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Application will be made to the London Stock Exchange for the Ordinary Shares (including the Placing Shares) to be admitted to trading on AIM. Subject to, *inter alia*, De-listing and Admission, it is expected that admission of the Ordinary Shares will become effective and that dealings in the Ordinary Shares will commence on AIM on or around 11 February 2015.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the Financial Conduct Authority.

A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser.

Each AIM company is required pursuant to the AIM Rules to have a nominated adviser. The nominated adviser is required to make a declaration to the London Stock Exchange in the form set out in Schedule 2 to the AIM Rules for Nominated Advisers.

The London Stock Exchange has not itself examined or approved the contents of this document.

This document does not constitute an offer to purchase, acquire or subscribe for, or the solicitation of an offer to purchase, acquire or subscribe for, Placing Shares or an invitation to purchase, acquire or subscribe for Placing Shares.

CPPGROUP PLC

(Incorporated in England and Wales under the Companies Act 2006 with registered number 07151159)

Appendix to the Schedule One Announcement

**Further Information relating to CPPGroup Plc in connection with
its proposed admission to trading on AIM**

<i>Nominated Adviser & Broker</i>	<i>Financial Adviser</i>
Numis Securities Limited	Kinmont Limited

This document has been prepared in accordance with the requirement of Schedule One (including the supplement for quoted applicants) of the AIM Rules that for a quoted applicant all information that is equivalent to that required for an admission document which is not currently public shall be made public. Information which is public includes, without limitation, all regulatory announcements made by the Company to the London Stock Exchange (available at www.londonstockexchange.com), all information available on the website of the Company (www.cppgroupplc.com) including this document (together comprising the Company's "Public Record").

The Ordinary Shares have not been nor will they be, registered under the US Securities Act of 1933, as amended, or with any securities regulatory authority of any state or other jurisdiction of the United States or under the applicable securities laws of Australia, Canada, Japan or South Africa. Subject to certain exceptions, the Ordinary Shares may not be offered or sold in the United States, Australia, Canada, Japan or South Africa or to or for the account or benefit of any national, resident or citizen of Australia, Canada, Japan or South Africa or any person located in the United States. This document does not constitute an offer of, or the solicitation of an offer to subscribe for or buy, any Ordinary Shares to any person in any jurisdiction to whom it is unlawful to make such offer or solicitation in such jurisdiction and is not for distribution in, or into, the United States, Australia, Canada, Japan or South Africa. The distribution of this document in other jurisdictions may be restricted by law and therefore persons into whose possession this document comes should inform themselves of and observe such restrictions.

There has not been and there will be no public offer of the Placing Shares in the United States. The Placing Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Placing Shares or the accuracy or adequacy of this document. Any representation to the contrary is a criminal offence in the United States.

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DIRECTORS, COMPANY SECRETARY AND ADVISERS

Directors	Eric Edward Anstee (<i>Non-Executive Chairman</i>) Brent Escott (<i>Chief Executive Officer</i>) Craig Parsons (<i>Chief Financial Officer</i>) Ruth Elizabeth Evans (<i>Non-Executive Director</i>) Shaun Kingsley Astley-Stone (<i>Non-Executive Director</i>)
Company Secretary	Lorraine Beavis
Registered Office	Holgate Park Holgate Road York YO26 4GA
Nominated Adviser and Broker	Numis Securities Limited 10 Paternoster Square London EC4M 7LT
Financial Adviser	Kinmont Limited 5 Clifford Street London W1S 2LG
Solicitors to the Company	Eversheds LLP 1 Wood Street London EC2V 7WS
Solicitors to the Nominated Adviser and Broker	Nabarro LLP 125 London Wall London EC2Y 5AL
Auditors	Deloitte LLP 1 City Square Leeds LS1 2AL
Registrars	Capita Asset Services 34 Beckenham Road Beckenham Kent BR3 4TU

INFORMATION RELATING TO CPPGROUP PLC

1. **Responsibility**

- 1.1 The Company and the Directors, whose names appear on page 3 of this document, accept responsibility for the information contained in this document including individual and collective responsibility for compliance with the AIM Rules. To the best of the knowledge and belief of the Company and the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. **Share capital of the Company**

- 2.1 The Company does not have an authorised share capital and the Company's articles of association do not place any limit on the number of shares which the Company may issue.

