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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 this announcement or otherwise. The Offers will be made solely by the Offer Document, when issued, which together with the accompanying Forms of Acceptance will contain the full terms and conditions of the Offers, including details of how the Offers may be accepted.

As detailed in the section headed "Publication on website" set out in paragraph 12 below, announcements relating to the Offers will be published on Dematic and SDI's respective websites: www.dematic.com/announcements/sdi/201501 and www.sdigroup.com/announcements.

19 January 2015

MANDATORY CASH OFFER

by

DEMATIC GROUP S.A.R.L.

for the entire issued and to be issued
ordinary share capital

of

SDI GROUP LIMITED

(other than those ordinary shares owned by FSU Investments Limited)

1. Introduction

On 16 January 2015 Dematic acquired the entire issued share capital of FSU Investments, the parent company of SDI. As a result of the FSU Acquisition, Dematic indirectly holds 82,607,842 Ordinary Shares, representing 75.6 percent of the existing issued share capital of SDI and, as a result, under Rule 9 of the Code Dematic is required to make a mandatory cash offer for the remaining Ordinary Shares that are not already owned by FSU Investments.

Dematic also intends to make a comparable offer for any B Ordinary Shares arising from exercise of SDI Share Options, such offer to be at the same price per share as the offer for the Relevant Ordinary Shares.

The full terms of the Offers will be set out in the Offer Document and in the accompanying Forms of Acceptance to be sent to Shareholders as soon as practicable. The Offers will be made on the following basis:

For each Relevant Ordinary Share and each B Ordinary Share: 19.65 pence in cash

The Offers value the whole of SDI's issued and to be issued share capital at approximately £22.9 million and the Relevant Ordinary Shares to which the Ordinary Share Offer relates at approximately £5.2 million. Assuming exercise of all SDI Share Options, the B Ordinary Share Offer values the whole of the to be issued B Ordinary Shares at approximately £1.4 million.

The Offers will value each Relevant Ordinary Share and each B Ordinary Share on the same basis as is attributed to each Ordinary Share held by FSU for the purposes of the FSU Acquisition, save that under the terms of the FSU Acquisition the FSU Shareholders have given certain warranties and a tax covenant in favour of Dematic and have agreed to defer receipt of part of the consideration due from Dematic for their FSU Shares pending attainment of certain future financial performance targets by FSU Investments and its subsidiary undertakings.

The Ordinary Share Offer will extend to any Ordinary Shares unconditionally allotted or issued after the date of this announcement but before the date the Ordinary Share Offer closes.

The Relevant Ordinary Shares and B Ordinary Shares will be acquired by Dematic fully paid and free from all liens, equitable interests, charges, mortgages, encumbrances, rights of pre-emption and other third party rights or interests of any nature whatsoever and together with all rights now or hereafter attaching thereto, including all voting rights and the right to receive and retain in full all dividends and other distributions (if any) accrued, announced, declared, made or paid on or after the date of this announcement.

Following the FSU Acquisition, Dematic already indirectly owns over 75 percent of the issued Ordinary Shares, and therefore the Ordinary Share Offer will be an unconditional offer. The closing date of the Offers will be 20 business days following the posting of the Offer Document.

The Offers will be subject to the terms to be set out in the Offer Document and the Forms of Acceptance when issued.

2. Information on SDI

SDI is a specialist in the design, build and support of warehouse handling systems in the international retail and order fulfilment sectors. The SDI Group provides consultancy services and designs its customers' warehousing and distribution systems with end products including sortation and picking systems, automated retrieval systems and conveyor systems, together with the supporting IT infrastructure. The SDI Group's main operations are in the UK and Germany with a presence in France, Italy, Spain, and the Netherlands.

Since FSU became the holding company of SDI, in line with UK generally accepted accounting principles, the SDI Group has consolidated its group accounts at FSU. For the full year ended 31 March 2014, FSU had revenues of £38.7m and operating profit of £1.1m.

