



**Writtle Holdings Limited** - Offer for Tangent Communications plc  
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Writtle Holdings Limited  
29 February 2016

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**Embargoed until 7.00 a.m. 29 February 2016**

26 February 2016

## RECOMMENDED CASH OFFER

by

WRITTLE HOLDINGS LIMITED

for

TANGENT COMMUNICATIONS PLC

### Summary

- The directors of Writtle Holdings Limited ("Writtle") and the independent directors of Tangent Communications PLC ("Tangent") are pleased to announce the terms of a recommended cash offer (the "Offer"), to be made by Writtle, for the whole of the issued and to be issued share capital of Tangent (excluding treasury shares). It is intended that the Offer will be implemented by way of a takeover offer under the Takeover Code within the meaning of Part 28 of the Companies Act 2006.
- Under the terms of the Offer, Tangent Shareholders will be entitled to receive 3.0 pence in cash for each Tangent Share (the "Offer Price").
- The Offer values the whole of the issued and to be issued share capital of Tangent (excluding treasury shares) at approximately £8.738 million in aggregate.
- The Offer Price of 3.0 pence per Tangent Share represents a premium of 33.33% to the offer price of 2.25 pence per Tangent Share made by Tangent Holdings UK Limited ("Bidco") on 12 February 2016.
- The Offer Price also represents a premium of approximately:
  - 117.39% to the Closing Price of 1.38 pence per Tangent Share on 9 February 2016 (being the last Business Day immediately preceding the date of the Bidco Rule 2.7 announcement);
  - 108.33% to the average Closing Price of 1.44 pence per Tangent Share over the one month period to 9 February 2016 (being the last Business Day immediately preceding the date of the Bidco Rule 2.7 announcement); and
  - 80.72% to the average Closing Price of 1.66 pence per Tangent Share over the three month period to 9 February 2016 (being the last Business Day immediately preceding the date of the Bidco Rule 2.7 announcement).

- Given the level of irrevocable undertakings from Tangent Shareholders in support of the Bidco Offer and on the basis that certain of those undertakings will not lapse as a result of the Offer, Writtle has set the acceptance condition for the Offer at no less than 50% of the voting rights attaching to the Tangent Shares.
- The Independent Directors of Tangent who have been so advised by Stockdale Securities Limited ("Stockdale"), consider the terms of the Offer to be fair and reasonable and intend to unanimously recommend that Tangent Shareholders accept the Offer and to withdraw their recommendation to accept the Bidco Offer. In providing advice to the Independent Directors, Stockdale has taken into account the Independent Directors' commercial assessments.
- Writtle is an investment and management services company that owns majority shareholdings in a portfolio of media and marketing services companies. Writtle's companies operate from the UK, US and Hong Kong providing international clients with award-winning business communications, design, packaging and retail marketing services.
- Writtle believes that there is a good strategic fit with Tangent and it intends to increase the range of its marketing services business by the acquisition of Tangent which will add scale to the Writtle group and accelerate the growth of both Writtle and Tangent.

Commenting on the Offer, Robert Essex, Chairman of Writtle said:

"Tangent's operating companies are long established with good potential and would fit well alongside Writtle's existing marketing services businesses. The enlarged Writtle Group would offer a wider range of services to its clients and provide a catalyst for further growth. Writtle's track record on acquisitions has been successful through being highly selective and we believe the Tangent acquisition represents a further outstanding opportunity."

This summary should be read in conjunction with the full text of this Announcement (including its Appendices). The Offer will be subject to the Conditions and further terms set out in Appendix 1 to this Announcement and to the full terms and conditions that will be set out in the Offer Document.

Enquiries:

Writtle Holdings Limited Robert Essex/Graeme Harris	+44 (0)20 7842 6950
BDO LLP (Financial Adviser to Writtle) John Stephan Susan Jarram	+44 (0)20 7486 5888
Tangent Communications PLC Kevin Cameron	+44 (0)1670 713330
Stockdale Securities Limited (Rule 3 Adviser to Tangent) Tom Griffiths/Edward Thomas	+44 (0)20 7601 6100

BDO LLP, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting for Writtle as financial adviser in relation to the Offer, and is not acting for or advising any other person and accordingly will not be responsible to any other person other than Writtle for providing the protections afforded to the clients of BDO LLP or for providing advice in relation to the contents of this Announcement or any offer or arrangement referred to herein or in the Offer Document. Neither BDO LLP nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of BDO LLP in connection with this Announcement, any statement contained herein, the Offer or otherwise.

BDO LLP has given and not withdrawn its written consent to the issue of this Announcement with the references to its name in the form and context in which they are included.

Stockdale Securities Limited, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting for Tangent in connection with the Offer and no-one else and will not be responsible to anyone other than Tangent for providing the protections afforded to customers of Stockdale Securities Limited or for providing advice in relation to the Offer.

Stockdale Securities Limited has given and not withdrawn its written consent to the issue of this Announcement with the references to its name in the form and context in which they are included.

#### **Dealing disclosure requirements**

Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange

offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th Business Day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th Business Day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the Business Day following the date of the relevant dealing.

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

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

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

#### **Publication on websites and availability of hard copies**

In accordance with Rule 26.1 of the Takeover Code, a copy of this Announcement will be available (subject to certain restrictions relating to persons resident in restricted jurisdictions), free of charge, for inspection on Writtle's website at [www.writtle.com](http://www.writtle.com) and Tangent's website at [www.tangentplc.com](http://www.tangentplc.com) by no later than 12 noon on the Business Day following the date of this Announcement.

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

In accordance with Rule 30.2 of the Takeover Code, a person so entitled may request a hard copy of this Announcement, free of charge, by contacting the Company Secretary, Tangent Communications PLC, Threeways House, 40-44 Clipstone Street, London W1W 5DW or by calling the company secretary Jamie Beaumont on +44(0)20 7462 6101. For persons who receive a copy of this Announcement in electronic form or via a website notification, a hard copy of this Announcement will not be sent unless so requested. In accordance with Rule 30.2 of the Takeover Code, a person so entitled may also request that all future documents, announcements and information to be sent to them in relation to the Offer should be in hard copy form.

