

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the action to be taken, you are recommended to seek immediately your own personal financial advice from an appropriately qualified independent adviser authorised pursuant to the Financial Services and Markets Act 2000 if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

If you receive this circular in any country or jurisdiction outside the United Kingdom you may not treat it as an invitation to elect to receive scrip dividend shares unless such an invitation could lawfully be made to you without BBGI SICAV S.A. (the "**Company**") being required to comply with any registration or other legal requirements.

If you have sold or transferred all of your ordinary shares in the Company or depository interests (both of which are described in this circular as "**Shares**") prior to 9 May 2014 (the "**Record Date**"), please forward this circular together with any accompanying Scrip Election Form without delay to the seller or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, except that such documents should not be sent into any jurisdiction where to do so might constitute a violation of local securities laws, including but not limited to the United States and Excluded Territories. Please refer to paragraph 8 of Part 2 of this circular if you intended to send these documents outside of the United Kingdom.

If you have sold or transferred only part of your holding of Shares prior to the Record Date, or if you have purchased additional Shares prior to the Record Date, but that sale, purchase or transfer has not been reflected in the number shown in Box 1 on the accompanying form (if any), you should contact your stockbroker, bank or other agent through whom the purchase, sale or transfer was made without delay for advice as to how this circular should be dealt with.

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## **BBGI SICAV S.A.**

*(société d'investissement à capital variable under Part II of the Law incorporated in Luxembourg and registered with the Luxembourg companies and trade register under number R.C.S B163879)*

### **Scrip Dividend Mandate Scheme**

**and**

### **Offer of a Scrip Dividend Alternative to the Proposed Final Dividend for the period 1 January 2013 to 31 December 2013**

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If you wish to receive the dividend for the year ended 31 December 2013 in cash on the whole of your holding of Shares, you should take no action.

**If you hold Shares in certificated form** (that is, other than through CREST) and wish to choose the Scrip Dividend Alternative in respect of all or some of your Shares, please complete the enclosed Scrip Election Form and return it as soon as possible, but in any case in order to reach the Company's administrator and registrar, RBC Investor Services Bank S.A., no later than 5.00 p.m. (London time) on 6 June 2014. If your Scrip Election Form has not been received by the Company's registrar by 5.00 p.m. on 6 June 2014, the full cash dividend entitlement will be paid in respect of all your Shares held in certificated form. If you wish to elect to receive Shares in lieu of all future dividends where a scrip dividend alternative is offered in respect of dividends made to holders of ordinary shares in respect of all the Shares held in certificated form (a Scrip Dividend Mandate), you should mark Box 3 of the Scrip Election Form with a cross.

**If you hold Shares in uncertificated form through Depository Interests in CREST** and wish to choose the Scrip Dividend Alternative in respect of all or some of your Shares, you must make an electronic election via the CREST system by 5.00 p.m. (London time) on 5 June 2014.

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## EXPECTED TIMETABLE OF EVENTS

Shares quoted ex dividend (the “ <b>Ex Dividend Date</b> ”)	7 May 2014
Record date for the final dividend for the year ended 31 December 2013 and for Scrip Dividend Alternative entitlements (the “ <b>Record Date</b> ”)	9 May 2014
Final time and date for receipt of Dividend Election Input Messages in CREST	5.00 p.m. on 5 June 2014
Final time and date for receipt of Scrip Election Forms (including Scrip Dividend Mandates)	5.00 p.m. on 6 June 2014
Dividend payment: cash dividends credited to bank accounts where instructed and (where applicable) CREST accounts credited with Scrip Dividend Shares that are to be held in uncertificated form through Depository Interests	27 June 2014
Expected date for admission of new Scrip Dividend Shares to the Official List and to trading on the main market of the London Stock Exchange	27 June 2014
Posting of cheques/payments in electronic form for payment of cash dividends	As soon as possible following 27 June 2014
Dispatch of certificates for Scrip Dividend Shares that are to be held in certificated form (where required)	As soon as possible following 27 June 2014

**References to times in this document are to times in London, United Kingdom unless otherwise stated.**

**The above times and/or dates may be subject to change and, in the event of such change, the revised times and/or dates will be notified to shareholders by an announcement through a regulatory information service.**

**PART 1:**

**LETTER FROM THE BOARD**

**BBGI SICAV S.A.**  
**(the “Company”)**

*(société d’investissement à capital variable under Part II of the Law incorporated in Luxembourg and registered with the Luxembourg companies and trade register under number R.C.S B163879)*

*Supervisory Board*

David Richardson (*Chairman*)  
Colin Maltby  
Howard Myles

*Management Board*

Duncan Ball  
Frank Schramm  
Michael Denny

*Registered Office:*

6, Route de Trèves  
Building E  
L-2633 Senningerberg  
Grand Duchy of Luxembourg

16 May 2014

*Dear Qualifying Shareholders in BBGI SICAV S.A.*

**INTRODUCTION**

On 30 April 2014 your Board declared a final dividend covering the year ended 31 December 2013 of 2.75 pence per Share (the “**2013 Final Dividend**”). The 2013 Final Dividend is a final dividend for the whole of the 2013 financial year (following approval by Shareholders on 30 April 2014), but taking into account the dividend of 2.75 pence per Share paid in October 2013.

