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THIS IS AN ANNOUNCEMENT OF A POSSIBLE OFFER UNDER RULE 2.4 OF THE CITY CODE ON TAKEOVERS AND MERGERS (THE "CODE"). THIS ANNOUNCEMENT IS NOT AN ANNOUNCEMENT OF A FIRM INTENTION TO MAKE AN OFFER UNDER RULE 2.7 OF THE CODE AND THERE CAN BE NO CERTAINTY THAT AN OFFER WILL BE MADE.

FOR IMMEDIATE RELEASE

Gordon Dadds Group Limited
("Gordon Dadds" or the "Company")

**Possible Recommended Share Offer and
Proposed Accelerated Bookbuild Placing to raise up to £20 million**

by

Work Group plc
("Work Group")

The Board of Gordon Dadds confirms that it is in advanced negotiations regarding a possible share offer for the Company by Work Group ("Potential Offer"), which would constitute a reverse takeover under the AIM Rules for Companies ("Acquisition").

Alongside the Acquisition, Work Group intends to raise up to £20 million via an accelerated bookbuild placing of up to 457,142,857 new ordinary shares in Work Group at a price of 4.375 pence per ordinary share to institutional investors ("Placing"). The net proceeds of the Placing are expected to be up to £18 million, which will be used to repay borrowings of Gordon Dadds, to fund further acquisitions and for working capital requirements of Work Group as enlarged by the acquisition of Gordon Dadds.

Arden Partners plc ("Arden Partners") will be acting as sole bookrunner in connection with the accelerated bookbuild. Upon completion of the accelerated bookbuild, Arden Partners will be appointed Nominated Adviser and Broker to Work Group.

The Acquisition will provide Gordon Dadds shareholders with a public quotation for their equity interest in Gordon Dadds by being part of a company that is already admitted to AIM and with an established shareholder base.

Based on the Placing price of 4.375 pence per Work Group ordinary share, the Potential Offer would value the whole of the issued and to be issued ordinary share capital of Gordon Dadds at £18.75 million

and each Gordon Dadds ordinary share at 155 pence. The Potential Offer would value the ordinary shares of Gordon Dadds so that the share capital of Work Group as enlarged by the Acquisition but before the Placing is held as between Gordon Dadds shareholders and Work Group shareholders (assuming acceptance in full of the Potential Offer) in the ratio of 15:1.

If the Potential Offer becomes or is declared unconditional the Acquisition would constitute a reverse takeover under the AIM Rules and require the publication of an Admission Document. It will also give rise to an obligation on the part of a Gordon Dadds concert party ("Concert Party") to make a mandatory offer for the share capital of Work Group pursuant to Rule 9 of the City Code on Takeovers and Mergers ("Code)". Accordingly, the Potential Offer would be conditional on, inter alia, receiving the approval of Work Group shareholders to a reverse takeover under the AIM Rules and a waiver of the obligations of the Concert Party to make a mandatory offer for Work Group pursuant to Rule 9 of the Code.

Whilst the negotiations are very advanced at this stage, there can be no certainty that any offer will be made nor as to the final terms of any offer.

Further announcements will be made as appropriate and shareholders are strongly advised to take no action for the time being.

In accordance with Rule 2.6(a) of the Code, Work Group is required to announce either a firm intention to make an offer for the Company (pursuant to Rule 2.7 of the Code) or not (pursuant to Rule 2.8 of the Code) by 5:00pm on 8 August 2017 (being the 28th day following the date of this announcement), unless the Panel on Takeovers and Mergers (the "Panel") has consented to an extension of this deadline in accordance with Rule 2.6(c) of the Code.

Enquiries:

Gordon Dadds	
Adrian Biles, Managing Partner	via Newgate
Cairn Financial Advisers, Rule 3 Adviser to Gordon Dadds	
Sandy Jamieson / Liam Murray	Tel: 020 7213 0880
Newgate Communications, PR Adviser to Gordon Dadds	
Adam Lloyd / Lydia Thompson / James Ash	Tel: 020 7653 9850
Work Group	via Newgate
Simon Howard, Chairman	
Allenby Capital Ltd, Nominated Adviser to Work Group	Tel: 020 3328 5656
Jeremy Porter / James Thomas	
Arden Partners, Sole Bookrunner	Tel: 020 7614 5900
<i>Corporate Finance</i>	
John Llewellyn-Lloyd / Ciaran Walsh	

<i>Sales Trading</i>	
Marc Downes	

Important notices

This announcement is not intended to, and does not, constitute or form part of any offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities whether pursuant to this announcement or otherwise. This announcement does not constitute a prospectus or a prospectus equivalent document.

Overseas jurisdictions

The release, publication or distribution of this announcement in jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe any applicable requirements. This announcement has been prepared for the purposes of complying with English law and the Code and the information disclosed in this announcement may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside the United Kingdom.

This announcement is not for publication or distribution, directly or indirectly, in or into the United States of America. This announcement is not an offer of securities for sale into the United States. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1993, as amended, and may not be offered or sold in the United States, except pursuant to an applicable exemption from registration. No public offering of securities is being made in the United States.

Application of the Code

Whilst Gordon Dadds is a private limited company, the Code applies to it because it was admitted to trading on the main market of the London Stock Exchange within the last ten years (under the name of Culver Holdings plc).

Disclosure requirements of the Code

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business

day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

Publication of this announcement

In accordance with Rule 26.1 of the Code, a copy of this announcement will be available on the website of Gordon Dadds at www.gordondaddsgroup.com by no later than 12 noon (London time) on the business day following this announcement. The content of the website referred to in this announcement is not incorporated into and does not form part of this announcement. A further announcement will be made by Gordon Dadds as and when appropriate.

Rule 2.9 Disclosure

In accordance with Rule 2.9 of the Code, Gordon Dadds confirms that, as at the date of this announcement, it has 12,059,444 ordinary shares of £0.10 each in issue.

Forward-looking statements

This announcement may contain certain "forward-looking statements". The forward-looking statements contained in this announcement include statements relating to Gordon Dadds's proposal

to the Board of Touchstone, and other statements other than historical facts. Forward-looking statements often use words such as "believe", "expect", "estimate", "intend", "anticipate" and words of a similar meaning. You should not place undue reliance on these forward-looking statements, which reflect the current views of Gordon Dadds, are subject to risks and uncertainties about Touchstone and are dependent on many factors, some of which are outside of the control of Gordon Dadds. There are important factors, risks and uncertainties that could cause actual outcomes and results to be materially different, including that there can be no certainty that the approach in respect of the proposed transaction described in this announcement will result in a formal offer, nor as to the terms on which any such offer may be made. Except as required by law, Gordon Dadds undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Cairn Financial Advisers LLP ("Cairn"), which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for Gordon Dadds as Rule 3 adviser under the Code and for no one else in connection with the subject matter of this announcement and Cairn will not be responsible to anyone other than Gordon Dadds for providing the protections afforded to its clients or for providing advice in connection with the subject matter of this announcement.

Allenby Capital Ltd, which is authorised and regulated in the UK by the FCA, is acting exclusively as financial adviser to Work Group in relation to the matters set out in this announcement and no-one else and will not be responsible to anyone other than Work Group for providing the protections offered to clients of Allenby Capital Ltd nor for providing advice in relation to this announcement or any matter referred to herein.