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This announcement will, with the consent of the Takeover Panel, be published only on the following websites: [www.dematic.com/announcements/sdi/201501](http://www.dematic.com/announcements/sdi/201501) and [www.sdigroup.com/announcements](http://www.sdigroup.com/announcements).

9 March 2015

**DEMATIC GROUP S.A.R.L.**  
**(“Dematic”)**

**Closing of the recommended mandatory cash offer by Dematic for the entire issued and to be issued Ordinary Shares of SDI Group Limited (“SDI”) (other than those ordinary shares owned by FSU Investments Limited) (the “Ordinary Share Offer”) and recommended cash offer for the entire issued and to be issued B ordinary share capital of SDI (together the “Offers”) and acceptance levels.**

On 19 January 2015 Dematic announced that it had acquired the entire issued share capital of FSU Investments Limited, the parent company of SDI. As a result of that acquisition, Dematic indirectly held Ordinary Shares representing 75.6 per cent. of the existing issued share capital of SDI and, as a result, in accordance with Rule 9 of the Code, on 5 February 2015 Dematic made a mandatory cash offer for the remaining Ordinary Shares that were not already owned by FSU Investments Limited and a comparable offer for any B Ordinary Shares in the capital of SDI arising from exercise of share options granted under the SDI Option Scheme, such offer being at the same price per share as the Ordinary Share Offer.

Dematic announces that at 1pm today the Offers closed and valid acceptances had been received in respect of:

- 26,195,914 Ordinary Shares, comprising 23.97 per cent. of the Ordinary Shares in issue in SDI and 98.24 per cent. of the Ordinary Shares the subject of the Ordinary Share Offer; and
- 7,100,000 B Ordinary Shares, comprising 100% of the B Ordinary Shares in issue in SDI.

Settlement of the consideration to which any Shareholder (or the first-named shareholder in the case of joint holders) in respect of whom a valid acceptance in respect of one or both of the Offers will be dispatched by 12 March 2015 in accordance with the terms set out in paragraph 14 of part 2 of the offer document sent to shareholders and optionholders on 5 February 2015 relating to the Offers (the “**Offer Document**”).

Dematic further announces that, as set out in the Offer Document, Dematic intends compulsorily to acquire the remaining Ordinary Shares in respect of which the Ordinary Offer has not been accepted in accordance with article 43 of the articles of association of SDI. Completion of the acquisition of these Ordinary Shares will occur on 16 March 2015 following which Dematic will hold directly or indirectly the entire issued share capital of SDI.

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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.

Capitalised terms used in this announcement shall, unless otherwise stated, have the same meanings as are set out in the Offer Document.