

CPPGROUP PLC  
31 October 2012  
Possible offer for CPPGroup Plc

### **Possible offer for CPPGroup Plc**

The Board of CPPGroup Plc ("CPP" or the "Group") notes the recent movement in the Group's share price. The Board of CPP confirms that it has received an initial, preliminary approach from Affinion Group Inc ("Affinion"), which may or may not lead to an offer being made for the Group.

It should be noted that the approach is at a very early stage and there can be no certainty that an offer will be made or as to the terms of any such offer, should one be forthcoming.

The Board will make further announcements as necessary in due course.

Affinion must, in accordance with Rule 2.6(a) of the Code, clarify its intentions by no later than 5.00pm on 28th November (or such later date as the Takeover Panel may consent to in relation to Affinion, at the request of the Board of CPP), by either announcing a firm intention to make an offer or that it does not intend to make an offer.

Relevant securities in issue

In accordance with Rule 2.10 of the City Code on Takeovers and Mergers, the Company announces that it has 171,433,403 ordinary shares of 10 pence each in issue and admitted to trading on the main market of the London Stock Exchange. The International Securities Identification number for the ordinary shares is GB00B5W55H93.

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## Further information

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## Dealing disclosure requirements

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 paper 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 paper 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 paper 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 paper offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a paper 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 paper offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any paper 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 paper 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 paper 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. 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.

Publication of this announcement

A copy of this announcement will be made available subject to certain restrictions relating to persons resident in restricted jurisdictions on CPP's website.