The SDI Executives are pleased with the level of enquiries and the SDI Group's current pipeline and are optimistic about 2015, particularly in relation to a number of the SDI Group's new products developed in the last 18 months. Nevertheless, margins remain competitive with considerable consolidation in the industry generating aggressive strategies to gain market share. The board of SDI believe that this trend will continue.

Prior to the FSU Acquisition the board of SDI comprised Gordon Smith and Stephen Butler. At a SDI board meeting convened immediately after completion of the FSU Acquisition, Gordon Smith resigned from the board and Anthony Gajadharsingh was appointed to the board as a representative of Dematic.

3. Information on FSU Investments

FSU Investments was formed in July 2010 for the purposes of making an offer for SDI, which was at that time admitted to trading on the AIM market of the London Stock Exchange. As a result of such offer, FSU Investments acquired approximately 75 percent of the then issued share capital of SDI.

FSU Investments currently owns 75.60 percent of the existing issued share capital of SDI and, prior to completion of the FSU Acquisition, was owned by members of the SDI management team including Gordon Smith, Stephen Butler, Andrea di Bella, John Hamilton, Jean-Marc Moulin and Darcy De Thierry. Similarly, prior to completion of the FSU Acquisition, the directors of FSU Investments were Gordon Smith, Stephen Butler, Andrea di Bella, John Hamilton, Jean-Marc Moulin and Darcy De Thierry.

4. Information on Dematic

Dematic specialises in the provision of intelligent logistics and materials handling solutions. Dematic serves its customers through a global network of more than 4,000 logistics professionals and has manufacturing plants in the USA, Europe, China and Australia. Dematic has developed and implemented more than 4,000 integrated systems for a customer base including some of the world's biggest companies.

5. SDI Share Option Schemes

The B Ordinary Share Offer will relate to any B Ordinary Shares which may be issued after the date of this announcement and before the date on which the B Ordinary Share Offer closes (or such earlier date as Dematic may, in accordance with the terms and conditions of the Offers, decide) as a result of the exercise of options under the SDI Share Option Scheme. Further details of the steps to be taken by any SDI Optionholder who wishes to exercise his options and then accept the B Ordinary Share Offer will be set out in the Offer Document.

As at 16 January 2015, the latest practicable date prior to the date of this announcement, there were outstanding options to subscribe for a total of 7,100,000 B Ordinary Shares under the SDI Share Option Scheme at an exercise price of 5 pence per B Ordinary Share.

6. Irrevocable undertakings to accept the Ordinary Share Offer

The SDI Executives have given Dematic irrevocable undertakings to accept, or (where applicable) to procure the acceptance of, the Ordinary Share Offer in respect of all of their respective beneficial and connected holdings of Ordinary Shares, amounting, in aggregate, to 511,200 Ordinary Shares, representing approximately 0.5 percent of the existing Ordinary Shares in issue and 1.9 percent of the existing Relevant Ordinary Shares in issue. These undertakings will continue to be binding even in the event of a higher competing offer for SDI, unless the Ordinary Share Offer lapses or is withdrawn.

Dematic has also received irrevocable undertakings to accept the Ordinary Share Offer in respect of a further 23,662,018 Ordinary Shares in aggregate, representing a further 21.6 percent of the existing Ordinary Shares in issue and a further 88.7 percent of the existing Relevant Ordinary Shares in issue. These undertakings will continue to be binding even in the event of a higher competing offer for SDI, unless the Ordinary Share Offer lapses or is withdrawn.

In summary, Dematic has received, in aggregate, irrevocable undertakings to accept the Ordinary Share Offer in respect of 24,173,218 Ordinary Shares, representing 22.1 percent of the existing Ordinary Shares in issue and 90.6 percent of the existing Relevant Ordinary Shares in issue.

Further details of the irrevocable undertakings to accept the Ordinary Share Offer are set out in Appendix B.

7. Compulsory acquisition

Dematic intends to use the drag-along provisions set out in SDI's articles of association to compulsorily acquire any Relevant Ordinary Shares and any B Ordinary Shares not acquired or

agreed to be acquired pursuant to the Offers or otherwise. Further information will be set out in the Offer Document.