- 2.2 The issued ordinary share capital of the Company as at the date of this document and as it is expected to be immediately following Admission (excluding the Deferred Shares) is as set out below:

	Number of Ordinary Shares
At the date of this document	171,649,941
On Admission	838,316,608

- 2.3 At the date of this document there are 171,649,941 Deferred Shares in issue. No new Deferred Shares will be created in the Placing.

- 2.4 There are no shares in the Company which are held by, or on behalf of, the Company and the Company's subsidiaries do not hold any shares in the Company.

- 2.5 Save as disclosed in the Company's public record:

2.5.1 no person has any rights to purchase the unissued share capital of the Company; and

2.5.2 no share or loan capital of the Company is under option or has been agreed, conditionally or unconditionally, to be put under option.

- 2.6 All of the Ordinary Shares are in registered form and the Ordinary Shares are capable of being held in uncertificated form.

- 2.7 The principal legislation under which the Company operates and under which the Placing Shares will be issued is the 2006 Act and the regulations made thereunder. The Ordinary Shares (including the Placing Shares) are denominated in pounds sterling and the Placing Price is payable in pounds sterling.

- 2.8 The ISIN for the Ordinary Shares is GB00B5W55H93.

3. Information on the Directors

3.1 As at the date of this document and immediately following Admission, save as set out in paragraphs 3.2 and 3.3 below, none of the Directors (including persons connected with the Directors within the meaning of section 252 of the 2006 Act and any member of the Director's family (as defined in the AIM Rules)) has any interests (including related financial products as defined in the AIM Rules) in the issued share capital of the Company.

3.2 As at the date of this document, the following options have been granted to the Directors and are outstanding under the Company's share option schemes:

Name of Director	Number of Ordinary Shares under option	Expiry Date	Exercise Price per Ordinary Share	Option Scheme
Craig Parsons	41,864	21 December 2019	£2.28	2005 Plan
Craig Parsons	40,000	19 June 2018	£1.79	2008 Plan

3.3 As at the date of this document, the following awards have been granted to the Directors and are outstanding under the Company's Long Term Incentive Plan:

Name of Director	Number of Ordinary Shares under option	Performance End Date	Period	Exercise Price per Ordinary Share
Brent Escott	1,150,000	31 December 2016		£Nil
Craig Parsons	106,915	16 May 2015		£Nil
Craig Parsons	600,000	31 December 2016		£Nil

3.4 Save as stated above or as otherwise disclosed in the Company's Public Record:

3.4.1 none of the Directors (nor any person connected with any of them within the meaning of section 252 of the Act) has any interest, whether beneficial or non-beneficial, in the share or loan capital in the Group or in any related financial product (as defined in the AIM Rules) referenced to the Ordinary Shares;

3.4.2 there are no outstanding loans granted or guarantees provided by any member of the Group to or for the benefit of the Directors or provided by any Director to any member of the Group;

3.4.3 none of the Directors has any interest, direct or indirect, in any assets which have been or are proposed to be acquired or disposed of by, or leased to, any member of the Group;

3.4.4 none of the Directors has any option or warrant to subscribe for any shares in the Company; and

3.4.5 none of the Directors has any interest, direct or indirect, in any contract or arrangement which is or was unusual in its nature or conditions or significant to the business of the Group taken as a whole, which were effected by any member of the Group and which remains in any respect outstanding or unperformed.

3.5 In addition to their directorships in the Group, the Directors hold, or have during the five years preceding the date of this document held, the following directorships or partnerships:

Director	Current	Past
Eric Anstee (64)	<p>Athletics Weekly Limited</p> <p>Future Screen Partners No. 1 LLP</p> <p>Insight Investment Funds Management Limited</p> <p>Pareto Investment Management Limited</p> <p>Paypoint PLC</p> <p>The Royal School, Haslemere</p> <p>Sun Life Assurance Company of Canada (U.K.) Limited</p> <p>The Third Scotts Atlantic Distributors LLP</p> <p>West Bar BPRA LLP</p> <p>Wizzard Finance Limited</p>	<p>Affinia Capital (General Partner) Limited</p> <p>Blue Printing Group Limited (dissolved)</p> <p>City Of London Group PLC</p> <p>Fundamental Tracker Investment Management Limited</p> <p>J. Oliver Builders Limited</p> <p>Penball Limited (dissolved)</p> <p>SLFC Assurance (UK) Limited</p> <p>The Institute of Financial Accountants</p> <p>The Currency Cloud Group Limited</p> <p>The Financial Reporting Council Limited</p> <p>Vision Media Group (International) PLC (in liquidation)</p>
Brent Escott (44)	<p>Allendene Limited</p> <p>Clear Insurance Management Limited</p>	<p>Capita Insurance Services Limited</p>
Craig Parsons (44)	<p>The Financial Advice Service Limited</p>	
Ruth Evans (57)	<p>Alacrity Foundation</p> <p>The Authority for Television on Demand Limited</p> <p>Independent Police Complaints Commission</p>	
Shaun Astley-Stone (55)	<p>Astley-Stone Limited</p>	

