

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000. All Shareholders are strongly advised to consult their professional advisers regarding their own tax position.

Capitalised terms used but not defined herein have the meanings assigned to them in the section “Definitions”.

If you have sold or transferred all your Shares in Avingtrans Plc, please send this document and other relevant documents, but not any accompanying personalised Tender Form and Proxy Form, immediately to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. Please contact Capita Asset Services on the details overleaf should you have acquired Shares since publication of this document. This document, the Tender Form and other relevant accompanying documents should not, however, be forwarded or transmitted in or into the United States, Canada, Australia, Japan, South Africa or to any jurisdiction in which the distribution of this document may be restricted by law.

Applications under the Tender Offer from Shareholders who hold Shares in certificated form must be made on the accompanying Tender Form which is personal to the Shareholder(s) named thereon. Shareholders who hold their Shares through CREST must apply electronically by sending a TTE instruction.

The Tender Offer is not being made, directly or indirectly, in or into a Restricted Territory. In particular, Shareholders who are resident in a Restricted Territory should note that this document is being sent for the purposes of the General Meeting only. The distribution of this document in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any of these restrictions. Any failure to comply with any of those restrictions may constitute a violation of the securities law of any such jurisdiction. The Tender Form is not being and must not be forwarded to or transmitted in or into a Restricted Territory. Any person (including, without limitation, custodians, nominees and trustees) who may have a contractual or legal obligation to forward this document and/or the accompanying Tender Form should read the paragraph entitled ‘Overseas Shareholders’ in Part III of this document before taking any action.

AVINGTRANS PLC

(Registered in England and Wales with registered number 1968354)

Tender Offer

by

Numis Securities Limited

to purchase up to 14,000,000 Shares at the Tender Price of 200 pence per Share

and

Notice of General Meeting

In the preparation of this document and in relation to the proposals described herein, Numis, which is authorised in the UK by the Financial Conduct Authority and is regulated by the Financial Conduct Authority, is acting for the Company and no-one else in connection with the Tender Offer, and will not be responsible to any other person (subject to the responsibilities and liabilities imposed by the Financial Services and Markets Act 2000) for providing the protections afforded to customers of Numis or for providing advice in connection with the matters set out in this document or any transaction or arrangement referred to herein.

Shakespeare Martineau LLP, which is regulated in the United Kingdom by the Solicitors Regulation Authority, is acting as legal adviser to the Company and no-one else and will not be responsible to any other person for providing advice in connection with any matters referred to herein.

The Tender Offer will close at 1.00 p.m. on 4 November 2016 and will only be available to Shareholders on the register at the Record Date. If you hold Shares in certificated form and wish to tender such Shares, the Tender Form must be completed, signed and witnessed, and returned in accordance with the instructions printed thereon together with the relevant share certificate(s) and/or other document(s) of title as soon as possible and, in any event, so as to be received by post or by hand (during normal business hours only) by the RECEIVING AGENT, Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, by no later than 1.00 p.m. on 4 November 2016. A pre-paid envelope is enclosed for use in the UK only. The procedure for participating in the Tender Offer is set out in Part III of this document. If you hold Shares in uncertificated form (i.e. in CREST) and wish to tender such Shares, you must make your tender electronically through CREST so that the relevant TTE Instruction(s) settle(s) by no later than 1.00 p.m. on 4 November 2016.

The Tender Offer is conditional on approval from Shareholders, which is being sought at the General Meeting of the Company to be held at Shakespeare Martineau LLP, No 1 Colmore Square, Birmingham, B4 6AA on 8 November 2016 at 11.30 a.m. (or, if later, the conclusion of the annual general meeting of the Company to be held at 11.00 a.m. on 8 November 2016), notice of which is set out at the end of this document. To be valid, the Proxy Form enclosed with Shareholders’ copies of this document for use by Shareholders at the General Meeting should be completed, signed, and returned in accordance with the instructions printed thereon so as to be received by the Company’s registrars at Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible and in any event by no later than 11.30 a.m. on 6 November 2016. A pre-paid envelope is enclosed for use in the UK only.

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EXPECTED TIMETABLE

Announcement of the Tender Offer and date of this Circular	3 October 2016
Tender Offer opens	3 October 2016
Closing Date – latest time and date for receipt of Tender Forms and settlement of TTE Instruction(s)	1.00 p.m. on 4 November 2016
Record Date for the Tender Offer	close of business on 4 November 2016
Latest time and date for receipt of Forms of Proxy for the General Meeting	11.30 a.m. on 6 November 2016
General Meeting	11.30 a.m. on 8 November 2016
Result of Tender Offer announced	8 November 2016
Completion of purchase of Shares under the Tender Offer	18 November 2016
Despatch of cheques for Tender Offer consideration in respect of certificated Shares sold under the Tender Offer and any balance certificates in respect of any unsold certificated Shares	21 November 2016
CREST accounts credited with Tender Offer consideration and any unsold uncertificated Shares	21 November 2016

If you have any questions about the procedure for tendering Shares or if you want help in completing and returning the Tender Form, please call Capita Asset Services on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 am – 5.30 pm, Monday to Friday excluding public holidays in England and Wales. Please note that Capita Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

PART I
LETTER FROM THE CHAIRMAN
AVINGTRANS PLC

(Registered in England and Wales with registered number 1968354)

Directors:

Roger McDowell (Chairman)
Steve McQuillan
Stephen King
Jeremy Hamer
Graham Thornton
Leslie Thomas

Registered Office:

Chatteris Business
Park
Honeysome Road
Chatteris
Cambridgeshire
England
PE16 6SA

3 October 2016

Dear Shareholder,

Tender Offer by Numis Securities Limited to purchase up to 14,000,000 Shares representing approximately 50 per cent of the Company's issued share capital at the Tender Price of 200 pence per Share

Introduction

This letter sets out the background to and reasons for the Tender Offer to purchase Shares and why your Board believes the Tender Offer to be in the best interests of Shareholders as a whole.

The Tender Offer is being made available to all Shareholders who are on the Register at the close of business on 4 November 2016, with the exception of holders in certain overseas jurisdictions. Shareholders can decide whether they want to tender some or all of their Shares at a price of 200 pence per Share, representing a premium of 4.2 per cent to the closing mid-market price of 192 pence per Share on 30 September 2016, being the last practicable date prior to the publication of this document.

The Tender Offer is being made by Numis, the Company's corporate broker, as principal on the basis that all Shares that it buys under the Tender Offer will be purchased from it by the Company. The Company requires the authority from Shareholders to purchase any such Shares and this is being sought at the General Meeting to be held at Shakespeare Martineau LLP, No 1 Colmore Square, Birmingham, B4 6AA at 11.30 a.m. (or, if later, the conclusion of the annual general meeting of the Company to be held at 11.00 a.m. on 8 November 2016) on 8 November 2016. The Board is making no recommendation to Shareholders in relation to participation in the Tender Offer. However, Shareholders should note that the Directors who hold Shares intend to tender such amount that will ensure that their percentage holding in the Company's issued share capital is to a material extent maintained following the Tender Offer. The Board is unanimously recommending Shareholders to vote in favour of the Resolution to be proposed at the General Meeting, as the Directors intend to do in respect of their own beneficial holdings of Shares.

Further, Nigel Wray has expressed his intention to tender, as a minimum, such number of Shares that will ensure that his percentage holding in the Company's issued share capital is to a material extent maintained following the Tender Offer.

Background to the Tender Offer

On 4 May 2016, the Group announced the proposed disposal of its Aerospace Division ("Sigma Components") to Anthony Bidco Limited, a company controlled by funds managed by Silverfleet Capital Partners LLP, for an enterprise value of £65 million which, after adjustment for debt and working capital and associated transaction costs, resulted in the Company receiving proceeds of approximately £52 million (before escrow arrangements) (the "Disposal"). In that announcement, the Board set out that a substantial portion of those proceeds would be returned to Shareholders.

The Disposal was a consequence of a strategic review of the Group and its prospects during 2015. This review involved the Board and the Divisional Managing Directors, as well as external advisors. It resulted in four key concepts and outcomes:

1. The Company has a successful track record of growing businesses from start-up, developing them internationally, and crystallising value through their sale at an appropriate stage in their development, as demonstrated by the successful sale of JenaTec in 2012.
2. Following the successful conclusion of the acquisition of the Rolls-Royce pipe business in March 2016, the Board felt that it had achieved the majority of the targets which it had set for the Aerospace Division and it was the right stage in its development to consider a disposal of the business.
3. Subject to achieving an attractive valuation for the Aerospace Business, the Board believed that shareholder value would be maximised over the mid to long term by disposing of the Aerospace Division and returning part of the proceeds from the disposal to Shareholders, with the Company also reinvesting part of the proceeds into strengthening the Group's position in the Energy sector in particular and potentially other high value engineering sectors.
4. The Board believes that the successful contract win by the Energy and Medical business with Sellafield in May 2015 (of the initial tranche of 3M3 nuclear waste disposal containers) demonstrated the significant business opportunities available in this market, if the Group were able to put more resource into this sector.

Over the last few years, the group grew the Aerospace Division to become an international leader in its chosen niche markets. This development was underpinned by a number of synergistic acquisitions, which enabled the Aerospace Division to build a strong brand and market position and to produce improved performance. Thus, the Group has realised significant value for Shareholders through the Disposal, at a considerable premium to the cost of the original component parts. The Disposal followed a concentrated sale process which produced a number of bids from a select group of relevant industry and financial suitors from the UK, Europe, the USA and Asia.

The Disposal completed on 27 May 2016 and immediately following completion the Company had net cash in excess of £47 million. The Disposal of the Aerospace Division represented the second major shareholder value enhancing transaction by the Group, following the disposal of JenaTec in 2012.