Dematic also reserves the right to exercise its entitlement pursuant to the provisions of sections 979 to 991 (inclusive) of the Companies Act to acquire compulsorily the Relevant Ordinary Shares or B Ordinary Shares (as the case may be) on the same terms as the Offers.

8. Financing of the Offers

The Offers will be financed out of Dematic's existing cash resources and from existing debt facilities of Dematic.

Charles Stanley Securities is satisfied that sufficient cash resources are available to Dematic to satisfy full acceptance of the Offers. It is estimated that full acceptance of the Offers would require payment by Dematic, under the terms of the Offers, of an amount of approximately £6.6 million in cash.

Further information on the financing of the Offers will be set out in the Offer Document.

9. Disclosure of interests

Dematic made an Opening Position Disclosure on 8 December 2014, SDI having announced a possible offer on 25 November 2014 which commenced an offer period as defined by the Code. A further Rule 8 disclosure will be made by Dematic today as a result of the FSU Acquisition and the receipt of the irrevocable undertakings referred to above.

As at the date of this announcement and following the FSU Acquisition, Dematic indirectly owns over 75.6 percent of the existing Ordinary Shares. Save for this interest, neither Dematic, nor the Dematic Directors, nor any party acting in concert with Dematic, owns or controls any Relevant Ordinary Shares or B Ordinary Shares or holds any options to acquire or subscribe for any Relevant Ordinary Shares or B Ordinary Shares or any derivative referenced to any such shares.

There are no agreements or arrangements to which Dematic is party which relate to the circumstances in which it may or may not invoke or seek to invoke a pre-condition to its offer or the consequences of it doing so.

There are no dealing arrangements of the kind referred to in Note 11 on the definition of acting in concert in the Takeover Code, to which Dematic or any person acting in concert with it is a party.

There are no offer related arrangements or other agreements, arrangements or commitments permitted under, or excluded from, Rule 21.2 of the Takeover Code.

10. Anticipated timetable

Dematic will despatch the Offer Document and Forms of Acceptance as soon as practicable and in any event (save with the consent of the Panel) within 28 days of the date of this announcement. An appropriate offer or proposal will be sent to SDI Optionholders at the same time.

11. General

Your attention is drawn to the further information contained in the Appendices which form part of this announcement.

Appendices A and B to this announcement set out further information, including the bases and sources of information from which the financial and other calculations used in this announcement have been derived.

Appendix C to this announcement contains definitions of certain terms used in this announcement.

The Offers will be subject to the applicable requirements of the City Code.

This announcement has been prepared for the purpose of complying with English law 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 the UK.

Unless otherwise determined by Dematic or required by the City Code and permitted by applicable law and regulation, the Offers will not be, made, directly or indirectly, in or into or by the use of the mails of, or by any other means or instrumentality (including, without limitation, electronic mail, facsimile transmission, telex, telephone, internet or other forms of electronic communication) of interstate or foreign commerce of, or any facility of a national state or other securities exchange of any Restricted Jurisdiction and will not be capable of acceptance by any such use, means, instrumentality or facility or from within any Restricted Jurisdiction.

Accordingly, unless otherwise determined by Dematic or required by the City Code and permitted by applicable law and regulation, copies of this announcement are not being, and must not be, directly or indirectly, mailed, transmitted or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction and persons receiving this announcement (including, without limitation, custodians, nominees or trustees) must not mail or otherwise forward, distribute or send it in, into or from such jurisdiction. Any person (including, without limitation, any custodian, nominee or trustee) who would, or otherwise intends to, or who may have a contractual or legal obligation to, forward this announcement and/or the Offer Document and/or any other related document to any jurisdiction outside the United Kingdom should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdiction.

Shareholders should carefully read the Offer Document (together with the Forms of Acceptance), once published, in its entirety before making a decision with respect of either Offer.