#### **Information relating to Tangent Shareholders**

Please be aware that addresses, electronic addresses and certain other information provided by Tangent Shareholders, persons with information rights and other relevant persons for the receipt of communications from Tangent may be provided to Writtle during the Offer Period as required under Section 4 of Appendix 4 of the Takeover Code to comply with Rule 2.12(c) of the Takeover Code.

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**Embargoed until 7.00 a.m. 29 February 2016**

26 February 2016

**RECOMMENDED CASH OFFER**

by

**WRITTLE HOLDINGS LIMITED**

for

**TANGENT COMMUNICATIONS PLC**

## **1. Introduction**

Following Writtle's announcement on 12 February 2016 of a possible cash offer for Tangent Communications plc ("Tangent"), the directors of Writtle Holdings Limited ("Writtle") and the independent directors of Tangent, being Kevin Cameron and Nigel Kissack, (the "Independent Directors") are pleased to announce the terms of a recommended cash offer (the "Offer"), to be made by Writtle, for the whole of the issued and to be issued share capital of Tangent (excluding treasury shares). It is intended that the Offer will be implemented by way of a takeover offer under the Takeover Code within the meaning of Part 28 of the Companies Act 2006.

## **2. Terms of the Offer**

Under the terms of the Offer, which will be subject to the conditions and principal further terms referred to in Appendix 1 to this Announcement and to the further terms to be set out in the Offer Document and, in the case of Tangent Shares held in certificated form, the Form of Acceptance, Tangent Shareholders will be entitled to receive:

For each Tangent Share	3.0p in cash
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The Offer values the whole of the issued and to be issued share capital of Tangent at approximately £8.738 million.

The Offer represents an opportunity for all Tangent Shareholders to realise their investment at a substantial premium to current market value and the Bidco Offer.

The Offer represents a premium of 33.33% to the offer price of 2.25 pence per Tangent Share made by Bidco on 12 February 2016.

The Offer Price also represents a premium of approximately:

- 117.39% to the Closing Price of 1.38 pence per Tangent Share on 9 February 2016 (being the last Business Day immediately preceding the date of the Bidco Rule 2.7 announcement);
- 108.33% to the average Closing Price of 1.44 pence per Tangent Share over the one month period to 9 February 2016 (being the last Business Day immediately preceding the date of the Bidco Rule 2.7 announcement); and
- 80.72% to the average Closing Price of 1.66 pence per Tangent Share over the three month period to 9 February 2016 (being the last Business Day immediately preceding the date of the Bidco Rule 2.7 announcement).

Given the level of irrevocable undertakings from Tangent Shareholders in support of the Bidco Offer and on the basis that certain of those undertakings will not lapse as a result of the Offer, Writtle has set the acceptance condition for the Offer at over 50% of the voting rights attaching to the Tangent Shares (the "Acceptance Condition").

The Offer will extend, subject to the conditions and principal further terms referred to in Appendix 1 to this Announcement, to any Tangent Shares unconditionally allotted or issued on the date the Offer is made and to any further Tangent Shares unconditionally allotted or issued while the Offer remains open for acceptance (or such earlier date as Writtle may, subject to the Takeover Code or with the consent of the Panel, decide), including any Tangent Shares unconditionally allotted or issued on the exercise of options and/or the settlement of awards in accordance with the rules of the Tangent Share Schemes.

## **3. Recommendation**

The Independent Directors who have been so advised by Stockdale Securities Limited ("Stockdale"), consider the terms of the Offer to be fair and reasonable and intend to unanimously recommend that Tangent Shareholders accept the Offer and to withdraw their recommendation to accept the Bidco Offer. In providing advice to the Independent Directors, Stockdale has taken into account the Independent Directors' commercial assessments.

## **4. Background to and reasons for the Offer**

Writtle believes that there is a good strategic fit for the services of Tangent with its own range of marketing services. This should enable the selling of new services to each of the respective client bases. On the printing side of the business, Writtle believes that there are capacity benefits from the combined operations. Writtle also believes that the technology of Tangent is complementary to its own technology offer.

Writtle believes the Offer provides the certainty of a realisable value to all Tangent Shareholders and allows them to realise their investment in illiquid Tangent Shares at a substantial premium to current market value and to the Bidco Offer for cash with no transaction commissions or fees.

Writtle believes that, in the absence of a source of liquidity such as the Offer, many Tangent Shareholders are unlikely to be able to realise their shareholdings in Tangent without accepting a discount to the prevailing share price.

## **5. Background to and reasons for recommendation of the Offer**

On 10 February 2016, Bidco and the Independent Directors announced that they had reached agreement on the terms of a recommended cash offer for Tangent at a price of 2.25 pence in cash for each Tangent Share. On 12 February 2016, Bidco's offer document was published and posted to Tangent Shareholders.

On 12 February 2016, Writtle announced that it was evaluating a possible cash offer of no less than 2.75 pence per Tangent Share for the entire issued and to be issued share capital of Tangent (excluding treasury shares). Since then Writtle has undertaken limited due diligence on Tangent and today announces a recommended cash offer for the entire issued and to be issued share capital of Tangent at 3.0 pence per Tangent Share (excluding treasury shares).

The Independent Directors have considered the merits of the Bidco Offer and the Offer and are now recommending the Offer of 3.0 pence in cash for each Tangent Share as it provides the most value for Tangent Shareholders. Furthermore, the Independent Directors believe that the Offer provides an attractive premium to the prevailing price of a Tangent Share and the Bidco Offer and allows Tangent Shareholders to realise their investment in illiquid Tangent Shares for cash with no transaction costs.

Tangent Shareholders should note that the Bidco Offer will lapse at 1.00 p.m. on 4 March 2016 unless Bidco elects to extend its offer. If Bidco does not extend its offer and the Offer does not become wholly unconditional, there will be no immediate liquidity event for Tangent Shareholders (in the absence of any other offer for Tangent becoming wholly unconditional). For this reason, the Independent Directors have required that the Acceptance Condition only requires more than 50 per cent. of the voting rights attaching to the Tangent Shares. This means that for this condition to be successful there is no absolute requirement for Bidco (together with its concert parties) to accept the Offer in respect of their Tangent Shares.