On 30 June 2016, the Company announced that it intended to return almost £28 million to Shareholders by way of a tender offer. The balance of the net proceeds of the Disposal are to be used to pursue the Group's new strategy of investing in the Energy and Medical markets served by its Metalcraft and Maloney Metalcraft businesses, and more specifically to strengthen Metalcraft's position in the nuclear sector and to pursue other related opportunities in the engineering sector. The Board believes that further consolidation strategies are foreseeable, both in markets where the Group has an existing footprint, and in other compatible high value engineering niches. This is a familiar blueprint, but it is capable of delivering significant returns, if well executed.

The Energy and Medical division has made steady progress in its recovery from the oil and gas sector downturn. During the financial year ended 31 May 2016, the Group sold the freehold of the Maloney Metalcraft building at Aldridge for £1.1 million, net of costs, limiting the Group's exposure to a continuingly depressed oil and gas market. Pre-production activities commenced on the £47 million, ten year contract with Sellafield, for the provision of 3M3 (three-metre-cubed) nuclear waste boxes, although there have been some changes to the phasing of the production start-up. Metalcraft is well-placed to be a key partner for Sellafield in this programme, over the next 30 years. The Group has also won two £3 million contracts with Bruker and Rapiscan, both of which marked important developments in the diversification of the Energy and Medical division and improved the prospects for the Chengdu and Buckingham units. In addition, on 29 September 2016, the Company announced that Metalcraft had signed a contract with Wuhan Zhongke Niujiin Magnetic Resonance Technology Co. in Wuhan, China, which is estimated to be worth £9 million over ten years.

The Board believes that a focus on the exciting prospects in the Energy sector, as well as a secure existing platform in the Medical and Biomedical equipment markets, will provide Shareholders with the potential to achieve further value growth, in addition to the proceeds to be returned to Shareholders from the Disposal.

The Board believes that, for the reasons set out above it is appropriate to return approximately £28 million to shareholders via the Tender Offer. The mechanism of a tender offer gives Shareholders the flexibility to either

realise a return by allowing the Company to purchase a portion of their shares for cash, or to retain a potentially larger relative holding in the Company so that they might further benefit from any future capital growth.

The Board anticipates that following the Tender Offer, and assuming full take-up, the Company will have net cash of approximately £20 million. These funds will be used to bolster the Group's Energy and Medical division's organic growth prospects and to proactively seek new opportunities to build shareholder value through acquisitions.

This represents a continuation of the Group's proven "buy and build" in regulated engineering niche markets, where the Board can see potential consolidation opportunities, which can lead to significantly increased shareholder returns over the medium to long term. The Disposal and its precursor acquisitions clearly demonstrated the Group's ability to build strong brands and value from smaller constituent parts and its well-developed deal-making skills that ensure it does not overpay for assets. The Group also continues to invest in skills and has completed its investments in new IT systems, as part of an on-going journey towards world-class manufacturing capability.

The Tender Offer

The Tender Offer is being made by Numis to all Shareholders (other than certain Overseas Shareholders). Full details of the Tender Offer, including the terms and conditions on which it is being made, are set out in Part III of this document and, in relation to Shareholders holding Shares in a certificated form, on the Tender Form to be sent to Shareholders who hold their Shares in certificated form.

The Tender Offer is conditional on the passing of the Resolution set out in the notice of General Meeting at the end of this document and the satisfaction of the other Conditions specified in Part III of this document.

The Tender Offer involves the following:

- The Tender Offer is being made to Shareholders (other than certain Overseas Shareholders) by Numis for the purchase of up to 14,000,000 Shares. Under the Tender Offer, each Shareholder is entitled to have up to 50 per cent of his or her shareholding purchased by Numis at the Tender Price (200 pence per Share) together with potentially further purchases depending on the number of Shares tendered by other Shareholders.
- The Tender Offer is being made at a premium of 4.2 per cent to the closing mid-market price on 30 September 2016.
- Shareholders (other than certain Overseas Shareholders) will be able to decide to tender none, some or all of their Shares within the overall limits of the Tender Offer.
- Tenders in excess of a Shareholders' Basic Entitlement will only be accepted to the extent that other Shareholders tender less than their Basic Entitlement or do not tender any Shares.
- All Shares validly tendered by any Shareholder up to their Basic Entitlement will be accepted in full.
- The Tender Form to be completed by Shareholders who hold their Shares in certificated form contains a box to enable those Shareholders who wish to tender their Basic Entitlement to do so (Box 2A). If you hold your Shares in certificated form and you tick this box, the Receiving Agent will calculate your Basic Entitlement on the Record Date. If you wish to tender a different number of Shares to your Basic Entitlement, insert such number of Shares in the alternate box provided on the Tender Form (Box 2B).
- Shareholders who hold their Shares in uncertificated form (i.e. in CREST) and who wish to tender their Basic Entitlement should send a TTE instruction through CREST to the member account set out in paragraph 3.3.1 of Part III of this document. The Receiving Agent will calculate your Basic Entitlement on the Record Date and return any excess Shares. If you wish to tender a different number of Shares to your Basic Entitlement, you should send a TTE Instruction through CREST to the same member account specifying such number of Shares that you wish to tender.
- If the total number of Shares validly tendered by all Shareholders equates to a number greater than 14,000,000 Shares, tenders will be accepted in the order set out below:
 - all Shares validly tendered by any Shareholder up to their Basic Entitlement will be accepted in full; and
 - all Shares validly tendered by Shareholders in excess of their Basic Entitlements will be satisfied at the discretion of the Board. The number of Shares to be purchased in the Tender Offer will not, in any event, exceed 14,000,000 Shares.

- All successfully tendered Shares purchased by Numis will be repurchased from Numis by the Company and will be immediately cancelled and will not rank for any future dividends. For the avoidance of doubt, Shares on the Register at 28 October 2016 will rank for the final dividend for the financial year ended 31 May 2016 which will be paid on 9 December 2016.
- Any rights of Shareholders who choose not to tender their Shares will be unaffected, however, the reduction in the Company's issued share capital may result in a reduction in the liquidity of the Shares in the secondary market.

Taxation

Shareholders who sell Shares pursuant to the Tender Offer should, subject to the potential application of Chapter 1 of Part 13 ITA 2007 (in respect of individual Shareholders) and Part 15 of CTA 2010 (in respect of corporate Shareholders), be treated as having sold their Shares in the normal way. Shareholders may, depending on their individual circumstances, incur a liability to taxation on capital gains. UK individual and corporate Shareholders should be aware that HMRC may seek to treat part or the whole of the disposal proceeds of their Shares as income under Chapter 1 of Part 13 ITA 2007 and Part 15 of CTA 2010 respectively. Further information on the UK taxation consequences of the Tender Offer is set out in Part IV of this document.

Shareholders who are in any doubt as to their tax position or who are subject to tax in a jurisdiction other than the UK should consult an appropriate professional adviser.

Overseas Shareholders

Shareholders with registered or mailing addresses outside the UK, or who are citizens or nationals of, or resident in, a jurisdiction other than the UK, should read paragraph 9 of Part III of this document and the relevant provisions of the Tender Form. It is the responsibility of all Overseas Shareholders to satisfy themselves as to the observance of any legal requirements in their jurisdiction, including, without limitation, any relevant requirements in relation to the ability of such holders to complete and return a Tender Form.

Repurchase Agreement

Under the terms of the Repurchase Agreement, the Company will acquire, through an on-market purchase, all of the Exit Shares at an aggregate price equal to the amount paid by Numis for the Exit Shares. Further details of the Repurchase Agreement are set out in paragraph 2 of Part V of this document.

The Company will also be liable to pay Numis's fees, costs and expenses under the terms of Numis's engagement by the Company in connection with the Tender Offer.

General Meeting

Under CA 2006, the Company will require the authority from Shareholders to purchase Shares under the Tender Offer. A notice convening a General Meeting of the Company, which is to be held at Shakespeare Martineau LLP, No 1 Colmore Square, Birmingham, B4 6AA on 8 November 2016 at 11.30 a.m. (or, if later, the conclusion of the annual general meeting of the Company to be held at 11.00 a.m. on 8 November 2016), is set out at the end of this document. At this meeting, the Resolution will be proposed to authorise the Company to make the repurchase of Shares which is necessary to enable the Tender Offer to be implemented. The Resolution will be proposed as a special resolution requiring the approval of 75 per cent of the votes cast at the General Meeting.

Takeover Code

As a public company which has its registered office and place of management and control in the United Kingdom, the Company is subject to the Takeover Code. Under Rule 9 of the Takeover Code, any person who acquires an interest (as such term is defined in the Takeover Code) in shares which, taken together with the shares in which he and persons acting in concert with him are interested, carry 30 per cent or more of the voting rights in a company which is subject to the Takeover Code is normally required to make a general offer to all of the remaining shareholders to acquire their shares.

Similarly, when any person, together with persons acting in concert with him, is interested in shares which in aggregate carry not less than 30 per cent but does not hold shares carrying more than 50 per cent of the voting rights of such a company, a general offer will normally be required if any further interests in shares are acquired by any such person. Such an offer would have to be made in cash at a price not less than the highest price paid by him, or by any member of the group of persons acting in concert with him, for any interest in shares in the company during the 12 months prior to the announcement of the offer.

