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**Confirmation of Your Representation:** This electronic transmission and the attached document is delivered to you on the basis that you are deemed to have represented to the Company and J.P. Morgan Securities plc (which conducts its UK investment banking activities as J.P. Morgan Cazenove), Numis Securities Limited and Joh. Berenberg, Gossler & Co. KG, London Branch (collectively, the "Banks") that (i) you are (a) a QIB acquiring such securities for its own account or for the account of another QIB or (b) acquiring such securities in "offshore transactions", as defined in, and in reliance on, Regulation S under the Securities Act; (ii) if you are in any member state of the European Economic Area other than the UK, you are a Qualified Investor and/or a Qualified Investor acting on behalf of, Qualified Investors or relevant persons, to the extent you are acting on behalf of persons or entities in the EEA or the UK; and (ii) if you are not in the United States, the UK or the EEA, you are an institutional investor that is eligible to receive this document and you consent to delivery by electronic transmission.

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The Banks are acting exclusively for the Company and no one else in connection with the Offer. They will not regard any other person (whether or not a recipient of this document) as their client in relation to the Offer and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients nor for giving advice in relation to the Offer or any transaction or arrangement referred to in the attached document.

This document comprises a pricing statement relating to the Offer described in the prospectus published by HSS Hire Group plc (the “Company”) on 22 January 2015 (the “Prospectus”) prepared in accordance with the Prospectus Rules of the Financial Conduct Authority (the “FCA”) made under section 73A of the Financial Services and Markets Act 2000 (the “FSMA”). This document must be read in conjunction with the Prospectus. Capitalised terms used in this document and not defined herein have the same meaning as given to them in the Prospectus. Investors should not subscribe for or purchase any ordinary shares of the Company (the “Shares”) on the basis of this document alone and should refer to information in the Prospectus, in particular Part 1 “*Risk Factors*”. Copies of the Prospectus are available on the Company’s website at [www.hsshiregroup.com](http://www.hsshiregroup.com).

Application has been made to the FCA for all of the Shares issued and to be issued in connection with the Offer to be admitted to the premium listing segment of the Official List of the FCA and to London Stock Exchange plc (the “London Stock Exchange”) for all of the Shares to be admitted to trading on the London Stock Exchange’s main market for listed securities (the “Main Market”) (together, “Admission”). Conditional dealings in the Shares are expected to commence on the London Stock Exchange on 4 February 2015. It is expected that Admission will become effective, and that unconditional dealings in the Shares will commence, on 9 February 2015. **All dealings before the commencement of unconditional dealings will be on a “when issued” basis and of no effect if Admission on the London Stock Exchange at 8.00 a.m. (London time) does not take place and such dealings will be at the sole risk of the parties concerned.** No application is currently intended to be made for the Shares to be admitted to listing or dealt with on any other exchange. The New Shares issued by the Company will rank pari passu in all respects with the Existing Shares.



## HSS Hire Group plc

(Incorporated under the Companies Act 2006 and registered in England and Wales with registered number 9378067)

**Offer of 54,166,667 Shares of one pence each  
at an Offer Price of 210 pence per Share  
and admission to the premium listing segment of the Official List  
and to trading on the Main Market of the London Stock Exchange**

*Global Co-ordinator, Joint Bookrunner and Sponsor*

### **J.P. Morgan Cazenove**

*Joint Bookrunner*

### **Numis Securities Limited**

*Co-lead Manager*

### **Berenberg**

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#### **ORDINARY SHARE CAPITAL IMMEDIATELY FOLLOWING ADMISSION**

##### **Issued and fully paid**

<b>Number</b>	<b>Nominal Value</b>
154,761,904	£1,547,619

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Each of J.P. Morgan Securities plc (which conducts its UK investment banking activities as J.P. Morgan Cazenove) (“J.P. Morgan Cazenove”), which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom, Numis Securities Limited (“Numis”), which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, and Joh. Berenberg, Gossler & Co. KG, London Branch (“Berenberg” and, together with J.P. Morgan Cazenove and Numis, the “Banks”), which is authorised by the German Federal Financial Supervisory Authority (BaFin) and subject to limited regulation by the Financial Conduct Authority in the United Kingdom, is acting exclusively for the Company and no one else in connection with the Offer. None of the Banks will regard any other person as a client in relation to the Offer and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients or for the giving of advice in relation to the Offer or any transaction, matter, or arrangement referred to in this document.

The Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended (the “US Securities Act”). The Shares offered by the Prospectus may not be offered or sold in the United States, except to qualified institutional buyers (“QIBs”), as defined in, and in reliance on, the exemption from the registration requirements of the US Securities Act provided in Rule 144A under the US Securities Act (“Rule 144A”) or another exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. Prospective investors are hereby notified that the sellers of the Shares may be relying on the exemption from the provisions of section 5 of the US Securities Act provided by Rule 144A or another relevant exemption. The Shares have not been recommended by any US federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of the Prospectus. Any representation to the contrary is a criminal offence in the United States.

The Shares have not been and will not be registered under the applicable securities laws of Australia, Canada, Japan or South Africa. Subject to certain exceptions, the Shares may not be offered or sold in, or to or for the account or benefit of any national, resident or citizen in, Australia, Canada, Japan or South Africa.

The distribution of this document and the offer and sale of the Shares in certain jurisdictions may be restricted by law. Other than in the United Kingdom, the Channel Islands and the Isle of Man, no action has been or will be taken by the Company, the Selling Shareholders or the Banks to permit a public offering of the Shares under the applicable securities laws of any jurisdiction. Other than in the United Kingdom, the Channel Islands and the Isle of Man, no action has been taken or will be taken to permit the possession or distribution of this document in any jurisdiction where action for that purpose may be required or where doing so is restricted by law. This document does not constitute an offer of, or the solicitation of an offer to subscribe for or purchase, any of the Shares to any person in any jurisdiction to whom it is unlawful to make such offer or solicitation in such jurisdiction. Accordingly, neither this document, nor any advertisement, nor any other offering material may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction.

Apart from the responsibilities and liabilities, if any, which may be imposed on the Banks by FSMA or the regulatory regime established thereunder or under the regulatory regime of any jurisdiction where exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, none of the Banks nor any of their respective affiliates accepts any responsibility whatsoever for the contents of this document including its accuracy, completeness and verification or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company, the Shares or the Offer. Each of the Banks and each of their respective affiliates accordingly disclaim, to the fullest extent permitted by applicable law, all and any liability whether arising in tort, contract or otherwise (save as referred to above) which they might otherwise be found to have in respect of this document or any such statement herein. No representation or warranty, express or implied, is made by any of the Banks or any of their respective affiliates as to the accuracy, completeness, verification or sufficiency of the information set out in this document, and nothing in this document will be relied upon as a promise or representation in this respect, whether or not to the past or future.

In connection with the Offer, the Banks and any of their respective affiliates acting as an investor for its or their own account(s) may subscribe for or purchase Shares and, in that capacity, may retain, purchase, sell, offer to sell or otherwise deal for its or their own account(s) in such securities, any other securities of the Company or other related investments in connection with the Offer or otherwise. Accordingly, references in this document and/or the Prospectus to the Shares being issued, offered, subscribed, sold or otherwise dealt with should be read as including any issue or offer to, or subscription or purchase or dealing by, the Banks or any of them and any of their affiliates acting as an investor for its or their own account(s). In addition, certain of the Banks and any of their respective affiliates may in the ordinary course of their business activities enter into financing arrangements (including swaps) with investors in connection with which such Banks (or their affiliates) may from time to time acquire, hold or dispose of Shares. The Banks do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

## **NOTICE TO NEW HAMPSHIRE RESIDENTS ONLY**

NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENSE HAS BEEN FILED UNDER CHAPTER 421 B OF THE NEW HAMPSHIRE REVISED STATUTES WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE SECRETARY OF STATE OF THE STATE OF NEW HAMPSHIRE THAT ANY DOCUMENT FILED UNDER RSA 421 B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE OF THE STATE OF NEW HAMPSHIRE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY OR TRANSACTION. IT IS UNLAWFUL TO MAKE OR CAUSE TO BE MADE TO ANY PROSPECTIVE PURCHASER, CUSTOMER OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

In connection with the Offer, J.P. Morgan Cazenove, as Stabilising Manager, or any of its agents, may (but will be under no obligation to), to the extent permitted by applicable law, over-allot Shares or effect other stabilisation transactions with a view to supporting the market price of the Shares at a higher level than that which might otherwise prevail in the open market. The Stabilising Manager is not required to enter into such transactions and such transactions may be effected on any securities market, over-the-counter market, stock exchange or otherwise and may be undertaken at any time during the period commencing on the date of the commencement of conditional dealings of the Shares on the London Stock Exchange and ending no later than 30 calendar days thereafter. However, there will be no obligation on the Stabilising Manager or any of its agents to effect stabilising transactions and there is no assurance that stabilising transactions will be undertaken. Such stabilisation, if commenced, may be discontinued at any time without prior notice. Except as required by law or regulation, neither the Stabilising Manager nor any of its agents intends to disclose the extent of any over-allotments made and/or stabilisation transactions conducted in relation to the Offer.

In connection with the Offer, the Stabilising Manager may, for stabilisation purposes, over-allot Shares up to a maximum of 5,416,666 Shares (being 10% of the total number of Shares comprised in the Offer). For the purposes of allowing the Stabilising Manager to cover short positions resulting from any such over-allotments and/or from sales of Shares effected by it during the stabilising period, the Over-allotment Shareholders have granted the Stabilising Manager the Over-allotment Option, pursuant to which the Stabilising Manager may purchase or procure purchasers for additional Shares at the Offer Price, which represent up to an additional 10% of the Offer Size (the "Over-allotment Shares"). The Over-allotment Option will be exercisable in whole or in part, upon notice by the Stabilising Manager, at any time on or before the 30th calendar day after the commencement of conditional dealings in the Shares on the London Stock Exchange. Any Over-allotment Shares made available pursuant to the Over-allotment Option will rank *pari passu* in all respects with the Shares, including for all dividends and other distributions declared, made or paid on the Shares, will be purchased on the same terms and conditions as the Shares being issued or sold in the Offer and will form a single class for all purposes with the other Shares.

Information contained on the Company's website is not incorporated into and does not form part of this document.

The date of this document is 4 February 2015.

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS AND OFFER STATISTICS

### Expected timetable of principal events

<b>Event</b>	<b>Time and Date<sup>(1)(2)</sup></b>
Announcement of the Offer Price and Offer Size, publication of the Pricing Statement and notification of allocations of Shares	7:00 am on 4 February 2015
Commencement of conditional dealings in Shares on the London Stock Exchange	8:00 am on 4 February 2015
Admission and commencement of unconditional dealings in Shares on the London Stock Exchange	8:00 am on 9 February 2015

- (1) Times and dates set out in the timetable above and mentioned throughout this document and the Prospectus that fall after the date of publication of this document are indicative only and may be subject to change without further notice.
- (2) All references to time in this timetable are to UK time.

**It should be noted that, if Admission does not occur, all conditional dealings will be of no effect and any such dealings will be at the sole risk of the parties concerned.**

## Offer statistics

Offer Price (per Share) .....	210 pence
Number of Shares in the Offer <sup>(1)</sup> .....	54,166,667
— New Shares .....	49,047,619
— Existing Shares .....	5,119,048
Number of Existing Shares subject to the Over-allotment Option.....	5,416,666
Number of Shares in issue following the Offer.....	154,761,904
Market capitalisation of the Company at the Offer Price <sup>(2)</sup> .....	£325 million
Net proceeds of the Offer receivable by the Company <sup>(3)</sup> .....	£89.5 million
Value of Shares to be subscribed by Non-Executive Directors outside the Offer .....	£120,000
Net proceeds of the Offer receivable by the Selling Shareholders <sup>(4)</sup> .....	£10 million

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(1) Excludes the Shares subject to the Over-allotment Option.

(2) The market capitalisation of the Company at any given time will depend on the market price of the Shares at that time. There can be no assurance that the market price of a Share will be equal to or exceed the Offer Price.

(3) The net proceeds receivable by the Company are stated after deduction of the estimated underwriting commissions and other fees and expenses of the Offer (including VAT) payable by the Company, which are approximately £13.5 million. The Company will not receive any of the net proceeds from the sale of the Existing Shares in the Offer by the Selling Shareholders or the sale of Shares pursuant to the Over-allotment Option.

(4) Assuming no exercise of the Over-allotment Option. The net proceeds receivable by the Selling Shareholders are stated after deduction of the estimated underwriting commissions and other fees and expenses of the Offer (including VAT) payable by the Selling Shareholders, which are approximately £0.6 million.

## DIRECTORS' AND SENIOR MANAGERS' INTERESTS

The interests in the share capital of the Company of the Directors and Senior Managers (all of whom, unless otherwise stated, are beneficial or are interests of a person connected with a Director or a Senior Manager) will be as follows:

<b>Director / Senior Manager</b>	<b>Immediately prior to Admission<sup>(1)(2)</sup></b>		<b>Immediately following Admission<sup>(2)</sup></b>	
	<b>Number of Shares</b>	<b>Percentage of issued share capital</b>	<b>Number of Shares</b>	<b>Percentage of issued share capital</b>
Alan Peterson <sup>(3)</sup> .....	1,315,884	1.2%	913,450	0.6%
Neil Sachdev <sup>(4)</sup> .....	-	-	11,904	0.0%
Chris Davies .....	3,552,337	3.4%	2,368,237	1.5%
Steve Trowbridge .....	986,675	0.9%	657,787	0.4%
John Gill .....	2,236,770	2.1%	1,491,188	1.0%
Fiona Perrin .....	1,250,094	1.2%	833,401	0.5%
Amanda Burton <sup>(4)</sup> .....	-	-	35,714	0.0%
Douglas Robertson <sup>(4)</sup> .....	-	-	9,523	0.0%
Darron Cavanagh .....	180,890	0.2%	120,594	0.1%
Steve Gaskell .....	98,667	0.1%	65,779	0.0%
John Hardman .....	657,783	0.6%	438,525	0.3%
Michael Killeen .....	657,783	0.6%	438,525	0.3%
Paul Lewis .....	98,667	0.1%	65,779	0.0%
Jon-Paul Overman .....	657,783	0.6%	438,525	0.3%
Miguel Vicos .....	180,890	0.2%	120,594	0.1%
Mark Winfield .....	263,113	0.2%	175,410	0.1%

- (1) The interests of Shares as at the date of this document have been stated on the basis that the Reorganisation described in paragraph 11.3 of Part 14 (*Additional Information*) in the Prospectus has been completed in full.
- (2) The Shares are held by the EBT on behalf of the relevant Director or Senior Manager.
- (3) Alan Peterson and persons connected with him will acquire Shares on Admission as a result of applications made in the Intermediaries Offer. In addition to the interest above, Alan Peterson also has an indirect interest in Shares as a result of his interest in the Exponent Shareholders.
- (4) Neil Sachdev, Amanda Burton and Douglas Robertson subscribed for Shares at the Offer Price outside the Offer.

In addition, Thomas Sweet-Escott has an indirect interest in the Shares as a result of his interest in the Exponent Shareholders.

## SHAREHOLDERS' INTERESTS

In so far as is known to the Directors, the following are the interests (within the meaning of Part VI of the Act) (other than interests held by the Directors) which represent, or will represent, directly or indirectly, 3% or more of the issued share capital of the Company assuming no exercise of the Over-allotment Option:

<b>Shareholders</b>	<b>Immediately prior to Admission<sup>(1)</sup></b>		<b>Immediately following Admission</b>	
	<b>Number of Shares</b>	<b>Percentage of issued share capital</b>	<b>Number of Shares</b>	<b>Percentage of issued share capital</b>
Exponent Shareholders .....	78,662,065	74.5%	77,959,090	50.4%
Standard Life .....	14,084,849	13.3%	17,258,979 <sup>(2)</sup>	11.2%
Old Mutual Asset Managers (UK) Limited .....	-	-	10,250,000	6.6%
Scottish Equitable Investment Management Limited .....	-	-	7,000,000	4.5%

- (1) The interests of Shares as at the date of this document have been stated on the basis that the Reorganisation described in paragraph 11.3 of Part 14 (*Additional Information*) in the Prospectus has been completed in full.
- (2) 13,958,979 Shares held in aggregate by ESP 2006 Conduit LP and ESP 2008 Conduit LP. 3,300,000 Shares held by Standard Life Investments Limited.

In addition to Old Mutual Asset Managers (UK) Limited and Scottish Equitable Investment Management Limited referred to above, the following intend to subscribe for Shares representing more than 5% of the Offer:

<b>Shareholders</b>	<b>Shares subscribed for</b>
Standard Life Investments Limited.....	3,300,000
Nuveen Asset Management LLC.....	3,000,000
River and Mercantile Asset Management LLP.....	2,950,000

### SELLING SHAREHOLDERS' INTERESTS

The following table sets out the interests of each of the Selling Shareholders other than interests of the EBT which holds Shares on or behalf of the Directors and other Management Shareholders as described in paragraph 4.1 of Part 14 (*Additional Information*) of the Prospectus prior to the Offer and the number of shares such Selling Shareholder has sold pursuant to the Offer.

<b>Selling Shareholder</b>	<b>Shares owned prior to the Offer<sup>(1)</sup></b>		<b>Number of Shares sold in the Offer<sup>(2)</sup></b>	
	<b>No.</b>	<b>%</b>	<b>No.</b>	<b>%</b>
Exponent Private Equity Partners GP II, LP <sup>(3)</sup> .....	68,634,673	65.0%	613,365	0.9%
Exponent Havana Co-Investment Partners GP Limited <sup>(3)</sup> .....	9,543,780	9.0%	85,289	0.9%
ESP 2006 Conduit LP <sup>(4)</sup> .....	7,964,923	7.5%	71,179	0.9%
ESP 2008 Conduit LP <sup>(4)</sup> .....	6,119,926	5.8%	54,691	0.9%
Exponent Private Equity Founder Partner GP II Limited <sup>(3)</sup> .....	483,612	0.5%	4,321	0.9%
<b>Total</b> .....	<u>92,746,914</u>	<u>87.8%</u>	<u>828,845</u>	<u>4.5%</u>

- (1) The interests of Shares as at the date of this document have been stated on the basis that the Reorganisation described in paragraph 11.3 of Part 14 (Additional Information) in the Prospectus has been completed in full.
- (2) Assuming no exercise of the Over-allotment Option.
- (3) One of the Exponent Shareholders, for which the business address is 12 Henrietta Street, London WC2E 8LH.
- (4) A holding company of Standard Life, for which the business address is 1 George Street, Edinburgh EH2 2LL.