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30 November 2018

RECOMMENDED CASH ACQUISITION

of

ESURE GROUP PLC

by

BLUE (BC) BIDCO LIMITED

(A WHOLLY-OWNED SUBSIDIARY OF FUNDS ADVISED BY BAIN CAPITAL PRIVATE EQUITY, LP AND ITS AFFILIATES)

**to be effected by means of a Scheme of Arrangement under
Part 26 of the Companies Act 2006**

REGULATORY APPROVALS AND SCHEME TIMETABLE

On 14 August 2018, the Independent Directors of esure Group plc ("**esure**") and the board of Blue (BC) Bidco Limited ("**Bidco**"), a wholly-owned subsidiary of funds advised by Bain Capital Private Equity, LP and its affiliates ("**Bain Capital**"), announced that they had agreed the terms of a recommended cash offer pursuant to which Bidco will acquire the entire issued and to be issued share capital of esure (the "**Acquisition**") to be effected by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act (the "**Scheme**"). The circular in relation to the Scheme (the "**Scheme Document**") was posted to Shareholders on 5 September 2018.

On 3 October 2018, esure announced that at a Court Meeting and General Meeting held on that date, all shareholder resolutions relating to the Acquisition were approved by the requisite majorities.

The Acquisition is subject to the Conditions set out in Part III of the Scheme Document, including the receipt of the relevant approvals from the European Commission, the Prudential Regulation Authority ("**PRA**") and the Financial Conduct Authority (the "**FCA**").

esure and Bidco announce that:

1. on 12 October 2018, the European Commission announced that it had cleared the Acquisition unconditionally under the EU Merger Regulation following its Phase I simplified review and declared it compatible with the common market; and
2. on 30 November 2018, the PRA and FCA gave written notice in accordance with Part XII of FSMA of their approval of the acquisition of control of esure,

thereby satisfying both the regulatory Conditions to the Acquisition.

Next steps and timetable

The Scheme remains subject to sanction by the Court at the Scheme Court Hearing (expected to take place on 17 December 2018), the delivery of a copy of the Court Order to the Registrar of Companies

and the satisfaction (or, where applicable, the waiver) of the other Conditions to the Scheme (as set out in the Scheme Document). Subject to the Scheme receiving the sanction of the Court, the delivery of a copy of the Court Order to the Registrar of Companies and the satisfaction or, where applicable, the waiver of the other Conditions, the Scheme is expected to become effective on 19 December 2018.

The expected timetable of principal events for the implementation of the Scheme is set out below. If any change to the key dates and/or times set out in the timetable are made, esure and Bidco will give notice of this change by issuing an announcement through a Regulatory Information Service and by making such announcement available on esure's website at <https://www.esuregroup.com/investors>.

Event	Time and/or date⁽¹⁾
Scheme Court Hearing	17 December 2018
Last day of dealings in, and for registration of transfers of, Shares	18 December 2018
Scheme Record Time	6:00 p.m. on 18 December 2018
Suspension of dealings in and disablement in CREST of Shares	6:00 p.m. on 18 December 2018
Effective Date and time of the Scheme	By 8.00 a.m. on 19 December 2018
Cancellation of listing of Shares	By 8.00 a.m. on 19 December 2018
Latest date for despatch of cheques and crediting of CREST accounts for cash consideration due under the Scheme	2 January 2019
Long Stop Date	14 February 2019 ⁽²⁾

(1) All references in this Document to times are London time unless otherwise stated.

(2) This is the latest date by which the Scheme may become effective. However, the Long Stop Date may be extended to such later date as esure and Bidco may agree in writing (with the Panel's consent and as the Court may approve (should such approval(s) be required)).

Capitalised terms used but not defined in this announcement have the meanings given to them in the Scheme Document.

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Important notices

Deutsche Bank AG is authorised under German Banking Law (competent authority: European Central Bank) and, in the United Kingdom, by the PRA. It is subject to supervision by the European Central Bank and by BaFin, Germany's Federal Financial Supervisory Authority, and is subject to limited regulation in the United Kingdom by the PRA and FCA. Details about the extent of its authorisation and regulation by the PRA, and regulation by the FCA, are available on request. Deutsche Bank AG, acting through its London branch ("**Deutsche Bank**"), is acting as financial adviser and corporate broker to esure and for no one else in connection with the Acquisition and will not be responsible to anyone other than esure for providing the protections afforded to the clients of Deutsche Bank, nor for providing advice in relation to the Acquisition or any other matters referred to in this Announcement. Neither Deutsche Bank nor any of its affiliates, directors or employees owes or accepts any duty, liability or responsibility whatsoever (whether direct, indirect, consequential, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Deutsche Bank in connection with this Announcement, any statement contained herein or otherwise.

Goldman Sachs International, which is authorised by the PRA and regulated in the United Kingdom by the FCA and the PRA, is acting as lead financial adviser to Bidco and Bain Capital and for no one else in connection with the Acquisition and will not be responsible to anyone other than Bidco and Bain Capital for providing the protections afforded to its clients nor for providing advice in relation to the Acquisition, the contents of this Announcement or any other matters referred to in this Announcement.