12. Publication on website

The Executive has granted Dematic and SDI a dispensation from the requirements under the City Code that announcements must be published via a Regulatory Information Service ("RIS"). Dematic and SDI are instead required to publish all announcements on their respective websites: www.dematic.com/announcements/sdi/201501 and www.sdigroup.com/announcements. No announcements other than this announcement will be sent in hard copy form to Shareholders. The Executive has also granted a dispensation from the requirement in Note 3 on Rule 8 of the Code that disclosures made under Rule 8 of the Code must be made to a RIS. Therefore, any Opening Position Disclosures and Dealing Disclosures required under Rule 8 of the Code may be made to SDI by email to investorrelations@sdigroup.com or by fax to +44 1763 244960 and will be published on the SDI website: www.sdigroup.com/announcements). A copy must also be sent to the Panel's Market Surveillance Unit by fax (+44 (0) 20 7236 7013) or by email (monitoring@disclosure.org.uk).

In accordance with Rule 26.1 of the Code, a copy of this announcement and copies of the irrevocable undertakings referred to in paragraph 6 of this announcement will be published by Dematic and SDI on their respective websites: www.dematic.com/announcements/sdi/201501 and www.sdigroup.com/announcements.

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Charles Stanley Securities, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for Dematic and no one else in connection with the Offers and will not be responsible to anyone other than Dematic for providing the protections afforded to clients of Charles Stanley Securities nor for providing advice in relation to the Offers, the contents of this announcement, or any transaction or arrangement referenced herein.

Cattaneo LLP is acting exclusively for SDI and no one else in connection with the Offers and will not be responsible to anyone other than SDI for providing the protections afforded to customers of Cattaneo LLP nor for providing advice in relation to the Offers, the contents of this announcement, or any transaction or arrangement referenced herein.

The Dematic Directors accept responsibility for the information contained in this document including the statements expressed to be opinions of the Dematic Directors. To the best of the knowledge and belief of the Dematic Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this announcement for which they respectively accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

The SDI Directors accept responsibility for the information contained in this document relating to FSU Investments, SDI, the SDI Group and the opinions of the SDI Directors and to the best of the knowledge and belief of the SDI Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this announcement for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

Disclosure requirements of the Code

Under Rule 8.3(a) of the 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 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(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.

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 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.

Forward-looking Statements

This announcement, including information included or incorporated by reference in this announcement, may contain 'forward looking statements' concerning Dematic and SDI. Generally, the words 'will', 'may', 'should', 'continue', 'believes', 'expects', 'intends', 'anticipates' or similar expressions identify forward looking statements. The forward looking statements involve risks and uncertainties that could cause actual results to differ materially from those suggested by them. Many of these risks and uncertainties relate to factors that are beyond the companies' abilities to control or estimate precisely, such as future market conditions and the behaviours of other market participants, and therefore they are not guarantees of future performance and undue reliance should not be placed on such statements which speak only as at the date of this announcement.

No forward-looking statements have been received by auditors of Dematic or SDI. Dematic and SDI assume no obligation and do not intend to update these forward looking statements, except as required pursuant to applicable law. However, all subsequent oral or written forward looking statements attributable to Dematic or SDI or any of their respective members, directors, officers or employees or any persons acting on their behalf are expressly qualified in their entirety by the cautionary statement above.

Profit Forecasts

Nothing in this announcement is intended, or is to be construed, as a profit forecast or to be interpreted to mean that earnings per Share for the current or future financial years, or those of the combined group, will necessarily match or exceed the historical published earnings per Share.

Appendix A

Further Information and Sources and Bases of Information

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

(a) the value of the Ordinary Shares in issue is based upon the entire issued share capital at the date of this announcement, namely 109,273,078 Ordinary Shares;

(b) the fully diluted share capital of SDI is calculated on the basis of:

- the number of issued Ordinary Shares, as set out in paragraph (a) above; and
- the number of 'in the money' options over B Ordinary Shares held by participants in the SDI Share Option Scheme on 16 January 2015 (the latest practicable date prior to publication of this announcement) and which are exercisable or are expected to become exercisable as a consequence of the FSU Acquisition and/ or the Offers;

(c) references to a percentage of Relevant Ordinary Shares are based on the number of Ordinary Shares in issue as set out at paragraph (a);

(d) references to a percentage of Ordinary Shares are based on the number of Ordinary Shares in issue as set out at paragraph (a);

(e) the maximum cash consideration payable under the Offers is based on the Ordinary Share Offer being made in respect of the 26,665,236 Relevant Ordinary Shares in issue at the date of this announcement and 7,100,000 B Ordinary Shares being issued and acquired by Dematic following the exercise of SDI Share Options under the SDI Share Option Scheme.

