

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. It contains the Resolution to be voted on at the General Meeting of Acal plc to be held on 2 June 2014. If you are in any doubt as to the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who is authorised for the purpose of the Financial Services and Markets Act 2000 ("FSMA") if you are in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you sell or have sold or otherwise transferred all of your Ordinary Shares, please forward this document and the accompanying Form of Proxy, as soon as possible, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. Any person (including, without limitation, custodians, nominees and trustees) who may have a contractual or legal obligation or may otherwise intend to forward this document to any jurisdiction outside the UK, should seek appropriate advice before taking any action. Such documents should not be forwarded or transmitted in or into any jurisdiction in which such an act would constitute a violation of the relevant laws in such a jurisdiction. If you sell or have sold or otherwise transferred only part of your holding of Ordinary Shares, please consult the stockbroker, bank or other agent through which the sale was effected as to the action you should take.

Acal and the Directors of Acal, whose names appear on page 6 of this document, accept responsibility for the information contained in this document. To the best of the knowledge and belief of Acal and the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Acal plc

(Incorporated and registered in England and Wales with registered number 2008246)

Proposed disposal of the Enterprise Business

and

Notice of General Meeting

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of Acal which is set out in Part I of this document, which explains the purpose of the Resolution to be proposed at the General Meeting and which includes a unanimous recommendation from the Board to vote in favour of the Resolution.

Notice of a General Meeting of Acal, to be held at the Company's offices at 2 Chancellor Court, Occam Road, Surrey Research Park, Guildford GU2 7AH at 11.00 a.m. on 2 June 2014, to approve the Disposal, is set out at the end of this document. A Form of Proxy for use at the General Meeting is enclosed. To be valid, Forms of Proxy for use in connection with the meeting should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA by not later than 11.00 a.m. on 29 May 2014.

Alternatively, a proxy may also be appointed for CREST members, by using the CREST electronic proxy appointment service. For further details please see the notes to the notice of the General Meeting set out at the end of this document. The appointment of a proxy will not preclude you from attending the General Meeting and voting in person if you wish to do so.

Copies of this document are available free of charge at the offices of Charles Russell LLP at 5 Fleet Place, London, EC4M 7RD and from the Company's registered office during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) up to and including the date of the General Meeting and will also be available for inspection at the General Meeting for at least 15 minutes prior to and during the meeting.

Oriel Securities Limited ("Oriel Securities"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as sole sponsor to the Company in connection with the matters described herein. Oriel Securities is acting for the Company in relation to the matters described herein and no one else and will not be responsible to anyone other than the Company for providing the protections afforded to its clients, nor for providing advice in relation to such matters, the contents of this document or any transaction or arrangement referred to herein. Nothing in the foregoing limits or excludes or seeks to limit or exclude any statutory or regulatory responsibilities or liabilities that Oriel Securities may have by virtue of acting as sponsor to the Company.

Apart from the liabilities and responsibilities, if any, which may be imposed on Oriel Securities by FSMA or the regulatory regime established thereunder, Oriel Securities accept no responsibility whatsoever for the contents of this document or for any other statement made or purported to be made by it or on its behalf in connection with the Company or the Disposal. Nothing contained in this document is, or shall be relied upon as, a promise or representation by Oriel Securities as to the past, present or future. Oriel Securities disclaim all and any liability whether arising in tort or contract or otherwise (save as referred to above) which it might otherwise have in respect of this document or any such statement.

THIS DOCUMENT DOES NOT CONSTITUTE AN OFFER, SOLICITATION OR INVITATION TO DISPOSE OF OR ACQUIRE ANY SECURITY IN ACAL PLC, NOR SHALL THERE BE ANY DISPOSAL, ISSUANCE OR TRANSFER OF THE SECURITIES REFERRED TO IN ANY JURISDICTION IN CONTRAVENTION OF APPLICABLE LAW.

Information regarding forward-looking statements

This document contains a number of forward-looking statements relating to the Group with respect to, amongst others, the following: financial condition; results of operations; economic conditions in which the Group operates; the business of the Group; future implications of the Disposal and certain management plans and objectives. The Company considers any statements that are not historical facts as “forward-looking statements”. They relate to events and trends that are subject to risks and uncertainties that could cause the actual results and financial position of the Group to differ materially from the information presented in the relevant forward-looking statement. When used in this document the words “estimate”, “project”, “intend”, “aim”, “anticipate”, “believe”, “expect”, “should” and similar expressions, as they relate to the Group or the management, are intended to identify such forward-looking statements.

Readers are cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this document. Neither the Company nor any member of the Group undertake any obligation publicly to update or revise any of the forward-looking statements, whether as a result of new information, future events or otherwise, save in respect of any requirement under applicable laws, the Listing Rules, the Disclosure and Transparency Rules and other regulations.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Each of the times and dates in the table below is indicative only and may be subject to change.

Announcement of the Disposal	15 May 2014
Posting of this document to Shareholders	15 May 2014
Expected latest time and date for receipt of Forms of Proxy and receipt of electronic proxy appointments via the CREST system	11.00 a.m. on 29 May 2014
Voting Record Time for General Meeting	29 May 2014
General Meeting	11.00 a.m on 2 June 2014
Expected completion of the Disposal	4 June 2014

Notes:

- (1) The times and dates set out in the expected timetable of principal events above and mentioned throughout this document may be adjusted by Acal (in consultation with Oriel Securities), in which event details of the new times and dates will be notified to the UK Listing Authority and the London Stock Exchange and will be announced to a Regulatory Information Service.
- (2) References to times in this document are to London time unless otherwise stated.

ACTIONS TO BE TAKEN

Form of Proxy

You will find enclosed with this document a Form of Proxy in respect of the General Meeting.

Completion and return of the Form of Proxy

Whether or not you plan to attend the General Meeting in person, please complete the enclosed Form of Proxy and return it in accordance with the instructions printed thereon. To be valid, Forms of proxy must be received by post or (during normal business hours only) by hand at the offices of the Company's registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA not later than 11.00 a.m. on 29 May 2014.

DIRECTORS, COMPANY SECRETARY AND ADVISERS

Directors	Richard Moon – <i>Non-executive Chairman</i> Nicholas Jefferies – <i>Group Chief Executive</i> Simon Gibbins – <i>Group Finance Director</i> Graham Williams – <i>Senior Non-executive Director</i> Richard Brooman – <i>Non-executive Director</i> Henrietta Marsh - <i>Non-executive Director</i>
Group Company Secretary	Gary Shillinglaw FCIS
Registered Office	2 Chancellor Court Occam Road Surrey Research Park Guildford Surrey GU2 7AH
Sponsor and Financial Adviser	Oriel Securities Limited 150 Cheapside London EC2V 6ET
Solicitors	Charles Russell LLP Buryfields House Bury Fields Guildford Surrey GU2 4AZ
Auditors	Ernst & Young LLP 1 More London Place London SE1 2AF
Registrars	Equiniti Limited Aspect House Spencer Road Lancing West Sussex BN99 6DA

PART I
LETTER FROM THE CHAIRMAN OF ACAL PLC

Acal plc

(Incorporated and registered in England and Wales with registered number 2008246)

Directors:

Richard Moon (*Non-executive Chairman*)
Nicholas Jefferies (*Group Chief Executive*)
Simon Gibbins (*Group Finance Director*)
Graham Williams (*Senior Non-executive Director*)
Richard Brooman (*Non-executive Director*)
Henrietta Marsh (*Non-executive-Director*)

Registered Office:

2 Chancellor Court
Occam Road
Surrey Research Park
Guildford
Surrey
GU2 7AH

15 May 2014

To Shareholders and, for information only, to holders of options over Ordinary Shares

Dear Shareholder

Proposed Disposal and Notice of General Meeting

1. Introduction

The Group is pleased to announce that Acal has agreed to dispose of its enterprise services business (the “Enterprise Business”), which is the last business remaining within its Supply Chain Division.

The Disposal reflects Acal’s continued strategy of building a specialist electronics supplier to the industrial and medical sectors and completes its programme of non core business disposals, following on from the prior disposals of its UK Parts Business in January 2013 and its European Parts Business in November 2013. The Enterprise Business is a non-core business and its disposal would further enable the Group to focus its resources on enhancing the value of its core Electronics Division which comprised 89 per cent. of Group revenues for the first half of its financial year ended 31 March 2014.

The Disposal will involve the sale of the Company’s UK subsidiary, Acal Enterprise Solutions Limited (“AES Limited”), to Agilitas Holdings Limited a new company in which the current management team of AES Limited are participating (the “Enterprise Management Team”), for a cash consideration of £6.0 million, of which £0.3 million will be deferred, at the Purchaser’s option, until no later than 31 December 2014. In addition, Additional Consideration will be payable in certain limited circumstances, as set out further in paragraph 8 of this Part 1.

Owing to its size, the Disposal constitutes a Class 1 transaction for the purposes of the Listing Rules. In addition, under the Listing Rules, the Enterprise Management Team is considered a related party. The Disposal therefore requires the approval of Shareholders. The notice convening the General Meeting is set out in Part VIII of this document and an explanation of the Resolution to be proposed at the meeting is set out in paragraph 10 below.

