facsimile, telex, internet or other forms of electronic communication) of interstate or foreign commerce of, or any facilities of a securities exchange of the United States, Canada, Australia, Japan, the Republic of South Africa or any other Restricted Jurisdiction and the Offer will not be capable of acceptance by any such use, means, instrumentality or facility or from within any Restricted Jurisdiction.

Accordingly, copies of this Announcement and any other related document will not be, and must not be, directly or indirectly, mailed or otherwise distributed or sent in or into the United States, Canada, Australia, Japan, the Republic of South Africa or any other Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not distribute or send them in, into or from such jurisdictions as doing so may violate the laws of such jurisdictions and may make invalid any purported acceptance of the Offer by persons in any such Restricted Jurisdiction.

Right to switch to a scheme of arrangement

Staunton reserves the right to elect, with the consent of the Panel, to implement the Offer by way of a court sanctioned scheme of arrangement under Part 26 of the Companies Act 2006, as an alternative to the Offer. In such an event the Offer would be implemented on the same terms or, if Staunton so decides, on such other terms being no less favourable, so far as applicable, as those which would apply to the Offer, subject in each case to appropriate amendments to reflect the change in method of effecting the Offer.

Rounding

Certain FIH figures included in this Announcement have been subjected to rounding adjustments.

Inside Information and Market Abuse Regulation

Certain FIH Shareholders were formally brought inside in order to discuss giving irrevocable commitments to accept the Offer. That inside information is set out in this Announcement and has been disclosed as soon as possible in accordance with paragraph 7 of article 17 of MAR. Therefore, those persons that received inside information in a market sounding are no longer in possession of inside information relating to FIH and its securities.

This Announcement contains inside information. The person responsible for arranging release of this Announcement on behalf of Staunton is Shore Capital.

Status of Announcement

This Announcement does not constitute a prospectus or prospectus equivalent document.

10 February 2017

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RECOMMENDED CASH OFFER

by

STAUNTON HOLDINGS LIMITED

**for the entire issued and to be issued share capital of
FIH GROUP PLC**

1. Introduction

The board of Staunton and the Independent FIH Directors are pleased to announce that they have reached agreement on the terms of a recommended cash offer to be made by Staunton to acquire the entire issued and to be issued share capital of FIH.

The Offer Document and the Form of Acceptance will be posted to FIH Shareholders as soon as reasonably practicable and, in any event within 28 days of the date of this Announcement, other than to Overseas FIH Shareholders in the circumstances permitted under the Takeover Code or in accordance with any dispensation given by the Panel.

Staunton reserves the right to make an equivalent reduction in its offer price if FIH announces, declares or pays any dividend or any other distribution to shareholders on or after the date of this Announcement.

2. The Offer

The Offer, which will be subject to the terms and conditions set out in Appendix I to this Announcement and to the full terms and conditions to be set out in the Offer Document, will be made on the following basis:

for each FIH Share 300 pence in cash

The Offer values the whole of the issued share capital of FIH at approximately £37.3 million.

The Offer represents an opportunity for all FIH Shareholders to realise their investment at a substantial premium to FIH's current market value.

The Offer Price represents a premium of approximately:

- 27.39 per cent. to the Closing Price per FIH Share of 235.5 pence on 9 February 2017 (being the last Business Day prior to the date of this Announcement); and
- 41.84 per cent. to the volume weighted average price of 211.5 pence per FIH Share for the twelve months up to and including 9 February 2017 (being the last Business Day prior to the date of this Announcement).

The Offer will extend to all FIH Shares unconditionally allotted or issued and fully paid on the date of the Offer and any FIH Shares which are unconditionally allotted or issued and fully paid whilst the Offer remains open for acceptance or by such earlier date as Staunton may decide, subject to

the Takeover Code, and not being earlier than the date on which the Offer becomes unconditional as to acceptances.

The Offer will impact on certain options held by participants in the Share Plans and Staunton's intentions in this respect are described in paragraph 11 below.

The FIH Shares will be acquired pursuant to the Offer fully paid and free from all liens, charges, equitable interests, encumbrances and rights of pre-emption and any other interests of any nature whatsoever and together with all rights attaching thereto.

The Offer is conditional on, amongst other things, Staunton receiving valid acceptances (which have not been withdrawn) which, when taken together with any FIH Shares which Staunton and parties acting in concert with Staunton hold or have acquired or agreed to acquire, pursuant to the Offer or otherwise, carry in aggregate not less than 90 per cent. (or such lower percentage as Staunton may, subject to the Takeover Code, decide, but more than 50 per cent.) of the voting rights normally exercisable at a general meeting of FIH.

3. Background to and reasons for the Offer

Staunton believes that the Offer represents a compelling opportunity for FIH Shareholders to exit at a significant premium to the prevailing price of an FIH Share. Staunton, which is an associate entity of Blackfish Capital, the largest FIH Shareholder, believes that FIH would be more suited to being an unlisted private company for various reasons including, inter alia, removing FIH's public company costs.

Accordingly, in the event that the Offer is declared or becomes wholly unconditional, and Staunton acquires FIH Shares which, carry at least 75 per cent. of the voting rights attaching to the FIH Shares, whether pursuant to the Offer or otherwise, and subject to any requirements of the AIM Rules, Staunton intends to procure that FIH applies to the London Stock Exchange to cancel the admission to trading on AIM of the FIH Shares.

Further details on Staunton's intentions in relation to FIH are set out in paragraph 10 below.

4. Irrevocable undertakings

Staunton has received irrevocable undertakings to accept the Offer from the Independent FIH Directors in respect of their own beneficial shareholdings of in aggregate 93,137 FIH Shares, representing approximately 0.75 per cent. of FIH's issued share capital on 9 February 2017 (being the last Business Day prior to the date of this Announcement). Each of these irrevocable undertakings is binding in all circumstances (including in the event of a higher offer).

Further details of these irrevocable undertakings are set out in Appendix III to this Announcement.

5. Recommendation of the Offer by the Independent FIH Directors

The Independent FIH Directors, who have been so advised by WH Ireland, consider the terms of the Offer to be fair and reasonable. In providing advice to the Independent FIH Directors, WH Ireland has taken into account the commercial assessments of the Independent FIH Directors. WH Ireland is providing independent financial advice for the purposes of Rule 3 of the Takeover Code to the Independent FIH Directors.

Accordingly, the Independent FIH Directors have agreed to recommend FIH Shareholders to accept the Offer, as they have irrevocably undertaken to do in respect of their own beneficial shareholdings of a total of 93,137 FIH Shares, representing approximately 0.75 per cent. of FIH's issued share capital.

The Independent FIH Directors urge FIH Shareholders to accept the Offer as soon as possible following the despatch of the Offer Document.

Mr Edmund Rowland, Executive Chairman of FIH, is a member of the Rowland Family. In view of Mr Edmund Rowland's resulting interest in both Staunton and Blackfish Capital he is not considered to be independent for the purposes of the Offer.

6. Background to and reasons for the recommendation of the Offer

The Independent FIH Directors are pleased to note Staunton's confirmation that it has no intention to make any changes to the conditions of employment of any of the FIH Group employees and that Staunton intends to safeguard the existing employment and pension rights of all FIH Group's management and employees in accordance with applicable law and to comply with FIH Group's pension obligations for existing employees and members of FIH Group's pension schemes.

The Independent FIH Directors welcome Staunton's confirmation that, other than for the intended re-location of the Company's head office (and certain head office employees), it does not intend to make any changes to the locations of FIH Group's business operations or the deployment of its fixed assets.

