



PARIS – 14 FEBRUARY 2017

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**FOR IMMEDIATE RELEASE**

**THIRD RECOMMENDED CASH OFFER**

**FOR**

**LAVENDON GROUP PLC ("LAVENDON")**

**BY**

**LOXAM SAS ("LOXAM")**

**OFFER UNCONDITIONAL IN ALL RESPECTS**

**1. Introduction**

On 18 January 2017, the boards of directors of Loxam and Lavendon announced that they had reached agreement on the terms of an increased recommended cash offer for the entire issued and to be issued share capital of Lavendon by Loxam (the "Third Increased Recommended Offer").

An offer document setting out the full terms and conditions of the Third Increased Recommended Offer was published on 31 January 2017 (the "Revised Offer Document").

Capitalised terms used but not defined in this announcement shall have the meaning given to them in, or incorporated by reference into, the Revised Offer Document.

**2. Offer unconditional in all respects**

The boards of directors of Loxam and Lavendon are pleased to announce that, by virtue of the level of acceptances set out below, the Third Increased Recommended Offer has become unconditional as to acceptances.

**As all of the conditions to the Third Increased Recommended Offer have now been satisfied or waived, Loxam is pleased to declare the Third Increased Recommended Offer unconditional in all respects.**

The Third Increased Recommended Offer will remain open for acceptance until further notice.

**3. Level of acceptances**

As at 3.00 p.m. on 13 February 2017, valid acceptances had been received from Lavendon Shareholders in respect of 101,174,360 Lavendon Shares (representing approximately 59.5 per cent. of the current issued ordinary share capital of Lavendon). Of these, acceptances have been received in respect of 32,639,348 Lavendon Shares (representing approximately 19.2 per cent. of the current issued share



capital of Lavendon), pursuant to the terms of irrevocable undertakings to accept (or procure the acceptance of) the Third Increased Recommended Offer given by certain Lavendon Shareholders, including the Lavendon Directors.

None of the acceptances of the Third Increased Recommended Offer received have been from persons acting in concert with Loxam. Persons acting in concert with Loxam hold Lavendon Shares as follows:

<b>Names</b>	<b>Lavendon Shares</b>	<b>% holding</b>
Deutsche Bank	10,294	0.01

The percentage holdings of Lavendon Shares referred to in this announcement are based on there being a total of 170,002,176 Lavendon Shares in issue on 10 February 2017.

#### **4. Consideration**

Settlement of the consideration due under the Third Increased Recommended Offer is expected to be despatched on or before 27 February 2017 to those Lavendon Shareholders who have validly accepted the Third Increased Recommended Offer on or before 3.00 p.m. (London time) on 13 February 2017. Thereafter, the consideration will be despatched to Lavendon Shareholders who validly accept the Third Increased Recommended Offer within 14 days of receipt of an acceptance valid in all respects.

#### **5. Compulsory Acquisition, Delisting and Cancellation of Trading**

Subject to Loxam receiving valid acceptances in respect of Lavendon Shares which, together with the Lavendon Shares acquired, or agreed to be acquired, before or during the Offer by Loxam, represent not less than 75 per cent. of the voting rights attaching to the Lavendon Shares, Loxam intends to procure that Lavendon will make an application for cancellation, respectively, of the admission to trading in Lavendon Shares on the London Stock Exchange's main market for listed securities and of the listing of Lavendon Shares on the premium listing segment of the Official List and that Loxam will seek to re-register Lavendon as a private limited company.

A notice period of not less than 20 Business Days before the cancellation will commence on the date on which Loxam attains 75 per cent. or more of the voting rights of Lavendon as described above.

**Delisting would significantly reduce the liquidity and marketability of any Lavendon Shares not assented to the Third Increased Recommended Offer.**

If Loxam receives acceptances of the Third Increased Recommended Offer in respect of, and/or otherwise acquires not less than 90 per cent. of the Lavendon Shares to which the Third Increased Recommended Offer relates by nominal value and voting rights attaching to such shares, Loxam intends to exercise its rights pursuant to sections 974 to 991 of the Companies Act 2006 to acquire compulsorily, on the same terms as the Third Increased Recommended Offer, the remaining Lavendon Shares in respect of which the Third Increased Recommended Offer has not at such time been accepted.

#### **6. Action to be taken**

**Lavendon Shareholders who have not accepted the Third Increased Recommended Offer are urged to do so as soon as possible.**



Lavendon Shareholders wishing to accept the Third Increased Recommended Offer in respect of certificated Lavendon Shares should complete and return either the Form of Acceptance which accompanied the Original Offer Document or the Form of Acceptance which accompanied the Revised Offer Document.

Lavendon Shareholders wishing to accept the Third Increased Recommended Offer in respect of uncertificated shares should do so electronically through CREST. If you hold your Lavendon Shares as a CREST sponsored member, you should refer acceptance of the Third Increased Recommended Offer to your CREST sponsor as only your CREST sponsor will be able to send the necessary TTE instruction to Euroclear.

Lavendon Shareholders who have already accepted the Original Offer will receive the price per Lavendon Share payable under the Third Increased Recommended Offer and do not need to take any further action.