Under Rule 37.1 of the Takeover Code, when a company purchases its own voting shares, a resulting increase in the percentage of shares carrying voting rights in which a person or group of persons acting, or presumed to be acting, in concert is interested will be treated as an acquisition for the purpose of Rule 9. A shareholder not acting in concert with the directors will not normally incur an obligation to make a general offer under Rule 9 if, as a result of the purchase of its own shares by a company, he comes to exceed the percentage limits set out in Rule 9. However, this exception will not normally apply when a shareholder (or any relevant member of a group of persons acting in concert) not acting, or presumed to be acting, in concert with any one or more of the directors has acquired an interest in shares at a time when he had reason to believe that such a purchase of its own shares by the company would take place.

Numis will purchase, as principal, voting shares under the Tender Offer which could result in Numis acquiring an interest in Shares carrying 30 per cent or more of the voting rights of the Company. Promptly following such purchase, under the terms of the Repurchase Agreement, Numis will sell all the Exit Shares to the Company and the Company will buy and thereafter cancel all such Shares.

Accordingly, a waiver has been obtained from the Panel on Takeovers and Mergers in respect of the application of Rule 9 to the purchase by Numis of the voting shares under the Tender Offer.

Further, Nigel Wray has expressed his intention to tender, as a minimum, such number of Shares that will ensure that his percentage holding in the Company's issued share capital is to a material extent maintained following the Tender Offer.

Action to be taken

1. Proxy Form

Whether or not you wish to tender your Shares under the Tender Offer and regardless of whether you intend to attend the General Meeting, you are requested to complete, sign and return the accompanying Proxy Form, in accordance with the instructions printed thereon, so as to be received by the Company's registrars, Capita Asset Services, at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible, and in any event by no later than 11.30 a.m. on 6 November 2016. The completion and return of the Proxy Form will not preclude you from attending the General Meeting and voting in person should you so wish.

2. Tender Offer

The procedure for tendering your Shares depends on whether your Shares are held in certificated form or uncertificated form and is summarised below.

(a) Shares held in certificated form

Shareholders who hold Shares in certificated form and who wish to tender any or all of their existing holding of Shares should complete the Tender Form in accordance with the instructions printed thereon and in Part III of this document and return it by post or by hand (during normal business hours only) to the Receiving Agent, Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. A pre-paid envelope is enclosed for this purpose for holders in the UK only. Shareholders who hold their Shares in certificated form should also return their share certificate(s) and/or other document(s) of title in respect of the Shares tendered. Tender Forms and share certificate(s) and/or other document(s) of title must be received as soon as possible but in any event by no later than 1.00 p.m. on 4 November 2016.

(b) Shares held in uncertificated form

Shareholders who hold their Shares in uncertificated form (i.e. in CREST) and who wish to tender any or all of their Shares should tender electronically through CREST so that the TTE instruction settles by no later than 1.00 p.m. on 4 November 2016. Further details of the procedures for tendering and settlement are set out in Part III of this document.

Shareholders who do not wish to sell any Shares under the Tender Offer do not need to take any action, either in relation to the Tender Form or the sending of a TTE Instruction.

Shareholders are reminded that the Tender Offer is not being made to certain Overseas Shareholders.

Further Information

If you have any questions about the procedure for tendering Shares or if you want help in completing and returning the Tender Form, please call Capita Asset Services on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 am – 5.30 pm, Monday to Friday excluding public holidays in England and Wales. Please note that Capita Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

Your attention is also drawn to the further information set out in Parts II to V of this document.

Recommendation

The Board unanimously recommends Shareholders to vote in favour of the Resolution to be proposed at the General Meeting, as they intend to do in respect of their own aggregate beneficial holdings of 3,353,111 Shares, representing approximately 11.9 percent of the issued share capital of the Company as at 30 September 2016 (being the latest practicable date prior to the publication of this document).

The Directors can make no recommendations to Shareholders in relation to participation in the Tender Offer. However, Shareholders should note that the Directors who hold Shares intend to tender such amount that will ensure that their percentage holding in the Company's issued share capital is to a material extent maintained following the Tender Offer.

In each case acceptance by Numis of an application under the Tender Offer in excess of 50 per cent of the applicant's holding is subject to there being capacity to purchase those Shares in accordance with the terms of the Tender Offer.

Whether or not Shareholders decide to tender all or any of their Shares will depend on, among other things, their view of the Company's prospects and their own individual circumstances, including their tax position.

If you need advice in relation to the Tender Offer, you should consult an independent financial adviser, authorised under the Financial Services and Markets Act 2000, without delay.

Yours faithfully

Roger McDowell
Chairman

PART II

LETTER FROM NUMIS SECURITIES LIMITED

The London Stock Exchange Building
10 Paternoster Square
London
EC4M 7LT

3 October 2016

Dear Shareholder

Tender Offer to Shareholders of Avingtrans Plc

Introduction

As explained in the letter from your Chairman in Part I of this document, Shareholders of Avingtrans Plc (other than certain Overseas Shareholders) are being given the opportunity to tender their Shares for purchase in the Tender Offer on the basis set out below and in Part III of this document. The purpose of this letter is to set out the principal terms and conditions of the Tender Offer.

Numis hereby invites Shareholders (other than certain Overseas Shareholders) on the Register on the Record Date to tender Shares for purchase by Numis for cash at the Tender Price. This letter is not a recommendation to Shareholders to sell their Shares. The Tender Offer is made on the terms and subject to the conditions set out in Part III of this document and, for Shareholders who hold their Shares in certificated form, the Tender Form, such terms and conditions being deemed to be incorporated herein and forming part of the Tender Offer.

Each Shareholder (other than certain Overseas Shareholders) will be entitled to have accepted in the Tender Offer valid tenders to Numis in respect of up to their Basic Entitlement. In addition, Shareholders (other than certain Overseas Shareholders) may tender Shares in excess of their Basic Entitlement but such excess tenders will only be satisfied to the extent that other Shareholders have not tendered all or any part of their Basic Entitlements, as the case may be. Tenders in excess of Shareholders' Basic Entitlements will be satisfied at the discretion of the Board.

The number of Shares to be purchased in the Tender Offer will not, in any event, exceed 14,000,000 Shares, representing approximately 50 per cent of the Company's issued share capital on the Record Date.

Shareholders are not obliged to tender any Shares. Shareholders who wish to continue their investment in the Company without tendering any Shares should not return their Tender Form or send a TTE instruction.

Procedure for tendering Shares

Shareholders who wish to tender certificated Shares should complete the Tender Form in accordance with the instructions set out thereon and return the completed Tender Form by post or by hand (during normal business hours only) to the Receiving Agent, Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, so as to be received by no later than 1.00 p.m. on 4 November 2016.

Shareholders who hold their Shares in certificated form should also return the Share certificate(s) and/or other document(s) of title in respect of the Shares tendered with their completed Tender Form.

Shareholders who hold their Shares in uncertificated form (i.e. in CREST) should arrange for their Shares to be transferred to escrow as described in paragraph 3 of Part III of this document.

Shareholders should note that, once tendered, Shares may not be sold, transferred, charged or otherwise disposed of other than in accordance with the Tender Offer.

Full details of the procedure for tendering Shares are set out in Part III of this document and, in the case of Shares held in certificated form, in the Tender Form.

Validity of Tender Forms

Tender Forms and TTE Instructions which are received after the Closing Date or which at that time are incorrectly completed or not accompanied by all relevant documents or instructions may, at the sole discretion of Numis, be rejected and returned to Shareholders or their appointed agents, together with any accompanying Share certificate(s) and/or other document(s) of title.

Overseas Shareholders

Shareholders with registered or mailing addresses outside the UK, or who are citizens or nationals of, or resident in, a jurisdiction other than the UK, should read paragraph 9 of Part III of this document and the relevant provisions of the Tender Form.

Conditions

The Tender Offer is conditional on the satisfaction of the Conditions specified in paragraph 2 of Part III of this document.

Termination of Tender Offer

The Tender Offer may be terminated in the circumstances described in paragraph 7 of Part III of this document.

Settlement

Subject to the Tender Offer becoming unconditional, payment of the Tender Price due to Shareholders under the Tender Offer whose tenders have been accepted (rounded down to the nearest whole penny) is expected to be effected by the despatch of cheque(s) or the crediting of CREST accounts (as appropriate) on 21 November 2016.

Further Information

Your attention is drawn to the information contained in the rest of this document, including, in particular, the terms and conditions of the Tender Offer in Part III of this document.

Yours faithfully

Richard Thomas

Director

PART III

TERMS AND CONDITIONS OF THE TENDER OFFER

1. Tenders

- 1.1 All Shareholders on the Register on the Record Date (other than certain Overseas Shareholders) may tender Shares (up to the number of Shares registered in their name on the Record Date) for purchase by Numis, as principal, on the terms and subject to the conditions set out in this document and (for holders of certificated Shares) the Tender Form (which together, constitute the “**Tender Offer**”). Shareholders are not obliged to tender any Shares.
- 1.2 The Tender Offer is made at the Tender Price.
- 1.3 The consideration for each tendered Share acquired by Numis pursuant to the Tender Offer will be paid in accordance with the settlement procedures set out in paragraph 4 of this Part III.
- 1.4 Upon the Tender Offer becoming unconditional and unless the Tender Offer cannot be completed or has been terminated in accordance with the provisions of sub-paragraph 2.2 or paragraph 7 of this Part III, Numis will accept the tenders of Shareholders validly made in accordance with this Part III, subject as mentioned below, on the following basis:
 - 1.4.1 Each Shareholder (other than certain Overseas Shareholders) will be entitled to sell to Numis a number of Shares up to their Basic Entitlement;
 - 1.4.2 Each Shareholder will also be entitled to tender Shares in excess of their Basic Entitlement and, to the extent that other Shareholders do not tender Shares at all or tender Shares in respect of less than the whole of their Basic Entitlement, excess tenders will be satisfied at the discretion of the Board; and
 - 1.4.3 The Basic Entitlement will apply to each registered Shareholder (other than Overseas Shareholders). Shareholders who hold Shares for multiple beneficial owners may decide the allocation between such beneficiaries in their own discretion.
- 1.5 The Tender Offer will close on the Closing Date unless Numis extends the period for tendering under the Tender Offer (with the prior written consent of the Company), in which case a new closing date will be announced (as described below). Numis reserves the right, subject to applicable legal and regulatory requirements, and with the prior written consent of the Company, to amend the expected timetable shown on page 2 of this document, which includes extending the period for tendering under the Tender Offer beyond 1.00 p.m. (UK time) on 4 November 2016. Any material change to the expected timetable will be notified to Shareholders by way of an announcement through a regulatory information service. Any such changes will comply with all applicable legal and regulatory requirements, including, but not limited to, the duration of any extensions.

