

ANNOUNCEMENT - FOR IMMEDIATE RELEASE

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN, INTO OR FROM THE USA, CANADA, AUSTRALIA, JAPAN OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION

17 July 2017

MANDATORY UNCONDITIONAL CASH OFFER

by

PHOENIX UK FUND LTD

to acquire the entire issued share capital

of

HORNBY PLC

Results of the Unconditional Mandatory Cash Offer for Hornby plc

On 23 June 2017, Phoenix UK Fund Ltd ("**Phoenix UK Fund**") published an offer document (the "**Offer Document**") setting out the full terms of an unconditional mandatory cash offer under Rule 9 of the Takeover Code to acquire the entire issued and to be issued share capital of Hornby plc ("**Hornby**") not already owned by it or by parties acting in concert with it, at a price of 32.375 pence per Hornby share (the "**Offer**"). The Offer was made on an unconditional basis, including as to acceptances.

The deadline for acceptance of the Offer (being 1.00 p.m. (London time) on 14 July 2017, as stated in the Offer Document) has now passed and, as such, the Offer is now closed and the Offer Period (as such term is defined in the Offer Document) has now ended.

There are a total of 84,583,209 ordinary shares of 1 pence each in issue in the capital of Hornby ("**Ordinary Shares**"). Following the passing of the acceptance deadline date of 1.00 p.m. (London time) on 14 July 2017, Phoenix UK Fund, in conjunction with parties acting in concert with it, now holds an aggregate of 60,446,594 Ordinary Shares, representing 71.464 per cent. of the existing issued share capital of Hornby. The shareholdings of Phoenix UK Fund and the parties acting in concert with it, together with the levels of acceptance of the Offer, are shown in the table below:

	Ordinary Shares held at commencement of the Offer		Acceptances		Ordinary Shares held following closing of the Offer	
	Ordinary Shares	%	Ordinary Shares	%	Ordinary Shares	%
Phoenix UK Fund	23,678,199	27.994	13,742,556	16.247	37,420,755	44.241
Parties acting in concert with Phoenix UK Fund	23,025,839	27.223	-	-	23,025,839	27.223
Other shareholders	37,879,171	44.783	(13,742,556)	(16.247)	24,136,615	28.536
Total	84,583,209	100.000	-	-	84,583,209	100.000

Pursuant to Rule 17.1 of the Takeover Code, Phoenix UK Fund announces that, as at 1.00 p.m. (London time) on 14 July 2017, Phoenix UK Fund had received valid acceptances of the Offer in respect of 13,742,556 Ordinary Shares, representing 16.247 per cent. of the existing issued ordinary share capital of Hornby.

No acceptances of the Offer have been received from persons acting in concert with Phoenix UK Fund, as the offeror, or in respect of shares which were subject to any irrevocable commitment or letter of intent procured by Phoenix UK Fund or any person acting in concert with Phoenix UK Fund, and no such irrevocable commitments or letters of intent are in place.

Other than the Ordinary Shares as set out above, neither Phoenix UK Fund nor any person acting in concert with Phoenix UK Fund has an interest in, or right to subscribe for, any relevant securities of Hornby, nor do they hold any short positions in respect of such securities under a derivative, or any agreement to sell or any delivery obligation in respect of such securities or right to require another person to purchase or take delivery in respect of such securities. No relevant securities have been borrowed or lent by Phoenix UK Fund or any person acting in concert with Phoenix UK Fund.

Enquiries:

Phoenix UK Fund Ltd <i>James Wilson</i>	020 8600 0100
Liberum Capital Limited (Financial Adviser to Phoenix UK Fund) <i>Neil Patel / Neil Elliot</i>	020 3100 2000
Maitland Consultancy Limited (Financial PR Adviser to Phoenix UK Fund) <i>William Clutterbuck</i>	020 7379 5151

Liberum, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for Phoenix UK Fund and no one else in connection with the Offer and will not be responsible to anyone other than Phoenix UK Fund for providing the protections afforded to its clients, nor for providing advice in relation to the Offer or in relation to the contents of this announcement or any transaction or arrangement referred to in this announcement.

This announcement is not intended to and does not constitute, or form any part of, an offer or an invitation to purchase any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Offer or otherwise, nor shall there be any sale, issuance or transfer of securities of Hornby in any jurisdiction in contravention of applicable law. This announcement does not constitute a prospectus or equivalent document.

In accordance with Rule 26.1 of the Takeover Code, a copy of this announcement together with all information incorporated into this announcement by reference to another source will be available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on PAMP's website (www.phoenixassetmanagement.com) by no later than 12 noon (London time) on the Business Day following the publication of this announcement. For the avoidance of doubt, the contents of the website are not incorporated by reference and do not form part of this announcement.

You may request a hard copy of this announcement (and any information incorporated by reference in this announcement) by calling Capita Asset Services on +44 (0)371 664 0321. It is important that you note that unless you make a request, a hard copy of this announcement and any such

information incorporated by reference in it will not be sent to you. You may also request that all future documents, announcements and information to be sent to you in relation to the Offer should be in hard copy form.