Appendix B

Details of Irrevocable Undertakings

1. The following SDI Executives have entered into irrevocable undertakings with Dematic to accept, or (where applicable) to procure the acceptance of, the Ordinary Share Offer in respect of their beneficial and connected holdings of Ordinary Shares:

Name	Total Number of Relevant Ordinary Shares	Percentage of Relevant Ordinary Shares in issue
Stephen Butler	505,000	1.9%
Gordon Smith	6,200	0.0%

The irrevocable undertakings described in paragraph 1 of this Appendix B will lapse on the withdrawal or lapsing of the Ordinary Share Offer.

2. The following persons (who are not SDI Executives) have entered into irrevocable undertakings with Dematic to accept, or (where applicable) to procure the acceptance of, the Ordinary Share Offer in respect of their beneficial and connected holdings of Ordinary Shares:

Name	Total Number of Relevant Ordinary Shares	Percentage of Relevant Ordinary Shares in issue
Mary Adams	5,243,609	19.7%
Dominick De Sanctis	3,679,948	13.8%
B & G Associates LLC	3,304,674	12.4%
Patricio Berstein	2,911,760	10.9%
Pierce Street Acquisitions Inc	2,563,101	9.6%
Barron De Sanctis	2,417,044	9.1%
Krish Nathan	2,268,602	8.5%
James Suggs	642,240	2.4%
Robert Jackson	631,440	2.4%

The irrevocable undertakings described in paragraph 2 of this Appendix B will lapse on the withdrawal or lapsing of the Ordinary Share Offer.

Appendix C

Definitions

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

Authorisations	regulatory authorisations, orders, grants, recognitions, confirmations, consents, licences, clearances, certificates, permissions or approvals
business day	a day (other than a Saturday and a Sunday) on which banks are generally open for business in London
B Ordinary Shareholder	a holder of B Ordinary Shares and B Ordinary Shareholders shall be construed accordingly
B Ordinary Shares	B ordinary shares of 1 pence each in the capital of SDI the subject of the SDI Share Options and any further B ordinary shares of 1 pence each which are unconditionally allotted or issued to a person other than FSU Investments before the date on which the B Ordinary Share Offer closes (or such earlier date or dates, not being earlier than the First Closing Date, as Dematic may decide) but excluding in both cases any such shares held or which become held in treasury
B Ordinary Share Offer	the comparable cash offer to be made by Dematic to acquire all of the B Ordinary Shares on the terms and subject to the conditions to be set out in the Offer Document and the accompanying Form of Acceptance, including where the context so permits or requires, any subsequent revision, variation, extension or renewal thereof
Charles Stanley Securities	Charles Stanley Securities, a trading division of Charles Stanley & Co, Ltd of 131 Finsbury Pavement, London EC2A 1NT
Code or City Code	the City Code on Takeovers and Mergers
Companies Act or Act	the Companies Act 2006
Dematic	Dematic Group S.A.R.L.
Dematic Board or Dematic Directors	the managers of Dematic, being Ulf Henriksson and Richard Paradise
Executive or Panel or Takeover Panel	the Panel on Takeovers and Mergers
First Closing Date	the date which is 20 business days following posting of the Offer Document
Forms of Acceptance	the forms of acceptance and authority relating to the Offers which will accompany the Offer Document for use by Shareholders in connection with the Offers, and references to a Form of Acceptance shall be construed as relating to the form of acceptance relating to the Ordinary Share Offer or the form of exercise and acceptance relating to the Option Share Offer as the context requires

