

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the Ordinary Share Offer, the contents of this document or the action you should take, you are recommended to seek immediately your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are resident in the UK or, if not, from another appropriately authorised independent financial adviser in the relevant jurisdiction.

This document (“**Form of Acceptance**”) should be read in conjunction with the Offer Document dated 5 February 2015. Words or expressions defined in the Offer Document have the same meaning in this Form of Acceptance unless the context requires otherwise.

If you have transferred any of the Ordinary Shares shown in Box 3A of page 3 please contact the Company Secretary, SDI Group Limited at 11 Jarman Way, Royston, Hertfordshire, SG8 5HW as soon as possible (and in any event no later than 1.00 pm on 9 March 2015) to ensure the transfer is appropriately registered. If you have transferred all of the Ordinary Shares shown in Box 3A of page 3, please forward the Offer Document and any accompanying documents, but not this personalised Form of Acceptance, to the transferee at once. However, such documents should not be forwarded, transmitted, or distributed in or into any Restricted Jurisdiction.

Unless otherwise determined by Dematic or required by the City Code and permitted by applicable law and regulation, the Ordinary Share Offer is not being made, and will not be made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facilities of a national state or other securities exchange of, any Restricted Jurisdiction and the Ordinary Share Offer will not be capable of acceptance by any such use, means, instrumentality or facility or from within any Restricted Jurisdiction. Recipients of this Form of Acceptance must not mail or otherwise forward, distribute or send it in, into or from such jurisdiction. This document is not intended to and does not constitute an offer to sell or issue, or a solicitation of an offer to buy or subscribe for, shares or other securities in any Restricted Jurisdiction.

If you hold SDI Options you are asked to also complete and return a Form of Option Exercise and Acceptance in respect of your SDI Options and return the same to Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA in accordance with the terms set out therein and in the Offer Document.

Form of Acceptance and Authority

RECOMMENDED 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)

Acceptances of the Ordinary Share Offer must be received by 1.00 pm (London Time) on 9 March 2015.

ACTION TO BE TAKEN

- **TO ACCEPT THE ORDINARY SHARE OFFER**, you should complete this Form of Acceptance on page 3 by following the instructions and notes for guidance set out on page 2.
- The completed Form of Acceptance (together with your original share certificate and other documents of title for those Ordinary Shares in respect of which you wish to accept the Ordinary Share Offer) should be delivered by post to Neville Registrars or, during normal business hours only, by hand to Neville Registrars at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA as soon as possible and in any event so as to arrive no later than 1.00 pm (London time) on 9 March 2015. A reply paid envelope is enclosed for use only in the United Kingdom.
- If your share certificates and/or other document(s) of title are with your stockbroker, bank or other agent, you should complete this Form of Acceptance and arrange for it either to be sent by that agent, together with the relevant document(s), by post to Neville Registrars, or, during normal business hours only, to be delivered by that agent by hand to Neville Registrars at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA as soon as possible, and in any event so as to arrive no later than 1.00 pm (London time) on 9 March 2015.
- If one or more of your share certificate(s) are lost, you should nevertheless return this Form of Acceptance, duly completed, signed and witnessed and accompanied by any share certificate(s) and/or other document(s) of title that you may have available. At the same time you should write to the Company Secretary, SDI Group Limited at 11 Jarman Way, Royston, Hertfordshire, SG8 5HW, requesting him to send you a letter of indemnity for completion by you in respect of the documents which have been lost. When received, the letter of indemnity should be completed in accordance with the instructions given, and returned to the Company Secretary, SDI Group Limited at 11 Jarman Way, Royston, Hertfordshire, SG8 5HW with an instruction to submit the resulting replacement certificate to Neville Registrars Limited.
- If you hold Ordinary Shares jointly with others, you must arrange for your joint holders also to sign this Form of Acceptance.
- Please read Parts A and B of Appendix I to the Offer Document, the terms of which are incorporated in and form part of this Form of Acceptance.
- A Form of Acceptance contained in an envelope postmarked in any Restricted Jurisdiction, or otherwise appearing to Dematic or its agents to have been sent from any Restricted Jurisdiction, may be treated by Dematic as being an invalid acceptance of the Ordinary Share Offer.
- If you are in any doubt as to how to fill in this Form of Acceptance or how to accept the Ordinary Share Offer, please telephone Neville Registrars on 0121 585 1131 (from within the UK) or +44 121 585 1131 (from outside the UK) between 9.00 am and 5.00 pm Monday to Friday. Calls may be monitored or recorded. You should be aware that you will not be provided any financial, legal or tax advice in connection with the Ordinary Share Offer.

If you also hold SDI Options you are asked to also complete and return a Form of Option Exercise and Acceptance should you wish to do so, in respect of your SDI Options and return the same to Neville Registrars Limited in accordance with the terms set out therein and in the Offer Document.

HOW TO COMPLETE THIS FORM OF ACCEPTANCE

Please follow the instructions on this page when completing the Form of Acceptance on page 3.
Your acceptance should be received no later than 1.00 pm (London time) on 9 March 2015

1

REGISTERED SHAREHOLDER DETAILS

If the name or address details shown in Box 1 are incorrect please place a cross in Box 6A on page 3 in black ink and add the correct details in BLOCK CAPITALS in Box 6 on page 3. Any changes to the names must be supported by appropriate documentation (see section 8 on page 4 of this form for further details). If no name or address is shown in Box 1 on page 3 please add the full name(s) of all registered shareholders and the registered address of the first named holder in Box 1 on page 3.

2

DAYTIME TELEPHONE NUMBER

Insert in Box 2 on page 3 your daytime telephone number including your full dialing code in case of queries relating to the completion of this form.

3

ORDINARY SHARE OFFER

To accept the Ordinary Share Offer, insert in Box 3B on page 3 the total number of Ordinary Shares in respect of which you wish to accept the Ordinary Share Offer. You must sign Box 4A or 4B on page 3 in accordance with the instructions set out in this Form of Acceptance which will constitute your acceptance of the Ordinary Share Offer.

If no number, or a number greater than your entire registered holding of Ordinary Shares is written in Box 3B and you have signed or marked Box 4A or 4B you will be deemed to have accepted the Ordinary Share Offer in respect of your entire registered holding of Ordinary Shares.