Shareholders should read the whole of this document and not just rely on the summarised information set out in this letter; in particular, Parts II to VI.

2. Purpose of this document

The purpose of this document is to provide Shareholders with details of the Disposal, to convene the General Meeting and to explain why the Board considers the Disposal to be in the best interests of the Company and its Shareholders as a whole. This document also explains why the Board unanimously recommends that Shareholders vote in favour of the Resolution to be proposed at the General Meeting as each member of the Board who holds Ordinary Shares intends to do in respect of his or her own beneficial holdings of Ordinary Shares.

3. Information on the Enterprise Business

Following the two disposals by the Company of parts of its Supply Chain Division in 2013, the Enterprise Business forms the final part of this division. The Enterprise Business provides a comprehensive parts support service to both the OEM and maintenance markets. It primarily supports end of service life mid-range and mainframe enterprise systems, such as computer servers and data centres. Although profitable, it is capital intensive and considered non-core to the Group. For the year ended 31 March 2013, the Enterprise Business had revenues of £6.1 million, representing 2.8 per cent. of Group revenue and generated underlying operating profits of £1.3 million.

Summary financial information on the Enterprise Business

	<i>Financial year ended</i>			<i>Six months ended</i>
	<i>31 March 2011</i>	<i>31 March 2012</i>	<i>31 March 2013</i>	<i>30 September 2013</i>
Revenues	£4.0m	£5.6m	£6.1m	£3.1m
Contribution to profit before tax	£1.1m	£1.1m	£1.2m	£0.6m
Contribution to underlying operating profit	£1.1m	£1.2m	£1.3m	£0.6m
Gross Assets			£10.0m	£10.1m

Notes:

Contribution to underlying operating profit is stated before amortisation of intangibles.

It is not possible to provide a meaningful allocation of the Group tax charge for all periods presented above as the Enterprise Business was part of a larger group which had access to tax losses which fully offset taxable profits in each year. The above financial data only includes the impact of the integration of EAF Supply Chain Limited (formerly known as Acal Supply Chain Limited) into the Enterprise Business effective from 1 April 2011, and therefore is only included in the financial years ended 31 March 2012, 31 March 2013 and the 6 month interim period ended 30 September 2013.

The Enterprise Business achieved a 9 per cent. growth in sales and an 8 per cent. growth in underlying operating profits in 2013 compared to the prior year. In the beginning of the 2012 financial year the Enterprise Business benefited from integration with the acquired EAF Supply Chain business contributing an additional £1.1 million in sales.

The financial information above has been extracted without material adjustment from the financial information contained in Part III of this document where further historical financial information on the Enterprise Business is set out.

Key individuals

Details of the key individuals of the European Parts Business are as follows:

<i>Shaun Lynn</i>	<i>Managing Director and Director of AES Limited</i>
<i>Stephen Graham</i>	<i>Business Development Director</i>
<i>Steve Bailey</i>	<i>Service Director</i>
<i>Scott Lynn</i>	<i>Service Manager</i>
<i>John Street</i>	<i>Enterprise Operations Manager</i>
<i>Warren Playford</i>	<i>Enterprise Accounts Manager</i>

4. Current Trading

The Acal Group

On 10 April 2014, the Company published its trading update following its financial year end on 31 March 2014, the full text of which can be located on its website www.acal.co.uk. The Company's trading update contained the following commentary in relation to the Company's current trading and prospects:

"Since the last interim management statement on 7 February 2014, trading has continued robustly as anticipated and accordingly, results for the year are expected to be in line with management expectations.

In the Electronics business (now 97 per cent. of Group ongoing revenue), sales for the second half were 22 per cent. higher than last year. Excluding acquisitions, like-for-like sales were 4 per cent. higher.

Electronics orders for the second half were 25 per cent. higher than last year. Excluding acquisitions, like-for-like orders were 4 per cent. higher. The new financial year starts with an order book that is 35 per cent. higher than a year ago, of which approximately one third comes from organic growth and includes a number of large orders, and two thirds comes from acquisitions.

The acquisitions of Myrra, YEG and RSG all continue to perform well and as expected. In particular, Myrra like-for-like orders for the second half increased by 27 per cent. on its equivalent pre-acquisition period a year ago, with sales up 20 per cent.

There have been no significant changes to the Group's financial position during the period.

Nick Jefferies, Group Chief Executive commented:

“The second half finished well with Electronics sales growth of 22 per cent. and order growth of 25 per cent., being a combination of improving organic performance and well performing acquisitions. We enter the new financial year with a strong order book, which is expected to generate further sales growth through the year.

We are pleased with the performance of all three recent acquisitions. Myrra, our specialist manufacturer of custom electronic magnetic products, has achieved particularly strong organic growth benefiting from the increased financial strength of being part of Acal, while launching cross-selling initiatives across the Group.

Our well established strategy of operating in specialist product areas continues to generate new opportunities for us. We remain focused on delivering organic growth and securing further value enhancing acquisitions.”

The Enterprise Business

Sales for the year ended 31 March 2014 increased by 3 per cent., with underlying operating profit down £0.2 million to £1.1 million, largely driven by the end of some legacy support contracts and a changing product mix within the market. The new financial year has started in line with the financial year just ended.

5. Background to and reasons for the Disposal

The Company's strategy is to enhance the value of its Electronics Division which is a leading European supplier of specialist electronic products. For the year ended 31 March 2013, the Electronics Division represented 81 per cent. of Group revenues and 87 per cent. of Group underlying operating profits. Following the acquisition of the Myrra Group in April 2013, the Electronics Division represented 89 per cent. of revenues for the first half of the Company's financial year ended 31 March 2014 and, following the disposal of the European Parts Business, this has increased to 97 per cent. of ongoing revenues.

The Board views the Enterprise Business as being non-core and capital intensive. The Disposal will allow the Company to focus its resources on expanding the Electronics Division, both organically and through acquisition. The Board believes that the Disposal represents good value for Shareholders and is in their best interest.

6. Use of Proceeds and Financial Effects of the Disposal

Acal remains acquisitive within the fragmented specialist electronics market where the Company's strategy is to gain further market share and consolidate its position as one of Europe's leading specialist electronics suppliers. The sale proceeds from the Disposal will be retained for working capital purposes, for future investment within the Continuing Group or as consideration for future acquisitions by the Continuing Group.

The Company expects the aggregate total proceeds of the Disposal to be £6.0 million before taking into account estimated transaction and related costs of £0.4 million.

Following the Disposal, the Company expects that its Supply Chain Division will be accounted for as a discontinued business. As such the results of the Supply Chain Division (which includes the Enterprise Business) will be stated separately below post tax profits from continuing operations. Including transaction and related costs, the Disposal is expected to result in a profit on disposal excluding goodwill of £2.4 million and a loss on disposal of £3.3 million including goodwill.

7. Related party transactions

Under Listing Rule 11.1.4, the Enterprise Management Team meets the definition of a related party because of the directorships of certain members of that team of the Company's subsidiary AES Limited and their participation in the Purchaser. As such, the Company is required to send a circular to its Shareholders, in accordance with Listing Rule 13.3 and Listing Rule 13.6 and to obtain approval from Shareholders for the Disposal, in addition to the requirements for a Class 1 transaction. The Enterprise Management Team will not vote on the Resolution to be put to Shareholders and has undertaken to take all reasonable steps to ensure that none of their associates will vote on the Resolution.

8. Principal terms of the Disposal

Under the Disposal Agreement, subject to Shareholder approval, all the issued shares in AES Limited will be sold to the Purchaser, a company in which the Enterprise Management Team are participating together with NVM Private Equity ("NVM"), for a total gross consideration of £6.0 million; at the Purchaser's option £0.3m of this consideration will be deferred until no later than 31 December 2014. The Additional Consideration will also be payable equal to 20 per cent. of any sale proceeds over £8.5 million if AES Limited or its business is sold in the 12 months following completion. The Seller has given customary warranties and indemnities, including a customary tax indemnity, under the Disposal Agreement, subject in each case to certain limitations.

No material transitional arrangements are expected to be required from the Continuing Group as a result of the Disposal.

Further details of the Disposal Agreement are set out in Part V of this document.

9. Information on the Purchaser

The Purchaser is owned by NVM and the Enterprise Management Team.

NVM is independently owned with over 29 years' experience of investing in unquoted UK businesses. NVM is a generalist investor, managing over £290 million of funds, and is differentiated by having executives living and working in regional business communities throughout the UK. NVM seeks investment opportunities in UK businesses that may be looking to grow organically, acquire another business or secure a management buy-out.

10. General Meeting

As noted above, the Disposal is subject to the passing of the Resolution at the General Meeting. A notice convening the General Meeting to be held at 2 Chancellor Court, Occam Road, Surrey Research Park, Guildford, Surrey, GU2 7AH at 11.00 a.m. on 2 June 2014, is set out at Part VIII of this document.

The General Meeting is being convened for the purposes of considering and, if thought fit, passing the Resolution which is required to implement the Disposal.