2. Conditions

- 2.1 The Tender Offer is conditional on the following conditions (together the “**Conditions**”) being satisfied:
 - 2.1.1 The passing of the Resolution contained in the notice of General Meeting set out at the end of this document by no later than 5.00 p.m. on 8 November 2016 or such later date as the Company and Numis may agree;
 - 2.1.2 Numis being satisfied that the Company has available to it sufficient distributable profits (in accordance with section 705 CA 2006) to effect the purchase of all Exit Shares in accordance with the terms of the Repurchase Agreement;
 - 2.1.3 Numis being satisfied that the Company has paid an amount of not less than the aggregate amount payable by the Company for the Exit Shares to Numis (or such person or persons as Numis may direct) in accordance with the terms of the Repurchase Agreement; and
 - 2.1.4 The Tender Offer not having been terminated in accordance with paragraph 7 of this Part III prior to the fulfilment of the Conditions referred to in sub-paragraphs 2.1.1 to 2.1.3 of this Part III.

The Condition set out in paragraph 2.1.3 above may be waived by Numis in its sole discretion. The other Conditions set out above may not be waived by Numis.

- 2.2 Numis will not purchase (or enter into any commitment or contract to purchase) Shares pursuant to the Tender Offer unless the Conditions have been satisfied (or, where applicable, waived).
- 2.3 The number of Shares to be purchased under the Tender Offer will be up to a maximum of 14,000,000 Shares.

3. **Procedure for tendering Shares**

There are different procedures for tendering Shares depending on whether your Shares are held in certificated or uncertificated form.

If you hold Shares in certificated form, you may only tender such Shares by completing and returning the Tender Form in accordance with the procedure set out in paragraph 3.1 of this Part III. Additional Tender Forms are available from Capita Asset Services by telephone on the number stated below.

If you hold Shares in uncertificated form (i.e. in CREST), you must tender such Shares by TTE Instruction in accordance with the procedure set out in paragraph 3.3 of this Part III and, if those Shares are held under different member account IDs, you should send a separate TTE Instruction for each member account ID.

If you are in any doubt as to how to complete the Tender Form or as to the procedure for tendering Shares, please contact Capita Asset Services on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 am – 5.30 pm, Monday to Friday excluding public holidays in England and Wales. Please note that Capita Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

You are reminded that, if you are a CREST Sponsored Member, you should contact your CREST Sponsor before taking any action.

3.1 *Procedure for Shares held in certificated form (i.e. not in CREST)*

To tender your Shares held in certificated form you must complete, sign and have witnessed the Tender Form.

The completed, signed and witnessed Tender Form should be sent either by post in the accompanying reply-paid envelope (for use in the UK only) along with the relevant share certificate(s) or other document(s) of title or by hand during normal business hours only to the Receiving Agent, Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and, in any event, so as to be received by no later than 1.00 p.m. on 4 November 2016. Numis shall be entitled (in its sole discretion) to accept late Tender Forms. No acknowledgement of receipt of documents will be given.

The completed, signed and witnessed Tender Form should be accompanied by the relevant Share certificate(s) and/or other document(s) of title.

If your Share certificate(s) and/or other document(s) of title are not readily available (for example, if they are with your stockbroker, bank or other agent) or are lost, the Tender Form should nevertheless be completed, signed, witnessed and returned as described above so as to be received by Capita Asset Services by no later than 1.00 p.m. on 4 November 2016 together with any Share certificate(s) and/or other document(s) of title you may have available, accompanied by a letter of explanation stating that the (remaining) Share certificate(s) and/or other document(s) of title will be forwarded as soon as possible thereafter and, in any event, by no later than 1.00 p.m. on 4 November 2016.

The Receiving Agent will effect such procedures as are required to transfer your Shares to Numis under the Tender Offer. If you have lost your Share certificate(s) and/or other document(s) of title, you should write to the Company's registrars, Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham Kent BR3 4TU, for a letter of indemnity in respect of the lost Share certificate(s) which, when completed in accordance with the instructions given, should be returned to the Receiving Agent, Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to be received by no later than 1.00 p.m. on 4 November 2016.

By signing the Tender Form, Shareholders will be deemed to have instructed Numis to issue a contract note to the Receiving Agent on behalf of such Shareholder and to remit the cash consideration to the Receiving Agent with instructions that such consideration be remitted in accordance with the instructions set out in the Tender Form.

3.2 *Validity of Tender Form*

Notwithstanding the powers in paragraph 8.17 of this Part III, Numis reserves the right to treat as valid only Tender Forms which are received entirely in order by 1.00 p.m. on 4 November 2016 and which are accompanied by the relevant Share certificate(s) and/or other document(s) of title or a satisfactory indemnity in lieu thereof, in respect of the entire number of Shares tendered. The Record Date for the Tender Offer is 5.30 p.m. on 4 November 2016.

Notwithstanding the completion of a valid Tender Form, the Tender Offer may be suspended, terminated or lapse in accordance with the terms and conditions set out in this Part III.

Numis shall be entitled to accept Tender Forms which are received after 1.00 p.m. on 4 November 2016 in its sole discretion. The decision of Numis as to which Shares have been validly tendered shall be conclusive and binding on all Shareholders.

3.3 *Procedure for Shares held in uncertificated form (i.e. in CREST)*

If the Shares which you wish to tender are held in uncertificated form, you should take (or procure to be taken) the action set out below to transfer (by means of a TTE Instruction) the number of Shares which you wish to tender under the Tender Offer to an escrow balance, specifying Capita Asset Services (in its capacity as a CREST receiving agent under its Participant ID and Member Account IDs referred to below) as the Escrow Agent, as soon as possible and, in any event, so that the transfer to escrow settles by no later than 1.00 p.m. on 4 November 2016. Numis shall be entitled (in its sole discretion) to accept late transfers to escrow.

If you are a CREST Sponsored Member, you should refer to your CREST Sponsor before taking any action. Your CREST Sponsor will be able to confirm details of your Participant ID and the Member Account ID under which your Shares are held. In addition, only your CREST Sponsor will be able to send the TTE Instruction to Euroclear in relation to the Shares which you wish to tender. You should send (or, if you are a CREST Sponsored Member, procure that your CREST Sponsor sends) a TTE Instruction to Euroclear, which must be properly authenticated in accordance with Euroclear's specifications and which must contain, in addition to the other information that is required for the TTE Instruction to settle in CREST, the details set out below.

After settlement of the TTE Instruction, you will not be able to access the Shares concerned in CREST for any transaction or for charging purposes, notwithstanding that they will be held by Capita Asset Services as Escrow Agent until completion, termination or lapsing of the Tender Offer. If the Tender Offer becomes unconditional, Capita Asset Services will transfer the Shares which are accepted for purchase by Numis to itself for the purposes of effecting the Tender Offer.

You are recommended to refer to the CREST manual published by Euroclear for further information on the CREST procedures outlined above. You should note that Euroclear does not make available special procedures in CREST for any particular corporate action. Normal system timings and limitations will therefore apply in connection with a TTE Instruction and its settlement. You should therefore ensure that all necessary action is taken by you (or by your CREST Sponsor) to enable a TTE Instruction relating to your Shares to settle prior to 1.00 p.m. on 4 November 2016. In this connection, you are referred in particular to those sections of the CREST manual concerning practical limitations of the CREST system and timings. Numis shall be entitled (in its sole discretion) to accept late TTE Instructions to settle.

3.3.1 *To accept the Tender Offer and elect in respect of your Shares held in uncertificated form*

To accept the Tender Offer and elect in respect of Shares held in uncertificated form, you should send (or if you are a CREST Sponsored Member, procure that your CREST Sponsor sends) to Euroclear a TTE instruction in relation to such Shares.

A TTE instruction to Euroclear must be properly authenticated in accordance with Euroclear's specifications for transfers to escrow and must contain, in addition to the other information that is required for a TTE instruction to settle in CREST, the following details:

- the number of Shares to be transferred to an escrow balance;
- your Member Account ID;
- your Participant ID;
- the Participant ID of the Escrow Agent, in its capacity as a CREST receiving agent – this is RA10;

- the Member Account ID of the Escrow Agent for the Tender Offer and the Basic Entitlement – this is 28934AVI;
- the Corporate Action Number – this is allocated by Euroclear and can be found by viewing the relevant corporate action details in CREST;
- the intended settlement date for the transfer to escrow – this should be as soon as possible and, in any event, by no later than 1.00 p.m. on 4 November 2016;
- the ISIN number for the Tender Offer – this is GB0009188797;
- the standard TTE instruction of priority 80; and
- a contact name and telephone number to be inserted in the shared note field.

An appropriate announcement will be made if any of the details contained in this sub-paragraph 3.3 are altered.