4A

SIGNATURES BY INDIVIDUALS

If you wish to accept the Ordinary Share Offer, you must sign Box 4A on page 3 regardless of any other box(es) you complete. In the case of a joint holding of Ordinary Shares, ALL holders must sign. Each signature by an individual must be signed in the presence of a witness who must be over 18 years of age and must not be one of the joint registered holders, if applicable. The witness should state his/her name and sign where indicated. The same witness may witness separately each signature of the joint holders, if applicable. If this Form of Acceptance is not signed by the registered holder(s), insert the name(s) and capacity (e.g. executor) of the person(s) signing this Form of Acceptance. You should also deliver evidence of your authority in accordance with the notes on page 4.

4B

COMPANY SIGNATURES

A company may affix its common seal, which should be affixed and witnessed in accordance with its articles of association or other regulations. Alternatively, a company to which section 44 or 48 of the Companies Act applies may execute this Form of Acceptance as a deed by two directors or one director and the company secretary signing and dating in the execution part of Box 4B or, or by one director signing and dating in the execution part of Box 4B in the presence of a witness who attests the signature. The witness should state his/her name and sign where indicated. A company incorporated outside Great Britain, may execute this Form of Acceptance in accordance with the provisions of the Foreign Companies (Execution of Documents) Regulations 1994 and, in all cases, inserting the name of the company above their signatures.

4C

COMPANY SEAL

If you are affixing a company seal, please place a cross in Box 4C on page 3.

5

RESTRICTED OVERSEAS PERSONS

If you are unable to give the representations and warranties required in paragraph (b) of Part B of Appendix I to the Offer Document, you must put "NO" in Box 5 on page 3. If you do not put "NO" in Box 5, you will be deemed to have given such representations and warranties.

6

ALTERNATIVE ADDRESS FOR DESPATCH OF CONSIDERATION

If you want the consideration and/or other document(s) to be sent to someone other than the first-named registered holder at the address set out in Box 1 on page 3 (e.g. your bank, stockbroker or other agent), you should place a cross in Box 6B on page 3 and complete Box 6 on page 3 (with an address outside any Restricted Jurisdiction). Box 6 must be completed by holders with registered addresses in any Restricted Jurisdiction giving an alternative address outside of such jurisdictions.

PLEASE COMPLETE AS EXPLAINED ON PAGE 2 USING BLACK INK ONLY

The provisions of Parts A and B of Appendix I to the Offer Document are incorporated in and form part of this Form of Acceptance

1	2 Daytime telephone number, for use in the event of a query:
	3A Number of Ordinary Shares held by you as at 4 February 2015
	3B Number of Ordinary Shares in respect of which you wish to accept the Ordinary Share Offer:

SIGN BELOW TO ACCEPT THE ORDINARY SHARE OFFER

4A	EXECUTION BY INDIVIDUALS		
Signed and delivered as a deed by	WITNESSED BY		
Holder 1 signature and date: <input style="width: 250px; height: 20px;" type="text"/>	Signature of witness <input style="width: 250px; height: 20px;" type="text"/>	Name and address of witness <input style="width: 250px; height: 20px;" type="text"/>	
Holder 2 signature and date: <input style="width: 250px; height: 20px;" type="text"/>	Signature of witness <input style="width: 250px; height: 20px;" type="text"/>	Name and address of witness <input style="width: 250px; height: 20px;" type="text"/>	
Holder 3 signature and date: <input style="width: 250px; height: 20px;" type="text"/>	Signature of witness <input style="width: 250px; height: 20px;" type="text"/>	Name and address of witness <input style="width: 250px; height: 20px;" type="text"/>	
Holder 4 signature and date: <input style="width: 250px; height: 20px;" type="text"/>	Signature of witness <input style="width: 250px; height: 20px;" type="text"/>	Name and address of witness <input style="width: 250px; height: 20px;" type="text"/>	
NOTE: All Ordinary Shareholders who are individuals should sign and date the Form of Acceptance in the presence of a witness who should also sign Box 4A in accordance with the instructions printed in note 4A. The witness must be over 18 years of age and must not be one of the joint holders. The same person may witness, separately, each signature of the joint holders.			

4B	EXECUTION BY A COMPANY Signed and delivered as a deed by	Name of company <input style="width: 250px; height: 20px;" type="text"/>	4C
	Name of director <input style="width: 250px; height: 20px;" type="text"/>	Signature of director / witness <input style="width: 250px; height: 20px;" type="text"/>	If you are affixing a company seal, please mark a cross in black ink in Box 4C to the right <input style="width: 30px; height: 30px;" type="checkbox"/> Affix company seal here
	Name of director / secretary / witness <input style="width: 250px; height: 20px;" type="text"/>	Signature of director / secretary / witness <input style="width: 250px; height: 20px;" type="text"/>	

5	RESTRICTED OVERSEAS PERSONS ONLY Enter "NO" in the box below in black ink if you are UNABLE to give the representations and warranties required by paragraph (b) of Part B of Appendix I to the Offer Document: <input style="width: 200px; height: 20px;" type="text"/>
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PLEASE ENSURE YOU ENCLOSE YOUR ORIGINAL SHARE CERTIFICATE(S) AND/OR OTHER DOCUMENT(S) OF TITLE WITH THIS FORM OF ACCEPTANCE

6	If you are advising a change to the details shown in Box 1, place a cross in Box 6A in black ink and add your details below. If you would like the consideration and/or returned documents to be sent to an alternative address to that shown in Box 1, place a cross in Box 6B in black ink and add the details below
6A <input style="width: 30px; height: 20px;" type="checkbox"/>	Name: _____ House number: _____ Post Code: _____
6B <input style="width: 30px; height: 20px;" type="checkbox"/>	Address: _____ _____ _____

ADDITIONAL NOTES REGARDING THE COMPLETION OF THIS FORM OF ACCEPTANCE

In order to be effective, this Form of Acceptance must, except as mentioned below, be signed and dated (and the signature witnessed) by the registered holder or, in the case of a joint holding, by ALL the joint holders. A corporation must execute this Form of Acceptance under its common seal, the seal being affixed and witnessed in accordance with its articles of association or other regulations. Alternatively, a company incorporated in England and Wales may execute this Form of Acceptance by a director and the company secretary or by two directors or by a sole director in the presence of a witness signing this Form of Acceptance and inserting the name of the company above the signatures. A company incorporated outside England and Wales may execute this Form of Acceptance in accordance with the laws of the territory in which the company is incorporated. Each such person signing this Form of Acceptance should state the office which he/she holds in the relevant company.