11. Actions to be taken

A Form of Proxy for use at the General Meeting is enclosed with this document. Whether or not you intend to be present at the General Meeting, you are requested to complete and return the Form of Proxy, in accordance with the instructions printed thereon, as soon as possible and in any event so that it is received by the Company's UK transfer agent, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, not later than 11.00 a.m. on 29 May 2014. Completion and return of the Form of Proxy will not preclude Shareholders from attending and voting in person at the General Meeting should they wish to do so.

12. Further information

Your attention is drawn to the further information set out in Part V and Part VI of this document as well as the risk factors set out in Part II. You are advised to read the whole of this document and not to rely solely on the information contained in this letter.

13. Recommendation

The Board, having been so advised by Oriel Securities, considers the Disposal to be fair and reasonable so far as Shareholders are concerned. The Board also considers that the Disposal is in the best interests of the Company and its Shareholders as a whole and, therefore, recommends that Shareholders vote in favour of the Resolution to be proposed at the General Meeting, as each member of the Board who holds Ordinary Shares intends to do in respect of his or her own beneficial holdings of Ordinary Shares, such holdings comprising, in aggregate, 121,563 Ordinary Shares, representing approximately 0.39 per cent. of the Company's existing issued share capital. In giving its advice, Oriel Securities has taken into account the commercial assessment of the Directors.

Yours faithfully

Richard Moon
Non-Executive Chairman

PART II

RISK FACTORS

Shareholders should consider the following risks and uncertainties together with all the other information set out in this document prior to making any decision as to whether or not to vote in favour of the Resolution. The risks described below are based on information known at the date of this document, but may not be the only risks to which the Group and the Continuing Group might be exposed.

Additional risks and uncertainties, which are currently unknown to Acal or that Acal does not currently consider to be material, may materially affect the business of the Group and the Continuing Group and could have a material adverse effect on the business, financial condition, results of operations and/or prospects of the Group and/or the Continuing Group.

If any of the following risks were to occur, the business, financial condition, results of operations and/or prospects of the Group and/or the Continuing Group could be materially adversely affected and the value of the Shares could decline and Shareholders could lose all or part of the value of their investment in the Shares.

Shareholders should read this document as a whole and not rely solely on the information set out in this section.

1. Risks relating to the Disposal

Disposal subject to the Conditions

Completion of the Disposal is subject to the passing of the Resolution being satisfied by 30 June 2014 (or such later date as the Seller and the Purchaser may agree in writing).

If the above Condition is not satisfied on or before 30 June 2014 (or such later date as the Seller and the Purchaser may agree in writing), the Disposal may not complete. The Purchaser will also be entitled to terminate the Disposal Agreement prior to Completion if a material adverse change affecting AES Limited, its business or its assets occurs between the date of the Disposal Agreement and Completion. If the Disposal does not complete, the Company will have incurred significant costs (including adviser fees) and management time with its own external costs of approximately £0.2 million incurred to date and, if the Resolution is not passed, also pay the Purchaser's costs up to a cap of £0.2 million.

Warranties and indemnities in the Disposal Agreement

The Disposal Agreement contains customary warranties and indemnities given by the Seller in favour of the Purchaser in respect of the Enterprise Business, details of which are set out in Part V of this document. The Company has agreed to guarantee the Seller's obligations under the Disposal Agreement (including the customary tax indemnity). The Company has undertaken due diligence to minimise the risk of liability under the warranties and indemnities. However, any such liability to make a payment arising from a successful claim by the Purchaser could have an adverse effect on the Continuing Group's financial condition.

Acal has given a guarantee in relation to the obligations of AES Limited under the lease of the premises which AES Limited occupies in Nottingham ("Guarantee"). Under the Disposal Agreement, the Purchaser has agreed to use its reasonable endeavours to procure the release generally of the Company from its obligations under the Guarantee and, in addition, in certain circumstances following Completion. In addition, the Purchaser has agreed to indemnify the Seller and the Company on an ongoing basis against liabilities and losses incurred or suffered as a result of the Guarantee. If a demand is made on Acal under or in connection with the Guarantee (for example, because AES Limited fails to pay any monies due and payable by it under the terms of the lease or because the lease is disclaimed by a liquidator of AES Limited if AES Limited is wound up or if AES Limited goes into administration), Acal may not be able to recover from the Purchaser and/or AES Limited all or any part of the costs which it may incur in meeting any such demand or in connection with such demand. In certain circumstances (for example, if the lease is disclaimed by a liquidator), the Company may also be required itself to enter into a new lease of the Property on the same terms as the current lease for the residue of the term of such lease. Any such liability for costs and/or the requirement to enter into a new lease of the Property could have an adverse effect on the Continuing Group's financial condition.

2. Risks relating to the Disposal not proceeding

Inability to realise shareholder value

The Board believes that the Disposal is in the best interests of Shareholders taken as a whole and that it currently provides the best opportunity to realise an attractive and certain value for the Enterprise Business. If the Disposal does not complete, the Group's ability to deliver value for the Enterprise Business or to implement the Group's stated strategy may be adversely impacted.

Potentially disruptive effect on the Group

If the Disposal does not proceed, the Enterprise Business' management and employees may be affected and key management or employees may choose to leave the Group, potentially impacting the performance of the Enterprise Business under the Company's ownership. The Company is currently not aware of any specific risk in this regard.

3. Risks relating to the Continuing Group's business

The Continuing Group's planned growth strategy may not be fully realised

The Continuing Group will actively consider other potential strategic acquisitions in the specialist electronics sector and may use the proceeds from the Disposal in doing so. Any such acquisition may require it to expend significant costs on, *inter alia*, conducting due diligence into potential investment opportunities in further businesses, assets or prospects/projects that may not be successfully completed or result in any acquisition being made and there is no guarantee that the Company will attain its targeted return on investment for any acquisition.

As a result, there can be no assurance that the Continuing Group will be able to achieve such a strategy or that future targets or projections will be achieved or fulfilled, which could have a material adverse effect on the Continuing Group's business, results of operations, financial condition and prospects, and the trading price of the Shares.

The Continuing Group's operations will be less diversified

Following the Disposal, the Continuing Group's business will be less diversified. Weak performance in the remaining businesses, or in any particular part of these businesses, may have a proportionately greater adverse impact on the financial performance of the Continuing Group.

PART III

FINANCIAL INFORMATION ON THE ENTERPRISE BUSINESS

1. NATURE OF FINANCIAL INFORMATION

The following financial information has been extracted, without material adjustment, from the Company's accounting records which support the consolidated audited financial statements of the Group for the years ended 31 March 2011, 2012 and 2013. Financial information has been extracted, without material adjustment, from the accounting records of EAF Supply Chain Limited (formerly known as Acal Supply Chain Limited) for the financial years ended 31 March 2012 and 31 March 2013 and from the accounting records of Acal Enterprise Solutions Limited (formerly known as Computer Parts International Limited) for the financial year ended 31 March 2011. For the six month period ended 30 September 2013, financial information has been extracted, without material adjustment, from the Company's consolidation schedules. The financial information has been prepared in accordance with International Financial Reporting Standards ("IFRS").

The financial information contained in sections 2 and 3 of this Part III does not constitute statutory accounts for any company within the meaning of Section 434 of the Companies Act 2006. The statutory accounts for the Group for the three years ended 31 March 2013 have been delivered to the Registrar of Companies. The auditors' reports in respect of those statutory accounts for each of these three periods were unqualified and did not contain statements under Section 237(2) or (3) of the Companies Act 1985 or, as the case may be, Section 498(2) or (3) of the Companies Act 2006.

2. PROFIT AND LOSS STATEMENT

	<i>31 March 2011 £m</i>	<i>31 March 2012 £m</i>	<i>31 March 2013 £m</i>	<i>30 September 2013 £m</i>
Revenue	4.0	5.6	6.1	3.1
Cost of sales	(1.4)	(1.3)	(1.6)	(0.9)
Gross profit	2.6	4.3	4.5	2.2
Operating expenses	(1.5)	(3.2)	(3.3)	(1.6)
Operating profit	1.1	1.1	1.2	0.6
Profit before tax	1.1	1.1	1.2	0.6

Notes:

It is not possible to provide a meaningful allocation of the Group tax charge for all periods presented above as the Enterprise Business was part of a larger group which had access to tax losses which fully offset taxable profits in each year.

The profit and loss statement above only includes the impact of the integration of EAF Supply Chain Limited (formerly known as Acal Supply Chain Limited) into the Enterprise Business effective from 1 April 2011, and therefore is only included in the financial years ended 31 March 2012, 31 March 2013 and the 6 month interim period ended 30 September 2013.