3.4 *Deposits of Shares into, and withdrawals of Shares from, CREST*

Normal CREST procedures (including timings) apply in relation to any Shares that are, or are to be, converted from uncertificated to certificated form, or from certificated to uncertificated form, during the course of the Tender Offer (whether such conversion arises as a result of a transfer of Shares or otherwise). Shareholders who are proposing to convert any such Shares are recommended to ensure that the conversion procedures are implemented in sufficient time to enable the person holding or acquiring the Shares as a result of the conversion to take all necessary steps in connection with such person's participation in the Tender Offer (in particular, as regards delivery of any Share certificate(s) and/or other document(s) of title or transfers to an escrow balance as described above) prior to 1.00 p.m. on 4 November 2016.

4. **Settlement**

4.1 Settlement of the consideration to which any Shareholder is entitled pursuant to valid tenders accepted by Numis (which will be rounded down to the nearest whole penny) will be effected by the despatch of cheques or the crediting of CREST accounts (as applicable).

4.1.1 *Shares held in certificated form (that is, not in CREST)*

Where an accepted tender relates to Shares held in certificated form, cheques for the consideration due will be despatched by 18 November 2016 by first class post to the person or agent whose name and address is set out in Box 1 (or, if relevant, Box 4) of the Tender Form or, in the case of joint holders, the address of the first named. All cash payments will be made in pounds sterling by cheque drawn on a branch of a UK clearing bank.

4.1.2 *Shares held in uncertificated form (that is, in CREST)*

Where an accepted tender relates to Shares held in uncertificated form, settlement of the consideration due will be paid by means of CREST by the Receiving Agent procuring the creation of a CREST payment in favour of the tendering Shareholder's payment bank in accordance with CREST payment arrangements.

4.2 If only part of a holding of Shares is sold pursuant to the Tender Offer or if, because of scaling back, any Shares tendered in excess of the Basic Entitlement are not purchased pursuant to the terms of the Tender:

4.2.1 where the Shares are held in certificated form, the Shareholder will be entitled to receive a certificate in respect of the balance of the remaining Shares; or

4.2.2 where the Shares are held in uncertificated form (that is, in CREST), the unsold Shares will be transferred by the Escrow Agent by means of a TFE Instruction to the original CREST account from which those Shares came.

5. **Tender Form**

Each Shareholder by whom, or on whose behalf, a Tender Form is executed in respect of certificated Shares hereby irrevocably undertakes, represents, warrants and agrees to and with Numis (so as to bind him, his personal representatives, heirs, successors and assigns) that:

5.1 the execution of the Tender Form shall constitute an offer to sell to Numis such Basic Entitlement or, if relevant, the number of Shares inserted, or deemed to be inserted, in Box 2B of the Tender Form, in each

case, on and subject to the terms and conditions set out or referred to in this document and the Tender Form and that, once lodged, such offer shall be irrevocable;

- 5.2 such Shareholder has full power and authority to tender, sell, assign or transfer the Shares in respect of which such offer is accepted (together with all rights attaching thereto) and, when the same are purchased by Numis, Numis will acquire such Shares with full title guarantee, fully paid and free from all liens, charges, encumbrances, equitable interests, rights of pre-emption or other third party rights of any nature and together with all rights attaching thereto on or after the Closing Date including the right to receive all dividends and other distributions declared paid or made after that date and that such representation shall be deemed to be repeated at the time Numis purchases such Shares;
- 5.3 the execution of the Tender Form will, subject to the Tender Offer becoming unconditional, in respect of the Shares referred to in sub-paragraph 5.1 of this Part III, constitute the irrevocable appointment of any director or officer of Numis as such Shareholder's attorney and/or agent (the "attorney"), and an irrevocable instruction and authority to the attorney to complete and execute all or any instruments of transfer and/or other documents at the attorney's discretion in relation to such Shares in favour of Numis or such other person or persons as Numis may direct and to deliver such instrument(s) of transfer and/or other document(s) at the discretion of the attorney, together with the Share certificate(s) and/or other document(s) of title relating to such Shares, for registration and to do all such other acts and things as may in the opinion of such attorney be necessary or expedient for the purpose of, or in connection with, the Tender Offer and to vest in Numis or its nominee(s) or such other person(s) as Numis may direct such Shares;
- 5.4 such Shareholder will ratify and confirm each and every act or thing which may be done or effected by Numis or any of its directors, officers or any person nominated by Numis in the proper exercise of its or his or her respective powers and/or authorities hereunder (including any attorney);
- 5.5 such Shareholder will deliver to the Receiving Agent their Share certificate(s) and/or other document(s) of title in respect of the Shares referred to in sub-paragraph 5.1 of this Part III, or an indemnity acceptable to Numis and the Receiving Agent in lieu thereof, or will procure the delivery of such document(s) to such person as soon as possible thereafter and, in any event, not later than the Closing Date;
- 5.6 such Shareholder shall do all such acts and things as shall be necessary or expedient and execute any additional documents deemed by Numis to be desirable, in each case to complete the purchase of the Shares and/or to perfect any of the authorities expressed to be given hereunder;
- 5.7 such Shareholder has not received or sent copies or originals of the Tender Form or any related documents to any overseas jurisdiction and has not otherwise utilised in connection with the Tender Offer, directly or indirectly, the mails or any means or instrumentality (including, without limitation, facsimile, transmission, telex and telephone) of interstate or foreign commerce, or of any facility of a national securities exchange, of any overseas jurisdiction, that the Tender Form has not been mailed or otherwise sent in, into or from any overseas jurisdiction and that such Shareholder is not accepting the Tender Offer from any overseas jurisdiction;
- 5.8 if such Shareholder is an Overseas Shareholder, (a) it is not resident or located in any Restricted Territory or in any territory in which it is unlawful to make or accept the Tender Offer or to use the Tender Form in any manner in which the person has used or will use it, (b) it has fully observed any applicable legal and regulatory requirements of the territory in which such Overseas Shareholder is resident or located and (c) the invitation under the Tender Offer may be made to such Overseas Shareholder under the laws of the relevant jurisdiction;
- 5.9 the provisions of the Tender Form shall be deemed to be incorporated into the terms and conditions of the Tender Offer;
- 5.10 the despatch of a cheque in respect of the consideration payable to such Shareholder at his registered address or such other address as is specified in the Tender Form will constitute a complete discharge by Numis of its obligations to make such payment to such Shareholder;
- 5.11 the execution of the Tender Form constitutes a warranty by such Shareholder that the information given by or on behalf of the Shareholder in the Tender Form will be true in all respects at the time Numis purchases the Shares referred to in sub-paragraph 5.1 of this Part III as if it had been given afresh at such time and shall not be extinguished by such purchase;
- 5.12 on execution, the Tender Form takes effect as a deed;

- 5.13 the execution of the Tender Form constitutes such Shareholder's submission to the exclusive jurisdiction of the courts of England in relation to all matters arising out of or in connection with the Tender Offer and/or the Tender Form; and
- 5.14 if the appointment of an attorney provision under sub-paragraph 5.3 of this Part III shall be unenforceable or invalid or shall not operate so as to afford any director or officer of Numis the benefit or authority expressed to be given therein, the Shareholder shall with all practicable speed do all such acts and things and execute all such documents that may be required to enable Numis to secure the full benefits of sub-paragraph 5.3 of this Part III.

A reference in this paragraph 5 to a Shareholder includes a reference to the person or persons executing the Tender Form and, in the event of more than one person executing a Tender Form, the provisions of this paragraph will apply to them jointly and to each of them.

6. **Tenders through CREST**

Each Shareholder by whom, or on whose behalf, a tender through CREST is made in respect of uncertificated Shares hereby irrevocably undertakes, represents, warrants and agrees to and with Numis (so as to bind him, his personal representatives, heirs, successors and assigns) that:

- 6.1 the input of the TTE Instruction shall constitute an offer to sell to Numis such number of Shares as is specified in the TTE Instruction on and subject to the terms and conditions set out or referred to in this document and that once the TTE Instruction has settled, such tender shall be irrevocable;
- 6.2 such Shareholder has full power and authority to tender, sell, assign or transfer the Shares in respect of which such offer is accepted (together with all rights attaching thereto) and, when the same are purchased by Numis, Numis will acquire such Shares with full title guarantee, fully paid and free from all liens, charges, encumbrances, equitable interests, rights of pre-emption or other third party rights of any nature and together with all rights attaching thereto on or after the Closing Date including the right to receive all dividends and other distributions declared, paid or made after that date and that such representation shall be deemed repeated at the time Numis purchases such Shares;
- 6.3 the input of the TTE Instruction will, subject to the Tender Offer becoming unconditional, in respect of the Shares, constitute the irrevocable appointment of the Receiving Agent and any director or officer of Numis as an attorney and/or agent as may be necessary or expedient for the purposes of, or in connection with, the Tender Offer (each an "agent") and an irrevocable instruction and authority to the agent (i) to complete and execute the transfer to itself by means of CREST and then to transfer to Numis (or to such person or persons as Numis may direct) by means of CREST all of the Relevant Shares (as defined below) (but not exceeding the number of Shares which have been tendered pursuant to the Tender Offer); and (ii) if the Tender Offer lapses or is terminated, or there are Shares which have not been successfully tendered under the Tender Offer, to give instructions to Euroclear, as promptly as practicable after the lapsing or termination of the Tender Offer, to transfer the Relevant Shares to the original available balances from which those Shares came. For the purposes of this sub-paragraph 6.3, "**Relevant Shares**" means Shares in uncertificated form in respect of which a transfer or transfers to escrow has or have been effected pursuant to the procedures described in this Part III;
- 6.4 such Shareholder will ratify and confirm each and every act or thing which may be done or effected by Numis or any of its directors, officers or any person nominated by Numis or the Receiving Agent in the proper exercise of its or his or her respective powers and/or authorities hereunder (including its appointed agent);
- 6.5 such Shareholder shall do all such acts and things as shall be necessary or expedient and execute any additional documents deemed by Numis to be desirable, in each case to complete the purchase of the Relevant Shares (as defined in sub-paragraph 6.3 above) and/or to perfect any of the authorities expressed to be given hereunder;
- 6.6 if such Shareholder is an Overseas Shareholder, (a) it is not resident or located in any Restricted Territory or in any territory in which it is unlawful to make or accept the Tender Offer, (b) it has fully observed any applicable legal and regulatory requirements of the territory in which such Overseas Shareholder is resident or located and (c) the invitation under the Tender Offer may be made to such Overseas Shareholder under the laws of the relevant jurisdiction;
- 6.7 the creation of a CREST payment in favour of such Shareholder's payment bank in accordance with the CREST payment arrangements as referred to in paragraph 4 of this Part III will, to the extent of the

obligations so created, discharge fully any obligation of Numis to pay to such Shareholder the cash consideration to which he is entitled under the Tender Offer;