1. IF A HOLDER IS AWAY FROM HOME (E.G. ABROAD OR ON HOLIDAY):

Send this Form of Acceptance by the quickest means (i.e. airmail) to the holder (unless he is in a Restricted Jurisdiction) for execution or, if he has executed a power of attorney, have this Form of Acceptance signed by the attorney in the presence of a witness. In the latter case, the power of attorney (a copy thereof duly certified in accordance with the Powers of Attorney Act 1971) should be returned with this Form of Acceptance. No other signatures are acceptable. Do not send this Form of Acceptance or the accompanying documents into any Restricted Jurisdiction.

2. IF YOU HAVE SOLD ALL OR OTHERWISE TRANSFERRED ALL, OR WISH TO SELL OR TRANSFER PART, OF YOUR ORDINARY SHARES:

If you have transferred any of the Ordinary Shares shown in Box 3A of page 3, please contact the Company Secretary, SDI Group Limited at 11 Jarman Way, Royston, Hertfordshire, SG8 5HW as soon as possible to ensure the transfer is appropriately registered. You should then complete the Form of Acceptance in respect of the Ordinary Shares still held by you.

If you have transferred all of the Ordinary Shares shown in Box 3A of page 3, please forward the Offer Document and any accompanying documents, but not this personalised Form of Acceptance, to the transferee at once. However, such documents should not be forwarded, transmitted, or distributed in or into any Restricted Jurisdiction.

If you still hold any of the Ordinary Shares shown in Box 3A of page 3 and wish to accept the Ordinary Share Offer in respect of any part of that holding but are unable to obtain the balance share certificate by 1.00 pm (London time) on 9 March 2015 you should obtain the appropriate certification from the Company Secretary, SDI Group Limited at 11 Jarman Way, Royston, Hertfordshire, SG8 5HW, in respect of the balance of your holding of Ordinary Shares.

3. IF THE SOLE HOLDER HAS DIED:

If confirmation of a grant of probate or letters of administration has/have been registered, this Form of Acceptance must be signed by the personal representative(s) of the deceased holder. This Form of Acceptance should then be lodged with Neville Registrars at the address set out in paragraph 10 below with the related share certificate(s) and/or other documents of title. If a grant of probate or letters of administration has/have not been registered, the personal representative(s) or prospective personal representative(s) should sign this Form of Acceptance and forward it with the share certificate(s), and/or other document(s) of title, to Neville Registrars at the address set out in paragraph 10 below. The signature must be witnessed, and the witness must also sign. However, a grant of probate or letters of administration (a duly sealed copy) must also be lodged with Neville Registrars before the consideration due under the Ordinary Share Offer can be forwarded to the executor(s) or personal representative(s). For this purpose, photocopies of grants of probate and letters of administration are not acceptable. These documents will be returned as directed.

4. IF ONE OF THE JOINT HOLDERS HAD DIED:

This Form of Acceptance is valid if signed by all the surviving holder(s), each in the presence of a witness, and lodged with Neville Registrars at the address set out in paragraph 10 below with the share certificate and/or other document(s) of title and accompanied by the death certificate (or a duly certified copy), confirmation of grant of probate or letters of administration (or a duly sealed copy) in respect of the deceased holder. For this purpose, photocopies of death certificates, grants of probate and letters of administration are not acceptable. These documents will be returned as directed.

5. IF YOUR ORDINARY SHARE CERTIFICATE(S) OR OTHER DOCUMENT(S) IS/ARE HELD BY YOUR STOCKBROKER, BANK OR OTHER AGENT:

You should complete this Form of Acceptance and arrange for it to be lodged by such agent with Neville Registrars at the address set out in paragraph 10 below accompanied by the share certificate(s) and/or other document(s) if appropriate. If the certificate(s) is/are not readily available, you should lodge this Form of Acceptance with Neville Registrars at the address set out in paragraph 10 below duly completed together with a note saying e.g. "certificates to follow", and arrange for the certificate(s) to be forwarded as soon as possible thereafter. It is helpful for your agent (unless he is in a Restricted Jurisdiction) to be informed of the full terms of the Ordinary Share Offer.

6. IF YOUR ORDINARY SHARE CERTIFICATE(S) IS/ARE NOT AVAILABLE OR HAS/HAVE BEEN LOST:

Complete and lodge the Form of Acceptance together with any available certificate(s) with Neville Registrars at the address set out in paragraph 10 below. At the same time you should write to the Company Secretary, SDI Group Limited at the address set out in paragraph 2 above, requesting him to send you a letter of indemnity for completion in respect of the documents which have been lost. When received, the letter of indemnity should be completed in accordance with the instructions given, and lodged with Neville Registrars at the address set out in paragraph 10 below in support of this Form of Acceptance.

7. IF THE FORM OF ACCEPTANCE IS SIGNED UNDER A POWER OF ATTORNEY:

The completed Form of Acceptance, together with any share certificates(s) and/or other document(s) of title, should be lodged with Neville Registrars at the address set out in paragraph 10 below, accompanied by the original power of attorney (or copy duly certified in accordance with the Powers of Attorney Act 1971 by, for example, a solicitor). The power of attorney will be duly noted by Neville Registrars and returned as directed.

8. IF YOUR PARTICULARS DIFFER FROM THOSE APPEARING ON THE CERTIFICATE(S) AND FORM OF ACCEPTANCE:

- (a) Incorrect name on share certificate(s): e.g. Name on certificate John Smyth, correct name is John Smith – Complete this Form of Acceptance with the correct name and lodge it with Neville Registrars at the address set out in paragraph 10 below, accompanied by a letter from your bank, stockbroker or solicitor confirming that the person described on the share certificate(s) and the person who has signed this Form of Acceptance are one and the same person.
- (b) Incorrect address: Delete the incorrect details appearing in Box 1, place a cross in Box 6A and add your correct address in BLOCK CAPITALS in Box 6.
- (c) Change of name: If you have changed your name, enclose a copy of your marriage certificate or the deed poll with this Form of Acceptance for noting or, in the case of a company, a copy of the Certificate of Incorporation on Change of Name. These documents will be returned to you as directed.

9. IF YOU ARE NOT A RESIDENT OF THE UNITED KINGDOM:

The attention of Ordinary Shareholders not resident in the UK or who are citizens or residents or nationals of other countries (and all custodians, trustees or nominees thereof) is drawn to Part B of Appendix I to the Offer Document.