3. BALANCE SHEET

	<i>31 March 2013 £m</i>	<i>30 September 2013 £m</i>
ASSETS		
Non-current assets		
Property, plant and equipment	0.3	0.3
Intangible assets – goodwill	5.7	5.7
Intangible assets – other	0.2	0.1
	6.2	6.1
Current assets		
Inventories	1.7	1.7
Trade and other receivables	1.7	1.5
Cash and cash equivalents	0.4	0.8
	3.8	4.0
TOTAL ASSETS	10.0	10.1
LIABILITIES		
Current liabilities		
Trade and other payable	(1.1)	(0.9)
Current tax liabilities	(0.1)	(0.3)
	(1.2)	(1.2)
NET ASSETS	8.8	8.9

PART IV(A)

UNAUDITED PRO FORMA STATEMENT OF CONSOLIDATED NET ASSETS OF THE CONTINUING GROUP

Set out below is an unaudited *pro forma* statement of the consolidated net assets of the Continuing Group as at 30 September 2013. It has been prepared in accordance with item 13.3.3R of the Listing Rules and Annex II to Appendix 3 of the Prospectus Directive Regulation and on the basis set out in the notes below to illustrate the effect of the Disposal on the consolidated net assets of the Continuing Group had the Disposal occurred on 30 September 2013. It has been prepared for illustrative purposes only. Because of its nature, the *pro forma* statement addresses a hypothetical situation and, therefore, does not represent the Continuing Group's actual financial position or results. It is based on the unaudited interim financial information of the Company as at 30 September 2013 and from the historical information of AES Limited as at 30 September 2013 contained in Part III. Shareholders should read the whole of this document and not rely solely on the summarised financial information contained in this Part IV. Ernst & Young LLP's report on the unaudited *pro forma* statement of net assets is set out in Part IV(B) of this document.

	<i>Group as at 30 September 2013 £m Note (1)</i>	<i>AES Limited as at 30 September 2013 £m Note (2)</i>	<i>Disposal consideration and transaction costs £m Note (3)</i>	<i>Continuing Group as at 30 September 2013 £m Note (4)</i>
ASSETS				
Non-current assets				
Property, plant and equipment	4.0	(0.3)	—	3.7
Intangible assets – goodwill	25.7	(5.7)	—	20.0
Intangible assets – other	3.7	(0.1)	—	3.6
Deferred tax assets	3.8	—	—	3.8
	37.2	(6.1)	—	31.1
Current assets				
Inventories	19.2	(1.7)	—	17.5
Trade and other receivables	45.4	(1.5)	0.3	44.2
Cash and cash equivalents	12.4	(0.8)	5.3	16.9
Total current assets	77.0	(4.0)	5.6	78.6
Assets in disposal group classified as held for sale	4.7	—	—	4.7
TOTAL ASSETS	118.9	(10.1)	5.6	114.4
LIABILITIES				
Current liabilities				
Trade and other payable	(38.8)	0.9	—	(37.9)
Other financial liabilities	(4.6)	—	—	(4.6)
Current tax liabilities	(3.1)	(0.3)	—	(2.8)
Provisions	(1.2)	—	—	(1.2)
Total current liabilities	(47.7)	1.2	—	(46.5)
Non-current liabilities				
Other financial liabilities	(9.6)	—	—	(9.6)
Pension liability	(6.2)	—	—	(6.2)
Provisions	(1.8)	—	—	(1.8)
Deferred tax liabilities	(0.9)	—	—	(0.9)
Total non current liabilities	(18.5)	—	—	(18.5)
Liabilities in disposal group classified as held for sale	(1.0)	—	—	(1.0)
TOTAL LIABILITIES	(67.2)	1.2	—	(66.0)
NET ASSETS	51.7	(8.9)	5.6	48.4

1. The net assets relating to the Group have been extracted without material adjustment from the unaudited condensed consolidated statements of the Group as at 30 September 2013 which have been prepared under IFRS.
2. This adjustment removes the assets and liabilities of the Enterprise Business which will be disposed of as part of the Disposal. These adjustments were extracted without material adjustment from the historical financial information of the Enterprise Business as at 30 September 2013 contained in Part III.
3. The *pro forma* adjustments comprise of the following
 - a) £5.3m adjustment to cash reflecting the upfront consideration payable of £5.7m less transaction and related costs of £0.4m.
 - b) £0.3m adjustment to trade and other receivables reflecting the deferred consideration receivable on or before 31 December 2014.

	£m
Upfront consideration	5.7
Deferred consideration	0.3
Total consideration	6.0

The £6.0m consideration is based on a net cash level of £0.3m compared to £0.8m at 30 September 2013.

4. No account has been taken of the trading results of the Group or the Enterprise Business since 30 September 2013.
5. The *pro forma* statement of net assets does not constitute statutory accounts for any company within the meaning of Section 434 of the Companies Act 2006. The statutory accounts for the Group for the year ended 31 March 2013 have been delivered to the Registrar of Companies. The auditors' report in respect of those statutory accounts were unqualified and did not contain statements under Section 237(2) or (3) of the Companies Act 1985 or, as the case may be, Section 498(2) or (3) of the Companies Act 2006.

Adjustments not included in the pro forma net assets statement

The Company's net assets as at 30 September 2013 contained both assets and liabilities classified as held for sale, in respect of the Company's European Parts Business. The disposal of the European Parts Business completed subsequent to the above balance sheet date on 11 November 2013, and therefore represents a non adjusting post balance sheet event not reflected in the *pro forma* statement above. In addition, the Company completed the acquisition of RSG Electronic Components GmbH on 29 November 2013, subsequent to the above balance sheet date and this acquisition is not reflected in the *pro forma* statement above.

PART IV(B)

ACCOUNTANTS' REPORT ON THE UNAUDITED PRO FORMA STATEMENT OF CONSOLIDATED NET ASSETS OF THE CONTINUING GROUP

The Directors
Acal PLC
2 Chancellor Court
Occam Road
Surrey Research Park
Guildford
Surrey
GU2 7AH

15 May 2014

Dear Sirs

We report on the *pro forma* financial information (the “Pro Forma Financial Information”) set out in Part IV(A) of the circular dated 15 May 2014, which has been prepared on the basis described in notes 1 to 5, for illustrative purposes only, to provide information about how the Disposal might have affected the financial information presented on the basis of the accounting policies adopted by Acal PLC in preparing the financial statements for the period ended 30 September 2013. This report is required by Listing Rule 13.3.3R and is given for the purpose of complying with that rule and for no other purpose.

Save for any responsibility which we may have to those persons to whom this report is expressly addressed and which we may have to ordinary shareholders as a result of the inclusion of this report in the circular, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with Listing Rule 13.4.1R (6), consenting to its inclusion in the circular.

Responsibilities

It is the responsibility of the directors of Acal PLC to prepare the Pro Forma Financial Information in accordance with Listing Rule 13.3.3R.

It is our responsibility to form an opinion, as required by Listing Rule 13.3.3R as to the proper compilation of the Pro Forma Financial Information and to report that opinion to you.

In providing this opinion we are not updating or refreshing any reports or opinions previously made by us on any financial information used in the compilation of the Pro Forma Financial Information, nor do we accept responsibility for such reports or opinions beyond that owed to those to whom those reports or opinions were addressed by us at the dates of their issue.

Basis of opinion

We conducted our work in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. The work that we performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the Pro Forma Financial Information with the directors of Acal PLC.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the Pro Forma Financial Information has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of Acal PLC.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in other jurisdictions and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

Opinion

In our opinion:

- the Pro Forma Financial Information has been properly compiled on the basis stated; and
- such basis is consistent with the accounting policies of Acal PLC.

Yours faithfully

Ernst & Young LLP

PART V

PRINCIPAL TERMS OF THE DISPOSAL

1. Principal terms of the Disposal

Under the terms of the Disposal Agreement, the Seller has agreed to sell all the issued shares in AES Limited to Agilitas Holdings Limited, a company established by NVM and the Enterprise Management Team. The aggregate consideration for the sale of AES Limited comprises an initial gross sum of £6.0 million (“Initial Consideration”) and the Additional Consideration referred to below. £0.3 million of the Initial Consideration is payable in cash by the Purchaser on a date at its option on or before 31 December 2014, together with interest on such amount at the rate of 5 per cent. per annum in respect of the period from Completion to the date of payment. The Purchaser may pre-pay all or part (in minimum amounts of £100,000) of the deferred element. The balance of the Initial Consideration is payable in cash at Completion.

The Additional Consideration will be payable if the shares in AES Limited or its business (or the shares in any entity then holding such shares or business) are or is sold after Completion to a third party within the twelve months’ period following Completion. If part only of the relevant shares or business are sold, a proportionate part of the Additional Consideration will be payable. The Additional Consideration will be an amount equal to 20 per cent. of any future sale proceeds over £8.5 million. The Purchaser has undertaken not to enter into any transaction other than for full value consideration, to a *bona fide* independent party acting in good faith, nor to participate in any arrangement the purpose or any purpose of which is to frustrate the operation of the Additional Consideration.

The Seller has agreed to reimburse the Purchaser should any specified payments (“Leakage”) occur in the period between 31 March 2014 and Completion but such Leakage excludes normal employment remuneration and bonuses and taxes paid in such period in the ordinary course of business by AES Limited (but not payments by AES Limited for the surrender of group relief).

Completion is conditional upon approval of the proposed Disposal by the Shareholders. The Disposal Agreement will terminate if the Shareholders have not passed the Resolution on or before 30 June 2014. If the Disposal Agreement is terminated by failure to pass the Resolution, the Seller will be obliged to reimburse the Purchaser for its reasonable costs incurred in connection with the proposed Disposal up to a maximum of £249,000.

Acal has given certain customary covenants in relation to the operation of the business in the period between the date of the Disposal Agreement and Completion including to ensure that the business of AES Limited is carried on in the ordinary and normal course as a going concern.

