

To:

BBD Bidco Limited (the "**Offeror**")
20 Bentinck St,
Marylebone,
London
W1U 2EU

From:

Invesco Asset Management Limited ("**Invesco**", "**we**" or "**us**")
Perpetual Park Drive,
Henley-on-Thames,
Oxfordshire
RG9 1HH

25 June 2019

Dear Sirs

Proposed acquisition on behalf of the Offeror for the entire issued and to be issued share capital of BCA Marketplace Plc (the "Company") by way of scheme of arrangement under Part 26 of the Companies Act 2006 (the "Acquisition")

We refer to the proposed Acquisition substantially on the terms and subject to the conditions set out in the attached draft press announcement.

As at the date of this letter, we have discretionary control over 41,448,196 ordinary shares (amongst others) in the Company (the "**Included Shares**") as contained in Schedule 1 of this letter.

We confirm that it is our current intention to cast, or procure the casting of, the votes (whether on a show of hands or a poll and whether in person or by proxy) in respect of the Included Shares at any court meeting, general meeting or class meeting in connection with the Acquisition to enable the Acquisition to become effective.

We confirm that we shall provide any information required to comply with Rule 17 of the City Code on Takeovers and Mergers (the "**Code**").

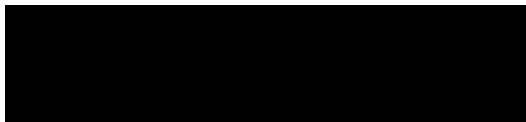
The above statement of intent is not legally binding and does not constitute an irrevocable undertaking. We may change our intent and terminate the above statement of intent at any time.

We acknowledge that we are obliged to make appropriate disclosure under Rule 2.10 of the Code no later than 12 noon on the business day after becoming aware that we will not be able to comply with the terms of this letter or no longer intend to do so.

Any disposal of any or all such Included Shares in which we are interested at the date of this letter shall not constitute either a change in our intent, nor a failure to comply with the terms of this letter, nor an intention no longer to comply with the terms of this letter.

We consent to: (a) the announcement of the Acquisition containing references to us and the particulars of this letter being set out in the formal document containing the Acquisition; and (b) this letter being published on a website as required by Rule 26.2 and Note 4 on Rule 21.2 of the Code.

Yours faithfully



For and on behalf of **INVESCO ASSET**

MANAGEMENT LIMITED, acting

as agent for and on behalf of its

discretionary managed clients

SCHEDULE 1
THE INCLUDED SHARES

Number of shares	Portfolio Name
4,274,396	UEDIT (EDINBURGH INVESTMENT TRUST)
705,089	UONIG (INVESCO UK STRATEGIC INCOME FUND)
23,192,398	UOUHI (INVESCO HIGH INCOME FUND(UK))
9,726,918	UOUIN (INVESCO INCOME FUND (UK))
2,652,188	UPIGIT (PERPETUAL INCOME AND GROWTH INVESTMENT TRUST)
690,687	UPUEP (INVESCO UK EQUITY PENSION FUND)
206,520	USJPMAIN (SJP MA INCOME FUND)
41,448,196	TOTAL