10. SETTLEMENT OF CONSIDERATION:

The consideration payable under the Ordinary Share Offer cannot be sent to you until all relevant documents have been properly completed and sent by post or (during normal business hours only) by hand to Neville Registrars at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA.

11. INCOMPLETE FORMS:

Without prejudice to Part B of Appendix I to the Offer Document, Dematic reserves the right to treat as valid any acceptance of the Ordinary Share Offer which is not entirely in order or which is not accompanied by the relevant share certificate(s) and/or other document(s) of title. In any event, settlement of consideration under the Ordinary Share Offer will not be made until after the relevant share certificate(s) and/or other documents of title or indemnities satisfactory to Dematic have been received whilst the Ordinary Share Offer remains open for acceptance.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take in relation to the SDI Option Proposal, you are recommended to seek immediately your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are resident in the UK or, if not, from another appropriately authorised independent financial adviser in the relevant jurisdiction.

This Form of Option Exercise and Acceptance should be read in conjunction with the accompanying Offer Document and in particular the proposal set out in Part C1 of Appendix I to the Offer Document (the "SDI Option Proposal"). Words or expressions defined in the Offer Document have the same meaning in this Form of Option Exercise and Acceptance unless the context requires otherwise.

The SDI Option Proposal is not being made, and will not be made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facilities of a national state or other securities exchange of any Restricted Jurisdiction and the SDI Option Proposal will not be capable of acceptance by any such use, means, instrumentality or facility or from within any Restricted Jurisdiction. Recipients of this Form of Option Exercise and Acceptance must not mail or otherwise forward, distribute or send it in, into or from such jurisdiction. This document is not intended to and does not constitute an offer to sell or issue, or a solicitation of an offer to buy or subscribe for, shares or other securities in any Restricted Jurisdiction.

SDI GROUP LIMITED

Form of Option Exercise and Acceptance
for holders of option(s) over B Ordinary Shares granted under
the SDI Group Limited Share Option Scheme

Please insert your full name, address and telephone number in the boxes below:

IT IS IMPORTANT TO TAKE ACTION AS SOON AS POSSIBLE. IF YOU DO NOTHING, YOUR SDI OPTION(S) WILL LAPSE IN DUE COURSE AND CEASE TO BE OF ANY VALUE TO YOU.

Name	
Address	
Work Telephone Number	
Home Telephone Number	

ONCE YOU HAVE COMPLETED THIS FORM OF OPTION EXERCISE AND ACCEPTANCE PLEASE RETURN IT SIGNED AND DATED TOGETHER WITH YOUR SDI OPTION CERTIFICATE(S) (IF AVAILABLE) TO NEVILLE REGISTRARS LIMITED AT NEVILLE HOUSE, 18 LAUREL LANE, HALESOWEN, WEST MIDLANDS B63 3DA TO BE RECEIVED AS SOON AS POSSIBLE AND IN ANY EVENT NO LATER THAN 1.00 PM ON 9 MARCH 2015.

ACTION TO BE TAKEN

-
- A SDI Options – Exercise all of your SDI Option(s) and accept the B Ordinary Share Offer in respect of all B Ordinary Shares acquired**
To exercise all of your SDI Option(s) and accept the B Ordinary Share Offer in respect of all B Ordinary Shares acquired, tick **Box 1** in **Section 1**.
-
- B SDI Options – Exercise part only of your SDI Option(s) and accept the B Ordinary Share Offer in respect of all B Ordinary Shares acquired**
To exercise part only of your SDI Option(s) and accept the B Ordinary Share Offer in respect of all of the B Ordinary Shares acquired:
- tick **Box 2** in **Section 2**, and
 - insert in **Box 3** in **Section 2** the number of B Ordinary Share Options in respect of which you are exercising. (If the number you select is greater than the number of B Ordinary Shares over which you have SDI Option(s), then you will be treated as having exercised all of your SDI Option(s) and accepted the B Ordinary Share Offer in respect of all B Ordinary Shares acquired).
-
- You cannot complete both Sections 1 and 2.**
-
- C Option Certificate(s)**
Please enclose your SDI Option certificate(s) when you return your signed and dated Form of Option Exercise and Acceptance. If you have lost or mislaid any or all of your SDI Option certificate(s), please note that by signing this Form of Option Exercise and Acceptance (see Declaration and Signature) you will be bound by the disclaimer and indemnity at **Section 4**.
-
- D Execution**
You should sign this Form of Option Exercise and Acceptance where indicated in the presence of a witness, who must also sign where indicated. If this is not done, this Form of Option Exercise and Acceptance may be invalid. The witness, who must be 18 years of age or over and must not be your spouse or civil partner, should also print his/her name, address and occupation where indicated.
-
- E Delivery**
After completing this Form of Option Exercise and Acceptance it should be sent to Neville Registrars Limited at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA so as to be received as soon as possible and in any event no later than 1.00 pm on 9 March 2015.

To: **The Directors of SDI Group Limited**
The Directors of Dematic Group S.A.R.L.

Complete only one of Sections 1 or 2 before signing this Form of Option Exercise and Acceptance (in the presence of a witness) as instructed in the section below headed "Declaration and Signature"

Section 1 Exercise your SDI Option(s) in full and accept the B Ordinary Share Offer respect of all B Ordinary Shares acquired

Box 1 Tick Box 1 to exercise in full all your SDI Option(s) and accept the B Ordinary Share Offer in respect of all B Ordinary Shares acquired

Section 2 Exercise your SDI Option(s) in part and accept the B Ordinary Share Offer respect of all B Ordinary Shares acquired

Box 2 Tick Box 2 to exercise in part your SDI Option(s) and accept the B Ordinary Share Offer in respect of all B Ordinary Shares acquired

Box 3 Where you have ticked Box 2, insert, in Box 3, the number of B Ordinary Shares that you wish to acquire and sell

Section 3 Restricted Overseas Persons Only

Box 4 Enter "NO" in Box 4 if you are UNABLE to give the representations and warranties required by paragraph (b) of Part C3 of Appendix I to the Offer Document

Section 4 SDI Option Certificate Disclaimer

If you have not enclosed all of your SDI Option certificate(s), then by signature of this Form of Option Exercise and Acceptance you will be deemed to have made the following declaration, namely that:

- I declare that the SDI Option certificate(s) for any SDI Option(s) in respect of which I am also exercising my SDI Option(s) under this Form of Option Exercise and Acceptance has/have been lost, destroyed, mislaid or is/are otherwise unavailable
- I agree I will return it/them immediately to SDI Group Limited and Dematic Group S.A.R.L. for cancellation if it/they are found
- I hereby indemnify SDI Group Limited, Dematic Group S.A.R.L., and their agents against any and all claims and demands, losses, expenses and costs that may be made against or suffered by SDI Group Limited and/or Dematic Group S.A.R.L. and/or its agents in relation to the lost SDI Option certificate(s).