The Purchaser is not entitled to rescind the Disposal Agreement for any breach of the warranties in the Disposal Agreement except in the case of fraudulent misrepresentation but will be entitled to rescind the Disposal Agreement if, between the date of the Disposal Agreement and Completion, there is a material adverse change. For these purposes, “material adverse change” means (i) one or more material adverse change(s) of an amount at least equal to £150,000 in the business, operations, assets or financial position of AES Limited (excluding certain matters such as changes in interest or exchange rates or other general economic conditions and changes in laws) if the aggregate impact of such change(s) results in AES Limited incurring (or being reasonably likely to incur) a reduction in its net assets or an increase of its net liabilities equal to £350,000; or (ii) written notice being given by a specified material customer of AES Limited (a “Key Customer”) to terminate its contract with AES Limited; or (iii) written notice being given by a Key Customer of an intention to terminate its contract with AES Limited in anticipation of the change of control of AES Limited; or (iv) written notice being given by a Key Customer of an intention to terminate its contract with AES Limited as a result of a material breach of service level agreements within that contract. If written notice is given under (iv), the Purchaser and Seller have agreed, for the 21 days’ period following such notice, to consult with each other and to use all reasonable endeavours to remedy any such breaches to the reasonable satisfaction of all parties.

As indicated in Part II, Acal has given the Guarantee of the lease of the premises occupied by AES Limited at Glaisdale Parkway, Nottingham (the “Property”). Under the Disposal Agreement, the Purchaser has, following completion, agreed to use its reasonable endeavours to procure the release of Acal from its obligations under the Guarantee. In addition, if, after the date of the Disposal Agreement, AES Limited intends or otherwise agrees to dispose of its interest in the property the

subject of the Guarantee, the Purchaser has agreed to use its reasonable endeavours to procure that Acal is released from liability under the Guarantee.

If the property currently occupied by AES Limited has not been disposed of by AES Limited, or the Guarantee has not been released by 2018, the Purchaser has agreed to procure that AES Limited terminates the lease on or before the contractual expiry date of the lease (1 June 2018) by whatever means appropriate and otherwise to use all reasonable endeavours to procure the surrender of the lease such that Acal is released from the Guarantee (whether or not AES Limited or the Purchaser takes on a new lease for such property). If the landlord requires compensation in connection with the release of the Guarantee or if AES Limited is required to vacate the Property on the termination of the lease, the Seller has agreed to contribute 50 per cent. of the cost to AES Limited (capped at a maximum of £75,000 and which may be refunded in certain circumstances).

The Purchaser and the Company have each agreed to keep the Seller and Acal indemnified on an ongoing basis against liabilities and losses suffered or incurred as a result of the Guarantee.

The Disposal Agreement also contains covenants by the Seller not to compete with the Enterprise Business, solicit customers, suppliers or key employees for 18 months after Completion, and to procure that other members of the Group observe such covenants.

The Company has agreed to guarantee the obligations of the Seller under the Disposal Agreement (including the customary tax indemnity).

The Disposal Agreement is governed by English law and any proceedings relating to the Disposal Agreement are to be brought in the English courts.

2. Completion of the Disposal

It is anticipated that completion of the Disposal will take place within two business days of the date on which the General Meeting is held assuming Shareholder approval has been obtained. If such approval has not been satisfied by 30 June 2014 it is intended that the Disposal Agreement will lapse.

3. Warranties, indemnities and undertakings

The Seller has given warranties relating to, amongst other things, title, capacity, authority and solvency matters, together with certain business warranties as are customary for a transaction of this nature. No claims can be brought by the Purchaser under the warranties after 15 months from Completion save in respect of the tax indemnity and the tax warranties where the period is seven years after Completion.

The aggregate liability of the Seller under the Disposal Agreement is limited to £4 million (save in the case of title to shares and breach of the non-compete covenants where it is limited to the consideration received by the Seller). The Seller has also granted indemnities (subject to certain specific limitations) in respect of the tax liabilities of AES Limited that are, broadly speaking, referable to events occurring or income, profits or gains arising prior to Completion other than in the ordinary course of business.

PART VI

ADDITIONAL INFORMATION

1. Responsibility

The Company and the Directors, whose names appear below, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Company and the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Directors and their principal functions are as follows:

Richard Moon – Non-executive Chairman
 Nicholas Jefferies – Group Chief Executive
 Simon Gibbins – Group Finance Director
 Graham Williams – Senior Non-executive Director
 Richard Brooman – Non-executive Director
 Henrietta Marsh – Non-executive Director

2. The Company – Incorporation and registered office

The Company was incorporated and registered in England and Wales on 9 April 1986 as a private company limited by shares with the name Spurfame Limited and with the registered number 2008246. Its name was changed to Acal Limited on 20 March 1987. On 22 October 1987, the Company reregistered under the Companies Act 1985 as a public company limited by shares with the name Acal plc. The Company is domiciled in the United Kingdom and the registered and head office of the Company is 2 Chancellor Court, Occam Road, Surrey Research Park, Guildford GU2 7AH. The telephone number of the registered office is +44 (0) 1483 544500.

3. Major shareholders

As at 14 May 2014 (being the last practicable date prior to the publication of this document), in so far as it is known to the Company, the name of each person, who holds voting rights (within the meaning of Chapter 5 of the Disclosure and Transparency Rules) representing 3 per cent. or more of the total voting rights in respect of the Ordinary Shares, are as follows:

	<i>Number of Ordinary Shares as at 14 May 2014</i>	<i>Percentage of issued ordinary share capital as at 14 May 2014</i>
Aberforth Partners	3,934,587	12.6
Aberdeen Asset Managers Ltd ⁽¹⁾	3,629,455	11.6
Hargreave Hale Investment Management	3,266,800	10.4
Unicorn Asset Management	2,552,547	8.2
Curry Family Holding	2,043,500	6.5
Legal & General Investment Management Ltd	1,648,637	5.3
Herald Investment Management	1,407,248	4.5
Henderson Global Investors	1,271,087	4.1
Old Mutual Asset Managers	1,135,000	3.6
AXA Framlington	1,107,000	3.5

Notes:

Aberdeen Asset Managers holding includes shares held by the Scottish Widows Investment Partnership Group Limited, following its acquisition on 31 March 2014. Due to the disaggregation of the Laughton Family Holding, no constituent part of that holding now holds an interest that is notifiable under the Disclosure and Transparency Rules.

4. Directors' interests in Ordinary Shares

As at 14 May 2014 (being the latest practicable date prior to the publication of this document) the interests of the Directors in the share capital of the Company (all of which are beneficial unless otherwise stated) which are required to be notified to the Company pursuant to the Disclosure and Transparency Rules and the existence of which is known to or could with reasonable diligence be ascertained by the relevant Director were as follows:

<i>Director</i>	<i>Number of Ordinary Shares as at 14 May 2014</i>	<i>Percentage of issued ordinary share capital as at 14 May 2014</i>
Nicholas Jefferies	36,898	0.12
Simon Gibbins	14,365	0.05
Richard Brooman	4,000	0.01
Richard Moon	65,100	0.21
Graham Williams	1,200	0.004
Henrietta Marsh	NIL	NIL

Acal has an approved and an unapproved executive share option scheme both of which are now closed for the purposes of granting further share options. The Acal Group also operates an approved share option scheme known as the Acal plc 2010 Company Share Option Plan (the "Acal CSOP") which is open for the purposes of granting further share options. It also has a long-term incentive scheme. The outstanding options held by the Directors, and the exercise price in respect of such options, are set out below:

Approved executive share options under the Acal plc 2010 Company Share Option Plan over Ordinary Shares

<i>Director</i>	<i>Number held</i>	<i>Date of grant</i>	<i>Exercise price (pence)</i>	<i>When exercisable</i>
Nicholas Jefferies	13,678	September 2010	204.0	September 2013

Long-term incentive scheme options over Ordinary Shares

<i>Director</i>	<i>Number held*</i>	<i>Exercise price (nil cost option)</i>	<i>When exercisable</i>
Nicholas Jefferies	247,190	—	March 2013 – March 2020
Nicholas Jefferies	192,307	—	March 2015 – March 2022
Nicholas Jefferies	169,851	—	March 2016 – March 2023
Nicholas Jefferies	133,064	—	March 2019 – March 2024
Simon Gibbins	89,134	—	March 2015 – March 2022
Simon Gibbins	78,726	—	March 2016 – March 2023
Simon Gibbins	61,548	—	March 2019 – March 2024

*As also detailed above Mr Jefferies also holds an option over 14,705 Ordinary Shares granted under the Acal CSOP. If he exercises these Acal CSOP options in full, the number of long term incentive plan shares he holds will be reduced by the number of Ordinary Shares that results from the following calculation : £30,000 divided by the market value on exercise of each Acal CSOP share.