The Independent Directors wish to remind Tangent Shareholders that Bidco has received irrevocable commitments from each of the directors of Tangent to accept (or procure the acceptance of) the Bidco Offer in respect of their Tangent Shares which in aggregate relate to 93,853,260 Tangent Shares, representing approximately 33.78% of Tangent's issued share capital. All of these irrevocable commitments continue to be binding in the event of a higher competing offer (such as the Offer) being made for Tangent and will cease to be binding only if the Bidco Offer lapses or is withdrawn.

In addition, Bidco procured irrevocable commitments from certain other Tangent Shareholders to accept (or procure the acceptance of) the Bidco Offer in respect of their Tangent Shares which in aggregate relate to 60,083,077 Tangent Shares, representing approximately 21.63% of Tangent's issued share capital.

The irrevocable commitment procured by Bidco from Livingbridge EP LLP in respect of 31,383,077 Tangent Shares (comprising 11.30 per cent. of the issued share capital of Tangent) ceases to be binding upon the announcement, by a third party, of a firm intention to make an offer for the entire issued share capital of Tangent at not less than 2.5 pence per Tangent Share. This therefore has upon publication of the Announcement, lapsed.

The irrevocable commitments procured by Bidco from Oryx International Growth Fund and Hargreave Hale in respect of, in aggregate, 28,700,000 Tangent Shares, comprising 10.33 per cent. of the issued share capital of Tangent) cease to be binding if: (i) a higher third party offer is made for Tangent at a price per Tangent Share more than 10% above the Bidco Offer (as determined by reference to the price set out in the announcement of the firm intention to make an offer issued by such third party); and (ii) period of 10 days has elapsed from the date of announcement of such offer without Bidco having revised the terms of its offer such that the value of its revised offer exceeds the value per Tangent Share of the offer by such third party. This means that these irrevocable commitments will remain binding for 10 more days (absent a revised offer from Bidco) and will lapse after that. As a consequence, both Onyx International Growth Fund and Hargreave Hale will be required to accept the Bidco Offer (as they are required to do this by 4 March 2016) and will not be able to withdraw their acceptances until permitted to do so under the terms of the Bidco Offer.

## **6. Current trading**

Current trading for Tangent remains in line with the statements made in Tangent's interim results announcement for the six month period ended 31 August 2015.

## **7. Strategy following completion of the Offer**

Following completion of the Offer, Writtle believes that the enlarged group will be able to increase the range of its marketing services business adding scale to the Writtle Group and accelerating the growth of both Writtle and Tangent.

Writtle believes it could introduce an additional range of services across the client base of Tangent and introduce services currently provided by Tangent to Writtle's clients.

Writtle would also seek to utilise any spare digital printing capacity that exists at Tangent.

Writtle believes that it can combine the technology owned by Tangent with the technology owned by companies in the Writtle Group. Writtle also intends to invest further into this combined technology offer, to provide a significantly improved service to clients.

## **8. Information on Tangent**

Tangent combines printing and digital marketing businesses. Tangent operates from offices in London, Newcastle and Cheltenham, with digital printing facilities in Newcastle and London.

Tangent's print business generates print revenues online through its printed.com website, selling a broad range of products including business cards, brochures, leaflets and flyers, posters and wedding stationery. The majority of these products are produced in-house at Tangent's Newcastle facility. It also provides print services to the estate and letting agency sector through its Ravensworth brand and operates a high-end creative printing business called TOD (Tangent On Demand) in London.

Tangent's digital marketing business is Tangent Snowball. Tangent Snowball is appointed by its clients to build websites and manage customer communications (email, social and customer service). Tangent Snowball's clients are both large enterprise and SMEs.

In the year ended 28 February 2015, Tangent reported audited revenue of approximately £26.25 million (2014: £26.50 million) and underlying operating profit of £1.18 million (2014: £2.50 million). In the 6 months ended 31 August 2015, Tangent reported unaudited revenue of £13.37 million (2014: £13.26 million) and underlying operating profit of £0.33 million (2014: £0.96 million).

## **9. Information on Writtle**

Writtle is an investment and management services company that owns majority shareholdings in a portfolio of media and marketing services companies.

Writtle's companies operate from the UK, US and Hong Kong providing international clients with award-winning business communications, design, packaging and retail marketing services. The Writtle Group employs in excess of 800 people with audited turnover for the year ended 31 December 2014 of £83.12 million and EBITDA of £7.48 million.

Each of the companies within the Writtle Group operates independently, and is led by their own experienced management team with a Writtle director on each board. Writtle provides both the funding and business experience to underpin sustainable and profitable growth.

Further information on Writtle will be contained in the Offer Document.

## **10. Management and employees**

Writtle attaches great importance to the skills and experience of the existing management and employees of Tangent and expects them to play an important role in the ongoing development of the business. The existing employment rights, including pension rights, of the employees and management of the Tangent Group will be fully safeguarded and Writtle has no current intention to make any changes to the staffing levels of the business or any material changes in the conditions of employment of the employees of the Tangent Group as a result of the Offer. Writtle also confirms that it has no intention of making any material changes to Tangent's ongoing pension contribution obligations for existing employees and members of Tangent's pension schemes. Writtle has not come to a conclusion in respect of the continued employment of the directors of Tangent.

In addition Writtle intends to increase incentives for profitable growth through the introduction of Writtle bonus schemes for Tangent employees and to provide an opportunity for Tangent management to acquire equity ownership.

Writtle has no current intention to make any change to Tangent's principal place of business or to redeploy any of its fixed assets.

If the Offer becomes, or is declared, unconditional in all respects, Writtle would expect to nominate new directors to the Board of Tangent.

## **11. Financing of the Offer**

The Offer will be financed from a combination of existing cash resources of Writtle, a debt facility from Barclays Bank PLC and loans from two shareholders of Writtle.

