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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION

FOR IMMEDIATE RELEASE

5 November 2019

RECOMMENDED CASH ACQUISITION

of

BCA Marketplace plc ("BCA")

by

BBD Bidco Limited ("Bidco")

COURT SANCTION OF SCHEME OF ARRANGEMENT

On 29 July 2019 the Board of Directors of BCA announced the passing of resolutions, at a Court Meeting and General Meeting of BCA Shareholders held on the same date as the announcement, approving the recommended acquisition of BCA by Bidco (a company formed on behalf of investment funds managed by TDR Capital LLP) (the "**Acquisition**") to be implemented by way of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Scheme**"), the terms of which are set out in the scheme document published on 5 July 2019 (the "**Scheme Document**").

Further to the announcement made on 22 October 2019 in relation to the receipt of the relevant regulatory approvals in respect of the Acquisition, BCA announces that following the satisfaction or waiver by Bidco of the remaining Conditions set out the Scheme Document the Court has today sanctioned the Scheme and issued the Court Order in connection with the Acquisition.

The Scheme remains conditional on the delivery of a copy of the Court Order to the Registrar of Companies, which is expected to occur on 6 November 2019, at which time the Scheme will be effective.

The last day for dealing in, and for registration of transfers of, BCA Shares is today and the Scheme Record Time will be 8.00 pm today.

The listing of BCA Shares on the premium listing segment of the Official List of the FCA and the trading of BCA Shares on the Main Market for listed securities of the London Stock Exchange will be suspended with effect from 7.30 am on 6 November 2019.

It is expected that the listing of BCA Shares on the Official List of the FCA will be cancelled and the BCA Shares will cease to be admitted to trading on the Main Market for listed securities of the London Exchange with effect from 8.00 am on 7 November 2019.

General

References to time are to London time. If any of the dates and/or times in this announcement change, the revised dates and/or times will be notified to BCA Shareholders

by announcement through a Regulatory Information Service and by making such announcement available on BCA's website at www.bcamarketplaceplc.com.

Capitalised terms used but not defined in this announcement have the meanings given to them in the Scheme Document.

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Important notices relating to financial advisers

*Jefferies International Limited ("**Jefferies**") which is authorised and regulated in the UK by the Financial Conduct Authority, is acting exclusively as lead financial adviser and Rule 3 financial adviser to BCA and no one else in connection with the Acquisition and shall not be responsible to anyone other than BCA for providing the protections afforded to clients of Jefferies nor for providing advice in connection with the Acquisition or any matter referred to herein. Neither Jefferies, nor any of its affiliates, subsidiaries or branches owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person other than BCA in connection with this announcement, any statement contained herein or otherwise. Jefferies has given, and not withdrawn, its consent to the inclusion in this announcement of the references to its name and the advice it has given to BCA in the form and context in which they appear.*

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otherwise) to any person who is not a client of Goldman Sachs in connection with this announcement, any statement contained herein or otherwise. Goldman Sachs has given, and not withdrawn, its consent to the inclusion in this announcement of the references to its name in the form and context in which they appear.

Kinmont, which is regulated in the UK by the Financial Conduct Authority, is acting exclusively for BCA and for no one else and will not be responsible to anyone other than BCA for providing the protections afforded to its clients or for providing advice in relation to the matters referred to in this announcement. Neither Kinmont, nor any of its affiliates, owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Kinmont in connection with this announcement, any statement contained herein or otherwise. Kinmont has given, and not withdrawn, its consent to the inclusion in this announcement of the references to its name in the form and context in which they appear.

Further information

This announcement is for information purposes only and does not constitute or form part of an offer to sell or an invitation to purchase any securities or the solicitation of an offer to buy any securities, pursuant to the Acquisition or otherwise.

The Acquisition is being implemented solely by means of the Scheme Document (or in the event that the Acquisition is to be implemented by means of a Takeover Offer, the Offer Document), which contains the full terms and conditions of the Acquisition, including details of how to vote in respect of the Acquisition.

This announcement has been prepared for the purpose of complying with English law and the Takeover 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 England and Wales.