Unapproved executive share options over Ordinary Shares

<i>Director</i>	<i>Number held</i>	<i>Date of grant</i>	<i>Exercise price (pence)</i>	<i>When exercisable</i>
Nicholas Jefferies	584,777	March 2009	Nil	March 2012 – March 2019
Simon Gibbins	139,860	July 2010	Nil	July 2013 – July 2020

On 31 March 2009, Mr Jefferies was granted an award in the form of a nil-cost option over 620,498 Ordinary Shares. The Company agreed, as a condition of Mr Jefferies accepting the appointment of Group Chief Executive on 25 November 2008, to grant him an award over the Ordinary Shares

having a market value equivalent to 200 per cent. of his base salary at the date of the grant. The number of Ordinary Shares under the award was determined using a share price of 90.25 pence per Ordinary Share being the closing price of the Ordinary Shares on 30 March 2009, the last business day prior to the date of grant.

Mr Jefferies's award was made under LR9.4.2(2) of the Listing Rules in order to facilitate his appointment as Group Chief Executive. The Board considered that it was important to the success of the recruitment process, and to maximise shareholder value going forward, to make such an award to him. Made on similar terms to awards granted under the Acal plc 2008 long term incentive plan, the award vested in part on 31 March 2012. The Company's total shareholder return performance, when measured (in accordance with a special award deed) against the comparator group of companies (i.e. the constituents of the FTSE Small Cap Index) over the period 31 March 2009 to 31 March 2012, meant that 94.24 per cent. of the award vested. Therefore, the option became exercisable over 584,777 Ordinary Shares. Mr Jefferies has undertaken to retain 50 per cent. of the Ordinary Shares under the option until 31 March 2014, at the earliest and has not disposed of any such Ordinary Shares to date.

On 20 July 2010, Mr Gibbins was granted an award in the form of a nil-cost option over 179,447 Ordinary Shares. The Company agreed as a condition of Mr Gibbins accepting the appointment of Group Finance Director on 10 June 2010 to grant him an award over the Ordinary Shares having a market value equivalent to 150 per cent. of his base salary at the date of the grant. The number of Ordinary Shares under the award was determined using a share price of 163 pence per Ordinary Share being the closing price of the Ordinary Shares on 19 July 2010, the last business day prior to the date of grant.

Mr Gibbins' award is on similar terms to awards granted under the Acal plc 2008 long term incentive plan, the award vested in part on 20 July 2013. The Company's total shareholder return performance, when measured (in accordance with a special award deed) against the comparator group of companies (i.e. the constituents of the FTSE Small Cap Index) over the period 20 July 2010 to 20 July 2013, meant that 77.94 per cent. of the award vested. Therefore, the option became excisable over 139,860 Ordinary Shares.

Mr Gibbins has undertaken to retain at least 50 per cent. of any Ordinary Shares that vest under this award, when combined with any that vest under the long term incentive plan, so as to build up a holding of Ordinary Shares in the Company equal in value (at the point of vesting) to 100 per cent. of his annual basic salary.

Save as disclosed in this paragraph 4, no Director, nor any person connected to any Director (within the meaning of section 252 of the Companies Act 2006), has at 14 May 2014 (the latest practicable date prior to the publication of this document) any interests (beneficial or non-beneficial) in the issued share capital of the Company or its subsidiaries or any options over unissued Ordinary Shares or any unissued shares of its subsidiaries.

5. Executive Directors' service contracts and Non-executive Directors' letters of appointment

Executive Directors

Details of the terms of Executive Directors' service contracts appear in the section entitled Directors' Remuneration Report on pages 35 and 36 of the 2013 Annual Report, save that Mr. Jefferies' salary has increased to £330,000 per annum and Mr. Gibbins' salary has increased to £212,000 per annum. By letter dated 2 April 2014, sent to both Mr. Jefferies and Mr. Gibbins, the terms of these contracts were changed so that all bonus and LTIP awards made to each of them after the Company's 2014 AGM will be made subject to the following provision: "Clawback of vested and unvested invested awards is possible in the event of material misstatement of information or misconduct."

Non-executive Directors

A summary of each of the Non-executive Directors' letters of appointment, other than Henrietta Marsh's, can be found on pages 35 and 36 of the 2013 Annual Report in the section entitled the Directors' Remuneration Report. Henrietta Marsh was appointed a non-executive director of Acal with effect from 1 May 2013 for a term of 12 months from that date. She is a member of both the Audit Committee and the Remuneration Committee and receives a fee of £32,000 per annum.

Since 31 March 2013, the term of appointment and fees under each of these letters has been extended as follows:

- (a) regarding the letter with Synergie Business Limited, which secures the services of Richard Moon, an extension until 31 March 2015 and an increase in fee from £101,000 to £104,000 per annum;
- (b) regarding the letter with Graham Williams, an extension until 30 June 2014 and an increase in fee from £35,000 to £37,000 per annum;
- (c) regarding the letter with Richard Brooman, an extension until 31 December 2014 and an increase in his fees from 1 April 2014 to £35,000 per annum in aggregate;
- (d) regarding the letter with Henrietta Marsh, an extension until 30 April 2015.

The appointment termination dates of the Non-Executive Directors detailed above are subject to the re-election of such directors by rotation in accordance with the Company's Articles of Association. Subject to the provisions of the Articles of Association, at each annual general meeting, each Director who (a) was appointed by the Board since the last annual general meeting (b) was appointed or last re-appointed (or treated as so by statute) at or before the annual general meeting held in the calendar year which is three years before the current year, or (c) is a Non-Executive Director who has held office with the Company for a continuous period of nine years or more, must retire from office.

6. Interests in Ordinary Shares of the Related Parties

The Related Parties do not have any beneficial holding of Ordinary Shares.

7. Service contracts of the Related Parties

Shaun Lynn entered into an agreement with Acal Supply Chain Limited dated 29 September 2010 to act as Enterprise Solutions Director from 1 October 2010 for an indefinite period terminable on three months' written notice by either the employer or Mr Lynn. Following the transfer of the Enterprise Business to AES Limited pursuant to the asset purchase agreement referred to in section 9B(a) of this Part VI, Mr Lynn's employment was transferred with effect from 1 January 2013 to AES Limited on the same terms and conditions. AES Limited may terminate the agreement summarily without notice and with no liability to make any further payment to Mr Lynn if, amongst other things, Mr Lynn commits a serious or repeated breach of the agreement, commits any act of serious misconduct, is guilty of a material or persistent breach of the rules and regulations of any UK regulatory authority or, in the reasonable opinion of the Company, seriously prejudices the Company's interests or those of any associated company. The Company may also terminate the agreement with immediate effect and make a payment to Mr Lynn in lieu of notice. The Company may, during any notice period, require Mr Lynn not to attend work or carry out any of his duties. The agreement contains provisions regarding confidentiality, intellectual property and post-termination restrictive covenants applicable for between 6 and 12 months after termination. Mr Lynn's current annual salary (excluding bonuses, pension and other benefits) under such agreement is £100,000.

8. Related party transactions

The Company

Details of the related party transactions which the Company has entered into:

- (a) during the financial year ended 31 March 2011, are disclosed in accordance with the respective standard adopted according to Regulation (EC) No 1606/2002 in note 34 on pages 76 and 77 of Company's 2011 annual report and accounts;
- (b) during the financial year ended 31 March 2012 are disclosed in accordance with the respective standard adopted according to Regulation (EC) No 1606/2002 in note 34 on pages 83 and 84 of the 2012 Annual Report; and
- (c) during the financial year ended 31 March 2013 are disclosed in accordance with the respective standard adopted according to Regulation (EC) No 1606/2002 in note 34 on pages 79 and 80 of the 2013 Annual Report; and
- (d) since 31 March 2013, the Company has disposed of its subsidiary EAF GmbH to the management team of EAF GmbH. The management team was considered a related party of the Company for the purposes of the Listing Rules and the disposal was therefore a related party transaction and subject to shareholder approval. A circular was sent to shareholders on 15 October 2013. Shareholder approval was subsequently granted and the transaction completed on 11 November 2013.

Except as set out in paragraph (d) above, the Company has not entered into any related party transactions since 31 March 2013.

The Related Parties

There have been no related party transactions with the Enterprise Management Team since 1 April 2010.

9. Material contracts

Material contracts of the Continuing Group

Set out below is a summary of each contract (other than contracts entered into in the ordinary course of the Group's business) entered into by any member of the Group (i) during the two years immediately preceding the date of publication of this document and which is or may be material or (ii) which contains any provision under which any member of the Group has any obligation or entitlement which is material to the Group as at the date of such publication.

A – Contracts entered into as a result of the Disposal

The Company and the Seller have entered into the Disposal Agreement. Further details of this contract are set out in Part V of this document.