The Independent FIH Directors believe that the Offer is in the best interests of both FIH and its shareholders and, therefore, unanimously recommend that FIH Shareholders accept the Offer. In addition, in considering the merits of the Offer, the Independent FIH Directors have also taken into account:

- the level of the cash consideration, providing FIH Shareholders with certainty of value at a premium to the recent market share price; and
- the relative lack of liquidity in FIH Shares and the fact that the Offer provides FIH Shareholders with a certain opportunity to realise their investment in the Company wholly for cash.

7. Information on Staunton

Staunton is a private limited company and was incorporated in Guernsey, Channel Islands on 7 October 2016. It is wholly owned by companies which are ultimately controlled by the corporate trustee of The Rowland Purpose Trust 2001. It has arranged for the cash consideration for the offer to be provided by Albany Treasury Limited (a private limited company incorporated in Guernsey), one of its associated entities.

Blackfish Capital, which holds 22.7 per cent. of the issued ordinary shares of the Company, is also an associated entity of Staunton and ultimately controlled by the corporate trustee of The Rowland Purpose Trust 2001.

8. Information on FIH

The Company is incorporated in England, with operations in the Falkland Islands and the UK. The Company's shares were admitted to trading on the London Stock Exchange in 1998 and were transferred to AIM in January 2003.

The FIH Group's business activities in the Falkland Islands are conducted by The Falkland Islands Company Limited ("**FIC**"), established by Royal Charter in 1852. FIC's activities include retailing, property, insurance, hotels, shipping and fishing agency services. In the UK the FIH Group operates a long established passenger ferry service across the mouth of Portsmouth harbour, The Portsmouth Harbour Ferry Company Limited. In 2008 the group acquired Momart International Ltd, which handles the storage of fine art and antiquities.

On 14 June 2016, FIH published its final results for the period ending 31 March 2016 (the annual report is available on FIH's website <http://www.fihplc.com>). FIH's trading in the 6 month period to 30 September 2016, as set out in its interim results published on 17 November 2016 ("**Interim Report**") (also available on the Company's website), was in line with expectations.

In accordance with Rule 28.1 of the Takeover Code, the Independent FIH Directors confirm that the following statements, in relation to FIC published in the Interim Report, remain valid, have

been compiled on the basis of the assumptions stated and that the basis of accounting used is consistent with the Company's accounting policies:

- *"In contrast to the record profits generated by FIC in H2 last year, the second half of the current year is also expected to see a return to more normal trading levels."*
- *"In contrast to the prior year where activity in Stanley was buoyed to record levels by the extended stay of the Eirik Raude rig, the outlook for H2 in the current year, is for a much quieter, more "normal" trading period".*
- *"Although in the near term, profits at FIC will be lower than the record levels seen last year, when oil production does move forward with its wide, well established portfolio of profitable service businesses and legacy property assets, FIC is well placed to take full advantage of the growth which will follow."*

9. Financing of the Offer

The cash consideration payable by Staunton under the terms of the Offer will be financed out of the cash resources of its associated entity, Albany Treasury Limited. Staunton has entered into a loan agreement with Albany Treasury Limited under which the cash consideration for the Offer will be loaned to Staunton in its entirety.

Shore Capital, as financial adviser to Staunton, is satisfied that sufficient resources are available to Staunton to satisfy in full the cash consideration payable to FIH Shareholders as a result of full acceptance of the Offer.

10. Future intentions for FIH, its management and employees

Staunton attaches great importance to the skills, expertise and knowledge of the existing management and employees of FIH and its subsidiaries. Assuming that the Offer becomes unconditional, Staunton envisages that operations will continue under the existing management and that the ongoing development and expansion of the business will be implemented under that management. Staunton intends to re-locate FIH's head office to its existing offices in East London.

Staunton confirms that if the Offer is declared unconditional in all respects it intends to safeguard fully the existing employment and pension rights of all FIH's management and employees in accordance with applicable law and to comply with FIH's pension obligations for existing employees and members of FIH's pension schemes.

Other than for the potential re-location of the Company's head office, and accordingly certain head office employees, Staunton's plans for FIH do not involve any changes in the conditions of employment of its employees and Staunton does not intend to make any changes to the locations of FIH's business operations or the deployment of its fixed assets.

If the Offer is declared unconditional in all respects, Jeremy Brade has agreed to step down from the FIH Board, whilst John Foster will remain as Managing Director. Staunton may appoint new directors to the FIH Board, as appropriate.

11. Share options

The Offer will impact on certain options held by participants in the Share Plans. Relevant participants will be contacted regarding the effect of the Offer on their rights under the Share Plans and appropriate proposals will be made to such participants in due course.

Staunton's current intention is that, following the Offer becoming or being declared unconditional as to acceptances, certain participants will be offered the opportunity of receiving a cash payment equal to the gain that they would otherwise have received following the exercise of their outstanding options.

The Offer will extend to any FIH Shares which are issued or unconditionally allotted or issued as a result of the exercise of any share options before the date on which the Offer closes (or by such earlier date as Staunton, subject to the Takeover Code, may decide).

12. Cancellation of admission to trading on AIM, compulsory acquisition and re-registration

If the Offer becomes or is declared unconditional in all respects, and Staunton has, by virtue of acceptances of the Offer, including the FIH Shares held by Blackfish Capital, acquired or agreed to acquire FIH Shares carrying at least 75 per cent. of the voting rights attaching to the issued share capital of FIH, Staunton intends to procure that FIH will make an application for the cancellation of admission of FIH Shares to trading on AIM.

It is anticipated that the cancellation of admission to trading of FIH Shares on AIM will take effect no earlier than 20 Business Days following the making of such application and notifying the London Stock Exchange of such cancellation date.

Staunton will have the right to elect to waive the Acceptance Condition on receipt of sufficient acceptances representing at least 50 per cent. of voting rights under the Offer. In such circumstances and on receipt of sufficient acceptances representing at least 75 per cent. of voting rights under the Offer, Staunton intends to procure that FIH makes an application for a cancellation of admission to trading. Staunton would notify FIH Shareholders when the required threshold has been attained and confirm that the notice period has commenced and the anticipated date of cancellation.

The cancellation of the admission to trading of FIH Shares on AIM would significantly reduce the liquidity and marketability of any FIH Shares in respect of which the Offer has not been accepted at that time.

If Staunton receives acceptances under the Offer in respect of, or otherwise acquires, 90 per cent. or more of the FIH Shares to which the Offer relates and 90 per cent. or more of the voting rights carried by the FIH Shares to which the Offer relates, Staunton will exercise its right pursuant to the provisions of Part 28 of the Companies Act 2006 to acquire compulsorily the remaining FIH Shares in respect of which the Offer has not been accepted on the same terms as the Offer.

It is also intended that, following the Offer becoming or being declared unconditional in all respects and admission to trading on AIM of FIH Shares having been cancelled, FIH will be re-registered as a private company under the relevant provisions of the Companies Act 2006.

If the Offer becomes or is declared wholly unconditional and cancellation of the admission to trading on AIM of the FIH Shares occurs, but Staunton does not receive sufficient acceptances under the Offer to entitle it compulsorily to acquire the remaining FIH Shares, FIH Shareholders who have not validly accepted the Offer will be shareholders in an unlisted company with no ready or liquid market for their FIH Shares and no right for their FIH Shares to be compulsorily acquired by Staunton.