DECLARATION AND SIGNATURE

I confirm that I have read and agree to the Terms and Conditions set out at the back of this Form of Acceptance.

In the presence of the witness named below
(the witness must be over 18 years of age
(and not your spouse/civil partner):

Optionholder's Signature

Signed and delivered as a deed

Witness Signature

Name (in block capitals)

Witness' name

Witness' address

Daytime contact telephone number

Date 2015

Terms and Conditions

1 General

By signing this Form of Option Exercise and Acceptance, you:

- (a) confirm that the election and acceptance which you have made in this Form of Option Exercise and Acceptance is irrevocable;
- (b) confirm and warrant that the SDI Option(s) in respect of which you have made elections is/are valid and subsisting and free from all liens, charges and encumbrances of any nature whatsoever, and acknowledge that the SDI Option certificate(s) in respect of such SDI Option(s) will become void once the B Ordinary Shares the subject of such SDI Option(s) have been issued to you pursuant to the exercise of the SDI Option(s) in this Form of Option Exercise and Acceptance;
- (c) confirm that you have read and agree to these Terms and Conditions and that you have received the Offer Document;
- (d) irrevocably appoint any director of SDI Group Limited or Dematic Group S.A.R.L. or any person(s) nominated by them as your attorney and authorise such attorney to execute, complete, sign and submit any document and to do anything on my behalf as may be necessary or desirable to give effect to the choices you have made in this Form of Option Exercise and Acceptance;
- (e) confirm that all powers of attorney and authorities under the terms of this Form of Option Exercise and Acceptance are given by way of security for the performance of any obligations and cannot be withdrawn or altered in accordance with Section 4 of the Powers of Attorney Act 1971;
- (f) undertake to confirm and ratify any action properly or lawfully taken on your behalf by any attorney appointed by or pursuant to this Form of Exercise Option and Acceptance; and
- (g) agree that the delivery of this Form of Option Exercise and Acceptance duly signed may, if SDI Group Limited determines it appropriate, be as effective as if it were duly completed and received in accordance with this Form of Option Exercise and Acceptance, on the date specified notwithstanding that it is not completed and received strictly in accordance with this Form of Option Exercise and Acceptance.

2 Exercise in full your SDI Option(s) and Accept the B Ordinary Share Offer in respect of all B Ordinary Shares acquired

By ticking **Box 1** in **Section 1**, you:

- (a) irrevocably elect to exercise in full your SDI Option(s), such exercise to have immediate effect;
- (b) accept the B Ordinary Share Offer in respect of all B Ordinary Shares that you acquire as a result of exercising your SDI Option(s) under the SDI Option Scheme;
- (c) **undertake to pay the aggregate option exercise price by authorising that amount to be deducted from the consideration due to you under the B Ordinary Share Offer and pay it to SDI Group Limited in satisfaction of your undertaking;**
- (d) undertake to pay the SDI Option Tax Liability and authorise that amount to be deducted from the consideration due to you under the B Ordinary Share Offer and pay it to SDI Group Limited (or your employing company) in satisfaction of your undertaking; and
- (e) indemnify SDI Group Limited (and/or your employing company) in respect of the SDI Option Tax Liability.

3 Exercise in part your SDI Option(s) and Accept the B Ordinary Share Offer in respect of all B Ordinary Shares acquired

By ticking **Box 2** and completing **Box 3** in **Section 2**, you:

- (a) irrevocably elect to exercise your SDI Option(s) in respect of the number of B Ordinary Shares that you have inserted in Box 3 (or, if lower, the aggregate number of B Ordinary Shares over which you have outstanding SDI Option(s)), such exercise to have immediate effect;
- (b) accept the B Ordinary Share Offer in respect of all B Ordinary Shares that you acquire as a result of exercising your SDI Option(s) under the SDI Option Scheme;
- (c) **undertake to pay the aggregate option exercise price by authorising that amount to be deducted from the consideration due to you under the B Ordinary Share Offer and pay it to SDI Group Limited in satisfaction of your undertaking;**
- (d) undertake to pay the SDI Option Tax Liability and authorise that amount to be deducted from the consideration due to you under the B Ordinary Share Offer and pay it to SDI Group Limited (or your employing company) in satisfaction of your undertaking; and
- (e) indemnify SDI Group Limited (and/or your employing company) in respect of the SDI Option Tax Liability.

4 Settlement

Settlement will be made after the Closing Date and following receipt of a duly completed Form of Option Exercise and Acceptance. The net proceeds of sale of your B Ordinary Shares will be paid via the payroll of your employing company or (if you are no longer employed by SDI Group Limited (or any of its subsidiaries) and/or if you are normally paid in a currency other than £sterling) by cheque.

5 Cheques and documents

You accept that cheques and documents sent by, to or from you in connection with your elections will be sent at your own risk.

6 Governing law

This Form of Option Exercise and Acceptance is governed by, and shall be controlled in accordance with, English law.

7 Option exercise without accepting the SDI Option Proposal

If you wish to exercise your SDI Option(s) but do not wish to accept the SDI Option Proposal, then you should exercise your SDI Option(s) in accordance with the rules of the SDI Option Scheme. If, having exercised all or some of your SDI Option(s), you wish to accept the B Ordinary Share Offer without accepting the SDI Option Proposal, you will need to request a separate form of acceptance and authority in respect of the B Ordinary Share Offer from the Company Secretary, SDI Group Limited, 11 Jarman Way, Royston, Hertfordshire SG8 5HW and you should do so as soon as possible.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the B Ordinary Share Offer, the contents of this document or the action you should take, you are recommended to seek immediately your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are resident in the UK or, if not, from another appropriately authorised independent financial adviser in the relevant jurisdiction.

This document (“**Form of Acceptance**”) should be read in conjunction with the Offer Document dated 5 February 2015. Words or expressions defined in the Offer Document have the same meaning in this Form of Acceptance unless the context requires otherwise.