Director**Current****Past**

Dunwilco (1677) Limited)
EMC Advisory Services
Limited
Equilibrium Claims
Limited
PPI Claimline Limited
Professional Financial
Claims Association
Seebeck 62 Limited

- 3.6 Save as set out in paragraphs 3.7 and 3.8, none of the Directors has:
- 3.6.1 had any unspent convictions relating to indictable offences;
 - 3.6.2 had a bankruptcy order made against him or entered into any individual voluntary arrangements;
 - 3.6.3 been a director of a company which has been placed in receivership, compulsory liquidation, creditors' voluntary liquidation or administration or entered into a company voluntary arrangement or any composition or arrangement with its creditors generally or any class of its creditors whilst he was a director of that company at the time of, or within the twelve months preceding, such events;
 - 3.6.4 been a partner of a firm which has been placed in compulsory liquidation or administration or which has entered into a partnership voluntary arrangement whilst he was a partner of that firm at the time of, or within twelve months preceding, such events;
 - 3.6.5 had any asset belonging to him placed in receivership or been a partner of a partnership whose assets have been placed in receivership whilst he was a partner at the time of, or within twelve months preceding, such receivership; or
 - 3.6.6 been publicly criticised by any statutory or regulatory authority (including any recognised professional body) or been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company.
- 3.7 Mr Eric Anstee was at the relevant times a director of the following companies:
- 3.7.1 Vision Media Group International plc, where he is a non-executive director, which is currently in liquidation;
 - 3.7.2 Blue Printing Group Limited, which went into administration approximately six weeks after his resignation of his non-executive directorship in January 2012 and was dissolved in November 2013; and
 - 3.7.3 Blue Printing Company Limited, which went into administration approximately six weeks after his resignation of his non-executive directorship in January 2012 and was dissolved in November 2013.
- 3.8 Mr Brent Escott was at the relevant times a director of Zebedee Direct Marketing Limited, which was dissolved in June 1995.

- 3.9 There is no arrangement under which any Director has agreed to waive future emoluments nor has there been any waiver of emoluments during the financial year immediately preceding the date of this document.

4. **Taxation**

The following comments are intended only as a general guide to current United Kingdom tax legislation and to the current practice of HM Revenue and Customs in the United Kingdom, and may not apply to certain shareholders in the Company (such as dealers in securities, insurance companies and collective investment schemes). They relate (except where stated otherwise) to persons who are resident in the UK for tax purposes, who are beneficial owners of Ordinary Shares and who hold their Ordinary Shares as an investment (and not as employment-related securities). Shareholders who are in any doubt about their tax position should consult their professional adviser immediately.

4.1 Taxation of dividends

Under current United Kingdom legislation, no tax is required to be withheld from dividend payments by the Company.

4.1.1 *Individuals*

Shareholders (other than a company) receiving a dividend from the Company also receive a notional tax credit in respect of the dividend of an amount equal to one ninth of the amount of the net dividend (which is 10 per cent. of the sum of the dividend and the tax credit). The liability to United Kingdom income tax is calculated on the gross dividend income (i.e. the net dividend received plus the notional 10 per cent. tax credit).

Individual Shareholders whose income is within the basic rate tax band (for 2014/15 £31,865 after the personal allowance, subject to any reliefs that may extend the basic rate band such as gift aid payments made) will be subject to income tax at the dividend rate of 10 per cent., so that (after taking into account the notional 10 per cent. credit) such Shareholders will have no further liability to income tax on that dividend income.

Individual Shareholders who are subject to the higher rate of income tax (broadly, where income in 2014/15 exceeds £31,865, after the personal allowance) will be subject to dividend income tax at 32.5 per cent. subject to any reliefs that may extend the basic rate band such as gift aid payments made. After allowing for the 10 per cent. notional tax credit, a higher rate taxpayer suffers an effective rate of 25 per cent. on the net dividend received.