13. Offer Document

The Offer will be subject to the Conditions and certain further terms set out or referred to in Appendix I to this Announcement, and subject to the further terms to be set out in full in the Offer Document together with, for FIH Shares held in certificated form, the Form of Acceptance, when issued.

It is expected that the Offer Document and the Form of Acceptance will be published as soon as practicable and, in any event, (save with the consent of the Panel) within 28 days of the date of this Announcement. The Offer Document will be made available to all FIH Shareholders, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on FIH's website at <http://www.fihplc.com> and Staunton's website at www.stauntonguernsey.com.

The Offer Document will contain important information on the Offer and on how FIH Shareholders may accept it and, accordingly, all FIH Shareholders are urged to read the Offer Document and (in the case of FIH Shareholders holding FIH Shares in certificated form) the accompanying Form of Acceptance when published and/or received.

14. Overseas FIH Shareholders

The availability of the Offer to persons not resident in, and not 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, or not citizens of, the United Kingdom should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdictions. Overseas FIH Shareholders who are in any doubt regarding such matters should consult an appropriate independent professional adviser in the relevant jurisdiction without delay.

Further details in relation to Overseas FIH Shareholders will be contained in the Offer Document.

15. Disclosures of interests

Blackfish Capital, which is an associated entity of Staunton, holds 2,815,180 FIH Shares representing 22.7 per cent. of the issued ordinary capital of the Company. Edmund Rowland, Executive Chairman of the Company, is a director of Blackfish Capital Management Limited, a fund manager connected with Blackfish Capital. In addition a director of Staunton, Barclay Rowland, is a member of the Rowland Family.

Staunton confirms that, apart from the above holding, no other holding of FIH Shares is required to be disclosed by it under Rule 8.1(a) of the Takeover Code.

As at the close of business on 9 February 2017, being the last practicable date prior to the publication of this Announcement, save for the interests mentioned in this paragraph above, neither Staunton nor any of the Staunton Directors nor, so far as the Staunton Directors are aware, any person acting, or deemed to be acting, in concert with Staunton:

- had an interest in, or right to subscribe for, relevant securities of FIH;
- had any short position in (whether conditional or absolute and whether in the money or otherwise), including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery of, relevant securities of FIH;
- had procured an irrevocable commitment or letter of intent to accept the Offer in respect of relevant securities of FIH; or
- had borrowed or lent any FIH Shares.

Furthermore, no arrangement exists with Staunton or any person acting in concert with Staunton in relation to FIH Shares. For these purposes, an “arrangement” includes any indemnity or option arrangement, any agreement or any understanding, formal or informal, of whatever nature, relating to FIH Shares which may be an inducement to deal or refrain from dealing in such securities.

16. Expected timetable for publication of the Offer Document

The Offer Document, containing further information about the Offer and the terms and conditions of the Offer, together with a Form of Acceptance will, unless otherwise permitted by the Panel, be published within 28 days of this Announcement (or such later date as the Panel may agree) and will be made available on FIH’s website at <http://www.fihplc.com> and Staunton’s website at www.stauntonquernsey.com.

17. Documents published on a website

The following documents will, by no later than 12:00 noon on the Business Day following the date of this Announcement, be made available on FIH's website at <http://www.fihplc.com> until the date on which the Offer becomes unconditional as to acceptances:

- this Announcement;
- the irrevocable undertakings referred to in paragraph 4 above and described in Appendix III to this Announcement;
- the loan agreement between Albany Treasury Limited and Staunton referred to in paragraph 9 above; and
- consent letters from Shore Capital and WH Ireland.

Neither the contents of FIH's website, nor the content of any other website accessible from hyperlinks on such website, is incorporated into or forms part of, this Announcement.

18. Enquiries:

Staunton Holdings Limited

Tel: +44 (0) 20 7087 7970

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Shore Capital and Corporate Limited Financial Adviser to Staunton

Tel: +44 (0) 20 7408 4090

Dru Danford

Patrick Castle

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FIH Group plc

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John Foster

WH Ireland Limited Financial Adviser and Nominated Adviser

Tel: +44 (0) 20 7720 1666

Adrian Hadden

Nick Prowting

Appendices (as relevant):

- I Conditions and certain further terms of the Offer
- II Sources of information and bases of calculations
- III Details of irrevocable undertakings

IV Definitions

Shore Capital, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively as financial adviser to Staunton and no-one else in connection with the Offer and other matters described in this Announcement, and will not be responsible to anyone other than Staunton for providing the protections afforded to clients of Shore Capital or for providing advice in relation to the Offer, the contents of this Announcement or any other matter referred to herein. Shore Capital has given, and not withdrawn, its consent to the inclusion in the Announcement of the references to its name in the form and context in which they appear.

WH Ireland, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively as financial adviser and nominated adviser to FIH and no-one else in connection with the Offer and other matters described in this Announcement, and will not be responsible to anyone other than FIH for providing the protections afforded to clients of WH Ireland or for providing advice in relation to the Offer, the contents of this Announcement or any other matter referred to herein. WH Ireland has given, and not withdrawn, its consent to the inclusion in the Announcement of the references to its name and the advice it has given to FIH in the form and context in which they appear.

THIS ANNOUNCEMENT IS FOR INFORMATION PURPOSES ONLY AND IS NOT INTENDED TO, AND DOES NOT, CONSTITUTE OR FORM ANY PART OF, AN OFFER TO SELL OR AN INVITATION TO SUBSCRIBE FOR OR PURCHASE ANY SECURITIES OR THE SOLICITATION OF ANY VOTE OR APPROVAL IN ANY JURISDICTION, NOR SHALL THERE BE ANY SALE, ISSUANCE OR TRANSFER OF THE SECURITIES REFERRED TO IN THIS ANNOUNCEMENT IN ANY JURISDICTION IN CONTRAVENTION OF APPLICABLE LAW. THE OFFER WILL BE MADE SOLELY BY MEANS OF THE OFFER DOCUMENT, WHICH WILL CONTAIN THE FULL TERMS AND CONDITIONS OF THE OFFER, AND IN THE CASE OF FIH SHARES HELD IN CERTIFICATED FORM, THE FORM OF ACCEPTANCE. ANY DECISION OR ACCEPTANCE IN RELATION TO THE OFFER SHOULD BE MADE ONLY ON THE BASIS OF THE INFORMATION CONTAINED IN THE OFFER DOCUMENT AND SUCH FORM OF ACCEPTANCE (IF APPLICABLE). SHAREHOLDERS ARE ADVISED TO READ THE OFFER DOCUMENT AND FORM OF ACCEPTANCE CAREFULLY, ONCE IT HAS BEEN DESPACHED, WHICH STAUNTON EXPECTS TO DO SHORTLY.

Cautionary Note Regarding Forward Looking Statements

This Announcement (including information incorporated by reference in this Announcement), oral statements made regarding the Offer, and other information published by Staunton and FIH may contain certain statements that are or may be deemed to be forward looking with respect to the financial condition, results of operation(s) and business of FIH and certain plans and objectives of the FIH Board and the Staunton Director with respect thereto. These forward looking statements can be identified by the fact that they are prospective in nature and do not relate to historical or current facts. Forward looking statements often, but not always, use words such as “anticipate”, “target”, “expect”, “estimate”, “budget”, “scheduled”, “forecasts”, “intend”, “plan”, “goal”, “believe”, “will”, “may”, “should”, “would”, “could” or other words of a similar meaning. These estimates are based on assumptions and assessments made by the FIH Board and/or the Staunton Directors in light of their experience and their perception of historical trends, current conditions, expected future developments and other factors they believe appropriate. 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 forth in this Announcement since such date.