Dean Street is authorised and regulated by the FCA in the United Kingdom and is acting as financial adviser to Bidco and Bain Capital and for no one else in connection with the Acquisition and other matters referred to in this Announcement and will not be responsible to anyone other than Bidco and Bain Capital for providing the protections afforded to its clients or for providing advice in relation to the Acquisition, the contents of this Announcement or any other matters referred to in this Announcement.

Cenkos is authorised and regulated by the FCA in the United Kingdom and is acting as financial adviser to Bidco and Bain Capital and for no one else in connection with the Acquisition and other matters referred to in this Announcement and will not be responsible to anyone other than Bidco and Bain Capital for providing the protections afforded to its clients in relation to the Acquisition, the contents of this Announcement or any other matters referred to in this Announcement.

Further information

This Announcement is for information purposes only and 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, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Acquisition or otherwise nor shall there be any sale, issuance or transfer of securities of esure in any jurisdiction in contravention of applicable law. The Acquisition will be implemented solely by means of the Scheme Document (or if the Acquisition is implemented by way of a Takeover Offer, the offer document), which contains the full terms and conditions of the Acquisition. Each Shareholder is urged to consult his independent professional adviser immediately regarding the tax consequences of the Acquisition applicable to him.

This Announcement does not constitute a prospectus or prospectus equivalent document.

Overseas jurisdictions

This Announcement has been prepared for the purpose of complying with English law, the Code and the Listing Rules and information disclosed 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.

The availability of the Acquisition to holders of Shares who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are resident. It is the responsibility of any person outside the United Kingdom into whose possession this Announcement comes to satisfy themselves as to the full observance of the laws of the relevant jurisdiction in connection with the Acquisition, including the obtaining of any governmental, exchange control or other consents which may be required and/or compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes or levies due in such jurisdiction.

The release, publication or distribution of this Announcement in certain jurisdictions may be restricted by law. Persons who are not resident in the United Kingdom or who are subject to the laws of other jurisdictions should inform themselves of, and observe, any applicable requirements. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.

Unless otherwise determined by Bidco or required by the Code and permitted by applicable law and regulation, the Acquisition will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so

would violate the laws in that jurisdiction. Accordingly, copies of this Announcement and all documents relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving copies of this Announcement and all documents relating to the Acquisition (including custodians, nominees and trustees) must observe these restrictions and must not mail or otherwise distribute or send them in, into or from such jurisdictions where to do so would violate the laws in that jurisdiction.

US holders of Shares should note that the Scheme relates to the shares of an English company that is a "foreign private issuer" as defined under Rule 3b-4 under the US Exchange Act and will be governed by English law. Accordingly, neither the proxy solicitation rules nor the tender offer rules under the US Exchange Act will apply to the Acquisition and to the Scheme. Moreover, the Acquisition and the Scheme will be subject to the disclosure requirements and practices applicable in the UK to schemes of arrangement, which differ from the disclosure requirements of the US proxy solicitation rules and tender offer rules. Financial information included in this Announcement and the Scheme Document has been prepared in accordance with accounting standards applicable in the UK that may not be comparable with the accounting standards applicable to financial statements of US companies. If Bidco were to elect to implement the acquisition of the Shares by way of a Takeover Offer, the offer will be made in compliance with applicable US securities laws and regulations, including Section 14(e) of the US Exchange Act and Regulation 14E thereunder.

Neither the SEC nor any securities commission of any state of the US nor any other US regulatory authority has approved the Acquisition, passed upon the fairness of the Acquisition or passed upon the adequacy or accuracy of this Document. Any representation to the contrary is a criminal offence in the US.

In accordance with normal UK practice, Bain Capital or its nominees, or its brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, Shares outside the US, other than pursuant to the Acquisition, until the date on which the Acquisition and/or Scheme becomes effective, lapses or is otherwise withdrawn, in compliance with applicable law, including the US Exchange Act. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases will be disclosed as required in the UK, will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at www.londonstockexchange.com.

This Announcement does not constitute an offer to sell or issue or the solicitation of an offer to buy or subscribe for shares in any jurisdiction in which such offer or solicitation is unlawful.

Overseas shareholders should consult their own legal and tax advisers with respect to the legal and tax consequences of the Scheme.

Rule 2.9 disclosure

In accordance with Rule 2.9 of the Code, esure confirms that as, at the date of this Announcement, its current issued share capital comprises 419,671,084 ordinary shares of 1/12 pence each. esure does not hold any Shares in treasury. The International Securities Identification Number for Shares is GB00B8KJH563.

Publication on website

A copy of this Announcement will be made available on the esure website at <https://www.esuregroup.com/investors.aspx> and the Bain Capital website at <https://www.baincapital.com/news/esureoffer> by no later than 12:00 p.m. on the Business Day following this Announcement. For the avoidance of doubt, neither the content of any website referred to in this Announcement nor the content of any website accessible from hyperlinks is incorporated into, or forms part of, this Announcement.

Shareholders may request a hard copy of this Announcement by contacting Equiniti on 0333 207 6372 or +44 121 415 0943 (if calling from outside of the UK). You may also request that all future documents, announcements and information to be sent to you in relation to the Acquisition should be in hard copy form.