Writtle will finance £2.738 million out of its existing cash resources.

Barclays Bank PLC has made available a facility of £4.5 million to Writtle to finance the Offer. The loan is repayable by 10 September 2017 and carries an interest rate of 1.75-2.25% over LIBOR. The loan is secured over certain assets of the Writtle Group.

Two shareholders of Writtle, have made available loans of £1.5 million in aggregate to Writtle to finance the Offer. The loans are (i) repayable by 31 December 2017 and carry an interest rate of 5% over the base rate of the Bank of England from time to time and (ii) repayable within 9 months from drawdown and carry an interest rate of 12%. The loans are unsecured.

BDO LLP ("BDO"), which is acting as financial adviser to Writtle, is satisfied that sufficient resources are available to Writtle to enable it to satisfy, in full, the cash consideration payable to Tangent Shareholders under the Offer.

## **12. Tangent Share Schemes**

The Offer will extend, subject to the conditions and principal further terms to be contained in the Offer Document, to any Tangent Shares unconditionally allotted or issued on the date the Offer is made and to any further Tangent Shares unconditionally allotted or issued while the Offer remains open for acceptance (or such earlier date as Writtle may, subject to the Takeover Code or with the consent of the Panel, decide) including any which are so unconditionally allotted or issued pursuant to the exercise of options and for settlement of awards in accordance with the rules of the Tangent Share Schemes.

Holders of Tangent Share Options under the Tangent Share Option Schemes will be invited to exercise their options and to accept the Offer in respect of the resulting Tangent Shares on a "cashless" basis, so that any exercise price, income tax and employee National Insurance contributions due will be deducted from the Offer proceeds payable to them and remitted to Tangent and HMRC as appropriate.

Those Tangent employees who are entitled to be granted options under the Tangent Share Option Schemes (but have not yet received them) will be invited to surrender their entitlements in consideration of a cash payment equal to the difference per share between the exercise price of the options to which they are entitled and the Offer Price.

Participants in the Tangent Share Incentive Plan will be invited to instruct the SIP Trustee to accept the Offer on their behalf in relation to all of the partnership, matching and/or dividend shares that the SIP Trustee holds on participants' behalf.

As noted above, participants in the Tangent Share Option Schemes and the Tangent Share Incentive Plan will be contacted separately to explain these proposals.

## **13. Disclosure of Interests**

At the close of business on the Disclosure Date:

- Writtle and persons acting in concert with Writtle (including, without limitation, the directors of Writtle together with their close relatives and related trusts and other Interested Persons) were interested, in aggregate, in 250,000 Tangent Shares, representing approximately 0.1% of Tangent's issued share capital;
- There are no persons with whom Writtle or any person acting in concert with Writtle had any arrangement (including any indemnity or option arrangement), agreement or understanding, formal or informal, of whatever nature relating to relevant Tangent securities which may be an inducement to deal or refrain from dealing; and
- Neither Writtle nor any person acting in concert with Writtle had any short position in any Tangent Shares (whether conditional or absolute and whether in the money or otherwise) including any short position under a derivative, in Tangent Shares, nor any right to subscribe for relevant Tangent securities or any arrangement in relation to any Tangent Shares, nor had Writtle or any person acting in concert with Writtle borrowed or lent any relevant Tangent securities.

## **14. Offer related arrangements**

### **Confidentiality agreement**

Writtle and Tangent entered into a confidentiality agreement dated 18 February 2016 (the "Confidentiality Agreement") pursuant to which Writtle has undertaken to: (i) keep confidential information relating to the Tangent Group confidential and not to disclose it to third parties (other than to permitted disclosees) unless required by law or regulation; and (ii) comply with customary non-contact provisions other than in connection with ordinary course matters unconnected with the Offer.

### **Memorandum relating to Tangent Share Schemes**

A memorandum has been adopted by Writtle and Tangent in relation to the intended treatment of options or awards under the Tangent Share Schemes and Tangent Share Option Schemes, the content of which is summarised in paragraph 12 of this Announcement.

## **15. Cancellation of admission to trading on AIM, compulsory acquisition of Tangent Shares and re-registration as private limited company**

As soon as it is appropriate to do so, and subject to (i) the Offer becoming or being declared unconditional in all respects, (ii) Writtle receiving valid acceptances in respect of Tangent Shares which, together with the Tangent Shares already owned or agreed to be acquired by Writtle before or during the Offer, represent not less than 75% of the voting rights of Tangent and (iii) any applicable requirements of the London Stock Exchange and the AIM Rules, Writtle intends to procure that Tangent applies to the London Stock Exchange for the admission to trading on AIM of the Tangent Shares to be cancelled. It is anticipated that such cancellation will take effect no earlier than twenty Business Days after Writtle has, by virtue of acceptances of the Offer, acquired or agreed to acquire issued share capital carrying 75% of the voting rights of Tangent. Cancellation of admission to trading on AIM will significantly reduce the liquidity and marketability of any Tangent Shares in respect of which valid acceptances of the Offer are not submitted.

If sufficient valid acceptances are received, Writtle (i) intends to apply the provisions of sections 979-991 (inclusive) of the Companies Act 2006 to acquire compulsorily, on the same terms as the Offer, any

outstanding Tangent Shares to which the Offer relates and (ii) proposes that Tangent will be re-registered as a private limited company in due course.

However, should the Offer become or be declared unconditional in all respects and those acceptances of the Offer in respect of share capital carry less than 75% of the voting rights of Tangent, Writtle intends that Tangent will continue its existing admission to trading on AIM subject to any applicable requirements of the London Stock Exchange and the AIM Rules.

## **16. General**

The Offer Document setting out details of the Offer will be despatched to Tangent Shareholders by Writtle as soon as practicable and by no later than 28 days after the date of this Announcement.

It is intended that the Offer will be implemented by means of a takeover offer under Part 28 of the Companies Act 2006.

Certain capitalised terms used throughout this Announcement are defined in Appendix 3 to this Announcement.

