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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](http://www.dematic.com/announcements/sdi) and [www.sdigroup.com/announcements](http://www.sdigroup.com/announcements).

5 February 2015

**DEMATIC GROUP S.A.R.L.**  
**("Dematic")**

**Publication and posting of Offer Document in relation to 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) and recommended cash offer for the entire issued and to be issued B ordinary share capital of SDI (together the "Offers")**

On 19 January 2015 Dematic announced that it had acquired the entire issued share capital of FSU Investments, the parent company of SDI. As a result of that acquisition, Dematic indirectly holds Ordinary Shares representing 75.6 per cent. 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. On 19 January 2015 Dematic also announced a firm intention to make 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 to be at the same price per share as the mandatory ordinary share offer.

Dematic announces that the offer document ("**Offer Document**") relating to the Offers is today being posted to Shareholders and to holders of SDI Options, together with appropriate Forms of Acceptance for such persons

The Offer Document contains, *inter alia*, the full terms of the Offers and details of the action to be taken to accept the Offers. **The Closing Date for the Offers is 1.00 pm on [ ] March 2015.**

Shareholders and SDI Optionholders should read the Offer Document carefully. **If Shareholders or SDI Optionholders are in any doubt as to the action you should take in order to accept either Offer, they should telephone the Receiving Agents, Neville Registrars Limited, on 0121 585 1131 (from within the UK) or +44 121 585 1131 (from outside the UK).** Calls to the shareholder helpline may be monitored or recorded and you should be aware that such shareholder helpline cannot provide any financial, legal or tax advice in connection with the Offers.

Copies of the Offer Document and Forms of Acceptance will be available for viewing on Dematic's website at [www.dematic.com/announcements/sdi](http://www.dematic.com/announcements/sdi) and on SDI's website at [www.sdigroup.com/announcements](http://www.sdigroup.com/announcements), and will also be available for inspection at the offices of Bond Dickinson LLP, St Ann's Wharf, 112 Quayside, Newcastle upon Tyne NE1 3DX during usual business hours on any weekday (public holidays excepted), in each case while the Offers remain open for acceptance.

All references to time in this announcement are to London (UK) time, Capitalised terms used but not defined in this announcement have the same meanings as set out in the Offer Document.

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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.

Overseas Shareholders

This announcement is not intended to, and does not, constitute or form part of any offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities or the solicitation of any vote or approval in any jurisdiction, pursuant to the Offers or otherwise, in any jurisdiction in contravention of applicable law. The Offer Document, together with the accompanying Forms of Acceptance, contains the full terms and conditions of the Offers, including details of how the Offers may be accepted. The Offers are not being made, directly or indirectly, in or into or by use of the mails of, or by any means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Offers cannot be accepted by any such use, means or instrumentality or otherwise from within any Restricted Jurisdiction.

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](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. 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.