

To potential bidders,

13 October 2014

Proposed sale of the UK Government's stake in Eurostar

This letter is being issued following the announcement made by Her Majesty's Treasury ("**HMT**") on 13 October 2014 about the potential sale of the UK Government's 40% stake in Eurostar International Limited ("**EIL**") (the "**Transaction**"). UBS Limited ("**UBS**") has been engaged by HMT to act as its exclusive financial adviser in relation to the Transaction.

On behalf of HMT, we would like to invite you to express your interest in the Transaction. This letter provides details of the pre-qualification phase of the sale process. We are also pleased to enclose a summary briefing document about EIL and the Transaction (the "**Teaser**") which we are providing so that you may evaluate participating in the sale process.

1. Transaction objective and process

The overall objective of the Transaction is to maximise value for money for the UK taxpayer, which will be achieved through a combination of value maximisation, risk transfer and enabling the continued operation of EIL. HMT intends to conduct the sale process as expeditiously as possible and in a manner that will minimise disruption to EIL and its management, employees, customers and suppliers.

Following your review of the Teaser you are invited to submit a pre-qualification letter (the "**Pre-Qualification Letter**") by 12pm (London time) on 31 October 2014. Your Pre-Qualification Letter, which should address the questions set out in Section 2 below, will be used by HMT and its advisers to evaluate your interest in, and capacity for, participating in the sale process. Thereafter, selected parties will be invited to participate in the first round of the sale process, during which they will be provided with additional information on EIL in the form of a confidential information memorandum. This will follow the execution of an appropriate confidentiality agreement.

At this stage, the information provided will be limited to that contained in the enclosed Teaser. If you need any clarification of the information supplied at this stage, this may be provided by UBS only.

2. Pre-qualification questions

Your Pre-Qualification Letter should address or contain the following items as a minimum, and should be presented in the sequence set out below:

- a) Bidder identity: please identify whether you are working alone or as part of a consortium (and if so, please identify the members of the consortium) or whether you intend to work as part of a consortium. You should also confirm that you, and all parties connected with your proposal, comply with the fit and proper person test in Annex 1 of this letter;
- b) Confirmation of bidder criteria: you should confirm that you and, if applicable, each member of your consortium, do not fall within any of the grounds for exclusion listed in Annex 2 of this letter;
- c) Investment rationale: the reasons for your interest in acquiring the UK Government's stake in EIL as well as how you see yourself adding value to the business going forward;
- d) Relevant experience: a summary of your relevant experience and technical expertise investing in infrastructure or transport companies/assets, or other companies/assets with characteristics similar to those of EIL, or how you can procure such experience in the context of participation in the sale process;
- e) Investment strategy: how you envisage managing your investment in EIL, including your approach to and level of active participation in the business after a potential acquisition;
- f) Financing: your anticipated sources of, and access to, financing required for the Transaction. You should also include evidence of your financial strength and investment capacity for the Transaction;
- g) Process requirements: any potential issues which you envisage in terms of process, timing, due diligence and other information requirements in order to be able to submit a binding proposal in due course;
- h) Conflict of interests: identification of any potential conflicts of interest that may arise from your participation in the sale process, together with an outline of how you envisage handling such conflicts of interest. This should include, but not be limited to, information regarding ownership of, or participation in, businesses either related to or competing with EIL;
- i) Approvals: confirmation that your board, investment committee or any other body with equivalent decision-making authority has reviewed and consented to the content of your Pre-Qualification Letter;
- j) Contacts and advisers: name(s) and contact details of your primary contact person(s) as well as details of any advisers already appointed or intended to be appointed;
- k) Other relevant information: any other information which you consider relevant for evaluating your interest in participating in the sale process of the UK Government's stake in EIL; and
- l) Where your bid is a consortium bid, the above information and confirmations should be provided in respect of each member of the consortium.

Your Pre-Qualification Letter, signed by a director(s) or officer(s) having authority to do so, should be received not later than **12pm (London time) on 31 October 2014** by:

Yannick Da Ros
Executive Director
UBS Limited
1 Finsbury Avenue
London EC2M 2PP

Tel: +44 20756 78841
Email: yannick.daros@ubs.com

3. Communications

UBS will be available to discuss the Transaction and the contents of this letter with you should you have any questions. All questions and information requests regarding the Transaction and/or the sale process should be directed to Jonathan Rowley (+44 20 7568 2017; jonathan.rowley@ubs.com), Tobias Wagnert (+44 20 7568 1335; tobias.wagnert@ubs.com) or Yannick Da Ros (+44 20756 78841; yannick.daros@ubs.com) at UBS only.