By their nature, forward looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future and the factors described in the context of such forward looking statements in this Announcement could cause actual results or developments to differ materially from those expressed or implied by such forward looking

statements. Although FIH and Staunton believe that the expectations reflected in such forward looking statements are reasonable, neither Staunton nor FIH, nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward looking statements in this Announcement will actually occur. Other than in accordance with their legal or regulatory obligations (including under the AIM Rules and the Disclosure Guidance and Transparency Rules of the FCA), none of Staunton, FIH, any member of the Staunton Group, any member of the FIH Group, nor any Staunton Director or FIH Director, nor any of their respective advisers, associates, directors or officers is under any obligation, and such persons expressly disclaim any intention or obligation, to update or revise any forward looking statements, whether as a result of new information, future events or otherwise.

No undue reliance should therefore be placed on these forward looking statements which speak only as at the date of this Announcement.

Disclosure Requirements of the Takeover Code

Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1 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 Takeover Code, any person who is, or becomes, interested in 1 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 of the Takeover Code).

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. You should consult the Panel's Market Surveillance Unit on +44 (0) 207 638 0129 if

you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

Information Relating to FIH Shareholders

Please be aware that addresses, electronic addresses and certain information provided by FIH Shareholders, persons with information rights and other relevant persons in connection with the receipt of communications from FIH may be provided to Staunton during the offer period as requested under Section 4 of Appendix 4 to comply with Rule 2.11(c) of the Takeover Code.

Rule 2.9 Disclosure

In accordance with Rule 2.9 of the Takeover Code, FIH confirms that, as at the date of this Announcement, it has 12,431,623 ordinary shares of 10p each in issue and admitted to trading on AIM under the ISIN reference GB00BD0CWJ91.

Overseas FIH Shareholders

The availability of the Offer and the release, publication and distribution of this Announcement in jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons who are not resident in the United Kingdom into whose possession this Announcement comes should inform themselves about and observe any such restrictions.

Failure to comply with any such 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 Offer disclaim any responsibility or liability for the violation of such restrictions by any person. Accordingly, copies of this Announcement and any other related document will not be, and must not be, directly or indirectly, mailed or otherwise distributed or sent in or into the United States, Canada, Australia, Japan, the Republic of South Africa or any other any Restricted Jurisdiction and persons in such Restricted Jurisdictions receiving such documents (including custodians, nominees and trustees) must not distribute or send them in, into or from such jurisdictions as doing so may violate the laws of such jurisdictions and may make invalid any purported acceptance of the Offer by persons in any such Restricted Jurisdiction. This Announcement has been prepared for the purpose of complying with English law, the Takeover Code and the AIM 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 of jurisdictions outside the United Kingdom.

The Offer will not be made, directly or indirectly, in or into, or by use of the mails, or by any means or instrumentality (including, without limitation, by means of telephone, facsimile, telex, internet or other forms of electronic communication) of interstate or foreign commerce of, or any facilities of a securities exchange of the United States, Canada, Australia, Japan, the Republic of South Africa or any other Restricted Jurisdiction and the Offer will not be capable of acceptance by any such use, means, instrumentality or facility or from within any Restricted Jurisdiction. Accordingly, copies of this Announcement and any other related document will not be, and must not be, directly or indirectly, mailed or otherwise distributed or sent in or into the United States, Canada, Australia, Japan, the Republic of South Africa or any other Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not distribute or send them in, into or from such jurisdictions as doing so may violate the laws of such jurisdictions and may make invalid any purported acceptance of the Offer by persons in any such Restricted Jurisdiction.

Publication of this Announcement

A copy of this Announcement and the documents required to be published pursuant to Rules 26.1 and 26.2 of the Takeover Code will be available, free of charge, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on FIH's website at <http://www.fihplc.com> by no later than 12 noon on 13 February 2017.

Neither the content of Staunton's nor FIH's websites nor the content of any websites accessible from hyperlinks on such websites (or any other websites) are incorporated into, or form part of, this Announcement nor, unless previously published by means of a recognised information service, should any such content be relied upon in reaching a decision regarding the matters referred to in this Announcement.

In accordance with Rule 30.3 of the Takeover Code a hard copy of this Announcement may be requested free of charge by contacting the Registrars on 0371 664 0321, or by writing to them at Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

FIH Shareholders may also request that all future documents, announcements and information to be sent to them in relation to the Offer should be in hard copy form.

The Offer is subject to the provisions of the Takeover Code.

Inside Information and Market Abuse Regulation

Certain FIH Shareholders were formally brought inside in order to discuss giving irrevocable commitments to accept the Offer. That inside information is set out in this Announcement and has been disclosed as soon as possible in accordance with paragraph 7 of article 17 of MAR. Therefore, those persons that received inside information in a market sounding are no longer in possession of inside information relating to the Company and its securities. This Announcement contains inside information.

This Announcement contains inside information. The person responsible for arranging the release of this Announcement on behalf of Staunton is Shore Capital.

Status of Announcement

This Announcement does not constitute a prospectus or prospectus equivalent document.

APPENDIX I
CONDITIONS AND CERTAIN FURTHER TERMS OF THE OFFER
PART A: Conditions of the Offer

The Offer is subject to the following Conditions:

Acceptance Condition

- (a) valid acceptances of the Offer being received (and not, where permitted, withdrawn) by no later than 1.00 p.m. on the First Closing Date of the Offer (or such later time(s) and/or date(s) as Staunton may, subject to the rules of the Takeover Code or with the consent of the Panel, decide) in respect of not less than 90 per cent. of the FIH Shares to which the Offer relates and of the voting rights carried by those FIH Shares (or in each case such lesser percentage as Staunton may decide, provided that this condition shall not be satisfied unless Staunton shall have acquired or agreed to acquire, pursuant to the Offer or otherwise, FIH Shares carrying in aggregate more than 50 per cent. of the voting rights normally exercisable at a general meeting of FIH including for this purpose (to the extent, if any, required by the Panel) any such voting rights attached to any FIH Shares unconditionally allotted or issued before the Offer becomes or is declared unconditional as to acceptances, whether pursuant to the exercise of conversion or subscription rights or otherwise), and for the purposes of this condition:
- (i) the expression “**FIH Shares to which the Offer relates**” shall be construed in accordance with Chapter 3 of Part 28 of the Companies Act 2006;
 - (ii) FIH Shares which have been unconditionally allotted but not issued shall be deemed to carry the voting rights which they will carry upon being entered into the register of members of FIH; and
 - (iii) valid acceptances shall be deemed to have been received in respect of FIH Shares which are treated for the purposes of section 979(8) Companies Act 2006 as having been acquired or contracted to be acquired by Staunton by virtue of acceptances of the Offer.