B – Other material contracts

- a. An asset purchase agreement between Acal Supply Chain Limited (now called EAF Supply Chain Limited) and the Acal Group, dated 4 December 2012 pursuant to which Acal Supply Chain Limited agreed to sell its enterprise business to AES Limited.
- b. A sale and purchase agreement between the Seller and JCCO 313 Limited (now called EAF Supply Chain Holdings Limited), dated 5 December 2012 pursuant to which the Seller sold the entire issued share capital of Acal Supply Chain Limited (now called EAF Supply Chain Limited) for an initial consideration of £2.0 million on a debt free basis. This amount was subject to certain adjustments calculated in accordance with the provisions of the sale and purchase agreement. An additional payment, equal to 25 per cent. of any sale proceeds in excess of £2.0 million (and capped at £9.0 million), will be payable to the Seller if EAF Supply Chain Limited or its business is sold to a third party (or a proportionate part, if part only is sold).
- c. A transitional services agreement between EAF Supply Chain Ltd and the Acal Group, dated 31 December 2012 pursuant to which EAF Supply Chain Limited agreed to provide finance and accounting services to the Enterprise Business.
- d. On 5 March 2013, Acal Newco Limited entered into a facility agreement with Clydesdale Bank PLC the purpose of which was to provide loans to Acal Newco Limited to enable it to pay the initial consideration in connection with the purchase of the entire issued share capital of Aramys SAS ("Aramys") and for general corporate purposes. Advances under the facility are guaranteed by Acal plc and various other members of the Acal Group. Advances under the facility will attract a rate of interest for each interest period equal to the applicable Libor rate for the corresponding period (or EURIBOR in relation to any loans in euro) plus a margin of 3 per cent. plus mandatory costs. If Acal NewCo Limited or any of the Acal guarantors fails to pay any amount payable when due, an additional default interest of 2 per cent. is chargeable. The facility agreement contains customary conditions to utilisation and certain representations, warranties and undertakings customary for facilities of this nature in relation to five Acal Group companies.

The facility agreement also contains customary mandatory prepayment events. The facility may be required to be prepaid in full in the event that there is change of control of Acal. Certain arrangement and commitment fees are payable under the facility.
- e. A sale and purchase agreement, dated 7 March 2013, pursuant to which Acal NewCo Limited agreed to acquire the entire issued share capital of Aramys and all outstanding warrants issued by Aramys. The parties to the sale and purchase agreement were Acal Newco Limited, Acal plc (as guarantor for Acal Newco Limited) and Yrix Capital Conseil, Initiative & Finance Investissement (represented by its managing company, Initiative Finance Gestion), Christian Roux and certain management sellers and family members. The upfront consideration payable by Acal Newco Limited, according to the sale and purchase agreement, was €9.5 million free of all debt and all cash and assuming all convertible bonds had previously converted and all warrants not being purchased had already been converted. In addition to the upfront consideration, a maximum of up to €1.8 million may be payable based on Aramys achieving certain EBIT performance conditions in the financial years ended 31 December 2013, and ending 31 December 2014 and 31 December 2015.

- f. A warranty agreement, dated 7 March 2013, between Yrix Capital Conseil, Initiative & Finance Investissement (represented by its managing company, Initiative Finance Gestion), Christian Roux, Mr Georges Gener, Mr Jean-Pierre March and Acal Newco Limited containing commercial warranties (customary for a transaction of this nature) and certain specific indemnities. The warranties in the warranty agreement are subject to matters that have been disclosed to Acal Newco Limited. The liability of the warrantors for claims under warranties and indemnities is subject to certain customary time limitations as to the period for making claims and financial limitations on the amount that may be claimed, including thresholds and an aggregate financial cap.

The liability under warranties contained in the sale and purchase agreement and the warranty agreement were insured, subject to a cap of €3 million and the terms and conditions of an insurance policy dated 7 March 2013 entered into between Acal Newco Limited and Zurich Insurance plc (French Branch).

- g. On 8 March 2013, Oriel Securities and Acal entered into a placing agreement under which Oriel Securities agreed, subject to certain conditions, to procure purchasers for, or failing which, itself to purchase, new ordinary shares at a predetermined placing price. The placing agreement provided, *inter alia*, for the payment of commission by Acal to Oriel Securities and, at the discretion of Acal, of all reasonable costs, charges and expenses incidental to the issue of new ordinary shares by Acal. The placing agreement also contained certain customary undertakings, warranties and indemnities by Acal in favour of Oriel Securities.

In connection with the placing agreement, Acal, Oriel Securities and Montecristo Funding Limited entered into (i) a subscription agreement; and (ii) an option agreement, each dated 8 March 2013, in respect of the subscription and transfer of ordinary shares and redeemable preference shares in Montecristo Funding Limited in connection with the placing referred to above and to fund the acquisition referred to in sub-paragraph (e) above.

- h. A sale and purchase agreement dated 30 August 2013 between Acal BFi UK Ltd, H. Young (Operations) Limited and H. Young Holdings Plc whereby Acal BFi UK Ltd acquired the trade and assets of Young Electronics Group for a total cash consideration of £1.7m before completion adjustments and expenses.
- i. A sale and purchase agreement dated 14 October 2013 pursuant to which all the issued shares in EAF GmbH were sold by the Seller to EAF Holding GmbH (a company in which the management team of EAF GmbH were participating together with certain other third party investors), for a total consideration of €4.4m. The Seller gave limited warranties and indemnities, including a customary tax indemnity under the agreement, subject in each case to certain limitations and also agreed to certain non-compete covenants for the period of two years from completion of the sale. The Company agreed to guarantee the Seller's obligations under this agreement and the investors in EAF Holding GmbH agreed to guarantee its obligations under this agreement.
- j. A sale and purchase agreement dated 28 November 2013 pursuant to which all the issued shares in RSG Electronics Components GmbH ("RSG") were acquired by the Group from its managing director, Mr H Gotta, who has agreed to remain with the business until 30 May 2015, for an upfront cash consideration of €3.0m (£2.4m) before expenses. Additionally, a deferred cash consideration of up to €0.25m (£0.2m) will be payable after 18 months.

Save as set out in this paragraph 9, there are no contracts, other than contracts entered into in the ordinary course of business, which have been entered into by any member of the Continuing Group within the period of two years immediately preceding the issue of this document which are, or may be, material or that contain any provisions under which any member of the Continuing Group has any obligation or entitlement which is material to the Continuing Group as at the date of this document.

C – Material contracts of the Enterprise Business

- a. As part of the disposal of the UK Parts Business, the Enterprise Business was transferred out of EAF Supply Chain Limited into AES Limited as further described in paragraph B(a) of this paragraph 9.
- b. Under the transitional services agreement dated 31 December 2012 referred to at section 9B(c) of this Part VI (the "TSA"), EAF Supply Chain Limited has agreed to provide certain finance and accounting services to AES Limited. AES Limited has also continued to receive certain IT

services and facilities from EAF Supply Chain Limited and agreed to provide certain office and IT facilities at the Property. The various services under the TSA are provided in return for a net annual aggregate fee payable by AES Limited of £53,000. The liability of EAF Supply Chain Limited under the TSA is limited to £1.0 million except in the case of fraud, or death or personal injury resulting from negligence. The initial term of the TSA was for a period of 12 months from 31 December 2012, terminable at any time on or after 31 December 2013 on six months' written notice given by either party. The parties to the TSA have agreed, subject to and effective from Completion, to extend the term of the TSA for a fixed period of up to 18 months and to revise certain terms of the TSA. The Company is not a party to the TSA.

10. No significant change

Save for the disposal by Acal of its European parts and outsourcing business (the "European Parts Business"), as disclosed in paragraph 1 on page 7 of Part I of this document, and the acquisition of RSG Electronic Components GmbH detailed in paragraph 9B(j) on page 27 of this Part VI, there has been no significant change in the financial or trading position of the Group since 30 September 2013, being the date to which the last interim financial statements of the Group were prepared.

There has been no significant change in the financial or trading position of AES Limited since 30 September 2013, being the date to which the latest published consolidated unaudited financial information which included AES Limited was prepared.

11. Litigation

The Continuing Group

There are no governmental, legal or arbitration proceedings (nor is the Company aware of any such proceedings being pending or threatened) during the twelve months prior to the date of this document which may have, or in the recent past have had, a significant effect on the Continuing Group's financial position or profitability.

AES Limited

There are no governmental, legal or arbitration proceedings (nor is the Company aware of any such proceedings being pending or threatened) during the twelve months prior to the date of this document which may have, or in the recent past have had, a significant effect on AES Limited's financial position or profitability.

12. Working Capital

The Company is of the opinion that, taking into account available bank and other facilities and the net proceeds of the Disposal, the Continuing Group has sufficient working capital for its present requirements, that is, for at least the next twelve months following the date of this document.

13. Sources and bases

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

- (a) Unless otherwise stated, financial information relating to the Acal Group has been extracted without material adjustment from the audited financial statements of the Acal Group for the years ended 31 March 2011 to 2013 and the interim accounts of the Acal Group for the six months ended 31 September 2013.
- (b) Unless otherwise stated, financial information relating to AES Limited has been extracted without material adjustment from the historical financial information set out in Part III of this document.
- (c) Further details of the disposal of the European Parts Business are set out in the Company's circular dated 15 October 2013.

14. Consent

Oriel Securities has given and not withdrawn its written consent to the inclusion in this document of the references to its name in the form and context in which it appears.

Ernst & Young LLP has given and not withdrawn its written consent to the inclusion in this document of the references to its name, and of its report in Part IV(B) of this document, in the form and context in which they respectively appear.

15. General

No incorporation of website information

The website of the Company is www.Acalplc.co.uk and this document is available on that website. Except to the extent expressly stated in this document, information on that website, any website mentioned in this document or any website directly or indirectly linked to those websites has not been verified and does not form part of this document and Shareholders should not rely on it.

