

# Proposed merger of Huntsworth Plc and Incepta Group Plc to create a major international marketing and communications group

**11 April 2005**

Not for release or publication in or into Canada, Australia or Japan.

## **Result of Extraordinary General Meeting**

Huntsworth PLC is pleased to announce that all resolutions proposed at the Extraordinary General Meeting of the Company held earlier today, including the resolution to approve the Merger Offer, were passed unanimously on a show of hands by the Huntsworth Shareholders present at the meeting. Of the proxies received, over 99 per cent. of votes were in favour of the resolutions.

The Merger Offer remains open for acceptance and Incepta Shareholders who have not yet accepted the Merger Offer are (whether or not their Incepta Shares are held in CREST) encouraged to complete the Form of Acceptance as soon as possible and return it duly signed and witnessed (together with their share certificate(s) and/or other document(s) of title, if their Incepta Shares are held in certificated form) either by post or by hand (during normal business hours) to Computershare Investor Services PLC, PO Box No 859, The Pavilions, Bridgwater Road, Bristol BS99 1XZ or by hand only (during normal business hours) to Computershare Investor Services PLC, 2nd Floor, Vintners Place, 68 Upper Thames Street, London EC4V 3BJ no later than 3:00 p.m. (London time) on 21 April 2005.

Copies of the resolutions passed at the Extraordinary General Meeting have been submitted to the UK Listing Authority and will shortly be available for inspection at the UK Listing Authority's Document Viewing Facility, which is situated at the Financial Services Authority, 25 The North Colonnade, Canary Wharf, London E14 5HS (telephone number +44 (0)20 7066 1000), during normal business hours on any weekday (public holidays excepted) until the completion of the Merger Offer.

Terms defined in the Offer Document dated 17 March 2005 have the same meaning in this announcement.

## **ENQUIRIES**

Huntsworth PLC  
Lord Chadlington

020 7408 2232 Incepta Group plc  
Richard Nichols

020 7282 2800

Bridgewell (Lead Financial Adviser)		LongAcre (Financial Adviser)	
Andrew Tuckey	020 7003 3000	Jonathan Goodwin	020 7759 4600
John Craven		Zeph Sequeira	
Numis (Joint Financial Adviser and Broker)		Collins Stewart (Joint Broker)	
Jag Mundi	020 7776 1500	Chris Wells	020 7523 8350
Richard Hall		Mark Connelly	
The Global Consulting Group (PR Adviser)		Investec (Joint Broker)	
Jonathan Shillington	020 7796 4133	David Currie	020 7597 5970
		Erik Anderson	
		Citigate Dewe Rogerson (PR Adviser)	
		Patrick Toyne Sewell	020 7638 9571
		Fiona Bradshaw	

This Announcement does not constitute an offer or an invitation to purchase any securities. The laws of the relevant jurisdictions may affect the availability of the Merger Offer to persons not resident in the United Kingdom. Persons who are not resident in the United Kingdom, or who are subject to the laws of any jurisdiction other than the United Kingdom, should inform themselves about, and observe, any applicable requirements. Further details in relation to overseas shareholders are contained in the Offer Document.

Bridgewell, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting only for Huntsworth and no-one else in connection with the Merger Offer and will not regard any other person as its client or be responsible to any person other than Huntsworth for providing the protections afforded to clients of Bridgewell, nor for giving advice in relation to the Merger Offer.

Numis, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting only for Huntsworth and no-one else in connection with the Merger Offer and will not regard any other person as its client or be responsible to any person other than Huntsworth for providing the protections afforded to clients of Numis, nor for giving advice in relation to the Merger Offer.

LongAcre, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting only for Incepta and no-one else in connection with the Merger Offer and will not regard any other person as its client or be responsible to any person other than Incepta for providing the protections afforded to clients of LongAcre, nor for giving advice in relation to the Merger Offer.

Collins Stewart, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting only for Incepta and no-one else in connection with the Merger Offer and will not regard any other person as its client or be responsible to any person other than Incepta for providing the protections afforded to clients of Collins Stewart, nor for giving advice in relation to the Merger Offer.

Investec, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting only for Incepta and no-one else in connection with the Merger Offer and will not regard any other person as its client or be responsible to any person other than Incepta for providing the protections afforded to clients of Investec, nor for giving advice in relation to the Merger Offer.

This Announcement does not constitute, or form part of, any offer for, or any solicitation of any offer for, securities. Any acceptance or other response to the Merger Offer should be made only on the basis of information referred to in the Offer Document which has been despatched to Incepta Shareholders and, for information only, to holders of options under the Incepta Share Option Schemes.

The Merger Offer is not being 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 facility of a national securities exchange of, Canada, Australia or Japan and is not capable of acceptance by any such use, means, instrumentality or facility. Accordingly, neither this Announcement nor the Offer Document nor the accompanying Form of Acceptance is being, and must not be, mailed or otherwise forwarded, transmitted, distributed or sent in, into or from Canada, Australia or Japan. Doing so may render invalid any purported acceptance of the Merger Offer. All Incepta Shareholders or other persons (including nominees, trustees or custodians) who would or otherwise intend to, or may have a contractual or legal obligation to, forward this Announcement or the Offer Document or the accompanying Form of Acceptance to any jurisdiction outside the United Kingdom, should refrain from doing so and seek appropriate professional advice before taking any action.

The New Huntsworth Shares to be issued in connection with the Merger have not been, and will not be, registered under or offered in compliance with applicable securities laws of any state, province, territory or jurisdiction of Canada, Australia or Japan and no regulatory clearances in respect of the New Huntsworth Shares have been, or will be, applied for in any jurisdiction other than the UK. Accordingly, unless an exemption under the relevant securities laws is applicable, the New Huntsworth Shares are not being, and may not be, offered, sold, resold, delivered or distributed, directly or indirectly, in or into, Canada, Australia or Japan or to, or for the account or benefit of, any person resident in Canada, Australia or Japan.

The New Huntsworth Shares to be issued in connection with the Merger have not been, and will not be, registered under the US Securities Act or under the securities laws of any jurisdiction of the United States. The New Huntsworth Shares are intended to be made available within the United States in connection with the Merger pursuant to an exemption from the registration requirements of the US Securities Act provided by Rule 802 thereunder and an exemption from the US tender offer rules provided by Rule 14d-1(c) under the US Securities Exchange Act. This Merger Offer relates to the securities of two non-US companies. The Merger Offer is subject to disclosure requirements of the United Kingdom which are different from those of the United States. Financial statements included in the document, if any, have been prepared in accordance with foreign accounting standards that may not be comparable to the financial statements of United States companies. It may be difficult for US persons

to enforce their rights and any claim that they may have arising under the US federal securities laws, as Huntsworth and Incepta are located in the United Kingdom and some or all of their respective officers and directors are residents of the United Kingdom or other non-US countries. US persons may not be able to sue a foreign company or its officers or directors in a foreign court for violations of US securities laws. It may be difficult to compel a foreign company and its affiliates to subject themselves to a US court's judgment. You should be aware that Huntsworth may purchase securities of Incepta otherwise than under the Merger Offer, such as in open market or privately negotiated purchases.