Third party clearances and Authorisations

- (b) no central bank, government or governmental, quasi-governmental, supranational, statutory, regulatory, environmental or investigative body, court, trade agency, professional association, institution, employee representative body, or any other such body or person whatsoever in any jurisdiction (each a “**Third Party**” and all collectively “**Third Parties**”) having decided or given notice of a decision to take, institute or threaten any action, proceeding, suit, investigation, enquiry or reference, or having required any action to be taken, or otherwise having done anything, or having enacted, made or proposed and there not continuing to be outstanding any statute, regulation, decision or order which would or might reasonably be expected to:
- (i) make the Offer or its implementation or the acquisition or proposed acquisition by Staunton of all or any FIH Shares, or the acquisition or proposed acquisition of control of FIH, by Staunton, void, illegal or unenforceable under the laws of any relevant jurisdiction, or otherwise, directly or indirectly, restrain, restrict, prohibit, challenge, delay, hinder or otherwise interfere with the same, or impose additional adverse conditions or obligations with respect thereto, or otherwise challenge or require amendment to the terms of the Offer or any such acquisition to an extent in any such case which is material in the context of the Offer;
 - (ii) require, prevent or delay the divestiture, or alter the terms envisaged for any proposed divestiture, by any member of the Wider FIH Group of all or any portion of

their respective businesses, assets or properties or impose any limitation on the ability of any of them to conduct their respective businesses (or any part of them) or to own or manage their respective assets or properties or any part of them to an extent in any such case which is material in the context of the Offer;

- (iii) impose any limitation on, or result in a delay in, the ability of Staunton, directly or indirectly, to acquire or to hold or to exercise effectively all or any rights of ownership in respect of shares, loans or other securities (or the equivalent) in any member of the Wider FIH Group or to exercise management control over any such member to an extent which is material in the context of the FIH Group taken as a whole;
- (iv) otherwise adversely affect in any material respect any or all of the businesses, assets, liabilities, profits or prospects of any member of the Staunton Group or the Wider FIH Group;
- (v) save pursuant to the Offer or sections 974 to 991 of the Companies Act 2006 require Staunton or the Wider FIH Group to acquire, or offer to acquire, any shares or other securities (or the equivalent) in, or any asset owned by, any member of the Wider FIH Group to an extent which is material in the context of the FIH Group taken as a whole;
- (vi) result in a delay in the ability of Staunton, or render it unable, to acquire some or all of the FIH Shares to which the Offer relates;
- (vii) require a divestiture by Staunton of any shares or other securities (or the equivalent) in FIH to an extent in any such case which is material to Staunton in the context of the Offer; or
- (viii) result in any member of the Wider FIH Group or the Staunton Group ceasing to be able to carry on business under any name which it presently does so to an extent which is material in the context of the FIH Group taken as a whole,

and all applicable waiting and other time periods during which any such Third Party could decide to take, institute, implement or threaten any such action, proceeding, suit, investigation, enquiry or reference under the laws of any relevant jurisdiction having expired, lapsed or been terminated;

- (c) all authorisations, orders, recognitions, grants, consents, licences, confirmations, clearances, certificates, exemptions, permissions and approvals ("Authorisations") necessary or reasonably considered appropriate for or in respect of the Offer or the proposed acquisition of all or any FIH Shares or other securities in, or control of, FIH by Staunton having been obtained on terms and in a form reasonably satisfactory to Staunton from all appropriate Third Parties, or from any persons or bodies with whom any member of the Wider FIH Group has entered into contractual arrangements or business relationships, and such Authorisations, remaining in full force and effect at the time at which the Offer becomes otherwise unconditional and there being no indication of any firm intention to revoke, withdraw, suspend, restrict, withhold or modify or not to grant or renew any of the same;
- (d) all necessary filings or applications having been made in connection with the Offer, and all applicable waiting periods and other time periods (including extensions thereof) in respect of the Offer or its implementation under any applicable legislation or regulations in any jurisdiction having expired, lapsed or been terminated (as appropriate) and all statutory or regulatory obligations in any jurisdiction having been complied with in connection with the Offer or the acquisition by Staunton of any shares or other securities in, or control or management of, FIH or any member of the Wider FIH Group;

No transactions, claims or changes in the conduct of the business of FIH

- (e) save as Disclosed, there being no provision of any agreement, authorisation, arrangement, lease, licence, permit or other instrument to which any member of the Wider FIH Group is a party or by or to which any such member or any of its assets may be bound, entitled or subject, which in consequence of the Offer or the proposed acquisition by Staunton of any shares or other securities in FIH or because of a change in the control or management of FIH or any member of the Wider FIH Group, would or might reasonably be expected to result in (in each case to an extent which is material in the context of the FIH Group taken as a whole):
- (i) any monies borrowed by or any other indebtedness (actual or contingent) of, or grant available to, any member of the Wider FIH Group, being or becoming repayable or being capable of being declared repayable immediately or prior to their or its stated maturity date or repayment date or the ability of any such member to borrow monies or incur any indebtedness being withdrawn, prohibited or inhibited or becoming capable of being withdrawn, prohibited or inhibited;
 - (ii) any such agreement, authorisation, arrangement, licence, permit or other instrument or the rights, liabilities, obligations or interests of any member of the Wider FIH Group thereunder being terminated or adversely modified or affected or any obligation or liability arising or any adverse action being taken or arising thereunder;
 - (iii) any assets or interests of any member of the Wider FIH Group being or falling to be disposed of or charged or ceasing to be available to any such member or any right arising under which any such asset or interest could be required to be disposed of or charged otherwise than, in any such case, in the ordinary course of business;
 - (iv) the creation or enforcement of any mortgage, charge or other security interest over the whole or any part of the business, property or assets of any member of the Wider FIH Group, or any such mortgage, charge or other security interest (whenever arising or having arisen) becoming enforceable or being enforced;
 - (v) the rights, liabilities, obligations or interests of any member of the Wider FIH Group in, or the business of any such member with, any person, company, firm or body (or any agreements relating to any such interest or business) being terminated, or adversely modified or adversely affected;
 - (vi) the value of any member of the Wider FIH Group or its financial or trading position or profits or prospects being prejudiced or adversely affected; or
 - (vii) the creation or assumption of any liability, actual or contingent, by any member of the Wider FIH Group,

and no event having occurred which, under any provision of any agreement, authorisation, arrangement, lease, licence, permit or other instrument to which any member of the Wider FIH Group is a party or by or to which any such member or any of its assets are bound, entitled or subject, would be reasonably likely to result in any of the events referred to in subparagraphs (i) to (vii) of this paragraph (e), in each case, to an extent which is material in the context of the FIH Group taken as a whole;

- (f) save as Disclosed, no member of the Wider FIH Group having, since 31 March 2016:
- (i) save as between FIH and wholly-owned subsidiaries of FIH, or for FIH Shares issued pursuant to the exercise of options granted under the Share Plans issued or agreed to issue or authorised or proposed or announced its intention to authorise or propose the issue of additional shares of any class or securities convertible into or exchangeable for shares of any class or rights, warrants or options to subscribe for, or acquire, any such shares or convertible securities;