Individual Shareholders who are subject to the additional rate of income tax (broadly, where income in 2014/15 exceeds £150,000) will be subject to dividend income tax at 37.5 per cent. After allowing for the 10 per cent. notional tax credit, an additional rate taxpayer suffers an effective rate of 30.56 per cent. on the net dividend received.

Dividends payable to trustees will be subject to dividend income tax at 37.5 per cent.

Dividends payable to personal representatives of deceased persons are taxable at the 10 per cent. rate on dividends received.

Shareholders who are not liable to income tax on the dividend income (or any part of it) may not claim repayment of the tax credit (or any part of it).

4.1.2 Companies

Shareholders within the charge to UK corporation tax which are "small companies" (for the purposes of UK taxation of dividends) will not generally expect to be subject to UK tax on dividends from the Company. Other Shareholders within the charge to UK corporation tax will not be subject to UK tax on dividends (including dividends from the Company) so long as the dividends fall within an exempt class and certain conditions are met. In general, dividends paid on shares that are "ordinary share capital" for UK tax purposes and are not redeemable, and dividends paid to a person holding less than 10 per cent. of the issued share capital of the payer (or any class of that share capital) are examples of dividends that fall within an exempt class. UK resident shareholders (including authorised unit trusts and open ended investment companies) and pension funds are not entitled to claim payment of the tax credit (or any part of it).

4.2 Taxation of chargeable gains

Shareholders who are resident in the UK for tax purposes and who dispose of their Ordinary Shares at a gain will ordinarily be liable to UK taxation on chargeable gains, subject to any available exemptions or reliefs. The gain will be calculated as the difference between the sale proceeds and any allowable costs and expenses, including the original acquisition cost of the Ordinary Shares.

Shareholders who are not resident in the UK for tax purposes but who carry on a trade, profession or vocation in the UK through a branch, agency or fixed place of business in the UK may be liable to UK taxation on chargeable gains on any gain on a disposal of their Ordinary Shares, if those Ordinary Shares are or have been held, used or acquired for the purposes of that trade, profession or vocation or for the purposes of that branch, agency or fixed place of business.

If an individual shareholder ceases to be resident in the UK and subsequently disposes of Ordinary Shares, in certain circumstances any gain on that disposal may be liable to UK capital gains tax upon that shareholder becoming once again resident or ordinarily resident in the UK.

4.3 Inheritance tax

The Ordinary Shares are assets situate in the UK for the purposes of UK inheritance tax. A gift of such shares by, or on the death of, an individual shareholder may (subject to certain exemptions and reliefs) give rise to a liability to UK inheritance tax even if the shareholder is neither domiciled nor deemed to be domiciled in the UK.

4.4 Stamp Duty and Stamp Duty Reserve Tax

The allocation and issue of the Placing Shares will not generally give rise to a liability to stamp duty or SDRT.

The Finance Act 2014 introduced provisions that exempt shares admitted to trading on AIM from stamp duty and SDRT applying with effect from 28 April 2014. As a result of the new provisions, transfers of securities admitted to trading on certain recognised growth markets (presently including AIM) are exempt from stamp duty and SDRT, provided that the securities are not "listed"

on a recognised stock exchange. As such, following Admission, subsequent transfers of Ordinary Shares for value should not give rise to either stamp duty or SDRT.

5. **Litigation and arbitration**

5.1 Save as disclosed in the Company's Public Record, neither the Company nor any member of the Group is, nor has at any time in the 12 months immediately preceding the date of this document been, involved in any governmental, legal or arbitration proceedings, and the Company is not aware of any governmental, legal or arbitration proceedings pending or threatened by or against the Company or any member of the Group, nor of any such proceedings having been pending or threatened at any time in the 12 months immediately preceding the date of this document, in each case which may have, or have had in the recent past, a significant effect on the Company's or the Group's financial position or profitability.

6. **Miscellaneous**

6.1 No person (excluding professional advisers otherwise disclosed in this document or in the Company's Public Record and trade suppliers) has within the twelve months preceding the date of this document received directly or indirectly from the Company, or has entered into contractual arrangements to receive, directly or indirectly, from the Company on or after Admission:

6.1.1 fees totalling £10,000 or more; or

6.1.2 securities in the Company with a value of £10,000 or more calculated by reference to the Placing Price; or

6.1.3 any other benefit with a value of £10,000 or more at the date of Admission.