Under no circumstances should the management, employees, customers or suppliers of HMT, EIL, SNCF, SNCB, the Shareholder Executive, and/or any other Government department be contacted directly about any aspect of the Transaction and/or the sale process without the prior written consent of UBS.

4. Other matters

This letter and/or the Teaser do not constitute an offer or invitation for the sale or purchase of securities or any part of the business referred to in this letter.

Subject to applicable law, HMT reserves the right to amend or terminate the procedures and/or change the timings outlined in this letter, to terminate discussions with any or all interested parties, to follow different procedures for different interested parties and to enter into discussions with any one or more parties in a manner and to a timetable other than that outlined above. HMT will not be liable for any costs or expenses incurred by interested parties (or their professional advisers, bankers, directors, officers, employees, agents or representatives) in connection with their evaluation or investigation of EIL or with their review of any of the information provided or disclosed. HMT reserves the right to share any information contained in your Pre-Qualification Letter with SNCF and SNCB in their roles as co-shareholders in EIL. Each of SNCF and SNCB is subject to obligations of confidentiality to HMT in respect of this information.

You acknowledge that HMT is subject to legal duties which may require the release of information under the Freedom of Information Act 2000 ("**FoIA**") or any other applicable legislation or codes of practice governing access to information (together the "**Access Laws**"). Such information may include information supplied by you or matters relating to or arising out of or under such information supplied by you. In the event that HMT receives a request for information under any Access Law, then you agree that any obligation of confidentiality that is imposed, whether arising out of any agreement with you, implied by the general law or otherwise, shall not apply to any information (in whatever form) that HMT is required to disclose to respond to the request in accordance with the relevant Access Law.

Your attention is drawn to the disclaimer in the Teaser that sets out the basis on which it is provided. None of HMT, the Shareholder Executive, any other Government department, EIL or UBS or any of their respective affiliates, directors, officers or employees, or advisers warrants the accuracy or completeness of any information furnished to you and no liability or responsibility shall attach to such persons by reason of making available such information to you.

This letter, the relationship between you and HMT and/or UBS and the conduct of this process and Transaction shall be governed by, and construed in accordance with, the laws of England, and any prospective bidder irrevocably submits to the exclusive jurisdiction of the courts of England.

On behalf of HMT, we would like to thank you for your interest in the Transaction.

Yours sincerely,

UBS Limited

Jonathan Rowley
Managing Director
Mergers & Acquisitions

Tobias Wagnert
Managing Director
Power, Utilities & Infrastructure

Yannick Da Ros
Executive Director
Power, Utilities & Infrastructure

Annex 1

Fit and proper person test

The proposed transferee or purchaser shall be a fit and proper person, including having regard to whether:

- a) the proposed transferee or purchaser or any statutory officer or representative of the proposed transferee or purchaser has been convicted of a criminal offence which is material in the context of this Transaction;
- b) the proposed transferee or purchaser should reasonably be excluded on the grounds of national security; and
- c) the proposed transferee or purchaser is incorporated or domiciled in, or controlled from, a country which is, or the proposed transferee or purchaser is otherwise, the subject of economic or security sanctions imposed by the United Kingdom.

Annex 2

Grounds for exclusion of an interested party from further participation in the sale process

- a) The interested party has no relevant experience in investing in infrastructure or transport companies/assets or other companies/assets with characteristics similar to those of EIL or is not able to demonstrate that it is able to procure such experience in the context of its participation in the sale process (in the case of investment funds with no relevant experience, the broader experience of the investment fund managers and key employees will also be taken into consideration)
- b) The interested party is not able to invest at least GBP 35 million of equity
- c) The interested party has not received all required approvals from its board, investment committee or any other body with equivalent decision-making authority to submit the Pre-Qualification Letter and participate in the process
- d) The interested party is guilty of serious misrepresentation in providing any information to HMT or its advisers in connection with the sale process
- e) The interested party is unlikely to be able to sign the sale and purchase agreement by mid-February 2015 or within a reasonable period thereafter
- f) The interested party's participation would be likely to distort the competitive sale process
- g) The interested party or its advisers have contacted the management, employees, customers or suppliers of EIL, SNCF, SNCB, HMT, the Shareholder Executive, and/or any other Government department directly in relation to any aspect of the Transaction after the date of this letter without the prior written consent of UBS



*Europe's leading international
high speed train operator*

Company overview

The Eurostar business

Eurostar is a provider of high speed passenger train services between London and Paris, London and Brussels, and a number of intermediate and seasonal destinations. All services run through the Channel Tunnel, one of Europe's most attractive transport corridors.