If you have any questions relating to this announcement or the Revised Offer Document, please contact the Receiving Agent, Equiniti Limited on 0333 207 6523 or +44 121 415 0906 if calling from outside the UK. The helpline is open between 8.30 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales.

**Enquiries:**

**Loxam SAS**

**Tel: +33 1 58 44 01 91**

G rard D prez, President

Patrick Bourmaud, Chief Finance Officer

**Rothschild**

**Tel: +44 (0)20 7280 5000**

*(Financial Adviser to Loxam)*

Ravi Gupta

Laurent Baril

Niall McBride

**Deutsche Bank**

**Tel: +44 (0)20 7545 8000**

*(Financial Adviser to Loxam)*

Richard Sheppard

Chris Raff

Neil Collingridge (Corporate broker)

Jimmy Bastock (Corporate broker)

**Brunswick**

*(PR Adviser to Loxam)*

**London**

**Tel: +44 (0) 20 7404 5959**

Jonathan Glass

Mike Smith

**Paris**

**Tel: +33 1 53 96 83 83**

Agnes Catineau

Tristan Bourassin

**Canaccord Genuity**

**Tel: +44 (0)20 7523 8000**

*(Sole Financial Adviser to Lavendon)*



Chris Robinson

Miles Cox

**Peel Hunt**

**Tel: +44 (0)20 7418 8900**

*(Corporate Broker to Lavendon)*

Justin Jones

Mike Bell

**FTI Consulting**

**Tel: +44 (0)20 3727 1000**

*(PR Adviser to Lavendon)*

Jonathon Brill

James Styles

### **Important Notices relating to Financial Advisers**

*N.M. Rothschild & Sons Limited ("Rothschild"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for Loxam and no one else in connection with the Third Increased Recommended Offer and will not be responsible to anyone other than Loxam for providing the protections afforded to its clients or for providing advice in relation to the contents of this announcement, in connection with the Third Increased Recommended Offer or any other matter referred to herein or in the Revised Offer Document.*

*Deutsche Bank AG ("Deutsche Bank") is authorised under German Banking Law (competent authority: European Central Bank). Deutsche Bank is subject to supervision by the European Central Bank and by BaFin, Germany's Federal Financial Supervisory Authority, and is subject to limited regulation in the United Kingdom by the Prudential Regulation Authority and Financial Conduct Authority. Deutsche Bank is acting as financial adviser to Loxam and no one else in connection with the contents of this announcement and will not be responsible to anyone other than Loxam for providing the protections afforded to its clients or for providing advice in connection with the contents of this announcement or any other matter referred to herein or in the Revised Offer Document.*

*Canaccord Genuity Limited ("Canaccord Genuity"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for Lavendon in connection with the matters set out in this announcement and for no one else and will not be responsible to anyone other than Lavendon for providing the protections afforded to its clients or for providing advice in relation to the matters set out in this announcement.*

*Peel Hunt LLP ("Peel Hunt"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for Lavendon in connection with the matters set out in this announcement and for no one else and will not be responsible to anyone other than Lavendon for providing the protections afforded to its clients or for providing advice in relation to the matters set out in this announcement.*

### **Further Information**

*This announcement is for information purposes only. It is not intended to and does not constitute, or form part of, an offer or invitation or the solicitation of any offer to sell or purchase any securities or the solicitation of any offer to otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval of an offer to buy securities in any jurisdiction, pursuant to the Third Increased Recommended Offer or otherwise. The Third Increased Recommended Offer will be made solely by means of the Revised Offer Document and, in respect of Lavendon Shares held in certificated form, the Form of Acceptance, which will contain the full terms and conditions of*



*the Third Increased Recommended Offer, including details of how the Third Increased Recommended Offer may be accepted. Any decision in respect of, or other response to, the Third Increased Recommended Offer should be made only on the basis of the information contained in those documents. Lavendon Shareholders are advised to read the formal documentation in relation to the Third Increased Recommended Offer carefully.*

*This announcement does not constitute a prospectus or prospectus equivalent document.*

### **Overseas Jurisdictions**

*The release, publication or distribution of this announcement in, and the availability of the Third Increased Recommended Offer to persons who are residents, citizens or nationals of, jurisdictions other than the United Kingdom may be restricted by laws and/or regulations of those jurisdictions. Therefore any such persons should inform themselves about and observe any applicable legal or regulatory requirements in their jurisdiction. Any failure to comply with the applicable requirements may constitute a violation of the laws and/or regulations of any such jurisdiction. Further details in relation to overseas shareholders will be contained in the Revised Offer Document.*

*In particular, copies of this announcement and any formal documentation relating to the Third Increased Recommended Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction and persons receiving such documents (including, without limitation, any agents, custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction. Unless otherwise determined by the Offeror or required by the City Code, and permitted by applicable law and regulation, the Third Increased Recommended Offer is not being, and will not be, made, directly or indirectly, in or into or from, or by the use of mail or any means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of, any Restricted Jurisdiction, and the Third Increased Recommended Offer may not be capable of acceptance by any such use, means, instrumentality or facilities.*