- (ii) save for FIH Shares held in treasury and sold or transferred pursuant to the exercise of options granted under the Share Plans) sold or transferred or agreed to sell or transfer any FIH Shares held in treasury;
- (iii) recommended, declared, paid or made or proposed to recommend, declare, pay or make any bonus issue, dividend or other distribution whether payable in cash or otherwise other than dividends (or other distributions whether payable in cash or otherwise) lawfully paid or made by any wholly-owned subsidiary of FIH to FIH or any of its wholly-owned subsidiaries;
- (iv) other than pursuant to the Offer or as agreed by Staunton (and save for transactions between FIH and its wholly-owned subsidiaries or in the ordinary course of business) implemented, effected, authorised or proposed or announced its intention to implement, effect, authorise or propose any merger, partnership, joint venture, asset or profit sharing arrangement, partnership demerger, reconstruction, amalgamation, scheme, commitment or acquisition or disposal of assets or shares or loan capital (or the equivalent thereof) in any undertaking or undertakings in any such case (in each case to an extent which is material in the context of the FIH Group or in the context of the Offer);
- (v) (save for transactions between FIH and its wholly-owned subsidiaries or in the ordinary course of business) disposed of, or transferred, mortgaged or created any security interest over any asset or any right, title or interest in any asset or authorised, proposed or announced any intention to do so;
- (vi) (save as between FIH and its wholly-owned subsidiaries) made or authorised or proposed or announced an intention to propose any change in its loan capital;
- (vii) (save as between FIH and its wholly-owned subsidiaries) issued, authorised, or proposed or announced an intention to authorise or propose, the issue of or made any change in or to the terms of any debenture or become subject to any contingent liability or incurred or increased any indebtedness other than in the ordinary course of business (in each case to an extent which is material in the context of the FIH Group taken as a whole or in the context of the Offer);
- (viii) (save as between FIH and its wholly-owned subsidiaries) purchased, redeemed or repaid, or announced any proposal to purchase, redeem or repay, any of its own shares or other securities or reduced or made any other change to or proposed the reduction or other change to any part of its share capital;
- (ix) entered into or varied or terminated or authorised, proposed or announced its intention to enter into or vary any contract, arrangement, agreement, transaction or commitment (whether in respect of capital expenditure or otherwise) which is not in the ordinary course of business or is of a long term, onerous or unusual nature or magnitude or which involves or which might be reasonably expected to involve an obligation of such a nature or magnitude or which is restrictive on the business of any member of the Wider FIH Group;
- (x) entered into or varied the terms of, or made any offer (which remains open for acceptance) to enter into or vary the terms of, any contract, service agreement or arrangement with any director or senior executive of any member of the Wider FIH Group;
- (xi) proposed, agreed to provide or modified the terms of any share option scheme, incentive scheme or other benefit relating to the employment or termination of employment of any person employed in the Wider FIH Group;
- (xii) save in relation to changes made or agreed as a result of, or arising from, changes to legislation, made or agreed or consented to any significant change to the terms of the

trust deeds and rules constituting the pension scheme(s) established for its directors, employees or their dependants or to the benefits which accrue, or to the pensions which are payable, thereunder, or to the basis on which qualification for, or accrual or entitlement to, such benefits or pensions are calculated or determined or to the basis upon which the liabilities (including pensions) of such pension schemes are funded or made, or agreed or consented to, any change to the trustees, including the appointment of a trust corporation;

- (xiii) been unable, or admitted in writing that it is unable, to pay its debts or having stopped or suspended (or threatened to stop or suspend) payment of its debts generally or ceased or threatened to cease to carry on all or a substantial part of its business;
 - (xiv) (other than in respect of a member of the Wider FIH Group which is dormant and was solvent at the relevant time) taken or proposed any corporate action, or had any legal proceedings threatened or instituted against it for its winding-up (voluntarily or otherwise), dissolution or reorganisation or for the appointment of a liquidator, provisional liquidator, receiver, administrative receiver, administrator, trustee or similar officer of all or any part of its assets or revenues or any analogous or equivalent steps or proceedings in any relevant jurisdiction having been taken or had any such person appointed;
 - (xv) waived, compromised, settled, abandoned or admitted any dispute, claim or counterclaim whether made or potential and whether by or against any member of the Wider FIH Group (in each case otherwise than in the ordinary course of business and to an extent which is material in the context of the FIH Group taken as a whole or in the context of the Offer);
 - (xvi) made any alteration to its memorandum or articles of association or other constitutional documents;
 - (xvii) entered into any contract, agreement, commitment or arrangement or passed any resolution or made any offer (which remains open for acceptance) with respect to or announced any intention to, or to propose to, effect any of the transactions, matters or events referred to in this Condition (f), in each case, to the extent material in the context of the Offer or in the context of the FIH Group taken as a whole;
- (g) save as Disclosed, since 31 March 2016:
- (i) no adverse change having occurred, and no circumstances having arisen which would or might reasonably be expected to result in any adverse change in the business, assets, financial or trading position or profits or prospects of any member of the Wider FIH Group including the termination of any material customer contract or notice of termination from any material customer (in each case to an extent which is material in the context of the FIH Group taken as a whole or in the context of the Offer);
 - (ii) no litigation, arbitration proceedings, prosecution or other legal proceedings or investigations having been threatened in writing, announced, instituted or remaining outstanding by, against or in respect of any member of the Wider FIH Group or to which any member of the Wider FIH Group is or may become a party (whether as a claimant, defendant or otherwise) and no enquiry or investigation by any Third Party against or in respect of any member of the Wider FIH Group having been commenced, announced or threatened in writing by or against or remaining outstanding in respect of any member of the Wider FIH Group (in each case, to an extent which is material in the context of FIH Group taken as a whole or in the context of the Offer);

- (iii) no contingent or other liability having arisen or become apparent to Staunton which would or might reasonably be expected to adversely affect any member of the Wider FIH Group and which is material in the context of the FIH Group taken as a whole or in the context of the Offer; or
 - (iv) no steps having been taken and no omissions having been made which are likely to result in the withdrawal, cancellation, termination or modification of any licence held by any member of the Wider FIH Group, which is necessary or reasonably appropriate for the proper carrying on of its business and the withdrawal, cancellation, termination or modification of which is likely to adversely affect and which is material in the context of the FIH Group taken as a whole or in the context of the Offer;
- (h) save as Disclosed, Staunton not having discovered:
- (i) that any financial, business or other information concerning the Wider FIH Group publicly announced or disclosed at any time by or on behalf of any member of the Wider FIH Group to Staunton, is misleading, contains a misrepresentation of any fact or omits to state a fact necessary to make that information not misleading and which was not subsequently corrected before the date of this Announcement by disclosure by, or on behalf of, the Wider FIH Group through the publication of an announcement via a Regulatory Information Service (in each case to an extent which is material in the context of the FIH Group taken as a whole or in the context of the Offer);
 - (ii) that any member of the Wider FIH Group or any partnership, company or other entity in which any member of the Wider FIH Group has a significant economic interest and which is not a subsidiary undertaking of FIH, is subject to any liability, contingent or otherwise (in each case to the extent material in the context of the FIH Group taken as a whole or in the context of the Offer);
 - (iii) that there is or is likely to be any liability (whether actual or contingent) on the part of any member of the Wider FIH Group to make good, repair, reinstate or clean up any property of any description or other asset now or previously owned, occupied or made use of by any past or present member of the Wider FIH Group, under any environmental legislation, regulation, notice, circular or order of any Third Party (in each case to an extent which is material in the context of the FIH Group taken as a whole or in the context of the Offer).

Anti-corruption and sanctions

- (i) save as Disclosed, Staunton not having discovered:
- (i) any past or present member of the Wider FIH Group or any person that performs or has performed services for or on behalf of any such company is or has at any time engaged in any activity, practice or conduct (or omitted to take any action) in contravention of the Bribery Act 2010, the US Foreign Corrupt Practices Act of 1977, as amended or any other applicable anti-corruption or bribery legislation; and
 - (ii) any past or present member of the Wider FIH Group has engaged in any activity or business with, or made any investments in, or made any payments to any government, entity or individual covered by any of the economic sanctions administered by the United Nations or the European Union (or any of their respective member states) or the United States Office of Foreign Assets Control or any other governmental or supranational body or authority in any jurisdiction; and
- (j) except as Disclosed, Staunton not having discovered that any asset of any member of the Wider FIH Group constitutes criminal property as defined by section 340(3) of the Proceeds of Crime Act 2002 (but disregarding paragraph (b) of that definition).