The company has c.1,600 employees and is headquartered in London near St. Pancras International station. Eurostar's equity is currently owned by SNCF (55%), Her Majesty's Treasury (40%), and SNCB (5%). In 2013 total revenue was £882 million with EBITDA of £133 million.



Eurostar is the pre-eminent international high speed rail operator in Europe in terms of both passenger numbers and brand image:

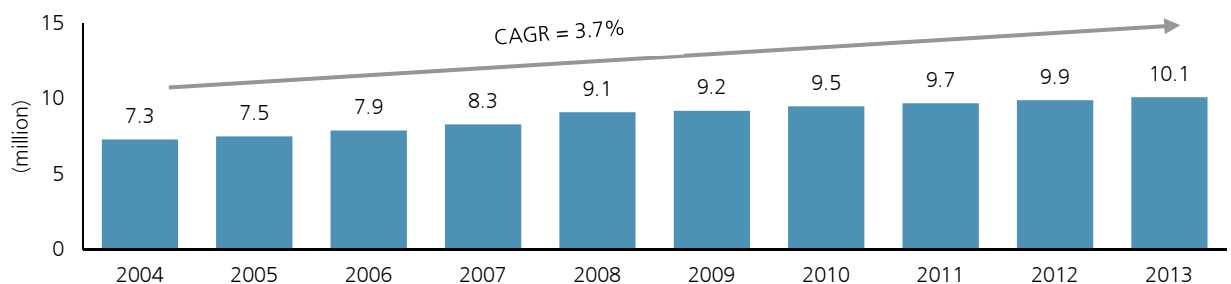
- since services began in 1994, Eurostar has carried over 145 million passengers, with over 10 million in 2013 alone;
- traffic has grown every year for the last decade, including during the post 2007 downturn;
- the company has won over 40 marketing, transport and service awards in the last 5 years, and was the Official International Rail Services Provider for the London 2012 Olympic Games; and
- Eurostar holds the UK rail speed record at 335km/h.

Eurostar runs up to 18 daily return services to Paris and up to 10 daily return services to Brussels. It is well connected to SNCF's French high speed rail network, with up to 10 trains stopping en route at Lille and up to three at Calais Frethun in northern France. Other services include:

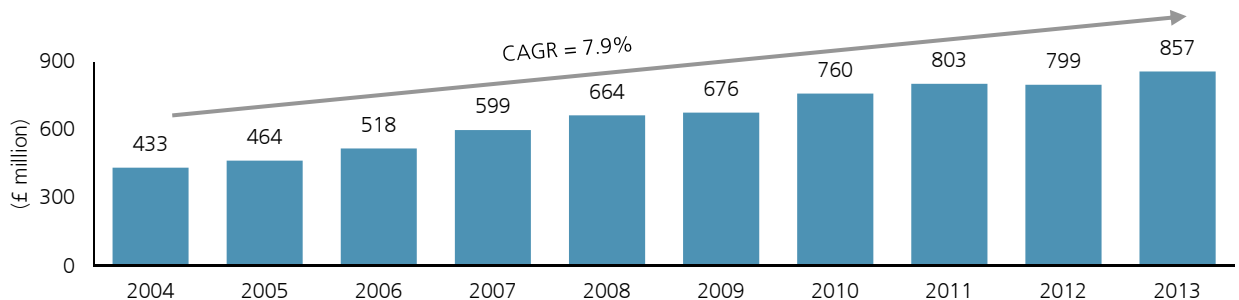
- all year round – a direct service to Marne-La-Vallée (Disneyland);
- for the winter holiday season – two direct services a week from London St. Pancras and Ashford International to Moutiers and Bourg St. Maurice in the French Alps, plus a connecting service between London and Switzerland; and
- for the summer – a weekly service to Avignon in Provence.

Robust passenger growth driving strong revenue performance

Number of passengers



Sales revenue¹



Source: Eurostar press releases

Note:

¹ Sales revenue is the value of ticket bookings made during the period. This revenue is only recognised in the income statement at the date on which the passenger actually travels.