BDO LLP, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting for Writtle as financial adviser in relation to the Offer, and is not acting for or advising any other person and accordingly will not be responsible to any other person other than Writtle for providing the protections afforded to the clients of BDO LLP or for providing advice in relation to the contents of this Announcement or any offer or arrangement referred to herein or in the Offer Document. Neither BDO LLP nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of BDO LLP in connection with this Announcement, any statement contained herein, the Offer or otherwise.

BDO LLP has given and not withdrawn its written consent to the issue of this Announcement with the references to its name in the form and context in which they are included.

Stockdale Securities Limited, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting for Tangent in connection with the Offer and no-one else and will not be responsible to anyone other than Tangent for providing the protections afforded to customers of Stockdale Securities Limited or for providing advice in relation to the Offer.

Stockdale Securities Limited has given and not withdrawn its written consent to the issue of this Announcement with the references to its name in the form and context in which they are included.

Please note that addresses, electronic addresses and certain other information provided by Tangent Shareholders, persons with information rights and other relevant persons for the receipt of communications from Tangent may be provided to an offeror as required under Section 4 of Appendix 4 to the Takeover Code to comply with Rule 2.12(c) of the Takeover Code.

Any person who has received this Announcement in electronic form or by means of a website publication may request a copy of this Announcement in hard copy form and may request that all future documents, announcements and information sent to him in relation to the Offer be in hard copy form. Unless so requested, a hard copy of this Announcement will not be sent to you. This Announcement and all future documents, announcements and information can be requested in hard copy form (free of charge), by submitting a request in writing to the Company Secretary, Tangent Communications PLC, Threeways House, 40-44 Clipstone Street, London W1W 5DW or by calling the company secretary Jamie Beaumont on +44(0)20 7462 6101.

## **17. Further information**

This Announcement is not intended to, and does not, constitute or form part of any offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Offer or otherwise. The Offer will be made solely by means of the Offer Document and the Form of Acceptance accompanying the Offer Document, which will contain the full terms and conditions of the Offer, including details of how the Offer may be accepted. Any response to the Offer should be made only on the basis of information contained in the Offer Document. Tangent Shareholders are advised to read the formal documentation in relation to the Offer carefully once it has been despatched.

## **18. Overseas territories**

The distribution of this Announcement in jurisdictions other than the United Kingdom may be restricted by law and the availability of the acquisition by Writtle of Tangent to Tangent Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions. Therefore any persons who are subject to the law of any jurisdiction other than the United Kingdom should inform themselves about, and observe, any applicable requirements.

This Announcement has been prepared for the purposes of complying with English law and the Takeover 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 any jurisdiction outside of England and Wales. This Announcement should not be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws in such jurisdiction.

Further information in relation to Overseas Shareholders will be set out in the Offer Document.

## **19. Documents published on a website**

The following documents will be made available on Writtle's website (<http://www.writtle.com>) and also on Tangent's website ([www.tangentplc.com](http://www.tangentplc.com)) by no later than 12.00 noon on the Business Day following the date of this Announcement until the end of the Offer Period:

- a copy of this Announcement;
- the financing documents referred to in paragraph 11;
- the Confidentiality Agreement and the memorandum relating to the Tangent Share Schemes referred to in paragraph 14; and
- BDO's and Stockdale's consent letters referred to in paragraph 16.

The contents of Writtle's website and Tangent's website are not incorporated into and do not form part of this Announcement.

Enquiries:

Writtle Holdings Limited +44 (0)20 7842 6950  
Robert Essex/Graeme Harris

BDO LLP (Financial Adviser to Writtle) +44 (0)20 7486 5888  
John Stephan  
Susan Jarram

Tangent Communications PLC +44 (0)1670 713330  
Kevin Cameron

Stockdale Securities Limited (Rule 3 Adviser to Tangent) +44 (0)20 7601 6100  
Tom Griffiths/Edward Thomas

### Forward-looking statements

This document may contain "**forward-looking statements**" concerning the Tangent Group and the Writtle Group. Generally, the words "**anticipate**", "**believe**", "**estimate**", "**expect**", "**forecast**", "**intend**", "**may**", "**plan**", "**project**", "**should**" and similar expressions identify forward-looking statements. Such statements reflect the relevant company's current views with respect to future events and are subject to risks and uncertainties that could cause the actual results to differ materially from those expressed in the forward-looking statements. Many of these risks and uncertainties relate to factors that are beyond the companies' abilities to control or estimate precisely, such as changes in general economic and business conditions, changes in currency exchange rates and interest rates, lack of acceptance of new exchange rates and interest rates, introduction of competing products or services, lack of acceptance of new products or services, changes in business strategy and the behaviour of other market participants and therefore undue reliance should not be placed on such statements. Neither Tangent nor Writtle intends or assumes any obligation to update these forward-looking statements other than as required by law.

### Dealing disclosure requirements

Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th Business Day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th Business Day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the Business Day following the date of the relevant dealing.

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

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

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover

Panel's website at <http://www.thetakeoverpanel.org.uk/>, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. If you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure, you should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129.

## Rounding

Certain figures included in this Announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

## Appendix 1

### Conditions and certain further terms of the Offer

#### Conditions of the Offer

Except where the context otherwise requires, references in this Appendix to:

- (a) the "Offer" include any revision or extension of it; and
- (b) the Offer "**becoming unconditional**" include references to the Offer being declared unconditional, and are to be construed as references to the Offer becoming unconditional as to acceptances whether or not any other condition of the Offer remains to be fulfilled.

1 The Offer will be subject to the following conditions.

1.1 Valid acceptances being received (and not, where permitted, withdrawn) by 1.00 pm on the first closing date of the Offer (or such later time(s) and/or date(s) as Writtle may (subject to the Takeover Code or with the consent of the Panel) decide in respect of more than 50% of the voting rights then normally exercisable at general meetings of Tangent (including for this purpose to the extent, if any, required by the Panel any votes attributable to Tangent Shares which are unconditionally allotted or issued before the Offer becomes or is declared unconditional as to acceptances, whether pursuant to the exercise of conversion or subscription rights or otherwise).