- 6.8 the input of the TTE Instruction constitutes such Shareholder's submission to the exclusive jurisdiction of the courts of England in relation to all matters arising out of or in connection with the Tender Offer;
- 6.9 if, for any reason, any Shares in respect of which a TTE Instruction has been made are, prior to the Closing Date, converted into certificated form, the tender through CREST in respect of such Shares shall cease to be valid and the Shareholder will need to comply with the procedures for tendering Shares in certificated form as set out in this Part III in respect of the Shares so converted, if he wishes to make a valid tender of such Shares pursuant to the Tender Offer; and
- 6.10 if the appointment of an agent provision under sub-paragraph 6.3 of this Part III shall be unenforceable or invalid or shall not operate so as to afford any director or officer of Numis or the Receiving Agent the benefit or authority expressed to be given therein, the Shareholder shall with all practicable speed do all such acts and things and execute all such documents that may be required to enable Numis or the Receiving Agent to secure the full benefits of sub-paragraph 6.3 of this Part III.

7. Termination of the Tender Offer

If: (i) the Company (acting by the Directors) shall, at any time prior to Numis effecting the purchase as principal of the tendered Shares, notify Numis in writing that in its reasonable opinion the completion of the purchase of Shares in the Tender Offer is no longer in the best interests of the Company and/or the Shareholders as a whole or that there would or may be unexpected adverse tax consequences (whether by reason of a change in legislation or practice or otherwise) for the Company or its Shareholders if the Tender Offer were to proceed, or (ii) at any time after 5.00 p.m. on 8 November 2016, any of the Conditions have not been satisfied, Numis shall either (a) postpone the Tender Offer until such time as the Company (acting by the Directors) and Numis agree that no such circumstances exist as set out in (i) above or the Conditions have been satisfied or (b) by a public announcement withdraw the Tender Offer (and in such event the Tender Offer shall cease and determine absolutely without any liability on the part of the Company or Numis).

8. Additional Provisions

- 8.1 Each Shareholder may tender all or part of their holding of Shares by the Closing Date, subject to the scaling back of tenders in excess of that Shareholder's Basic Entitlement on the basis provided in paragraph 1 of this Part III. If: (i) Box 2 of the Tender Form is not completed; or (ii) in Numis's determination (in its absolute discretion) Box 2 has not been validly completed, provided that the Tender Form is otherwise in order and accompanied by all other relevant documents, the tender may be accepted as a valid tender in respect of the whole of the Basic Entitlement. However, if the Share certificate(s) and/or other document(s) of title accompanying such Tender Form total less than the Basic Entitlement, then the Tender Form shall be treated as a tender for such lesser amount.
- 8.2 Shares acquired by Numis under the Tender Offer will be on-market purchases in accordance with CA 2006.
- 8.3 Shares sold by Shareholders pursuant to the Tender Offer will be acquired with full title guarantee, fully paid and free from all liens, charges, encumbrances, equitable interests, rights of pre-emption or other third party rights of any nature and together with all rights attaching thereto on or after the Closing Date including the right to receive all dividends and other distributions declared, paid or made after that date.
- 8.4 Unless lapsed, extended or terminated in accordance with the provisions of this Part III, the Tender Offer will close at 1.00 p.m. on 4 November 2016 and it is expected that on 8 November 2016 the Company will make a public announcement of the total number of Shares tendered and, if appropriate, the proportion of tendered Shares which will be purchased by Numis from Shareholders who have tendered Shares in excess of their Basic Entitlement.
- 8.5 Each Shareholder who tenders or procures the tender of Shares will thereby be deemed to have agreed that, in consideration of Numis agreeing to process their tender, such Shareholder will not revoke their tender or withdraw their Shares. Shareholders should note that once tendered Shares may not be sold, transferred, charged or otherwise disposed of other than in accordance with the Tender Offer.
- 8.6 Any omission to despatch this document or the Tender Form or any notice required to be despatched under the terms of the Tender Offer to, or any failure to receive the same by, any person entitled to participate in the Tender Offer shall not invalidate the Tender Offer in any way or create any implication that the Tender Offer has not been made to any such person.

- 8.7 No acknowledgement of receipt of any Tender Form(s), Share certificate(s) and/or document(s) of title will be given. All communications, notices, certificates, documents of title and remittances to be delivered by or sent to or from Shareholders (or their designated agents) will be delivered by or sent to or from Shareholders (or their designated agents) at their own risk.
- 8.8 All powers of attorney and authorities on the terms conferred by or referred to in this Part III or the Tender Form are given by way of security for the performance of the obligations of the Shareholders concerned and are irrevocable in accordance with section 4 of the Powers of Attorney Act 1971.
- 8.9 All tenders by certificated holders must be made on the relevant prescribed Tender Form, duly completed in accordance with the instructions set out thereon which constitute part of the terms of the Tender Offer. A Tender Form will only be valid when the procedures contained in these terms and conditions and in the Tender Form are complied with. The Tender Offer and all tenders will be governed by and construed in accordance with English law. Delivery or posting of a Tender Form will constitute submission to the exclusive jurisdiction of the English courts.
- 8.10 If the Tender Offer lapses or is terminated, all documents lodged pursuant to the Tender Offer will be returned promptly by post, within 14 Business Days of the Tender Offer lapsing or terminating, to the person or agent whose name and address is set out in Box 1 or, if applicable, in Box 4 of the Tender Form or, if none is set out, to the tendering Shareholder or, in the case of joint holders, the first named at their registered address. In any of these circumstances the Tender Form will cease to have any effect. In the case of Shares held in uncertificated form, the Receiving Agent in its capacity as the escrow agent will, within 14 Business Days of the Tender Offer lapsing or being terminated, give instructions to Euroclear to transfer all Shares held in escrow balances and in relation to which it is the escrow agent for the purposes of the Tender Offer by TFE Instruction to the original available balances from which those Shares came.
- 8.11 The instructions, terms, provisions and authorities contained in or deemed to be incorporated in the Tender Form shall constitute part of the terms of the Tender Offer in respect of Shares held in certificated form. The definitions set out in this document apply to the terms and conditions set out in this Part III.
- 8.12 Subject to paragraphs 1 and 2 of this Part III, the Tender Offer will close at 1.00 p.m. on 4 November 2016. No Tender Form, Share certificate(s) and/or document(s) of title or indemnity or TTE Instruction received after that time will be accepted, except at the sole discretion of Numis.
- 8.13 Further copies of this document and the Tender Form may be obtained on request from Capita Asset Services on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 am – 5.30 pm, Monday to Friday excluding public holidays in England and Wales. Please note that Capita Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes..
- 8.14 Any change to the terms, or any extension or termination of the Tender Offer will be followed as promptly as practicable by a public announcement thereof no later than 1.00 p.m. on the Business Day following the date of such change, extension or termination. Such an announcement will be notified to a regulatory information service. References to the making of an announcement by the Company include the release of an announcement on behalf of the Company by Numis to the press and delivery of, by telephone or facsimile or other electronic transmission of, such announcement to a regulatory information service.
- 8.15 Tendering Shareholders will not be obliged to pay brokerage fees, commissions or transfer taxes or stamp duty in the UK on the purchase by Numis of Shares pursuant to the Tender Offer.
- 8.16 Except as contained in this document, no person has been authorised to give any information or make any representations with respect to the Company or the Tender Offer and, if given or made, such other information or representations should not be relied on as having been authorised by Numis or the Company. Under no circumstances should the delivery of this document or the delivery of any consideration pursuant to the Tender Offer create any implication that there has been no change in the assets, properties, business or affairs of the Company since the date of this document.
- 8.17 Numis reserves the absolute right to inspect (either itself or through its agents) all Tender Forms and may consider void and reject any tender that does not in Numis's sole judgment (acting reasonably) meet the requirements of the Tender Offer. Numis reserves the absolute right to waive any defect or irregularity in the tender of any Shares, including any Tender Form (in whole or in part), which is not entirely in order or which is not accompanied by (in the case of Shares held in certificated form) the related Share certificate(s) and/or other document(s) of title or any indemnity acceptable to Numis in lieu thereof. In that event, for Shares held in certificated form, however, the consideration under the Tender Offer will only be

despatched when the Tender Form is entirely in order and the Share certificate(s) or other document(s) of title or indemnities in lieu thereof satisfactory to Numis has/have been received. All questions as to the number of Shares tendered and the validity, form, eligibility (including the time of receipt) and acceptance for payment of any tender of Shares will be determined by Numis in its absolute and sole discretion, which determination shall be final and binding on all of the parties (except as otherwise required under applicable law). Neither Numis, the Company nor the Receiving Agent or any other person will be under any duty to give notification of any defects or irregularities in tenders or incur any liability for failure to give any such notification.