If you have transferred any of the B Ordinary Shares shown in Box 3A of page 3 please contact the Company Secretary, SDI Group Limited at 11 Jarman Way, Royston, Hertfordshire, SG8 5HW as soon as possible (and in any event no later than 1.00 pm on 9 March 2015) to ensure the transfer is appropriately registered. If you have transferred all of the B Ordinary Shares shown in Box 3A of page 3, please forward the Offer Document and any accompanying documents, but not this personalised Form of Acceptance, to the transferee at once. However, such documents should not be forwarded, transmitted, or distributed in or into any Restricted Jurisdiction.

Unless otherwise determined by Dematic or required by the City Code and permitted by applicable law and regulation, the B Ordinary Share Offer is not being made, and will not be made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facilities of a national state or other securities exchange of, any Restricted Jurisdiction and the B Ordinary Share Offer will not be capable of acceptance by any such use, means, instrumentality or facility or from within any Restricted Jurisdiction. Recipients of this Form of Acceptance must not mail or otherwise forward, distribute or send it in, into or from such jurisdiction. This document is not intended to and does not constitute an offer to sell or issue, or a solicitation of an offer to buy or subscribe for, shares or other securities in any Restricted Jurisdiction.

Form of Acceptance and Authority

RECOMMENDED MANDATORY CASH OFFER

by

DEMATIC GROUP S.A.R.L.

for the entire issued and to be issued B Ordinary Share capital of

SDI GROUP LIMITED

Acceptances of the Ordinary Share Offer must be received by 1.00 pm (London Time) on 9 March 2015.

ACTION TO BE TAKEN

- **TO ACCEPT THE ORDINARY SHARE OFFER**, you should complete this Form of Acceptance on page 3 by following the instructions and notes for guidance set out on page 2.
- The completed Form of Acceptance (together with your original share certificate and other documents of title for those B Ordinary Shares in respect of which you wish to accept the B Ordinary Share Offer) should be delivered by post to Neville Registrars or, during normal business hours only, by hand to Neville Registrars at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA as soon as possible and in any event so as to arrive no later than 1.00 pm (London time) on 9 March 2015. A reply paid envelope is enclosed for use only in the United Kingdom.
- If your share certificates and/or other document(s) of title are with your stockbroker, bank or other agent, you should complete this Form of Acceptance and arrange for it either to be sent by that agent, together with the relevant document(s), by post to Neville Registrars, or, during normal business hours only, to be delivered by that agent by hand to Neville Registrars at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA as soon as possible, and in any event so as to arrive no later than 1.00 pm (London time) on 9 March 2015.
- If one or more of your share certificate(s) are lost, you should nevertheless return this Form of Acceptance, duly completed, signed and witnessed and accompanied by any share certificate(s) and/or other document(s) of title that you may have available. At the same time you should write to the Company Secretary, SDI Group Limited at 11 Jarman Way, Royston, Hertfordshire, SG8 5HW, requesting him to send you a letter of indemnity for completion by you in respect of the documents which have been lost. When received, the letter of indemnity should be completed in accordance with the instructions given, and returned to the Company Secretary, SDI Group Limited at 11 Jarman Way, Royston, Hertfordshire, SG8 5HW with an instruction to submit the resulting replacement certificate to Neville Registrars Limited.
- If you hold B Ordinary Shares jointly with others, you must arrange for your joint holders also to sign this Form of Acceptance.
- Please read Parts A and C of Appendix I to the Offer Document, the terms of which are incorporated in and form part of this Form of Acceptance.
- A Form of Acceptance contained in an envelope postmarked in any Restricted Jurisdiction, or otherwise appearing to Dematic or its agents to have been sent from any Restricted Jurisdiction, may be treated by Dematic as being an invalid acceptance of the B Ordinary Share Offer.
- If you are in any doubt as to how to fill in this Form of Acceptance or how to accept the B Ordinary Share Offer, please telephone Neville Registrars on 0121 585 1131 (from within the UK) or +44 121 585 1131 (from outside the UK) between 9.00 am and 5.00 pm Monday to Friday. Calls may be monitored or recorded. You should be aware that you will not be provided any financial, legal or tax advice in connection with the B Ordinary Share Offer.

HOW TO COMPLETE THIS FORM OF ACCEPTANCE

Please follow the instructions on this page when completing the Form of Acceptance on page 3.
Your acceptance should be received no later than 1.00 pm (London time) on 9 March 2015

1

REGISTERED SHAREHOLDER DETAILS

If the name or address details shown in Box 1 are incorrect please place a cross in Box 6A on page 3 in black ink and add the correct details in BLOCK CAPITALS in Box 6 on page 3. Any changes to the names must be supported by appropriate documentation (see section 8 on page 4 of this form for further details). If no name or address is shown in Box 1 on page 3 please add the full name(s) of all registered shareholders and the registered address of the first named holder in Box 1 on page 3.

2

DAYTIME TELEPHONE NUMBER

Insert in Box 2 on page 3 your daytime telephone number including your full dialing code in case of queries relating to the completion of this form.

3

B ORDINARY SHARE OFFER

To accept the B Ordinary Share Offer, insert in Box 3B on page 3 the total number of B Ordinary Shares in respect of which you wish to accept the B Ordinary Share Offer. You must sign Box 4A or 4B on page 3 in accordance with the instructions set out in this Form of Acceptance which will constitute your acceptance of the B Ordinary Share Offer.

If no number, or a number greater than your entire registered holding of B Ordinary Shares is written in Box 3B and you have signed or marked Box 4A or 4B you will be deemed to have accepted the B Ordinary Share Offer in respect of your entire registered holding of Ordinary Shares.

4A

SIGNATURES BY INDIVIDUALS

If you wish to accept the B Ordinary Share Offer, you must sign Box 4A on page 3 regardless of any other box(es) you complete. In the case of a joint holding of B Ordinary Shares, ALL holders must sign. Each signature by an individual must be signed in the presence of a witness who must be over 18 years of age and must not be one of the joint registered holders, if applicable. The witness should state his/her name and sign where indicated. The same witness may witness separately each signature of the joint holders, if applicable. If this Form of Acceptance is not signed by the registered holder(s), insert the name(s) and capacity (e.g. executor) of the person(s) signing this Form of Acceptance. You should also deliver evidence of your authority in accordance with the notes on page 4.