For the purpose of this condition, Tangent Shares which have been unconditionally allotted but not issued shall be deemed to carry the votes which they will carry upon issue.

1.2 No government or governmental, quasi-governmental, supranational, statutory or regulatory body, court, trade agency, professional association or any other person or body in any jurisdiction ("**Authorities**") having instituted or threatened any action, proceedings, suit, enquiry or investigation or made, proposed or enacted after the date of this Announcement any statute, regulation or order that would or might reasonably be expected to (in any case which is material in the context of the Offer):

- (a) make the Offer or the acquisition or proposed acquisition of any Tangent Shares illegal or otherwise restrain, prohibit, restrict or interfere in or delay implementation of, or impose additional conditions or obligations with respect to, or otherwise challenge the proposed acquisition of Tangent or any Tangent Shares by Writtle;
- (b) require or prevent the divestiture by Writtle or any of its subsidiaries (the "**Writtle Group**") or any of its associated companies (together the "**wider Writtle Group**") or by Tangent or any of its subsidiaries (the "**Tangent Group**") or any associated person (together the "**wider Tangent Group**") of all or any part of their respective businesses, assets or property or impose any limitation on the ability of any of them to conduct their respective businesses or own their respective assets or property;
- (c) impose any limitation on the ability of a member of the wider Writtle Group to acquire or hold or effectively to exercise all rights of ownership of Tangent Shares or on the ability of a member of the wider Tangent Group or of the wider Writtle Group to hold or effectively to exercise all or any rights of ownership of shares in a member of the wider Tangent Group or to exercise management control over a member of the wider Tangent Group; or
- (d) otherwise adversely affect the business, profits or prospects of a member of the wider Tangent Group or of the wider Writtle Group,

and all applicable waiting periods during which any such Authority could institute, implement or threaten any such action, proceedings, suit, enquiry or investigation having expired or been terminated. For this purpose "**associated**" means a corporation of which not less than 20% of the equity share capital is held, directly or indirectly, by the relevant Group and a partnership or joint venture in which a member of the relevant Group is interested, directly or indirectly.

1.3 There being no provision of any arrangement, agreement, licence or other instrument to which a member of the wider Tangent Group is a party, or by or to which any of those members or any of their assets may be bound or be subject, and in each case which could, in consequence of the proposed acquisition of any of the Tangent Shares by Writtle or otherwise, result in:

- (a) monies borrowed by or other indebtedness of any such member being or becoming repayable or capable of being declared repayable prior to their stated maturity or the ability of any such member to incur indebtedness being withdrawn or inhibited;
- (b) any arrangement, agreement, licence, or other instrument being terminated or adversely modified or adverse action being taken or an onerous obligation arising under it;
- (c) the interests or business of any member of the wider Tangent Group in or with another firm, venture, company, body or asset (or any arrangements relating to that business or interests) being terminated, modified or affected;
- (d) any member of the wider Tangent Group ceasing to be able to carry on business under a name under which it presently does so;
- (e) the creation of a mortgage, charge, security or other interest over the whole or any part of the business, property or assets of any member of the wider Tangent Group or any such security (whenever arising or having arisen) becoming enforceable; or
- (f) the disposal of assets or creation of liabilities by any member of the wider Tangent Group (other than in the ordinary course of business),

in each case which is material in the context of the wider Tangent Group taken as a whole.

1.4 All necessary filings having been made, all appropriate waiting periods under any applicable legislation or regulation of any territory having expired or been terminated, all necessary statutory and regulatory obligations in connection with the Offer in any jurisdiction having been complied with and all authorisations, orders, grants, recognitions, confirmations, clearances, consents, permissions and approvals necessary for or appropriate to the proposed acquisition in any jurisdiction being obtained in terms and in form reasonably satisfactory to Writtle from all appropriate Authorities or persons with whom any member of the wider Tangent Group has entered into contractual arrangements, and those authorisations, orders, grants, recognitions, confirmations, clearances, consents, permissions and approvals remaining in full force and effect and no notice of an intention to revoke or not to renew them having been received.

1.5 Other than as Disclosed, no member of the wider Tangent Group having, since 31 August 2015:

- (a) save for: (i) options granted, and for the issue of shares on the exercise of options granted under the Tangent Share Option Schemes, and (ii) awards made, and for the issue of shares to settle awards made, under the Tangent Share Incentive Plan, issued or authorised or proposed the issue of additional shares of any class or securities convertible into, or rights, warrants or options to acquire, any shares or other securities, or transferred or sold or authorised or proposed the transfer or sale of any shares out of treasury, or redeemed, purchased or reduced any part of its share capital;
- (b) declared, paid or made or proposed to declare, pay or make a dividend, bonus or other distribution (whether payable in cash or otherwise) in respect of any shares in Tangent;
- (c) authorised or proposed or made an announcement of an intention to propose a merger or demerger or acquisition or change in its share or loan capital or, save in the ordinary course of business, a disposal of assets, creation of a mortgage or encumbrance over assets (or any right, title or interest in any assets) or issue of debentures;
- (d) otherwise than in the ordinary course of business incurred or increased any indebtedness or contingent liability which is material in the context of the Tangent Group taken as a whole, or entered into a material contract, arrangement, reconstruction or amalgamation;
- (e) purchased, redeemed or announced a proposal to purchase or redeem any of its own shares or other securities;
- (f) proposed a voluntary winding-up;
- (g) been unable, or admitted in writing that it is unable, to pay its debts or having stopped or suspended (or threatened to stop or suspend) payment of its debts generally or ceased or threatened to cease carrying on all or a substantial part of its business;
- (h) waived or compromised a claim which is material in the context of the relevant member of the Tangent Group;
- (i) disposed or transferred, mortgaged or encumbered assets or any right, title or interest in an asset or entered into a contract or commitment (whether in respect of capital expenditure or otherwise) which is of a long-term or unusual nature or which involves or could involve an obligation of a nature or magnitude which is material in the context of the Tangent Group taken as a whole;
- (j) entered into or varied the terms of a service or consultancy agreement with or in respect of the services of any of the directors of Tangent in any material respect; or
- (k) entered into an agreement or commitment or passed a resolution with respect to a transaction or event referred to in this paragraph 1.5 which is material in the context of the wider Tangent Group taken as a whole.