- 8.18 Shares purchased pursuant to the Tender Offer will, following the completion of the Tender Offer, be acquired from Numis by the Company on AIM pursuant to the Repurchase Agreement for cancellation.
- 8.19 The provisions of the Contracts (Rights of Third Parties) Act 1999 do not apply to this document.

9. **Overseas Shareholders**

- 9.1 The making of the Tender Offer in or to persons who are citizens or nationals of, or resident in, overseas jurisdictions or to custodians, nominees or trustees for citizens, nationals or residents of overseas jurisdictions may be prohibited or affected by the laws of the relevant overseas jurisdiction. Shareholders who are Overseas Shareholders should inform themselves about and observe any applicable legal requirements. It is the responsibility of any such Shareholder wishing to tender Shares to satisfy himself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, the compliance with other necessary formalities and the payment of any transfer or other taxes or other requisite payments due in such jurisdiction. Any such Shareholder will be responsible for payment of any such transfer or other taxes or other requisite payments due to whomsoever payable and Numis and the Company and any person acting on their behalf shall be fully indemnified and held harmless by such Shareholder for any such transfer or other taxes or other requisite payments such person may be required to pay. No steps have been taken to qualify the Tender Offer or to authorise the extending of the Tender Offer or the distribution of the Tender Form in any territory outside the UK.
- 9.2 In particular, the Tender Offer is not being made, directly or indirectly, in or into, or by use of the mails, or by any means or instrumentality (including, without limitation, facsimile transmission, telex and telephone) of interstate or foreign commerce, or of any facility of a national securities exchange, any of the Restricted Territories and the Tender Offer cannot be accepted by any such use, means, instrumentality or facility or from within the Restricted Territories. Accordingly, the Tender Form and any related documents are not being and must not be mailed or otherwise distributed or sent in or into the Restricted Territories, including to Shareholders with registered addresses in the Restricted Territories or to persons in the Restricted Territories. Receipt of this document and/or the Tender Form will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and in those circumstances, this document and/or the Tender Form will be deemed to have been sent for information only and should not be copied or redistributed. Persons receiving such documents or wishing to accept the Tender Offer should not distribute or send them in, into or from the Restricted Territories or use such mails or any such means, instrumentality or facility in connection with the Tender Offer and so doing will render invalid any related purported acceptance of the Tender Offer. All accepting Shareholders must provide addresses outside the Restricted Territories for the remittance of cash or the return of documents lodged pursuant to the Tender Offer. A Shareholder will be deemed not to have accepted the Tender Offer if: (i) such Shareholder is unable to make the representations and warranties set out in paragraph 5 or 6 (as applicable) of this Part III of this document; or (ii) such Shareholder completes Box 1 or, if applicable, Box 4 of the Tender Form with an address in any of the Restricted Territories or has a registered address in any of the Restricted Territories and in either case such Shareholder does not insert in Box 1 or, if applicable, Box 4 of the Tender Form the name and address of a person or agent outside the Restricted Territories to whom he wishes the consideration to which he is entitled under the Tender Offer to be sent, subject to the provisions of this paragraph and applicable laws; or (iii) such Shareholder inserts in Box 1 or, if applicable, Box 4 of the Tender Form the name and address of a person or agent in any of the Restricted Territories to whom he wishes the consideration to which such Shareholder is entitled under the Tender Offer to be sent; or (iv) the Tender Form received from him is in an envelope postmarked in, or which otherwise appears to Numis or its agents to have been sent from, a Restricted Territory. Numis reserves the right, in its absolute discretion, to investigate, in relation to any acceptance, whether the representations and warranties referred to in paragraph 5 or 6 (as applicable) of this Part III given by any Shareholder are correct and, if such investigation is undertaken and as a result Numis determines (for any reason) that such representations and warranties is not correct, such acceptance shall not be valid.

- 9.3 If, in connection with making the Tender Offer and notwithstanding the restrictions described above, any person (including, without limitation, custodians, nominees and trustees) whether pursuant to a contractual or legal obligation or otherwise, forwards this document, the Tender Form or any related offering documents in, into or from the Restricted Territories or uses the mails of, or any means or instrumentality (including, without limitation, facsimile transmission, telex and telephone) of interstate or foreign commerce or any facility of a national securities exchange of, the Restricted Territories in connection with such forwarding, such persons should: (i) inform the recipient of such fact; (ii) explain to the recipient that such action may invalidate any purported acceptance of the Tender Offer by the recipient; and (iii) draw the attention of the recipient to this paragraph 9.
- 9.4 The provisions of this paragraph 9 and any other terms of the Tender Offer relating to Overseas Shareholders may be waived, varied or modified as regards specific Shareholders or on a general basis by Numis in its absolute discretion but only if Numis is satisfied that such waiver, variance or modification will not constitute or give rise to a breach of applicable securities or other legal or regulatory requirements.
- 9.5 The provisions of this paragraph 9 supersede any terms of the Tender Offer inconsistent herewith.
- 9.6 **Overseas Shareholders should inform themselves about and observe any applicable legal or regulatory requirements. The comments set out in this document are intended as a general guide only and Shareholders who are in any doubt about their position should consult their professional adviser in the relevant territory.**
10. **Modifications**
- The terms of the Tender Offer shall have effect subject to such non-material modifications as the Company and Numis may from time to time approve in writing. The times and dates referred to in this document may be amended by agreement in writing between the Company and Numis.

PART IV

UNITED KINGDOM TAXATION

The following summary of the UK tax treatment of Shareholders who sell Shares pursuant to the Tender Offer (which applies only to persons holding Shares as an investment) is intended as a general guide only and is based on United Kingdom tax law as well as the practice of HMRC at the date of this document. It may not be applicable to certain Shareholders, including insurance companies, dealers in securities and Shareholders who are not beneficial owners of the relevant Shares, such as trustees.

Shareholders who are in any doubt as to their tax position or who may be subject to tax in a jurisdiction other than the UK should consult an appropriate professional adviser. These comments are not exhaustive and do not constitute legal or tax advice.

Taxation of Chargeable Gains

As Numis will be making the Tender Offer as principal, a Shareholder who sells Shares to Numis pursuant to the Tender Offer should be treated, for the purposes of UK taxation of chargeable gains, in the same way as though he had sold them on market to a third party. A charge to taxation on chargeable gains could therefore arise depending on that Shareholder's particular circumstances (including the availability of any exemptions, reliefs and allowable losses).

A Shareholder who is not resident for tax purposes in the UK who sells his Shares pursuant to the Tender Offer will not normally be liable for UK taxation on chargeable gains on any gain which is realised. A liability to tax may arise in respect of a gain if such Shareholder (i) carries on a trade in the UK through a branch or agency (or, in the case of a corporate shareholder, a permanent establishment) and the Shares are or have been used, held or acquired for the purposes of such trade, branch, agency or permanent establishment or (ii) is an individual who, in certain circumstances, becomes resident for tax purposes in the United Kingdom during the tax year in which the sale of the Shares occurs or (iii) is an individual who, though non-resident during the tax year in which the sale of the Shares occurs, is non-resident for fewer than five tax years.

Chapter 1 of Part 13 ITA 2007 (in respect of individual Shareholders) and Part 15 of CTA 2010 (in respect of corporate Shareholders) ("tax advantage provisions") permit HMRC to counteract tax advantages arising from certain transactions in securities. The tax advantage provisions do not apply where the relevant Shareholder can show that the transaction was entered into for genuine commercial reasons and did not involve as one of its main objects, the obtaining of a tax advantage.

If HMRC sought to apply the tax advantage provisions in respect of the Tender Offer, then some individual UK resident Shareholders and trustees selling their Shares in the Tender Offer might be liable to taxation as if they had received income, rather than capital.

No application has been made to HMRC for clearance that the tax advantage provisions shall not apply to any sale of Shares pursuant to the Tender Offer. **Shareholders are, however, advised to take independent professional advice as to the potential application of the tax advantage provisions in the light of their own particular motives and circumstances.**

Stamp duty and stamp duty reserve tax

Shareholders will have no liability to stamp duty or stamp duty reserve tax in respect of the sale of their Shares pursuant to the Tender Offer.

PART V

ADDITIONAL INFORMATION

1. Directors' and other interests

- 1.1 As at 30 September 2016 (being the latest practicable date prior to the publication of this document), the interests of each Director (and their immediate families), all of which are beneficial, in the share capital of the Company were as follows:

<i>Directors</i>	<i>Number of Shares</i>	<i>Percentage of existing issued share capital</i>
Roger Mc Dowell	2,406,409	8.6%
Steve McQuillan	431,707	1.5%
Stephen King	360,495	1.3%
Jeremy Hamer	114,500	0.4%
Graham Thornton	40,000	0.1%
Leslie Thomas	-	-

- 1.2 Save as disclosed in sub-paragraph 1.1 of this Part V, none of the Directors, nor any person connected with a Director (within the meaning of section 252 of CA 2006), has any interest (beneficial or non-beneficial) in the share capital of the Company or any of its subsidiaries.

- 1.3 As at 30 September 2016 (being the latest practicable date prior to the publication of this document), insofar as has been notified to the Company, the following had interests either directly or indirectly, in 3 per cent or more of the Company's issued share capital or voting rights:

<i>Name</i>	<i>Number of Shares</i>	<i>Percentage of existing issued share capital</i>
Nigel Wray	5,352,908	19.1%
P McDowell's Pension Fund	2,426,409	8.7%
R S McDowell's Pension Fund	2,406,409	8.6%
Funds managed by Unicorn Asset Management Limited	1,660,700	5.9%
Funds managed by LGT Bank	1,292,800	4.6%
Funds managed by Close Brothers Asset Management	924,412	3.3%

- 1.4 As at 30 September 2016 (being the latest practicable date prior to the publication of this document), the issued share capital was 28,009,069 Shares and save as set out below there were no outstanding warrants or options to subscribe for Shares or any Shares held in treasury.