*The receipt of cash pursuant to the Third Increased Recommended Offer by Lavendon Shareholders may be a taxable transaction under applicable national, state or local, as well as foreign and other, tax laws. Each Lavendon Shareholder is urged to consult its independent professional adviser regarding the tax consequences of accepting the Third Increased Recommended Offer.*

*This announcement has been prepared in compliance with English law, the rules of the London Stock Exchange and the City Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside of England and Wales.*

### **Notice to US Investors**

*The Third Increased Recommended Offer is being made to holders of Lavendon Shares resident in the United States in reliance on, and in compliance with, Section 14(e) of the Exchange Act, and Regulation 14E thereunder. The Third Increased Recommended Offer is being made in the United States by Loxam and no one else.*

*The Third Increased Recommended Offer is being made for securities of a United Kingdom company and Lavendon Shareholders in the United States should be aware that this announcement, the Revised Offer Document and any other documents relating to the Third Increased Recommended Offer have been or will be prepared in accordance with the City Code and United Kingdom disclosure*



*requirements as to format and style, all of which differ from those in the United States. Lavendon's financial statements, and all financial information that is included in this announcement or that may be included in the Revised Offer Document or any other documents relating to the Third Increased Recommended Offer, have been or will be prepared in accordance with United Kingdom generally accepted accounting principles and International Financial Reporting Standards and may not be comparable to financial statements of United States companies.*

*The Third Increased Recommended Offer will be made in the United States pursuant to applicable US tender offer rules and securities laws (or pursuant to exemptive relief therefrom granted by the United States Securities and Exchange Commission (the "SEC")) and otherwise in accordance with the requirements of the City Code, the Panel, the London Stock Exchange and the UK Financial Conduct Authority. Accordingly, the Third Increased Recommended Offer will be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments that are different from those applicable under United States domestic tender offer procedures and law.*

*In particular, the payment and settlement procedure with respect to the Third Increased Recommended Offer will comply with the relevant United Kingdom rules, which differ from US payment and settlement procedures, particularly with regard to the date of payment of consideration.*

*To the extent permissible under applicable securities laws, Deutsche Bank AG and its affiliates may from time to time purchase, or enter into arrangements to purchase, Lavendon Shares either as principal or agent before and during the period when the Third Increased Recommended Offer remains open for acceptance. Pursuant to Rule 14e-5(b) of the Exchange Act, any affiliate of a financial adviser to the Loxam Group may from time to time make purchases of, or arrangements to purchase, Lavendon Shares outside of the United States, other than pursuant to the Third Increased Recommended Offer, before or during the period in which the Third Increased Recommended Offer is open for submission of tenders, so long as the acquisitions or arrangements comply with the provisions of the exemption provided under Rule 14e-5. Pursuant to Rule 14e-5 of the Exchange Act, Loxam, its affiliates, nominees or brokers (acting as agents), and a financial adviser and its affiliates, may from time to time make purchases of, or arrangements to purchase, the Lavendon Shares, other than pursuant to the Third Increased Recommended Offer, before or during the period in which the Third Increased Recommended Offer is open for submission of tenders so long as those acquisitions or arrangements comply with the provisions of the exemption provided under Rule 14e-5 of the Exchange Act. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Information about such purchases will be disclosed as and if required by applicable securities laws. In addition, in accordance with the City Code, normal United Kingdom market practice and Rule 14e-5(b) of the Exchange Act, Deutsche Bank will continue to act as exempt principal trader in Lavendon securities on the London Stock Exchange. These purchases and activities by the exempt principal trader which are required to be made public in the United Kingdom pursuant to the City Code will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com). This information will also be publicly disclosed in the United States to the extent that such information is made public in the United Kingdom.*

#### **Publication on Website and Availability of Hard Copies**

*A copy of this announcement and the documents required to be published pursuant to Rule 26.1 and Rule 26.2 of the City Code will be made available, subject to certain restrictions relating to persons resident in any Restricted Jurisdiction, on Loxam's website at [www.loxamgroup.com](http://www.loxamgroup.com) promptly following publication of this announcement and in any event by no later than 12 noon (London time) on the Business Day following the date of this announcement until the end of the Offer Period. For the*



*avoidance of doubt, the contents of that website are not incorporated into, and do not form part of, this announcement.*

*Lavendon Shareholders may request a hard copy of this announcement by contacting Equiniti Limited at Equiniti Limited, Corporate Actions, Aspect House, Spencer Road, Lancing, West Sussex BN9 6DA during business hours on 0333 207 6523 or, if calling from outside the UK, on +44 121 415 0906. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. You may also request that all future documents, announcements and information to be sent to you in relation to the Original Offer or the Third Increased Recommended Offer should be in hard copy form.*

**Information Relating to Lavendon Shareholders**

*Please be aware that addresses, electronic addresses and certain other information provided by Lavendon Shareholders, persons with information rights and other relevant persons for the receipt of communication from the Company may be provided to the Offeror during the Offer Period as required under Section 4 of Appendix 4 of the City Code.*