1.6 Other than as Disclosed, since 31 August 2015:

- (a) there having been no receiver or administrative receiver or administrator appointed over part of the assets of any member of the wider Tangent Group or analogous proceedings or steps having taken place under the laws of any relevant jurisdiction and there having been no application made for the administration of, or notice of intention to appoint an administrator filed in relation to, any member of the wider Tangent Group or any equivalent proceedings or steps taken under the laws of any relevant jurisdiction;
- (b) there having been no adverse change in the financial or trading position or prospects of a member of the wider Tangent Group;
- (c) no litigation, arbitration proceedings, prosecution or other legal proceedings having been instituted or threatened or remaining outstanding against or by a member of the wider Tangent Group (whether as plaintiff or defendant or otherwise); and
- (d) no contingent liability having arisen which might reasonably be expected to adversely affect a member of the wider Tangent Group,

which is material in each case in the context of the wider Tangent Group taken as a whole.

1.7 Writtle not having discovered:

- (a) that the financial or business information concerning the wider Tangent Group as contained in the information publicly disclosed at any time by a member of the wider Tangent Group either contains a material misrepresentation of fact or omits a fact necessary to make the information contained in it not materially misleading or that any contingent liability disclosed in that information would or might reasonably be expected to materially and adversely affect directly or indirectly the business, profits or prospects of the wider Tangent Group taken as a whole; or
- (b) that a partnership or company in which a member of the wider Tangent Group has a significant economic interest and which is not a subsidiary of Tangent is subject to a liability, contingent or otherwise, which is material in the context of the wider Tangent Group taken as a whole and has not been Disclosed.

2 Writtle will reserve the right to waive at its absolute discretion (subject to the requirements of the Takeover Code and the Panel), in whole or in part, all or any of paragraph 1.2 to paragraph 1.7 inclusive. Paragraph 1.2 to paragraph 1.7 inclusive must be satisfied as at, or waived on or before, the 21st day after the later of the first closing date of the Offer and the date on which paragraph 1.1 is fulfilled (or in each such case such later date as the Panel may agree). Writtle shall, however, be under no obligation to waive or treat as fulfilled any of paragraph 1.2 to paragraph 1.7 inclusive by a date earlier than the latest date specified above for its satisfaction notwithstanding that the other conditions of the Offer may at such earlier date have been fulfilled and that there are at such earlier date no circumstances indicating that any of such conditions may not be capable of fulfilment.

3 If Writtle is required by the Panel to make an offer or offers for Tangent Shares under the provisions of Rule 9 of the Takeover Code, Writtle may make such alterations to the conditions as are necessary to comply with the provisions of that rule.

4 The Offer will lapse (unless the Panel otherwise consents) if, before 1.00 pm on the first closing date of the Offer or the date when the Offer becomes or is declared unconditional as to acceptances, whichever is the later, the acquisition by Writtle of Tangent is either referred to a Phase 2 Inquiry by the Competition and Markets Authority or results in the European Commission, pursuant to Council Regulation (EC) 139/2004, initiating proceedings under article 6(1)(c) or making a referral to the Financial Conduct Authority under article 9(1). In such circumstances the Offer will cease to become capable of further acceptance and accepting Tangent Shareholders and Writtle shall cease to be bound by acceptances delivered on or before the date on which the Offer so lapses.

#### **Certain further terms of the Offer**

5 The Offer will comply with the applicable rules of the Takeover Code, AIM Rules and the London Stock Exchange and will be governed by and construed in accordance with English law. The English courts will have exclusive jurisdiction for determining any matter which may arise under or in connection with any such contract.

6 The Tangent Shares will be acquired free from all liens, charges, equitable interests, rights of pre-emption and encumbrances and any other third-party rights of any nature whatsoever and together with all rights attaching to them, including, without limitation, voting rights and the right to receive and retain, in full, all dividends and other distributions (if any) declared, made or paid, or any other return of capital (whether by way of reduction of share capital or share premium account or otherwise) made on or after the date of this Announcement. Accordingly insofar as a dividend and/or distribution and/or a return of capital is proposed, declared, made, paid or payable by Tangent in respect of a Tangent Share on or after the date of this Announcement, Writtle reserves the right to reduce by the amount of the dividend and/or distribution and/or return of capital, the price payable under the Offer in respect of an Tangent Share except insofar as the Tangent Share is or will be transferred on a basis which entitles Writtle alone to receive the dividend and/or distribution and/or return of capital but if that reduction in

price has not been effected, the person to whom the price payable under the Offer is paid in respect of that Tangent Share, will be obliged to account to Writtle for the amount of such dividend and/or distribution and/or return of capital.

- 7 Under Rule 13.5 of the Takeover Code, Writtle may not invoke a condition to the Offer so as to cause the Offer not to proceed, to lapse or to be withdrawn unless the circumstances which give rise to the right to invoke the condition are of material significance to Writtle in the context of the Offer. The determination of whether or not such a condition can be invoked would be determined by the Panel. Condition 1.1 is not subject to this provision of the Takeover Code.
- 8 Each of the conditions of the Offer contained in this Announcement shall be regarded as a separate condition and shall not be limited by reference to any other condition.

