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30 August 2016

Recommended cash offer for Pinewood Group plc by Picture Holdco Limited

Satisfaction of regulatory condition in relation to the Financial Conduct Authority ("FCA")

On 12 August 2016, the boards of directors of Picture Holdco Limited ("**Bidco**") and Pinewood Group plc ("**Pinewood**") announced that they had reached agreement on the terms of a recommended cash offer by Bidco for the entire issued share capital of Pinewood (the "**Offer**") to be implemented by means of a scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Scheme**"). On 24 August 2016, Pinewood published the scheme document in connection with the Offer (the "**Scheme Document**").

The boards of directors of Bidco and Pinewood are pleased to announce that they have received approval from the FCA in relation to the Offer and, as a result, the condition set out in paragraph 2.7 of Part V of the Scheme Document has now been satisfied.

The Offer remains subject to the satisfaction or waiver (if capable of waiver) of the remaining conditions as set out in the Scheme Document including, amongst others, the approvals of the Pinewood Shareholders at the Court Meeting and General Meeting to be held on 19 September 2016. Subject to approval at the relevant meetings and the satisfaction or waiver of the other conditions set out in the Scheme Document, the Scheme is expected to become effective on 4 October 2016.

Capitalised terms used, but not defined, in this announcement shall have the same meaning as set out in the Scheme Document.

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The release, publication or distribution of this announcement in jurisdictions other than the United Kingdom may be restricted by law and/or regulation and therefore any persons who are subject to the laws and regulations of any jurisdiction other than the United Kingdom should inform themselves about, and observe, any applicable legal or regulatory requirements. In particular, the ability of persons who are not resident in the United Kingdom to vote their Pinewood Shares with respect to the Scheme at the Court Meeting, or to appoint another person as proxy to vote at the Court Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located. Any failure to comply with the applicable requirements may constitute a violation of the laws and/or regulations of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Offer disclaim any responsibility or liability for the violation of such restrictions by any person.

The Scheme relates to shares of an English company and is proposed to be effected by means of a scheme of arrangement under the laws of England and Wales. A transaction effected by means of a scheme of arrangement is not subject to proxy solicitation or tender offer rules under the US Securities Exchange Act of 1934, as amended. Accordingly, the Scheme is subject to the disclosure

requirements, rules and practices applicable in the United Kingdom to schemes of arrangement, which differ from the requirements of US proxy solicitation or tender offer rules or the laws of other jurisdictions outside the United Kingdom.

Publication on Website

Pursuant to Rule 26.1 of the Code, a copy of this announcement will, subject to certain restrictions, be available for inspection on Bidco's website at www.pictureholdcoltd.com and Pinewood's website at www.pinewoodgroup.com/investor-relations no later than 12 noon (London time) on the Business Day following this announcement. The contents of the websites referred to in this announcement are not incorporated into, and do not form part of, this announcement.

Dealing Disclosure requirements

Under Rule 8.3(a) of the Code, any person who is interested in one per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 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 Code, any person who is, or becomes, interested in one per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 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 of the Code.

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

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