- 1.5 As at 30 September 2016 (being the latest practicable date prior to the publication of this document) the options to subscribe for Shares in the Company were held by directors of the Company as follows:

<i>Name</i>	<i>Number of Options</i>
Steve McQuillan	195,000
Stephen King	198,733

2. Repurchase Agreement

The Company and Numis entered into a repurchase agreement on 3 October 2016 pursuant to which the Company has agreed to purchase from Numis, on market, such number of Shares as Numis shall purchase pursuant to the Tender Offer, at an aggregate price equal to the amount paid by Numis for the Exit Shares. Numis may terminate the Tender Offer if it receives notice from the Company that, in the Company's reasonable opinion, one or more of the Conditions set out in sub-paragraph 2.1 of Part III of this document have not been satisfied.

In acquiring Exit Shares pursuant to valid tenders made in the Tender Offer and in selling such Exit Shares to the Company, Numis will act as principal.

The Repurchase Agreement, which is stated not to create a relationship of agency between Numis and the Company, is governed by and construed in accordance with English Law.

3. Consent

Numis has given and has not withdrawn its written consent to the inclusion in this document of its letter in Part II of this document and the references to its name in the form and context in which they are included in this document.

4. Documents available for inspection

Copies of the following documents will be available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this document until the completion, termination or lapse of the Tender Offer, at the registered office of the Company:

- the Articles;
- the consent letter from Numis referred to in paragraph 3 above;
- the Repurchase Agreement; and
- this document.

5. Options

As at 30 September 2016 (being the latest practicable date prior to the publication of this document), the options to subscribe for Shares in the Company (including those held by directors of the Company) were 584,000, of which 56,400 are capable of being exercised before the Record Date.

3 October 2016

DEFINITIONS

The following definitions apply throughout this document and the accompanying Tender Form unless the context otherwise requires:

“Articles”	the articles of association of the Company, as amended from time to time;
“Basic Entitlement”	50 per cent (rounded down to the nearest whole number) of the Shares held by an Eligible Shareholder;
“Board” or the “Directors”	the board of directors of the Company (and each a “Director”);
“Business Day”	a day on which the clearing banks and foreign exchange markets settle payments and are open for general business in London;
“CA 2006”	the Companies Act 2006, as amended;
“Capita Asset Services”	a trading name of Capita Registrars Limited, the Company’s registrars;
“certificated” or “in certificated form”	a share or other security which is not in uncertificated form (i.e. not in CREST);
“Closing Date”	1.00 p.m. (UK time) on 4 November 2016, the date on which the Tender Offer closes, unless extended in accordance with the terms set out in this document;
“Company”	Avingtrans Plc;
“Conditions”	the conditions set out in paragraph 2 of Part III of this document;
“CREST”	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations);
“CREST Member”	a person who has been admitted by Euroclear as a system-member (as defined in the CREST Regulations);
“CREST Participant”	a person who is, in relation to CREST, a system-participant (as defined in the CREST Regulations);
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755);
“CREST Sponsor”	a CREST Participant admitted to CREST as a CREST sponsor, being a sponsoring system-participant (as defined in the CREST Regulations);
“CREST Sponsored Member”	a CREST member admitted to CREST as a Sponsored Member;
“CTA 2010”	the Corporation Tax Act 2010, as amended;
“Dollar” or “\$”	United States dollars, being the lawful currency of the United States of America;
“Eligible Shareholder”	a Shareholder on the register of members of the Company at close of business on the Record Date;
“Escrow Agent”	Capita Asset Services (in its capacity as a CREST participant under Participant ID:RA10);
“Euroclear”	Euroclear UK & Ireland Limited;
“Exit Share”	a Share which has been successfully tendered for purchase pursuant to the terms of the Tender Offer;
“General Meeting”	the general meeting of Shareholders of the Company convened for 11.30 a.m. on 8 November 2016 at Shakespeare Martineau LLP, No 1 Colmore Square, Birmingham, B4 6AA;
“Group”	the Company and any undertaking which is a subsidiary undertaking of the Company from time to time;
“HMRC”	HM Revenue & Customs;

“ITA 2007”	the Income Tax Act 2007, as amended;
“Numis”	Numis Securities Limited, which conducts its UK investment banking business as Numis Securities Limited, of The London Stock Exchange Building, 10 Paternoster Square, London, EC4M 7LT;
“Member Account ID”	the identification code or number attached to any member account in CREST;
“Overseas Shareholder”	a Shareholder who is resident in, or a citizen of, a jurisdiction outside the UK;
“Participant ID”	the identification code or membership number used in CREST to identify a particular CREST Member or other CREST Participant;
“Proxy Form”	the form of proxy accompanying Shareholders’ copies of this document for use by Shareholders in connection with the General Meeting;
“Receiving Agent”	Capita Asset Services, in its capacity as receiving agent for the purposes of the Tender Offer;
“Record Date”	close of business (UK time) on 4 November 2016;
“Register”	the register of members of the Company;
“Registrars”	Capita Asset Services, in its capacity as registrars to the Company;
“Repurchase Agreement”	the agreement dated 3 October 2016 entered into between the Company and Numis for the repurchase by the Company as a market purchase (as defined in CA 2006), on AIM, of the Exit Shares purchased by Numis pursuant to the Tender Offer, further details of which are set out in paragraph 2 of Part V of this document;
“Resolution”	the special resolution set out in the notice of the General Meeting;
“Restricted Territory” or “Restricted Territories”	United States of America, Canada, Australia, Japan or South Africa;
“Shareholders”	holders of Shares (and each a “Shareholder”);
“Shares”	ordinary shares of 5p each in the capital of the Company (and each a “Share”);
“Sterling” or “£”	pounds sterling, being the lawful currency of the UK;
“Takeover Code”	the City Code on Takeovers and Mergers
“Tender Form”	the tender form accompanying Shareholders’ copies of this document for use by Shareholders who hold their Shares in certificated form in connection with the Tender Offer;
“Tender Offer”	the proposed invitation by Numis to Shareholders (other than certain Overseas Shareholders) to tender Shares on the terms and subject to the conditions set out in this document and, in the case of Shares held in certificated form, the Tender Form;
“Tender Price”	200 pence being the price per Share at which the Shares will be purchased pursuant to the Tender Offer;
“TFE Instruction”	a transfer from escrow instruction (as defined in the CREST manual issued by Euroclear);
“TTE Instruction”	a transfer to escrow instruction (as defined in the CREST manual issued by Euroclear);
“uncertificated” or “in uncertificated form”	recorded on the Register 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; and
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland.

AVINGTRANS PLC

(Registered in England and Wales with registered number 1968354)

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Avingtrans Plc (the “**Company**”) will be held at Shakespeare Martineau LLP, No1 Colmore Square, Birmingham, B4 6AA at 11.30 a.m. (or, if later, the conclusion of the Annual General Meeting of the Company to be held on 8 November 2016) for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as a special resolution:

1. That the Company be authorised, for the purpose of section 701 of the Companies Act (the “**Act**”), to make market purchase(s) (within the meaning of section 693(4) of the Act) following the Tender Offer (as defined in the circular to shareholders of the Company dated 3 October 2016) of ordinary shares of 5p each in the capital of the Company (“**Shares**” and each a “**Share**”) on such terms and in such manner as the directors of the Company may from time to time determine, provided that:
 - (a) the maximum aggregate number of Shares authorised to be purchased is 14,000,000, being the number representing approximately 50 per cent of the issued capital of the Company as at 30 September 2016;
 - (b) the price which may be paid per Share is 200 pence, exclusive of all expenses, which shall be both the maximum and minimum price for the purpose of section 701 of the Act; and
 - (c) the authority conferred by this resolution shall be in addition to and not in substitution for any existing authority and shall lapse at the conclusion of the next annual general meeting of the Company unless such authority is renewed prior to such time.

Registered Office:

Chatteris Business Park
Honeysome Road
Chatteris
Cambridgeshire
England
PE16 6SA

By order of the Board

Stephen King
Company Secretary

3 October 2016

Notes:

Entitlement to attend and vote

1. Only those members registered on the Company’s register of members at 6.00 p.m. on 6 November 2016 or if this meeting is adjourned, at 6.00 pm on the day two days prior to the adjourned meeting shall be entitled to attend and vote at the meeting.

Attending in person

2. If you wish to attend the meeting in person, please bring photographic identification with you to the meeting.

Appointment of Proxies

3. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
4. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this “Appointment of Proxies” section.
5. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form.
6. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
7. A vote withheld is not a vote in law, which means that the vote will not be counted in a calculation of votes for or against the resolution. If no voting indication is given, our proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

Appointment of proxy using hard copy proxy form

8. The notes to the proxy form explain how to direct your proxy, how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be completed and signed and sent or delivered to Capita Asset Services of PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU; and received by Capita Asset Services of PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 11.30 a.m. on 6 November 2016.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the Company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

10. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

When you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Capita Asset Services of PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

11. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:
 - a. By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capita Asset Services of PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
 - b. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power of authority) must be included with revocation notice.
 - c. In either case, the revocation notice must be received by Capita Asset Services of PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 10 a.m. on 4 November 2016.
 - d. Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Issued shares and total voting rights

12. As at 11:00 am on 30 September 2016, the Company's issued share capital comprised 28,009,069 ordinary shares of 5p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 11:00 am on 30 September 2016 is 28,009,069.