Investment highlights

1

Leading transport operator with strong brand

- Leading rail operator in one of Europe's most attractive transport corridors
- Highly respected brand
- Premium customer service (first train company to introduce business lounges and a loyalty programme) and range of on-board services (e.g. at seat catering, taxi booking)
- Reputation for reliability of service with a punctuality rate above 92% (significantly better than airline competition)
- Convenience of city-centre to city-centre travel versus airlines

2

Strong and robust passenger demand

- 20 years' operational track record carrying over 145 million passengers since 1994
- c.20% growth in passenger numbers since opening of section 2 of HS1 and St. Pancras International in 2007
- Resilient during downturn with c.10% passenger growth between 2008 and 2013
- Attractive mix of business and leisure customers
- Strong growth in overseas passenger numbers (visitors from continents outside Europe using the service)
- Customer base with relatively high purchasing power

3

Ownership of key assets and long term access rights

- Eurostar owns most of its train fleet and is investing in new trains and the refurbishment of the remaining fleet
- Eurostar has long term access rights to the Channel Tunnel, HS1 and at St. Pancras International, as well as agreements with RFF and Infrabel; each infrastructure is subject to an established regulatory regime
- Long term lease of Temple Mills International maintenance depot in East London; contracts with SNCF and SNCB for maintenance services at the Le Landy and Forest depots, in France and Belgium respectively

4

Strong financial performance

- Strong financial performance post incorporation in 2010, through both growth and enhanced ability to manage costs
- Significant EBITDA growth expected over the medium term
- High cash conversion rate post rolling stock replacement and refurbishment
- Attractive dividend yield underpinned by pre-agreed dividend policy
- Low leverage and committed financing for new trains
- Significant historical tax losses will continue to support net income

5

Growth/upside potential

- Attractive opportunities as European high speed rail markets open up:
 - new service to Amsterdam from December 2016 and Lyon/Provence from May 2015
 - potential for connecting services to Germany and other regional destinations in the Netherlands, France and Switzerland
- Investment in rolling stock will generate significant opex savings, plus 20% increase in capacity to capture currently unmet peak demand
 - 10 new 900-seat Siemens trains on order (with the potential to acquire additional train sets). Delivery from end of 2015
- Continued focus on yield management and improved load factors
- Positive effects of operational gearing

6

Experienced management team

- Highly experienced management team with a long track record at Eurostar and other rail, transport and service companies
- Good working relationship with SNCF and SNCB

Attractive market and customer base

Attractive market

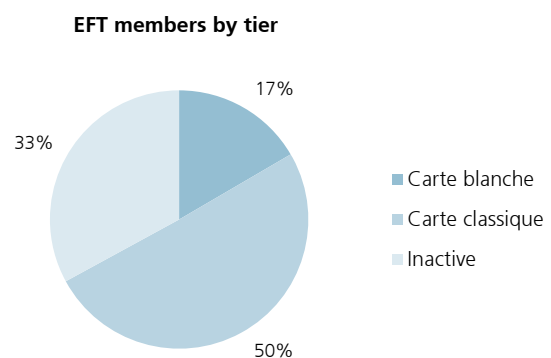
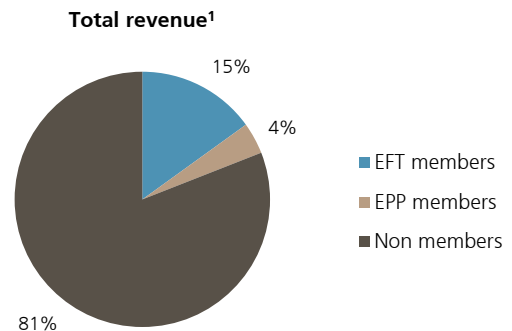
The cross-channel passenger market is served by airlines, rail and those travelling by car and coach. The two main segments are passengers travelling with and without a vehicle. The former are served by the Eurotunnel shuttle and ferry services, and the latter by Eurostar and airlines. Since 2008, the total number of passengers travelling with either airlines or Eurostar on London-Paris or London-Brussels routes has grown steadily.

Eurostar's website has grown to take 46% of all bookings (last 12 months) and is used by 70% of its customers. In 2008, Eurostar became the first rail operator in the world to distribute tickets on GDS (Global Distribution Systems) such as Amadeus, Sabre and Galileo alongside airline flights.

Brand management is a key competency and Eurostar has developed a strong customer attachment in comparison to other long-distance transport operators.