16. Documents available for inspection

Copies of the following documents will be available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Company, which is located at 2 Chancellor Court, Occam Road, Surrey Research Park, Guildford GU2 7AH and at the offices of Charles Russell LLP at 5 Fleet Place, London, EC4M 7RD until the General Meeting and will also be available for inspection at the General Meeting for at least 15 minutes prior to and during the meeting:

1. the Memorandum and the Articles of Association of the Company;
2. the annual report and accounts of Acal for each of the three financial years ended 31 March 2011, 31 March 2012 and 31 March 2013;
3. the audit report on the accounts of Acal for each of the three financial years ended 31 March 2011, 31 March 2012 and 31 March 2013;
4. the interim results for the six month periods ended 30 September 2012 and 30 September 2013;
5. the accountants' report on the unaudited *pro forma* statement of consolidated net assets of the Continuing Group
6. the consents referred to in paragraph 14 above;
7. the Disposal Agreement and related documents; and
8. this document and the Form of Proxy.

Dated: 15 May 2014

PART VII

DEFINITIONS

“Acal” or the “Company”	Acal plc, a public limited company, incorporated and registered in England (registered number 2008246)
“Acal Group” or the “Group”	Acal and its subsidiary undertakings
“Acal Shares” or “Ordinary Shares”	the ordinary shares of 5p each in the capital of the Company
“Additional Consideration”	the additional consideration payable in certain circumstances on a disposal of AES Limited or its business following Completion
“AES Limited”	Acal Enterprise Solutions Limited, a subsidiary of the Company
“Circular”	this document detailing the terms of the Disposal
“Completion”	completion of the Disposal
“Continuing Group”	Acal plc and its subsidiaries and subsidiary undertakings excluding AES Limited
“CREST”	the relevant system (as defined in the Regulations) in respect of which Euroclear is the operator (as defined in the Regulations)
“CREST Proxy Instruction”	the form of appointment of proxy to vote through the Euroclear system
“Directors” or “Board”	the Directors of the Company listed on page 6 of this document
“Disclosure and Transparency Rules”	the disclosure rules and transparency rules made by the Financial Conduct Authority pursuant to Part VI of FSMA
“Disposal Agreement”	the share purchase agreement for the sale of all the issued shares in AES Limited dated 15 May 2014
“Disposal”	the disposal of AES Limited to the Purchaser
“Electronics Division”	the Company’s division which focuses on the specialist supply of electronic technologies and products
“Enterprise Business”	the business operated by AES Ltd providing parts, support and services to both the OEM and maintenance markets
“Enterprise Management Team”	the management of AES Limited, being Shaun Lynn, Stephen Graham, Steve Bailey, Scott Lynn, John Street and Warren Playford
“Euroclear”	Euroclear UK & Ireland Limited
“European Parts Business”	the European IT parts distribution business sold by Acal to EAF Holding GmbH on 11 November 2013 for gross proceeds of €4.4 million
“FSMA”	the Financial Services and Markets Act 2000, as amended from time to time
“Form of Proxy”	the pre-paid form of proxy for use at the General Meeting which accompanies this document
“General Meeting”	the general meeting of Acal convened for the purpose of considering the Resolution to be held on 2 June 2014 (or any adjournment of it), notice of which is set out in Part VIII of this document
“Listing Rules”	the listing rules of the UKLA issued and maintained under FSMA
“London Stock Exchange”	London Stock Exchange plc
“OEM”	original equipment manufacturer
“Official List”	the list maintained by the UKLA

“Purchaser”	Agilitas Holdings Limited, a company incorporated in England under no. 9000477, in which NVM Private Equity and the Enterprise Management Team are participating
“Regulations”	the Uncertificated Securities Regulations 2001, as amended
“Related Parties”	the Enterprise Management Team
“Resolution”	the resolution set out in the notice of the General Meeting set in Part VIII of this document
“Seller”	Acal Supply Chain Holdings Limited
“Shareholders”	the existing holders of Ordinary Shares
“Supply Chain Division”	the Company’s division which focuses on logistics and supply chain services
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“UK Parts Business”	the new and refurbished parts and outsourcing business sold by Acal to EAF Supply Chain Limited (formerly Acal Supply Chain Limited) on 3 January 2013 for gross proceeds of £2.0 million (on a debt free basis)
“UKLA”	the Financial Conduct Authority acting in its capacity as the competent authority for the purposes of Part VI of FSMA

PART VIII

ACAL PLC

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Acal plc (the “Company”) will be held at the offices of the Company at 2 Chancellor Court, Occam Road, Surrey Research Park, Guildford, Surrey, GU2 7AH on 2 June 2014 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

THAT:

1. the proposed disposal by Acal Supply Chain Holdings Limited of the entire issued share capital of Acal Enterprise Solutions Limited on the terms and subject to the conditions of the Disposal Agreement (as defined and/or summarised in the circular to the members of Acal plc dated 15 May 2014 (the “Circular”) of which the notice convening this meeting forms part) and any related or ancillary documents (together the “Disposal Documents”) be approved; and
2. the directors of Acal plc and/or of any member of the Acal Group (as defined in the Circular) (or any duly authorised committee thereof) be authorised to take all such steps, and execute all such documents, and to agree all such variations and amendments to the Disposal Documents as they may in each case, in their absolute discretion, consider necessary or desirable to implement and give effect to, or otherwise in connection with, the Disposal (as defined in the Circular) and any matter incidental to the Disposal provided that, in the case of any variations and amendments to the Disposal Documents, such variations and amendments are not material.

Registered office:
2 Chancellor Court
Occam Road Company Secretary
Surrey Research Park
Guildford
Surrey
GU2 7AH

by order of the Board
Gary Shillinglaw
Company Secretary

Date: 15 May 2014

Notes

1. A member of the Company entitled to attend, speak and vote at the meeting convened by the notice set out above may appoint a proxy to exercise all or any of his rights to attend, speak and vote at the meeting on his/her behalf. A proxy need not be a member of Company. A member may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares held by the member. To appoint more than one proxy you should contact Equiniti's shareholder helpline on 0871 384 2001 from within the UK (or +44 121 415 7047 from outside the UK) between 8.30 a.m. and 5.30 p.m. (London time) Monday to Friday. Calls to 0871 numbers cost 8p per minute plus extra network costs.
2. To be valid, Forms of Proxy must be received by post or (during normal business hours only) by hand at the offices of the Company's registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA not later than 11.00 a.m. on 29 May 2014 (or not less than 48 hours before the time fixed for any adjourned meeting, excluding any part of a day that is not a working day) and must be accompanied by any power of attorney or other authority. The Form of Proxy is enclosed.
3. Completion and return of a Form of Proxy will not prevent a member from attending and voting at the meeting in person should he wish to do so.
4. As an alternative to completing a hard-copy Form of Proxy or using the CREST service, you can appoint a proxy electronically by email. To be valid, this electronic proxy appointment must be signed, dated* and a scanned copy of the original sent by email to the Company's Registrars Equiniti, to proxy.votes@equiniti.com, to be received by the Company no later than 11.00 a.m. on 29 May 2014 (or 48 hours before the adjourned meeting at which the person named on the form is proposed to vote). Please note the Company will not accept any communication that is found to contain a computer virus.
* A scanned copy of any power of attorney or other authority (if any) under which the appointment is made must also be sent by email.
5. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 (“nominated persons”). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a

- right, or do not wish to exercise it, they may have a right under such agreement to give instructions to the person holding the shares as to the exercise of voting rights.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting to be held on 2 June 2014 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST Personal Members, sponsored CREST members and CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action for them.
 7. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with CREST specifications and must contain the information required for such instructions, as described in the CREST Manual which can be viewed at www.euroclear.com. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (IDRA19) by 11.00 a.m. on 29 May 2014. The time of receipt of the instruction will be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which Equiniti is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the proxy in another way.
 8. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will apply to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by a particular time. CREST members and, where applicable, their CREST sponsors or voting service providers should refer to the sections of the CREST Manual concerning practical limitations of the CREST system and timings.
 9. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertified Securities Regulations 2001.
 10. Pursuant to Regulation 41 of the Uncertified Securities Regulations 2001, the Company specifies that to be entitled to attend and vote at the General Meeting or any adjournment thereof (and for the purposes of determining the number of votes that may be cast) a person must be entered on the Company's register of members at 6 p.m. on 29 May 2014 (or, in the case of an adjourned meeting, at 6 p.m. on the day which is 2 days before the time of the adjourned meeting excluding any part of a day that is not a working day). Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the General Meeting or any adjourned meeting (as the case may be).
 11. As at 14 May 2014 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 31,332,127 shares carrying one vote each. Therefore the total voting rights in the Company as at 14 May 2014 are 31,332,127.
 12. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares. In the case of joint holders, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
 13. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
 14. Members who wish to communicate with the Company in relation to the General Meeting should do so using the following means: (i) by writing to the Group Company Secretary at the registered office address or (ii) by writing to the Company's registrars, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA. No other methods of communication will be accepted. In particular you may not use any electronic address provided either in this Notice of General Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
 15. A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at www.Acalplc.co.uk