6.2 No public takeover bids have been made by third parties in respect of the Company's issued share capital during the financial year ended 31 December 2014 or during the current financial year up to the date of this document.

6.3 On Admission, Mr Hamish Ogston will own or be interested in approximately 43 per cent. of the issued share capital of the Company and funds managed by Phoenix Asset Management Partners Limited will own approximately 40 per cent. of the issued share capital of the Company. The Company has entered, conditional on Admission, into a revised relationship agreement with Mr Hamish Ogston, details of which are summarised in the Circular, which forms part of the Company's Public Record. None of the major shareholders of the Company set out above has different voting rights from any other holder of Ordinary Shares in respect of any Ordinary Share held by them.

6.4 Save as set out in paragraph 6.3 above, the Company is not aware of any person who either as at the date of this document or immediately following Admission exercises, or could exercise, directly or indirectly, jointly or severally, control over the Company.

6.5 So far as the Company is aware, there are no arrangements in place, the operation of which may result in a change in control of the Company subsequent to the date of this document.

14 January 2015

DEFINITIONS

The following definitions apply throughout this document (including the Notice of General Meeting) and the Form or Proxy, unless the context otherwise requires:

"2006 Act"	the Companies Act 2006, as amended
"AIM"	AIM, a market operated by the London Stock Exchange
"Admission"	the admission of the Ordinary Shares (including the Placing Shares) to trading on AIM becoming effective in accordance with the AIM Rules
"AIM Rules"	the AIM Rules for Companies published by the London Stock Exchange from time to time
"AIM Rules for Nominated Advisers"	the rules for nominated advisers to AIM companies published by the London Stock Exchange
"Board" or "Directors"	the board of directors of the Company whose names are set out on page 3 of this document
"Capital Reorganisation"	the sub-division and re-designation of the Ordinary Shares, details of which are set out in the Circular, effected by the passing of resolutions 1 and 2 set out in the Notice of General Meeting at the end of the Circular
"certificated" or "in certificated form"	a share or other security not held in uncertificated form (i.e. not in CREST)
"Circular"	the circular to Shareholders dated 24 December 2014 relating to, inter alia, the Placing
"Company"	CPPGroup Plc
"CREST"	the relevant system (as defined in the CREST Regulations)
"CREST Manual"	the manual, as amended from time to time, produced by Euroclear describing the CREST system, and supplied by Euroclear to users and participants thereof
"CREST Regulations"	the Uncertificated Securities Regulations 2001, as amended from time to time
"Deferred Shares"	the 171,649,941 deferred shares of 9 pence each in the capital of the Company arising from the Capital Reorganisation and having the rights set out in the Circular and the Notice of General Meeting, which form part of the

Company's Public Record

"De-Listing"	the cancellation of the listing of the Ordinary Shares on the Official List and from trading on the regulated market of the London Stock Exchange
"Euroclear"	Euroclear UK & Ireland Limited
"FCA"	the Financial Conduct Authority of the UK in its capacity as the competent authority for the purposes of Part VI of FSMA and in the exercise of its functions in respect of admission to the premium listing segment of the Official List
"FSMA"	the Financial Services and Markets Act 2000, as amended
"Group"	the Company and its subsidiary undertakings as defined in section 1162 of the 2006 Act
"Kinmont"	Kinmont Limited, which is authorised and regulated in the United Kingdom by the FCA
"London Stock Exchange"	London Stock Exchange plc
"Notice" or "Notice of General Meeting"	of the notice of the general meeting set out at the end of the Circular
"Numis Securities"	Numis Securities Limited, which is authorised and regulated in the United Kingdom by the FCA
"Official List"	the daily official list of listed securities maintained by the FCA
"Ordinary Shares"	the issued ordinary shares in the capital of the Company, each such ordinary share having been sub-divided and re-designated into one new ordinary share of 1 penny and one new deferred share of 9 pence on 13 January 2015 following completion of the Capital Reorganisation
"Placing"	the proposed placing by Numis Securities on behalf of the Company of the Placing Shares
"Placing Price"	the price of 3 pence per Placing Share
"Placing Shares"	the 666,666,667 new Ordinary Shares conditionally placed pursuant to the Placing with investors that will be allotted subject to (<i>inter alia</i>) De-listing and Admission
"Shareholders"	holders of Ordinary Shares
"uncertificated" or "in"	recorded on the register of members of the

uncertificated form”

Company as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST