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Neither this announcement nor anything contained herein shall form the basis of, or be relied upon in connection with, any offer or commitment whatsoever in any jurisdiction. Investors should not purchase or subscribe for any shares referred to in this announcement except on the basis of information in the prospectus (the "Prospectus") published by HSS Hire Group plc (the "Company" and together with its subsidiaries and subsidiary undertakings following a pre-IPO reorganisation, "HSS" or the "Group") in connection with the proposed admission of its ordinary shares ("Shares") to the premium listing segment of the Official List of the FCA and to trading on the main market for listed securities of London Stock Exchange plc (the "London Stock Exchange") (together, "Admission"). A copy of the Prospectus is available for inspection from the Company's website at [www.hsshiregroup.com](http://www.hsshiregroup.com).

For immediate release

4 February 2015



**HSS Hire Group plc**

**Announcement of Offer Price**

Following its announcement on 12 January 2015 of its intention to proceed with an initial public offering ("IPO" or "Offer") and its announcements on 22 January 2015 of the expected price range and publication of the Prospectus, HSS Hire Group plc announces the pricing of its IPO.

- The Offer price has been set at 210 pence per Share (the "Offer Price")
- Based on the Offer Price, HSS' total market capitalisation at the commencement of conditional dealings will be £325 million
- The Offer comprises 49,047,619 new Shares and 5,119,048 existing Shares, representing 35% of HSS' issued Shares immediately following Admission, excluding the Over-allotment option
- Immediately following Admission, the issued share capital of the Company will be 154,761,904 Shares
- Immediately following Admission, funds managed by Exponent ("Exponent Shareholders") will hold approximately 50.4% of the voting rights attached to the issued share capital of the Company, assuming no exercise of the Over-allotment Option (defined below), and 47.4% assuming the Over-allotment Option is exercised in full
- The Offer will raise total gross proceeds of £103 million for the Company and £11 million for the Exponent Shareholders, co-investor Standard Life and certain directors and members of the senior management of the Company and other individuals (together the "Selling Shareholders") assuming no exercise of the Over-allotment Option, and £22 million assuming exercise in full of the Over-allotment Option
- 81% of the Offer has been allocated to institutional investors and 19% of the Offer has been allocated to retail investors under the Intermediaries Offer.

- As stabilising manager on behalf of the Underwriters, J.P. Morgan Securities plc has been granted an over-allotment option by the Exponent Shareholders and co-investor Standard Life, exercisable no later than thirty days from today, over up to an additional 5,416,666 Shares, representing 10% of the Offer (the "Over-allotment Option")
- Retail investors who applied for up to £100,000 of Shares have been allocated in full, rounded down to the nearest whole Share. Those who applied for more than £100,000 have been allocated 47,619 Shares (worth £99,999.90 at the Offer Price) plus 75% of the amount applied for in excess of that figure, rounded down to the nearest whole Share.
- Conditional dealings in the Shares will commence on the London Stock Exchange at 8.00 am today
- Admission to the premium listing segment of the Official List of the Financial Conduct Authority and to trading on the main market for listed securities of the London Stock Exchange, and the commencement of unconditional dealings are expected to take place at 8.00 am on 9 February 2015 under the ticker HSS (ISIN: GB00BVFD4645)
- The Pricing Statement relating to the Offer is available free of charge at HSS' registered office (25 Willow Lane, Mitcham, Surrey, CR4 4TS). In addition, the Pricing Statement will (subject to certain restrictions) be published on HSS' website at <http://www.hsshiregroup.com/>

Chris Davies, Chief Executive Officer, said:

*"We are delighted to have completed the IPO process successfully and, with proceeds from the offer enabling us to accelerate our growth, we are excited about our future as a listed business.*

*"Our focus now will be on executing our proven strategy, and building on our established track record of industry-leading growth and returns on assets, for the benefit of all our shareholders."*

**Note to editors:**

Except where the context otherwise requires, defined terms used in this announcement have the meanings given to such terms in the Prospectus.

**ENQUIRIES**

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**Forward looking statements**

*This announcement contains "forward-looking" statements, beliefs or opinions. These forward-looking statements involve known and unknown risks and uncertainties, many of which are beyond the control of the Company and all of which are based on the Directors' current beliefs and expectations about future events. Forward-looking statements are sometimes identified by the use of forward-looking terminology such as "believes", "expects", "may", "will", "could", "should", "shall", "risk", "intends", "estimates", "aims", "plans", "predicts", "projects", "anticipates", "continues", "assumes", "positioned" or "anticipates" or the negative thereof, other variations thereon or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward-looking statements include all matters that are not historical facts. Forward-looking statements may and often do differ materially from actual results. They appear in a number of places throughout this announcement and include statements regarding the intentions, beliefs or current expectations of the Directors or the Company with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company's business concerning, amongst other things, the results of operations, financial condition, liquidity, prospects, growth and strategies of the Company and the industry in which it operates. These forward-looking statements and other statements contained in this announcement regarding matters that are not historical facts involve predictions. No assurance can be given that such future results will be achieved; actual events or results may differ materially as a result of risks and uncertainties facing the Company. Such risks and uncertainties could cause actual results to vary materially from the future results indicated, expressed or implied in such forward-looking statements. The forward-looking statements contained in this announcement speak only as of the date of this announcement. The Group disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this announcement to reflect any change in its expectations or any change in events, conditions or circumstances on which such statements are based unless required to do so by applicable law, the Prospectus Rules, the Listing Rules or the Disclosure Rules and Transparency Rules of the FCA.*

*Each of J.P. Morgan Securities plc (which conducts its UK investment banking activities as J.P. Morgan Cazenove) ("J.P. Morgan Cazenove"), Numis Securities Limited ("Numis") and Joh. Berenberg, Gossler & Co. KG, London Branch ("Berenberg") (together, the "Banks") and their respective affiliates expressly disclaims any obligation or undertaking to*

update, review or revise any forward-looking statements contained in this announcement whether as a result of new information, future developments or otherwise.

### **Important notice**

The contents of this announcement, which have been prepared by and are the sole responsibility of the Company, have been approved by J.P. Morgan Securities plc of 25 Bank Street, Canary Wharf, London E14 5JP, United Kingdom solely for the purposes of section 21(2)(b) of the Financial Services and Markets Act 2000, as amended.

This announcement is an advertisement for the purposes of the UK Prospectus Rules of the FCA and not a prospectus. Any purchase or subscription of Shares in the proposed Offer should be made solely on the basis of the information contained in the Prospectus to be issued by the Company in connection with the Offer and Admission. Before purchasing any Shares, persons viewing this announcement should ensure that they fully understand and accept the risks which will be set out in the Prospectus when published. The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its completeness, accuracy or fairness. The information in this announcement is subject to change.

Neither this announcement nor the information contained herein is for publication, distribution or release, in whole or in part, directly or indirectly, in or into the United States (including its territories and possessions, any State of the United States and the District of Columbia). Neither this announcement nor the information contained herein is for publication, distribution or release, in whole or in part, directly or indirectly into Australia (other than to persons in Australia to whom an offer may be made without a disclosure document in accordance with Chapter 6D of the Corporations Act 2001 (CTH) of Australia), Canada or Japan, to any persons in any of those jurisdictions or any other jurisdiction where to do so might constitute a violation of the relevant laws or regulations of such jurisdiction. Any failure to comply with these restrictions may constitute a violation of United States, Australian, Canadian, Japanese or other applicable securities laws. The Offer and the distribution of this announcement and information in connection with Admission and the Offer may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about, and observe, any such restrictions. This announcement does not contain or constitute an offer or a solicitation of an offer to buy or subscribe for, Shares to any person in the United States (including its territories and possessions, any State of the United States and the District of Columbia), Australia, Canada or Japan or in any jurisdiction to whom or in which such offer or solicitation is unlawful.

The Shares referred to herein may not be offered or sold in the United States unless registered under the US Securities Act of 1933, as amended (the "Securities Act") or offered in a transaction exempt from, or not subject to, the registration requirements of the Securities Act. The offer and sale of Shares referred to herein has not been and will not be registered under the Securities Act or under the applicable securities laws of Australia, Canada or Japan. Subject to certain exceptions, the Shares referred to herein may not be offered or sold within Australia, Canada or Japan or to, or for the account or benefit of any national, resident or citizen of Australia, Canada or Japan. There will be no public offer of the Shares in the United States, Australia, Canada or Japan.

This announcement is addressed to and is only directed and being communicated at: if in the European Economic Area ("EEA"), persons who are "qualified investors" within the meaning of Article 2(1)(e) of Directive 2003/71/EC (as amended, including by Directive 2010/73/EU to the extent implemented in the relevant member state of the EEA and any relevant implementing measure in each relevant member state) ("Qualified Investors").

This announcement must not be acted or relied on in any member state of the EEA, other than the UK, by persons who are not Qualified Investors. Any investment or investment activity to which this announcement relates is available only to, in any member state of the EEA, other than the UK, Qualified Persons, and may be engaged in only with such persons. Nothing in this announcement 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 any specific recipient. If you are in the EEA (other than the UK) and have received this announcement and you are not a Qualified Investor, you must not rely or act upon this announcement or any of its contents.

J.P. Morgan Cazenove, which is authorised by the Prudential Regulation Authority ("PRA") and regulated by the FCA and the PRA, Numis, which is authorised and regulated by the FCA, and Berenberg, which is authorised by the German Federal Financial Supervisory Authority (BaFin) and subject to limited regulation by the FCA, are each acting exclusively for the Company and no-one else in connection with the Offer. They will not regard any other person as their respective clients 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 providing advice in relation to the Offer, the contents of this announcement or any transaction, arrangement or other matter referred to herein.*

*In connection with the Offer, each of the Banks and any of their respective affiliates, acting as investors for their own accounts, may subscribe for or purchase Shares and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such Shares and other securities of the Company or related investments in connection with the Offer or otherwise. Accordingly, references in the Prospectus, once published, to the Shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by any of the Banks and any of their respective affiliates acting as investors for their own accounts. In addition they may enter into financing arrangements and swaps in connection with which they or their affiliates may from time to time acquire, hold or dispose of Shares. None of the Banks or any of their respective affiliates intends to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.*

*None of the Banks or any of their respective affiliates, directors, officers, limited or unlimited partners, employees, advisers or agents accepts any responsibility or liability whatsoever for, or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith.*

*In connection with the Offer, J.P. Morgan Securities plc, as stabilising manager (the "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 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 stock 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 stabilising measures, if commenced, may be discontinued at any time without prior notice. In no event will measures be taken to stabilise the market price of the Shares above the Offer Price. Save 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.*

*The IPO timetable, including the date of Admission may be influenced by things such as market conditions. There is no guarantee that the Offer and Admission will occur and you should not base your financial decisions on the Company's intentions in relation to the Offer and Admission at this stage. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing all of the amount invested. Persons considering making such investments should consult an authorised person specialising in advising on such investments. This announcement does not constitute a recommendation concerning the IPO. The value of Shares can decrease as well as increase. Potential investors should consult a professional adviser as to the suitability of the Offer for the entity or person concerned. Past performance cannot be relied upon as a guide to future performance.*

*In connection with the Offer, the Stabilising Manager may, for stabilisation purposes, over-allot Shares up to a maximum of 10 per cent. 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 stabilisation period, it is expected that certain existing shareholders will grant to the Stabilising Manager, on behalf of the Banks, an option (the "Over-Allotment Option") pursuant to which the Stabilising Manager may purchase or procure purchasers for additional Shares up to a maximum of 10 per cent. of the total number of Shares comprised in the Offer (the "Over-Allotment Shares") at the Offer Price. The Over-Allotment Option will be exercisable in whole or in part, upon notice by the Stabilising Manager, at any time for 30 calendar days after the commencement of conditional trading of the Shares on the London Stock Exchange. Any Over-Allotment Shares made available pursuant to the Over-Allotment Option will be sold on the same terms and conditions as the Shares being sold or issued in the Offer and will form a single class for all purposes with the other Shares. Save 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.*

*Certain figures contained in this announcement, including financial information, have been subject to rounding adjustments. Accordingly, in certain instances, the sum or percentage change of the numbers contained in this announcement may not conform exactly to the total figure given.*