PART B: Further terms of the Offer

- a) The Offer will lapse, and will not proceed, if there is a Phase 2 CMA reference or if Phase 2 European Commission proceedings are initiated or if, following a referral of the Offer by the European Commission under Article 9(1) of the European Council Merger Regulation to a competent authority in the United Kingdom, there is a Phase 2 CMA reference, in any such case before 3.00p.m. (London time) on the First Closing Date or the time and date at which the Offer becomes, or is declared, unconditional as to acceptances (whichever is the later).
- b) If the Offer lapses, it will cease to be capable of further acceptance. FIH Shareholders who have already accepted the Offer shall then cease to be bound by acceptances delivered on or before the date on which the Offer lapses.
- c) The Offer will be governed by English law and be subject to the exclusive jurisdiction of the English courts, to the Conditions set out above and the further terms set out herein and in the Offer Document and Form of Acceptance. The Offer will be subject to applicable requirements of the Financial Conduct Authority, FSMA, the Takeover Code, the Panel, the London Stock Exchange and the AIM Rules.
- d) The Conditions are inserted for the benefit of Staunton and no FIH Shareholder shall be entitled to waive any of the Conditions without the prior written consent of Staunton.
- e) FIH Shares will be acquired by Staunton pursuant to the Offer fully paid and free from all liens, charges, encumbrances, equitable interests, pre-emption rights and other interests and rights of whatsoever nature and together with all rights now or hereafter attaching thereto, including the right to receive and retain in full all dividends and other distributions (if any) declared, paid or made after the date of this Announcement.
- f) In deciding whether or not to accept the Offer in respect of their FIH Shares, FIH Shareholders should rely on the information contained in, and follow the procedures described in, the Offer Document and (if they hold their FIH Shares in certificated form) the Form of Acceptance which will be posted to FIH Shareholders in due course (other than to any FIH Shareholders with addresses in any Restricted Jurisdiction).
- g) Except to the extent provided in this Announcement, Staunton will have the right to reduce the consideration payable to FIH Shareholders under the terms of the Offer by the amount of any dividend (or other distribution) payable by FIH to FIH Shareholders.
- h) Subject to the requirements of the Panel, Staunton reserves the right to waive, in whole or in part, all or any of Conditions (b) to (j) (inclusive) of Part A above. Each of Conditions (b) to (j) of Part A shall be regarded as a separate condition and shall not be limited by reference to any other condition.
- i) Except with the consent of the Panel, the Offer will lapse unless all of the Conditions are fulfilled or (if capable of waiver) waived or, where appropriate, have been determined by Staunton to be or to remain satisfied no later than midnight on the twenty first day after the later of the First Closing Date of the Offer and the date on which the Offer becomes or is declared unconditional as to acceptances, or such later date as the Panel may agree.
- j) Staunton shall be under no obligation to waive (if capable of waiver) or treat as fulfilled any of Conditions (b) to (j) (inclusive) of Part A by a date earlier than the latest date specified above for the fulfilment thereof, notwithstanding that the other Conditions of the Offer may at such earlier date have been fulfilled and that there are, at such earlier date, no circumstances indicating that any of such Conditions may be incapable of fulfilment.
- k) If Staunton is required by the Panel to make an offer for FIH Shares under the provisions of Rule 9 of the Takeover Code, Staunton may make such alterations to the above Conditions of the Offer, including condition (a), as are necessary to comply with the provisions of that Rule.

- l) Staunton reserves the right, with the consent of the Independent FIH Directors, to elect to implement the Acquisition by way of a scheme of arrangement pursuant to Part 26 of the Companies Act 2006. In such event, the scheme of arrangement will be implemented on the same terms (subject to appropriate amendments), so far as applicable, as those which apply to the Offer. In particular, condition (a) would not apply and the scheme of arrangement would become effective and binding following:
- i) approval of the scheme of arrangement at a meeting convened by the Court by a majority in number, representing 75 per cent. or more in value, present and voting, either in person or by proxy, of FIH Shareholders (or the relevant class or classes thereof);
 - ii) the resolution(s) required to approve and implement the scheme of arrangement being passed by the requisite majority of FIH Shareholders at an extraordinary general meeting of FIH validly convened for such purpose; and
 - iii) sanction of the scheme of arrangement and confirmation of any reduction of FIH's share capital involved therein by the Court (in both cases, with or without modifications, on terms reasonably acceptable to Staunton) and office copies of the orders of the Court sanctioning the scheme of arrangement and confirming the reduction of share capital being delivered for registration to the Registrar of Companies in England and Wales and being registered by him.
- m) Under Rule 13.5 of the Takeover Code, except with the Panel's consent, Staunton may not invoke any of the above Conditions so as to cause the Offer not to proceed, to lapse or to be withdrawn unless the circumstances which give rise to the right to invoke the relevant condition are of material significance to Staunton in the context of the Offer. Condition (a) of Part A and condition (a) of this Part B are not subject to this provision of the Takeover Code.
- n) The availability of the Offer to persons not resident in the United Kingdom may be affected by the laws of the jurisdictions in which such persons are resident. Persons who are not resident in the United Kingdom should inform themselves about and observe any applicable requirements.
- o) The Offer will not be made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality (including, without limitation, facsimile transmission, telex, telephone, internet or email) of interstate or foreign commerce of, or of any facility of a national securities exchange of, any Restricted Jurisdiction and the Offer will not be capable of acceptance by any such use, means, instrumentality or facility or from within any Restricted Jurisdiction.

APPENDIX II
SOURCES OF INFORMATION AND BASES OF CALCULATION

In this Announcement, unless otherwise stated, or the context otherwise requires, the following bases and sources have been used:

- (a) the financial information relating to FIH has been extracted or derived, without material adjustment, from FIH's audited consolidated financial statements for the year ended 31 March 2016 and FIH's unaudited interim results of the six months ended 30 September 2016 as announced on 17 November 2016;
- (b) the value attributed to the existing issued share capital of FIH is based upon 12,431,623 FIH Shares being in issue as at 9 February 2017 (being the last Business Day prior to the date of this Announcement);
- (c) all information relating to Staunton has been provided by persons duly authorised by the Staunton Directors and all information relating to the FIH Group has been provided by persons duly authorised by the Independent FIH Directors;
- (d) The Closing Price are closing middle market quotations derived from the AIM Appendix of the Daily Official List for the particular date(s) concerned;
- (e) the International Securities Identification Number for the FIH Shares is GB00BD0CWJ91; and
- (f) the maximum cash consideration payable under the Acquisition is based on 12,431,623 FIH Shares in issue as at 9 February 2017 (being the last Business Day prior to the date of this Announcement).

APPENDIX III
DETAILS OF IRREVOCABLE UNDERTAKINGS

The Independent FIH Directors have given irrevocable undertakings to accept or procure acceptance of the Offer in respect of their beneficial holdings of issued FIH Shares as set out below:

Name of FIH Director	Number of FIH Shares in respect of which undertaking is given	Percentage of FIH issued share capital
John Foster	78,127	0.63
Jeremy Brade	15,010	0.12
Total	93,137	0.75

These irrevocable undertakings will remain binding in the event of a competing offer being made unless the Offer Document is not published within 28 days of the date of this Announcement or the Offer lapses or is otherwise withdrawn.