4B

COMPANY SIGNATURES

A company may affix its common seal, which should be affixed and witnessed in accordance with its articles of association or other regulations. Alternatively, a company to which section 44 or 48 of the Companies Act applies may execute this Form of Acceptance as a deed by two directors or one director and the company secretary signing and dating in the execution part of Box 4B or, or by one director signing and dating in the execution part of Box 4B in the presence of a witness who attests the signature. The witness should state his/her name and sign where indicated. A company incorporated outside Great Britain, may execute this Form of Acceptance in accordance with the provisions of the Foreign Companies (Execution of Documents) Regulations 1994 and, in all cases, inserting the name of the company above their signatures.

4C

COMPANY SEAL

If you are affixing a company seal, please place a cross in Box 4C on page 3.

5

RESTRICTED OVERSEAS PERSONS

If you are unable to give the representations and warranties required in paragraph (b) of Part B of Appendix I to the Offer Document, you must put "NO" in Box 5 on page 3. If you do not put "NO" in Box 5, you will be deemed to have given such representations and warranties.

6

ALTERNATIVE ADDRESS FOR DESPATCH OF CONSIDERATION

If you want the consideration and/or other document(s) to be sent to someone other than the first-named registered holder at the address set out in Box 1 on page 3 (e.g. your bank, stockbroker or other agent), you should place a cross in Box 6B on page 3 and complete Box 6 on page 3 (with an address outside any Restricted Jurisdiction). Box 6 must be completed by holders with registered addresses in any Restricted Jurisdiction giving an alternative address outside of such jurisdictions.

PLEASE COMPLETE AS EXPLAINED ON PAGE 2 USING BLACK INK ONLY

The provisions of Parts A and B of Appendix I to the Offer Document are incorporated in and form part of this Form of Acceptance

1	2 Daytime telephone number, for use in the event of a query:
	3A Number of B Ordinary Shares held by you as at 4 February 2015
	3B Number of B Ordinary Shares in respect of which you wish to accept the B Ordinary Share Offer:

SIGN BELOW TO ACCEPT THE B ORDINARY SHARE OFFER

4A	EXECUTION BY INDIVIDUALS		
Signed and delivered as a deed by	WITNESSED BY		
Holder 1 signature and date: <input style="width: 250px; height: 20px;" type="text"/>	Signature of witness <input style="width: 250px; height: 20px;" type="text"/>	Name and address of witness <input style="width: 250px; height: 20px;" type="text"/>	
Holder 2 signature and date: <input style="width: 250px; height: 20px;" type="text"/>	Signature of witness <input style="width: 250px; height: 20px;" type="text"/>	Name and address of witness <input style="width: 250px; height: 20px;" type="text"/>	
Holder 3 signature and date: <input style="width: 250px; height: 20px;" type="text"/>	Signature of witness <input style="width: 250px; height: 20px;" type="text"/>	Name and address of witness <input style="width: 250px; height: 20px;" type="text"/>	
Holder 4 signature and date: <input style="width: 250px; height: 20px;" type="text"/>	Signature of witness <input style="width: 250px; height: 20px;" type="text"/>	Name and address of witness <input style="width: 250px; height: 20px;" type="text"/>	
NOTE: All B Ordinary Shareholders who are individuals should sign and date the Form of Acceptance in the presence of a witness who should also sign Box 4A in accordance with the instructions printed in note 4A. The witness must be over 18 years of age and must not be one of the joint holders. The same person may witness, separately, each signature of the joint holders.			

4B	EXECUTION BY A COMPANY Signed and delivered as a deed by	Name of company <input style="width: 250px; height: 20px;" type="text"/>
	Name of director <input style="width: 250px; height: 20px;" type="text"/>	Signature of director / witness <input style="width: 250px; height: 20px;" type="text"/>
	Name of director / secretary / witness <input style="width: 250px; height: 20px;" type="text"/>	Signature of director / secretary / witness <input style="width: 250px; height: 20px;" type="text"/>
		If you are affixing a company seal, please mark a cross in black ink in Box 4C to the right Affix company seal here
		4C <input style="width: 30px; height: 30px;" type="checkbox"/>

5	RESTRICTED OVERSEAS PERSONS ONLY Enter "NO" in the box below in black ink if you are UNABLE to give the representations and warranties required by paragraph (b) of Part B of Appendix I to the Offer Document: <input style="width: 200px; height: 20px;" type="text"/>
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PLEASE ENSURE YOU ENCLOSE YOUR ORIGINAL SHARE CERTIFICATE(S) AND/OR OTHER DOCUMENT(S) OF TITLE WITH THIS FORM OF ACCEPTANCE

6	If you are advising a change to the details shown in Box 1, place a cross in Box 6A in black ink and add your details below. If you would like the consideration and/or returned documents to be sent to an alternative address to that shown in Box 1, place a cross in Box 6B in black ink and add the details below
6A <input style="width: 30px; height: 20px;" type="checkbox"/>	Name: _____ House number: _____ Post Code: _____
6B <input style="width: 30px; height: 20px;" type="checkbox"/>	Address: _____ _____ _____

ADDITIONAL NOTES REGARDING THE COMPLETION OF THIS FORM OF ACCEPTANCE

In order to be effective, this Form of Acceptance must, except as mentioned below, be signed and dated (and the signature witnessed) by the registered holder or, in the case of a joint holding, by ALL the joint holders. A corporation must execute this Form of Acceptance under its common seal, the seal being affixed and witnessed in accordance with its articles of association or other regulations. Alternatively, a company incorporated in England and Wales may execute this Form of Acceptance by a director and the company secretary or by two directors or by a sole director in the presence of a witness signing this Form of Acceptance and inserting the name of the company above the signatures. A company incorporated outside England and Wales may execute this Form of Acceptance in accordance with the laws of the territory in which the company is incorporated. Each such person signing this Form of Acceptance should state the office which he/she holds in the relevant company.

1. IF A HOLDER IS AWAY FROM HOME (E.G. ABROAD OR ON HOLIDAY):

Send this Form of Acceptance by the quickest means (i.e. airmail) to the holder (unless he is in a Restricted Jurisdiction) for execution or, if he has executed a power of attorney, have this Form of Acceptance signed by the attorney in the presence of a witness. In the latter case, the power of attorney (a copy thereof duly certified in accordance with the Powers of Attorney Act 1971) should be returned with this Form of Acceptance. No other signatures are acceptable. Do not send this Form of Acceptance or the accompanying documents into any Restricted Jurisdiction.