Eurostar has two loyalty and reward programmes – Eurostar Frequent Traveller programme (EFT), which targets high frequency corporate travellers and has 112k members who account for 15% of revenue, and the Eurostar Plus Programme (EPP) which is a rewards based programme with 229k members.

Loyalty and reward programmes



Note:
1 Sales revenue Aug 2012–Jul 2013

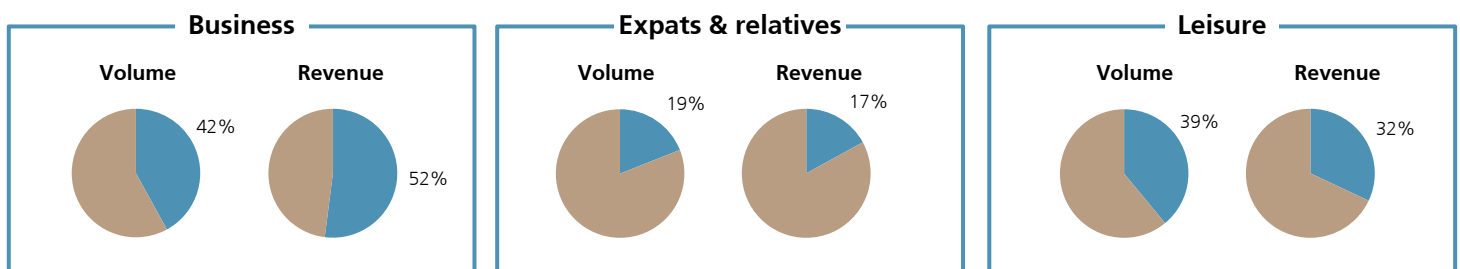
Strong customer base

Eurostar has an attractive customer base with a high degree of demand predictability. This customer base provides scope for Eurostar to use a range of sophisticated yield management techniques.

Eurostar serves several different passenger types, including: business passengers, who are largely correlated with the London financial centre and are the highest yielding passengers; the large French expat community in London, going home as well as visiting relatives; and leisure passengers making discretionary journeys for holidays and short breaks.

The sales revenue from overseas passengers (excluding UK, France, Belgium, the Netherlands and Germany) has grown strongly, and was c.£97 million in 2013. As a percentage of total sales it has grown from 8.4% in 2009 to 11.2% in 2013.

Customer segment split¹



Note:
1 Profiling based on March to May 2014 survey. Weighted to reflect annual route and class of service usage

Key developments

Modernisation of train fleet

Eurostar currently operates a fleet of 27 trains between the UK and France and Belgium. The current Eurostar Trans Manche Super Trains ("TMST") are 400 metres long and comprise 18 passenger carriages, which were introduced at the start of the Eurostar business in 1994. There are 750 seats on each train. They can travel at a maximum speed of 300 km/h. In October 2010, the company announced a major investment programme to modernise its rolling stock, including the purchase of new trains from Siemens and the overhaul and redesign of its remaining fleet from 2014. Ten new Siemens e320 trains have been purchased to operate across the UK, French, Belgian and Dutch high speed rail networks with the potential to acquire additional trainsets. The new trains will have significantly lower operating and maintenance costs.

New Eurostar e320



The e320 trains will have a capacity of c. 900 passengers (c. 20% more than the current trains), which will allow Eurostar to capture currently unmet demand at peak times (e.g. Friday services). Based on a design by Pininfarina, the Eurostar e320 trains will present the ultimate in design, comfort and service. The TMST trains that will remain in the fleet will be completely refurbished and used for some London-Brussels services and other routes beyond Paris.