## Appendix 2

### SOURCES OF INFORMATION AND BASES OF CALCULATIONS

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

- (a) The financial information on Tangent is extracted (without material adjustment) from Tangent's Annual Report and Accounts for the financial year ended 28 February 2015 and the unaudited interim financial statements of Tangent for the six months ended 31 August 2015.
- (b) Unless stated otherwise, financial information relating to the Writtle Group has been extracted or derived (without any adjustment) from the audited financial statements of Writtle for the year ended 31 December 2014.
- (c) The value of the Offer is calculated on the basis of there being 277,793,419 Tangent Shares currently in issue (which excludes treasury shares).
- (d) The unissued share capital of Tangent assumes a maximum of 16,097,576 Tangent Shares which will be the result of the exercise of options and/or settlement of phantom awards in respect of or referable to Tangent Shares under the Tangent Share Option Schemes which have an exercise price of less than the Offer Price of 3.0 pence per Tangent Share and the issue of Tangent Shares in respect of awards under the Tangent Share Incentive Plan.
- (e) All percentages of voting rights, share capital and relevant Tangent securities are calculated by reference to the relevant percentage held and in issue outside treasury.
- (f) All Closing Prices for Tangent Shares have been derived from the AIM Appendix to the London Stock Exchange Daily Official List.
- (g) All references to time in this Announcement are to London, UK, time unless otherwise stated.

## Appendix 3

### Definitions

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

"**AIM**" means AIM, a market of the London Stock Exchange.

"**AIM Rules**" means the AIM Rules for Companies as published by the London Stock Exchange.

"**Announcement**" means this announcement.

"**arrangement**" includes any indemnity or option arrangements, and any agreement or understanding, formal or informal, of whatever nature, relating to relevant Tangent securities or relevant Writtle securities which may be an inducement to deal or refrain from dealing.

"**BDO LLP**" means BDO LLP which is authorised and regulated in the UK by the Financial Conduct Authority to carry on investment business, the financial adviser to Writtle in respect of the Offer.

"**Bidco**" means Tangent Holdings UK Limited.

"**Bidco Offer**" means the offer for the entire issued and to be issued share capital of Tangent at 2.25 pence per share made by Tangent Holdings UK Limited on 12 February 2016.

"**Bidco Rule 2.7 announcement**" means the Rule 2.7 announcement released by Tangent Holdings UK Limited on 10 February 2016 in connection with the Bidco Offer.

"**Business Day**" means a day (other than a Saturday, Sunday, public or bank holiday) on which banks are generally open for business in the City of London.

"Closing Price" means the closing middle market price of a Tangent Share, as derived from the AIM Appendix of the London Stock Exchange Daily Official List.

"Disclosed" means information that has been fairly disclosed:

- (a) in any public announcement made by Tangent following 31 August 2015 and before 5pm on the Disclosure Date;
- (b) in this Announcement; or
- (c) in writing by Tangent to Writtle.

"Disclosure Date" means the Business Day immediately preceding the date of this Announcement.

"Form of Acceptance" means the form of acceptance and authority relating to the Offer to be sent to Tangent Shareholders with the Offer Document.

"Independent Directors" means Kevin Cameron and Nigel Kissack.

"Interested Persons" means in relation to a director, his immediate relations and other persons (including, without limit, bodies corporate) whose interests that director is taken or treated as having by virtue of the application of Part 22 of the Companies Act 2006.

"London Stock Exchange" means London Stock Exchange PLC.

"Offer" means the recommended cash offer to be made by Writtle to acquire all of the issued and to be issued Tangent Shares (excluding treasury shares) on the terms and subject to the conditions to be set out in the Offer Document and the Form of Acceptance (including, where the context so requires, any subsequent revision, variation, extension or renewal of such offer).

"Offer Document" means the document to be sent to Tangent Shareholders containing the terms and conditions of the Offer.

"Offer Period" means the period commencing on 10 February 2016 and ending on the earlier of the date upon which the Offer becomes or is declared unconditional as to acceptances and/or the date upon which the Offer lapses or is withdrawn.

"Offer Price" means 3.0 pence in cash per Tangent Share.

"Overseas Shareholders" means Tangent Shareholders who are citizens, nationals, residents of or otherwise subject to a jurisdiction outside of the United Kingdom of Great Britain and Northern Ireland or their nominees, custodians or trustees.

"Panel" means the Panel on Takeovers and Mergers.

"relevant Writtle securities" means any securities in the capital of Writtle which carry voting rights or which are equity share capital, and securities convertible into, rights to subscribe for, options (including traded options) in respect of and derivatives referenced to, any of the foregoing.

"relevant Tangent securities" means Tangent Shares, any other securities in the capital of Tangent which carry voting rights or which are equity share capital, and securities convertible into, rights to subscribe for, options (including traded options) in respect of and derivatives referenced to, any of the foregoing.

"SIP Trustee" means Capita IRG Trustees Limited (a company incorporated in England with registered number 02729260) in its capacity as trustee of the Tangent Share Incentive Plan.

"Stockdale" means Stockdale Securities Limited.

"subsidiary" and "subsidiary undertaking" shall be construed in accordance with the Companies Act 2006.

"Takeover Code" means the City Code on Takeovers and Mergers.

"Tangent" means Tangent Communications PLC (company registration number 03967805).

"Tangent Group" means Tangent and its subsidiary undertakings.

"Tangent Shareholders" means holders of Tangent Shares.

"Tangent Share Incentive Plan" means the Tangent Share Incentive Plan operated by Tangent and administered by the SIP Trustee.

"Tangent Share Options" means options or other rights to acquire Tangent Shares and any other awards outstanding under the Tangent Share Option Schemes, including phantom awards granted under the Tangent Unapproved Share Option Scheme.

"Tangent Share Option Schemes" means the following share option schemes operated by Tangent: the Tangent Unapproved Share Option Scheme and the Tangent Enterprise Management Incentive (EMI) Share Option Plan.

"Tangent Share Schemes" means the Tangent Share Option Schemes and the Tangent Share Incentive Plan.

"Tangent Shares" means the existing unconditionally allotted or issued and fully paid (or credited as fully paid) ordinary shares of 1p each in the capital of Tangent and any such further shares which are unconditionally allotted or issued fully paid while the Offer remains open for acceptance or, subject to

the provisions of the Takeover Code, by such earlier date as Writtle may determine.

"**treasury share**" means any share held as a treasury share as defined in section 724(5) of the Companies Act 2006.

"**Writtle**" means Writtle Holdings Limited (company registration number 05226380).

"**Writtle Group**" means Writtle and its subsidiary undertakings from time to time.

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