2. IF YOU HAVE SOLD ALL OR OTHERWISE TRANSFERRED ALL, OR WISH TO SELL OR TRANSFER PART, OF YOUR B ORDINARY SHARES:

If you have transferred any of the B Ordinary Shares shown in Box 3A of page 3, please contact the Company Secretary, SDI Group Limited at 11 Jarman Way, Royston, Hertfordshire, SG8 5HW as soon as possible to ensure the transfer is appropriately registered. You should then complete the Form of Acceptance in respect of the B Ordinary Shares still held by you.

If you have transferred all of the B Ordinary Shares shown in Box 3A of page 3, please forward the Offer Document and any accompanying documents, but not this personalised Form of Acceptance, to the transferee at once. However, such documents should not be forwarded, transmitted, or distributed in or into any Restricted Jurisdiction.

If you still hold any of the B Ordinary Shares shown in Box 3A of page 3 and wish to accept the B Ordinary Share Offer in respect of any part of that holding but are unable to obtain the balance share certificate by 1.00 pm (London time) on 9 March 2015 you should obtain the appropriate certification from the Company Secretary, SDI Group Limited at 11 Jarman Way, Royston, Hertfordshire, SG8 5HW, in respect of the balance of your holding of B Ordinary Shares.

3. IF THE SOLE HOLDER HAS DIED:

If confirmation of a grant of probate or letters of administration has/have been registered, this Form of Acceptance must be signed by the personal representative(s) of the deceased holder. This Form of Acceptance should then be lodged with Neville Registrars at the address set out in paragraph 10 below with the related share certificate(s) and/or other documents of title. If a grant of probate or letters of administration has/have not been registered, the personal representative(s) or prospective personal representative(s) should sign this Form of Acceptance and forward it with the share certificate(s), and/or other document(s) of title, to Neville Registrars at the address set out in paragraph 10 below. The signature must be witnessed, and the witness must also sign. However, a grant of probate or letters of administration (a duly sealed copy) must also be lodged with Neville Registrars before the consideration due under the B Ordinary Share Offer can be forwarded to the executor(s) or personal representative(s). For this purpose, photocopies of grants of probate and letters of administration are not acceptable. These documents will be returned as directed.

4. IF ONE OF THE JOINT HOLDERS HAD DIED:

This Form of Acceptance is valid if signed by all the surviving holder(s), each in the presence of a witness, and lodged with Neville Registrars at the address set out in paragraph 10 below with the share certificate and/or other document(s) of title and accompanied by the death certificate (or a duly certified copy), confirmation of grant of probate or letters of administration (or a duly sealed copy) in respect of the deceased holder. For this purpose, photocopies of death certificates, grants of probate and letters of administration are not acceptable. These documents will be returned as directed.

5. IF YOUR B ORDINARY SHARE CERTIFICATE(S) OR OTHER DOCUMENT(S) IS/ARE HELD BY YOUR STOCKBROKER, BANK OR OTHER AGENT:

You should complete this Form of Acceptance and arrange for it to be lodged by such agent with Neville Registrars at the address set out in paragraph 10 below accompanied by the share certificate(s) and/or other document(s) if appropriate. If the certificate(s) is/are not readily available, you should lodge this Form of Acceptance with Neville Registrars at the address set out in paragraph 10 below duly completed together with a note saying e.g. "certificates to follow", and arrange for the certificate(s) to be forwarded as soon as possible thereafter. It is helpful for your agent (unless he is in a Restricted Jurisdiction) to be informed of the full terms of the B Ordinary Share Offer.

6. IF YOUR B ORDINARY SHARE CERTIFICATE(S) IS/ARE NOT AVAILABLE OR HAS/HAVE BEEN LOST:

Complete and lodge the Form of Acceptance together with any available certificate(s) with Neville Registrars at the address set out in paragraph 10 below. At the same time you should write to the Company Secretary, SDI Group Limited at the address set out in paragraph 2 above, requesting him to send you a letter of indemnity for completion in respect of the documents which have been lost. When received, the letter of indemnity should be completed in accordance with the instructions given, and lodged with Neville Registrars at the address set out in paragraph 10 below in support of this Form of Acceptance.

7. IF THE FORM OF ACCEPTANCE IS SIGNED UNDER A POWER OF ATTORNEY:

The completed Form of Acceptance, together with any share certificate(s) and/or other document(s) of title, should be lodged with Neville Registrars at the address set out in paragraph 10 below, accompanied by the original power of attorney (or copy duly certified in accordance with the Powers of Attorney Act 1971 by, for example, a solicitor). The power of attorney will be duly noted by Neville Registrars and returned as directed.

8. IF YOUR PARTICULARS DIFFER FROM THOSE APPEARING ON THE CERTIFICATE(S) AND FORM OF ACCEPTANCE:

- (a) Incorrect name on share certificate(s): e.g. Name on certificate John Smyth, correct name is John Smith – Complete this Form of Acceptance with the correct name and lodge it with Neville Registrars at the address set out in paragraph 10 below, accompanied by a letter from your bank, stockbroker or solicitor confirming that the person described on the share certificate(s) and the person who has signed this Form of Acceptance are one and the same person.
- (b) Incorrect address: Delete the incorrect details appearing in Box 1, place a cross in Box 6A and add your correct address in BLOCK CAPITALS in Box 6.
- (c) Change of name: If you have changed your name, enclose a copy of your marriage certificate or the deed poll with this Form of Acceptance for noting or, in the case of a company, a copy of the Certificate of Incorporation on Change of Name. These documents will be returned to you as directed.

9. IF YOU ARE NOT A RESIDENT OF THE UNITED KINGDOM:

The attention of B Ordinary Shareholders not resident in the UK or who are citizens or residents or nationals of other countries (and all custodians, trustees or nominees thereof) is drawn to Part C of Appendix I to the Offer Document.

10. SETTLEMENT OF CONSIDERATION:

The consideration payable under the B Ordinary Share Offer cannot be sent to you until all relevant documents have been properly completed and sent by post or (during normal business hours only) by hand to Neville Registrars at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA.

11. INCOMPLETE FORMS:

Without prejudice to Part B of Appendix I to the Offer Document, Dematic reserves the right to treat as valid any acceptance of the B Ordinary Share Offer which is not entirely in order or which is not accompanied by the relevant share certificate(s) and/or other document(s) of title. In any event, settlement of consideration under the B Ordinary Share Offer will not be made until after the relevant share certificate(s) and/or other documents of title or indemnities satisfactory to Dematic have been received whilst the B Ordinary Share Offer remains open for acceptance.