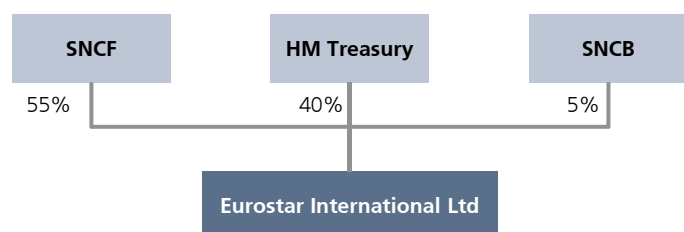
Development of Eurostar

1994	<p style="text-align: center;">Creation of Eurostar</p> <ul style="list-style-type: none"> • May: HM The Queen opens Waterloo International before travelling on Eurostar to Calais for the Channel Tunnel inauguration with President Mitterrand of France • November: service starts to and from London Waterloo, Paris Gare du Nord, Brussels Midi and Lille Europe • Originally Eurostar business was operated as an unincorporated joint venture by its current shareholders • Trainsets were delivered in one batch under a contract dating from 1989 and have been in service since 1994
2003	<p style="text-align: center;">UK rail speed record of 335km/h – opening of section 1 of HS1</p>
2007	<p style="text-align: center;">A new station</p> <ul style="list-style-type: none"> • The second section of the UK high speed rail line, High Speed 1, is completed. Eurostar's London to Paris journey time is reduced to two hours 15 minutes, and London to Brussels to just one hour 51 minutes • November: St. Pancras International opens, becoming Eurostar's new London terminal
2009	<p style="text-align: center;">100 millionth passenger reached</p>
2010	<p style="text-align: center;">Incorporation of Eurostar International Ltd ("EIL")</p> <ul style="list-style-type: none"> • Incorporation of EIL formally completed in August 2010. EIL becomes a UK limited company with its HQ in London. <ul style="list-style-type: none"> – shareholders contributed rolling stock, trainsets and working capital into the new business, in addition to £100 million of new equity • Announced £700 million fleet modernisation programme including new Eurostar trainsets built by Siemens
2012	<p style="text-align: center;">International rail provider to the London 2012 Olympic Games</p>
2013	<p style="text-align: center;">Eurostar exceeds 10 million passengers in a single year</p> <p style="text-align: center;">New routes</p> <ul style="list-style-type: none"> • Announced new routes to Amsterdam, Lyon and Provence from 2015–2016
2014	<p style="text-align: center;">East Coast franchise bid</p> <ul style="list-style-type: none"> • Eurostar is part of a Keolis Consortium that bid to operate the UK East Coast mainline franchise, and it has been shortlisted alongside FirstGroup and a Stagecoach/Virgin consortium. Eurostar has 30% equity in the consortium and is looking to leverage its unique expertise

Company structure and key financials

Company structure

From JV to incorporated company



Originally, the Eurostar business was operated as an unincorporated joint venture, but in September 2010 the business was formally incorporated as a single legal entity with SNCF, SNCB and London and Continental Railways ("LCR") as the equity shareholders. LCR's stake recently transferred to HM Treasury. The incorporation enabled the Eurostar management team to manage operations as a unified business and achieve further operational and cost efficiencies.

Governance arrangements post HMT exit

Upon completion of a sale, the shareholders will enter into a revised shareholders' agreement. SNCF will have control over the board of directors, but there will also be an independent non-executive chairman and two independent non-executive directors. SNCF will have 5 board members, the new investor 3 and SNCB 1. There will also be 3 executive directors on the board.

SNCF will have operational control of EIL and will fully consolidate EIL in its accounts. However, the 40% stake will come with minority protection rights in relation to:

- changes in the nature or scope of the business;
- major investments, acquisitions and disposals;
- major contracts, joint ventures and partnerships;
- related party transactions;
- capital structure; and
- changes to the dividend policy.

Key financials

Financial highlights

- Eurostar has shown consistent revenue growth for over 10 years and has continued to improve yields
- EBITDA margin has increased substantially since incorporation and further margin growth is expected over the medium term
- Infrastructure costs are the main opex, and in 2013 were split as follows: Eurotunnel 58%, UK 18%, France 18%, Belgium 1% and Other 5%
- Financing is in place for the fleet renewal. Secured bank facilities maturing in 2026 were agreed in 2010, and £365 million was undrawn as at 31 December 2013

Continued growth in the first half of 2014

- Eurostar saw continued growth in both passenger volumes and sales revenues in the first half of 2014
- In the first six months of the year, passenger numbers rose 2% to 5.0 million, up from 4.9 million in the same period in 2013
- Sales revenues also grew by 0.5% to £456 million in the first half of 2014 from £453 million in the first half of 2013

(£m, Dec y/e)	2011	2012 ¹	2013
Train services	793.4	796.3	845.9
Other revenue	31.3	33.1	36.3
Total revenue	824.7	829.4	882.2
Infrastructure costs	(369.8)	(360.5)	(380.1)
Other direct costs (e.g. energy)	(57.2)	(51.7)	(57.3)
Other operating expenses	(310.7)	(301.1)	(311.7)
Total operating expenses	(737.7)	(713.3)	(749.1)
EBITDA	87.0	116.1	133.1
<i>margin (%)</i>	<i>10.5</i>	<i>14.0</i>	<i>15.1</i>
<i>growth (%)</i>		<i>33.4</i>	<i>14.6</i>
Net profit	20.8	88.0	72.3
Capex	181.0	32.4	84.6
Gross debt	112.7	98.1	113.5
Cash	120.4	191.3	231.8
Net debt / (cash)	(7.7)	(93.2)	(118.3)