FSU Acquisition	the acquisition by Dematic of the entire issued share capital of FSU Investments which completed on 16 January 2015, the business day immediately prior to the date of this announcement
FSU Board or FSU Directors	the directors of FSU Investments, being Stephen Butler, Darcy De Thierry, Dominick De Sanctis, Andrea Di Bella, John Hamilton, Jean-Marc Moulin and Gordon Smith
FSU Investments	FSU Investments Limited
FSU Shareholders	the former shareholders of FSU Investments immediately prior to completion of the FSU Acquisition, being Greenstone Automation BV, John Ivan Hamilton, Jean-Marc Moulin, Andrea Di Bella, Darcy De Thierry, Thomas Otto, Gordon Smith and Stephen Butler
FSU Shares	the 2,976,397 issued and fully paid ordinary shares of 10 pence each in the capital of FSU Investments as at the date of completion of the FSU Acquisition
Offers	the Ordinary Share Offer and the B Ordinary Share Offer to be made by Dematic
Offer Document	the document to be sent to Shareholders and SDI Optionholders (other than those, if any, in a Restricted Jurisdiction) containing and setting out the terms and conditions of the Offers
Offer Period	the period commencing on 25 November 2014 and ending on the First Closing Date or on the date on which the Offers lapse or are withdrawn
Ordinary Share Offer	the mandatory cash offer to be made by Dematic to acquire all of the Relevant Ordinary Shares on the terms and subject to the conditions to be set out in the Offer Document and the accompanying Form of Acceptance, including where the context so permits or requires, any subsequent revision, variation, extension or renewal thereof
Ordinary Shareholder	a holder of Ordinary Shares and Ordinary Shareholders shall be construed accordingly
Ordinary Shares	the existing issued or unconditionally allotted and fully paid ordinary shares of 1 pence each in the capital of SDI and any further ordinary shares of 1 pence each in SDI which are unconditionally allotted or issued before the date on which the Ordinary Share Offer closes but excluding in both cases any such shares held or which become held in treasury
Overseas Shareholders	Shareholders (or nominees of, or custodians or trustees for Shareholders) not resident in or citizens of the United Kingdom
Relevant Ordinary Shareholder	a holder of Relevant Ordinary Shares and Relevant Ordinary Shareholders shall be construed accordingly
Relevant Ordinary Shares	the Ordinary Shares which are not held by FSU Investments and any further Ordinary Shares which are unconditionally allotted or issued to a person other than FSU Investments before the date on which the

Ordinary Share Offer closes (or such earlier date or dates, not being earlier than the First Closing Date, as Dematic may decide) but excluding in both cases any such shares held or which become held in treasury

Restricted Jurisdiction	any jurisdiction where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure if information concerning the Offers is sent or made available to Shareholders or SDI Optionholders in that jurisdiction
SDI	SDI Group Limited
SDI Directors	Stephen Butler and Anthony Gajadharsingh
SDI Executives	Gordon Smith who was, immediately prior to the FSU Acquisition, a director of SDI and Stephen Butler who was, immediately prior to the FSU Acquisition, and who continues to be, a director of SDI. Gordon Smith and Stephen Butler continue to be members of the SDI executive team
SDI Group	SDI and its subsidiary undertakings and where the context permits, each of them
SDI Optionholder	a holder of SDI Share Options
SDI Share Options	options granted pursuant to the SDI Share Option Scheme
SDI Share Option Scheme	the SDI Group Limited Share Option Scheme 2012 (as amended)
Shareholder	an Ordinary Shareholder or B Ordinary Shareholder and Shareholders shall be construed accordingly
subsidiary, subsidiary undertaking, and undertaking	to be construed in accordance with the Companies Act
United Kingdom or UK	the United Kingdom of Great Britain and Northern Ireland

All references to legislation in this announcement are to English legislation unless the contrary is indicated. Any reference to any provision of any legislation shall include any amendment, modification, extension or re-enactment thereof.

All references to time in this announcement are to London time. Words in this announcement importing the singular shall include the plural and vice versa.