

Capcon Holdings Plc

MANDATORY CASH OFFER UNDER RULE 9 OF THE CITY CODE TO ACQUIRE SHARES IN CAPCON HOLDINGS PLC BY PAUL JACKSON

2 September 2009

ACCEPTANCES RECEIVED AND EXTENSION OF OFFER

On 28 July 2009 Paul Jackson issued his Offer pursuant to Rule 9 of the Code to acquire shares in Capcon Holdings Plc not already owned by the Concert Party.

On 17 August 2009 the Offeror announced that the Offer was unconditional as to acceptances and that the Offer was extended to 2 September 2009.

The Offeror has now received acceptances under the terms of the offer in respect of a total of 4,870,829 Shares representing 41.7 % of the voting capital of the Company. These acceptances together with the Concert Party's interest in 5,197,820 Shares amount to 86.2% of the issued share capital of the Company.

The Concert Party also has option rights over 193,750 new Shares. Save for this interest the Concert Party has no other interests in the Shares of the Company that fall to be disclosed as required by Rule 17.1 (b), (c) or (d) of the Code.

Paul Jackson has agreed to make available, transfer or allocate shares he acquires on the closing of the Offer to other members of the Concert Party. In consultation with the Panel on Takeovers and Mergers it has been agreed to extend further the Offer which will remain open for acceptance for a period of not less than 14 Days from 2 September 2009. Accordingly the Offer will remain open for acceptances until 1.00 pm on 16 September 2009 or such later date as the Offeror, with the consent of the Takeover Panel, may decide.

It is probable that Mr Kenneth Dulieu will control more than 50% of the voting share capital of the Company and a further announcement will be made in due course to confirm the proposed allocation of shares amongst the Concert Party.

In this announcement:

"Company"	Capcon Holdings Plc registered in England and Wales under number 4196004;
"Offer"	the mandatory cash offer by the Offeror as set out in the Offer Document;
"Code"	The Takeover Code as issued by the Panel on Takeovers and Mergers
"Concert Party"	Kenneth Dulieu, Clifford Cavender, Paul Ashton and Paul Jackson;
"Offeror"	Paul Jackson;
"Shares"	means the existing issued or unconditionally allotted and paid (or credited as fully paid) ordinary shares of 1 pence each in the capital of the Company and any further shares which are unconditionally allotted

or issued fully paid (or credited as fully paid) on or prior to the date on which the Offer closes and "Share" shall mean any one of the Shares;

"Offer Document" the offer document dated 28 July 2009 published on website www.vantisplc.com/ClientRegulatoryAnnouncements setting out the terms of the Offer;

Dealing Disclosure Requirements

Under the provisions of Rule 8.3 of the City Code on Takeovers and Mergers (the 'Code'), if any person is, or becomes, 'interested' (directly or indirectly) in 1% or more of any class of 'relevant securities' of Capcon Holdings plc all dealings in any relevant securities of that company (including by means of an option in respect of, or a derivative referenced to, any such 'relevant securities') must be publicly disclosed by no later than 3:30 pm (London time) on the London business day following the date of the relevant transaction. This requirement will continue until the date on which the offer becomes, or is declared, unconditional as to acceptances, lapses or is otherwise withdrawn or on which the 'offer period' otherwise ends. If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire an 'interest' in 'relevant securities' of Capcon Holdings plc, they will be deemed to be a single person for the purpose of Rule 8.3.

Under the provisions of Rule 8.1 of the Code, all 'dealings' in 'relevant securities' of Capcon Holdings plc or by any of its respective 'associates', must be disclosed by no later than 12:00 noon (London time) on the London business day following the date of the relevant transaction.

A disclosure table, giving details of the companies in whose 'relevant securities' 'dealings' should be disclosed, and the number of such securities in issue, can be found on the Takeover Panel's website at www.thetakeoverpanel.org.uk.

'Interests in securities' arise, in summary, when a person has long economic exposure, whether conditional or absolute, to changes in the price of securities. In particular, a person will be treated as having an 'interest' by virtue of the ownership or control of securities, or by virtue of any option in respect of, or derivative referenced to, securities.

Terms in quotation marks are defined in the Code, which can also be found on the Panel's website. If you are in any doubt as to whether or not you are required to disclose a 'dealing' under Rule 8, you should consult the Panel.

A copy of this announcement is published on the following website: www.vantisplc.com/ClientRegulatoryAnnouncements