Source: EIL 2013 and 2012 financial statements

Note:

1 Restated as per EIL 2013 financial statements

Process information

Sale process

HMT has retained UBS Limited ("UBS") as its exclusive financial adviser for the potential sale of the UK Government's 40% stake in Eurostar International Limited. Full details of the process are set out in the enclosed pre-qualification letter. Should you have any questions in relation to this investment opportunity, please contact a member of the transaction team at UBS listed below. UBS will act as the sole point of contact with prospective purchasers. Other representatives, directors, employees, customers, suppliers or shareholders of EIL and the UK Government must not be contacted in relation to this sale process under any circumstances.

SNCF and SNCB have undertaken that they will not participate in HMT's sale process or otherwise make any offer to acquire any of the ordinary shares of EIL, except pursuant to and in accordance with their right to acquire ordinary shares at a 15 per cent. premium over the successful final bid.

Jonathan Rowley

Managing Director
Mergers & Acquisitions

+44 20756 82017
jonathan.rowley@ubs.com

Tobias Wagnert

Managing Director
Power, Utilities & Infrastructure

+44 20756 81335
tobias.wagnert@ubs.com

Yannick Da Ros

Executive Director
Power, Utilities & Infrastructure

+44 20756 78841
yannick.daros@ubs.com

Disclaimer

DISCLAIMER

These materials have been prepared by UBS Limited for the exclusive use of the party to whom UBS delivers them (together with its subsidiaries, affiliates and advisers, the "**Recipient**") in connection with the proposed sale (the "**Proposed Transaction**") of the 40% stake in Eurostar International Limited (the "**Company**") by Her Majesty's Treasury (the "**Seller**") and is based solely on publicly available information/information provided by the Seller. These materials are being provided by UBS on behalf of the Seller to the recipients for the sole purpose of providing information to assist them in deciding whether they wish to proceed with a further investigation of the Seller's group.

The information contained herein has not been independently verified by UBS or any other member of UBS Group (which shall mean UBS AG and any subsidiary, branch or affiliate of UBS AG), any of their respective directors, officers, employees, agents, representatives or advisers or any other person. No duty of care of disclosure or otherwise is or will be accepted, no representation or warranty or other assurances, express or implied, is or will be given, and, so far as permitted by law and except in the case of fraud by the party concerned, no responsibility or liability whatsoever is or will be accepted and is expressly disclaimed by UBS or any member of the UBS Group or their respective directors, officers, employees, agents, representatives and/or advisers as to or in relation to the accuracy, completeness or reliability of the information contained in these materials or any other written or oral information made available to any interested party or its advisers.

Any estimates or projections as to events that may occur in the future (including projections of revenue, expense, net income and stock performance) are based upon publicly available information/information provided by the Seller as of the date of this presentation. There is no guarantee that any of these estimates or projections will be achieved. Actual results will vary from the projections and such variations may be material. Nothing contained herein is, or shall be relied upon as, a promise or representation as to the past or future. To the maximum extent permitted by law and except in the case of fraud, UBS and each member of the UBS Group and their respective directors, officers, employees, agents, representatives and/or advisers expressly disclaim any and all liability for any direct, indirect or consequential loss or damage suffered by any person as a result of relying on any statement in or omission from these materials or otherwise in connection therewith.

These materials have been prepared solely for informational purposes and are not to be construed as a solicitation or an offer to buy or sell any securities or related financial instruments. These materials do not create an obligation on the Seller or any member of the UBS Group to consider any offer. Each of the Seller and UBS reserves the right, without prior notice and without giving reasons, to reject any or all proposals and/or negotiate with any prospective purchaser on any terms (and whether individually or simultaneously with any other prospective purchaser) with respect to any transaction involving the Company.

The Recipient should not construe the contents of these materials as legal, tax, accounting or investment advice or a recommendation. The Recipient should consult its own legal, tax and financial advisors as to legal and related matters concerning any matters described herein.