BCA and Bidco urge BCA Shareholders to read the Scheme Document because it contains important information relating to the Acquisition.

This announcement does not constitute a prospectus or prospectus equivalent document.

Overseas Shareholders

The release, publication or distribution of this announcement in certain jurisdictions may be restricted by law. Persons who are not resident in the United Kingdom or who are subject to other jurisdictions should inform themselves of, and observe, any applicable requirements.

The Acquisition relates to shares of a UK company and is proposed to be effected by means of a scheme of arrangement under the laws of England and Wales. However, if Bidco were to elect to implement the Acquisition by means of a Takeover Offer, such Takeover Offer shall be made in compliance with all applicable laws and regulations, including Section 14(e) of the US Exchange Act and Regulation 14E thereunder. Such a takeover would be made in the United States by Bidco and no one else. In addition to any such Takeover Offer, Bidco, certain affiliated companies and the nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, shares in BCA outside such Takeover Offer during the period in which such Takeover Offer would remain open for acceptance. If such purchases or arrangements to purchase were to be made they would be made outside the United States and would comply with applicable law, including the US Exchange Act.

Unless otherwise determined by Bidco or required by the Takeover Code, and permitted by applicable law and regulation, the Acquisition shall not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in

that jurisdiction and no person may vote in favour of the Acquisition by any such use, means, instrumentality or form within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this announcement and all documents relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this announcement and all documents relating to the Acquisition (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions where to do so would violate the laws in that jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for violation of such restrictions by any person.

The availability of the Acquisition to BCA Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable requirements.

The Acquisition shall be subject to the applicable requirements of the Takeover Code, the Panel, the London Stock Exchange and the Financial Conduct Authority.

Forward Looking Statements

This announcement contains statements about Bidco and BCA that are or may be forward looking statements. All statements other than statements of historical facts included in this announcement may be forward looking statements. Without limitation, any statements preceded or followed by or that include the words "targets", "plans", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "estimates", "projects" or words or terms of similar substance or the negative thereof, are forward looking statements. Forward looking statements may include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of Bidco's, any member of the Wider Bidco Group's, BCA's or any member of the Wider BCA Group's operations and potential synergies resulting from the Acquisition; and (iii) the effects of global economic conditions and governmental regulation on Bidco's, any member of the Wider Bidco Group's, BCA's or any member of the Wider BCA Group's business.

Such forward looking statements involve risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors could cause actual results to differ materially from those projected or implied in any forward looking statements. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward looking statements, which speak only as of the date hereof. Bidco and BCA, and each of their respective associates, directors, officers, employees, advisers and persons acting on their behalf, expressly disclaims any obligation to update any forward looking or other statements contained herein, except as required by applicable law.

No member of the Wider Bidco Group, nor the Wider BCA Group, nor any of their respective associates, directors, officers, employees, advisers and persons acting on their behalf, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur.

No profit forecasts or estimates

No statement in this announcement is intended as a profit forecast or estimate for any period and no statement in this announcement should be interpreted to mean that earnings or

earnings per ordinary share for Bidco or BCA, as appropriate, for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per ordinary share for Bidco or BCA, as appropriate.

Disclosure requirements of the Takeover Code

Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1 per cent. 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 Takeover Code, any person who is, or becomes, interested in 1 per cent. 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, 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 shall 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 Panel's website at <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. If you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure, you should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129.

Electronic communications

Please be aware that addresses, electronic addresses and certain information provided by BCA Shareholders, persons with information rights and other relevant persons for the receipt of communications from BCA may be provided to Bidco during the Offer Period as requested under Section 4 of Appendix 4 of the Takeover Code to comply with Rule 2.11(c) of the Takeover Code.

Publication on website

A copy of this announcement and the Scheme Document shall be made available subject to certain restrictions relating to persons resident in Restricted Jurisdictions on Bidco's and BCA's websites at www.tdrcapital.com/bca-offer and www.bcmarketplaceplc.com respectively by no later than 12 noon (London time) on the business day following this announcement. For the avoidance of doubt, the contents of these websites are not incorporated into and do not form part of this announcement.