APPENDIX IV DEFINITIONS

The following definitions apply throughout this Announcement, unless the context requires otherwise:

“Acceptance Condition”	the Condition as to acceptances set out in paragraph (a) of Part A of Appendix I to this Announcement;
“Acquisition”	the proposed acquisition by Staunton of the whole of the issued and to be issued share capital of FIH by means of the Offer;
“AIM”	the AIM Market of the London Stock Exchange;
“AIM Rules”	the AIM Rules for Companies as published by the London Stock Exchange (as amended from time to time);
“Announcement”	this announcement of the Offer made in accordance with Rule 2.7 of the Takeover Code;
“Appendices”	the appendices to this Announcement;
“Blackfish Capital”	Blackfish Capital Alpha Fund SPC, which holds approximately 22.7 per cent. of the issued share capital of Company;
“Business Day”	a day (other than a Saturday, Sunday or UK public holiday) on which clearing banks in the City of London are open for the transaction of general commercial business;
“Closing Price”	the closing middle market price of an FIH Share on a particular trading day as derived from the Daily Official List;
“Companies Act 2006”	the Companies Act 2006 (as amended from time to time);
“Conditions”	the conditions to the Offer which will be set out in the Offer Document, and which are also set out in Appendix I to this Announcement;
“CREST”	the relevant system (as defined in the Regulations) in respect of which Euroclear is the Operator (as defined in the Regulations);
“Daily Official List”	the AIM Appendix of the Daily Official List published by the London Stock Exchange;

“Dealing Disclosure”	has the same meaning as in Rule 8 of the Takeover Code;
“Disclosed”	the information which has been fairly disclosed (i) by FIH in its published annual report and accounts for the year ended 31 March 2016; (ii) in any public announcement made via a Regulatory Information Service before the date of the Offer Document; or (iii) in writing to Staunton (in sufficient detail to allow Staunton to identify the nature and scope of the relevant fact, matter or circumstance) on or before 5 p.m. on the Business Day prior to the date of this Announcement;
“ESOP”	the ‘Falkland Islands Holdings Plc 2009 Executive Share Option Scheme’ as adopted by the FIH Board on 6 April 2009 and Part A approved by HM Revenue & Customs under Schedule 4 to the Income Tax (Earnings and Pensions) Act 2003 under reference number X104385 on 6 April 2009;
“Euroclear”	Euroclear UK & Ireland Limited;
“FIH” or the “Company”	FIH Group plc, a public company incorporated in England and Wales with registered number 03416346, and whose registered office is at Kenburgh Court, 133-137 South Street, Bishop’s Stortford, Hertfordshire, CM23 3HX;
“FIH Directors” or “FIH Board”	the board of directors of FIH;
“FIH Group”	FIH and its subsidiary undertakings from time to time, and member of the FIH Group shall be construed accordingly;
“FIH Shareholders”	registered holders of FIH Shares from time to time;
“FIH Shares”	the ordinary shares of 10p each in the capital of FIH;
"Financial Conduct Authority" or "FCA"	the Financial Conduct Authority in its capacity as the competent authority for the purposes of Part VI of FSMA, including its successor(s) from time to time;
"First Closing Date"	the date which falls 21 days after the posting of the Offer Document;
"Form of Acceptance"	the form of acceptance and authority relating to the Offer which (in the case of FIH Shareholders who hold their FIH Shares in

	certificated form) will accompany the Offer Document;
"FSMA"	the Financial Services and Markets Act 2000 (as amended from time to time);
"Independent FIH Directors"	the FIH Directors not connected with Staunton, namely John Foster and Jeremy Brade;
"London Stock Exchange"	London Stock Exchange plc together with any successors thereto;
"LTIP"	the long term incentive plan governed by the 'Rules of the Falkland Islands Holdings Plc Annual Bonus and Long Term Incentive Plan' as adopted by the FIH Board on 8 September 2015;
"MAR"	means EU Market Abuse Regulation (596/2014);
"Offer"	the recommended offer being made by Staunton at the Offer Price, to acquire the entire issued and to be issued share capital of the Company on the terms and subject to the Conditions which will be set out in the Offer Document and (where applicable) the Form of Acceptance and including, where the context so requires, any subsequent revision, variation, extension or renewal of, or election available under, such offer;
"Offer Document"	the formal document setting out the full terms and conditions of the Offer to be posted to FIH Shareholders (other than certain Overseas FIH Shareholders);
"Offer Period"	the offer period (as defined in the Takeover Code) relating to FIH which commenced on today's date and shall end on the earlier of the date on which the Offer becomes or is declared unconditional as to acceptances and/or the date on which the Offer lapses or is withdrawn (or such other date as the Panel may decide);
"Offer Price"	the consideration for the Offer, being 300 pence in cash for each FIH Share;
"Opening Position Disclosure"	has the same meaning as in Rule 8 of the Takeover Code;
"Overseas FIH Shareholders"	FIH Shareholders who are resident in, or nationals or citizens of, jurisdictions outside the UK or who are nominees of, or custodians, or trustees for, FIH Shareholders who are

	citizens, residents or nationals of countries other than the UK;
"Panel"	the Panel on Takeovers and Mergers;
"Phase 2 CMA Reference"	a reference of an offer to the chair of the Competition and Markets Authority for the constitution of a group under Schedule 4 of the Enterprise and Regulatory Reform Act 2013;
"Registrars"	Capital Asset Services, the registrars of FIH;
"Regulations"	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755) (as amended from time to time);
"Regulatory Information Service"	any information service authorised from time to time by the FCA for the purpose of disseminating regulatory announcements;
"Restricted Jurisdiction"	any jurisdiction where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure if information concerning the Offer is sent or made available in that jurisdiction, including the United States, Canada, Australia, Japan, or the Republic of South Africa ;
"Rowland Family"	The family of David Rowland.
"Share Plans"	the following share plans operated by FIH: <ul style="list-style-type: none"> • LTIP; • ESOP; and • SIP;
"Shore Capital"	Shore Capital and Corporate Limited, the financial adviser to Staunton;
"SIP"	the share incentive plan governed by the 'Trust Deed and Rules of The Falkland Islands Holdings Plc Share Incentive Plan' dated 2 October 2012;
"Staunton"	Staunton Holdings Limited, a company incorporated and registered in Guernsey, Channel Islands with registered number 62562;
"Staunton Directors"	the board of directors of Staunton;
"Staunton Group"	Staunton and its direct and indirect subsidiaries or subsidiary undertakings from time to time;
"Takeover Code"	The City Code on Takeovers and Mergers

	issued by the Panel;
“The Rowland Purpose Trust 2001”	A Jersey trust established for the benefit of the Rowland Family.
“United Kingdom” or “UK”	United Kingdom of Great Britain and Northern Ireland;
"United States", "USA" or "US"	The United States of America, the territories and possessions, any state of the United States of America, the District of Columbia and all areas subject to its jurisdiction or any political subdivision thereof;
"US Dollars" or "\$"	US dollars, the currency of the United States;
“WH Ireland”	WH Ireland Limited, the financial adviser to the Company; and
"Wider FIH Group"	FIH and its subsidiaries, subsidiary undertakings, any joint venture, partnership, firm or company in which any member of the FIH Group has a significant interest or any undertaking in which FIH and such member or undertakings (aggregating their interests) have a significant interest).

In this Announcement:

- all references to "pounds", "£", "penny" "pence" or "p" are to the lawful currency of the United Kingdom;
- the singular shall include the plural and vice versa, and words importing the masculine gender shall include the feminine or neutral gender;
- all references to legislation are to English legislation unless the contrary is indicated, and any reference to any provision of any legislation includes any amendment, modification, re-enactment or extension thereof; and
- all times referred to are London time unless otherwise stated.

END