These materials do not purport to be all-inclusive or to contain all of the information that the Recipient may require or request upon a due diligence of the Proposed Transaction. In furnishing this document, no member of the UBS Group undertakes any obligation to provide the Recipient with access to any additional information or to update this document or to correct any inaccuracies herein (or in any other information made available in connection with the Proposed Transaction) which may become apparent, and each relevant member of the UBS Group reserves the right, without advance notice, to change the procedure for the sale of the Company or terminate negotiations at any time prior to the signing of any binding agreement for the sale of the Company. No investment, divestment or other financial decisions or actions should be based solely on the information in these materials.

This document is being delivered to interested parties for information purposes only and upon the express understanding that such parties will use it only for the purposes set forth above. By accepting this document the Recipient has agreed, upon request, to return promptly all material received from any member of the UBS Group (including this document) without retaining any copies.

Any statements which contain the words "anticipate", "believe", "intend", "estimate", "expect", "forecast", "ambition" and words of similar meaning, reflect the Seller's current beliefs and expectations, involve significant elements of subjective judgement and analysis which may or may not be correct, and are subject to risks and uncertainties that may cause actual results to differ materially. These risks and uncertainties include, among other internal and external factors, changing business or other market conditions, law/regulation and the actions of judicial authorities and/or regulators and changes in the prospects for growth anticipated by the management or the Seller. These and other factors could adversely affect the outcome and financial effects of the information, plans and events described herein. As a result, you are cautioned not to place any reliance on such forward-looking statements or information. The UBS Group, the Seller and its advisers disclaim any obligation to update their view of such risks and uncertainties or to publicly announce the result of any revisions to the forward-looking statements made herein, except where they would be required to do so under applicable law.

These materials are only distributed to and directed at persons in the United Kingdom who (a) have professional experience in matters relating to investments who fall within the definition of "investment professionals" as defined in the Financial Services and Markets Act 2000 (as amended) (Financial Promotion) Order 2005 (as amended or replaced) (the "Order"); or (b) are high net worth entities or other persons to whom they may otherwise lawfully be communicated in accordance with the Order, and in all cases are capable of being categorised as a *per se* Professional Client or an Eligible Counterparty for the purposes of the FCA conduct of business rules (all such persons together being referred to as "relevant persons"). These materials must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which these materials relate are available only to relevant persons and will be engaged in only with relevant persons. Nothing in these materials constitutes investment advice and any recommendations that may be contained herein have not been based upon a consideration of the investment objectives, financial situation or particular needs of the Recipient.

The distribution of these materials in jurisdictions other than the United Kingdom may be restricted by law in the Recipient's jurisdiction and in other jurisdictions. Any failure to comply with these restrictions may constitute a violation of the laws of any such other jurisdictions. By accepting these materials, the Recipient represents that it is able to receive them without contravention of any legal or regulatory requirements or restrictions in the jurisdiction in which it resides or conducts business. Neither UBS nor any member of the UBS Group nor their respective directors, officers or agents, accepts any liability to any person in relation to the distribution or possession of these materials in any jurisdiction.

In no circumstances will UBS or any member of the UBS Group or any of their respective directors, officers, employees, agents, representatives or advisers be responsible for any costs or expenses incurred in connection with any appraisal or investigation of the subject matter of these materials or for any other costs and expenses incurred by the Recipient of these materials.

Members of the UBS Group may from time to time, as principal or agent, be involved in a wide range of commercial banking and investment banking activities globally (including investment advisory, asset management, research, securities issuance, trading (customer and proprietary) and brokerage), have long or short positions in, or may trade or make a market in any securities, currencies, financial instruments or other assets underlying the Proposed Transaction to which these materials relate. UBS' banking, trading and/or hedging activities related to such transaction may have an impact on the price of the underlying asset and may give rise to conflicting interests or duties. Members of the UBS Group may provide services to any member of the same group as the Seller or any other entity or person (a "Third Party"), engage in any transaction (on its own account or otherwise) with respect to the Seller or a Third Party, or act in relation to any matter for itself or any Third Party, notwithstanding that such services, transactions or actions may be adverse to the Seller or any member of its group, and UBS may retain for its own benefit any related remuneration or profit.

UBS is acting as financial adviser to the Seller and no one else for the purpose of arranging a sale of the Company and will not be responsible to anyone other than the Seller (whether or not a recipient of this document) for providing the protections offered to clients of UBS nor for providing advice in relation to the Proposed Transaction.

© UBS 2014. All rights reserved. UBS specifically prohibits the redistribution of these materials and accepts no liability whatsoever for the actions of third parties in this respect.