The Board intends to offer a scrip dividend alternative to the 2013 Final Dividend (the “**Scrip Dividend Alternative**”) so that Qualifying Shareholders (which includes both Qualifying Shareholders who hold Shares in certificated form and Qualifying Shareholders who hold Shares in uncertificated form through CREST) can elect to receive new Shares instead of a cash dividend, in the form of new Ordinary Shares or new Depositary Interests (together “**Scrip Dividend Shares**”) depending on the form in which a Qualifying Shareholder holds its existing Shares. The 2013 Final Dividend is available to all Shareholders who have Shares registered in their names as at the close of business on 9 May 2014 (the “**Record Date**”). However, the Scrip Dividend Alternative is being offered only to Qualifying Shareholders. This circular explains how Qualifying Shareholders can take up this Scrip Dividend Alternative in respect of the 2013 Final Dividend and, separately, elect to receive new Shares instead of cash dividends in respect of future dividends when a scrip dividend alternative is offered to holders of ordinary shares and depositary interests.

The Board believes that the ability for Shareholders to elect to receive dividends from the Company wholly or partly in the form of new Shares rather than cash is likely to benefit both the Company and certain Shareholders. If Qualifying Shareholders do elect to receive Scrip Dividend Shares, the Company will benefit from the ability to retain the cash which would otherwise have been paid out as dividends. Qualifying Shareholders can also increase their shareholdings in the Company without incurring dealing costs or paying stamp duty reserve tax. Furthermore, the Board has been advised that under current UK law and HM Revenue & Customs practice, certain UK-resident Shareholders may be able to treat Scrip Dividend Shares as capital for tax purposes. Paragraph 12 of Part 2 of this circular (“*United Kingdom Taxation of the Scrip Dividend Alternative*”) contains further details. The Company has the ability, subject to the approval of a resolution of Shareholders, to offer a scrip dividend alternative to Shareholders. At the Company’s annual general meeting on 30 April 2013 a resolution was passed approving such offers for dividends declared in respect of any financial period of the Company ending prior to the Company’s annual general meeting in 2014, which includes the year ending 31 December 2013. This power was renewed at the Company’s annual general meeting on 30 April 2014 in respect of dividends declared in respect of any financial period ending prior to the Company’s annual general meeting in 2015.

The Scrip Dividend Alternative is conditional on: (a) the listing of the Scrip Dividend Shares on the Official List of the UKLA; (b) admission of the Scrip Dividend Shares to trading on the London Stock Exchange’s main market for listed securities; and (c) on the Board not deciding to revoke their decision to offer Scrip Dividend Shares.

## **ACTION TO BE TAKEN**

### **Qualifying Non-CREST Shareholders**

If you are a Qualifying Shareholder and hold your Shares in certificated form (that is, not through CREST), in order to elect to receive Scrip Dividend Shares in relation to all or part of your dividend entitlement you will need to complete the enclosed Scrip Election Form. Your completed Scrip Election Form must be received by the Company's administrator by no later than 5.00 p.m. on 6 June 2014. If it has not been received by then, you will receive the full cash dividend entitlement in respect of all of your Shares.

You can also give a Scrip Dividend Mandate, which is a standing election to receive not only the 2013 Final Dividend, but also all dividends declared by the Company in the future where the Board decides to offer a scrip dividend alternative, in the form of new Shares in respect of your entire shareholding. Scrip Dividend Mandates made using the Scrip Election Form accompanying this circular will only be valid in respect of scrip dividend alternatives offered in respect of dividends made to holders of ordinary shares in the Company. If you make this election, the Company will write to you each time the Board offers a scrip dividend alternative in the form of new ordinary shares, advising you of the basis of your entitlement to new Shares.

If you gave a Scrip Dividend Mandate at the time of a previous scrip dividend offer, then unless you want to change the mandate you need take no action. If you wish to change your election, you will need to revoke it. Please see paragraph 6 of Part 2 of this circular for how to do this in time for this dividend to be paid to you in cash.

### **Qualifying CREST Shareholders**

If you are a Qualifying Shareholder holding your Shares in uncertificated form through Depository Interests in CREST and wish to receive Scrip Dividend Shares (by way of further Depository Interests) in respect of all or some of your dividend entitlement, you should submit a Dividend Election Input Message (as defined in the CREST Manual) by 5.00 p.m. on 5 June 2014.

Unfortunately it is not possible for Depository Interest holders to make a standing election. However, the Company will write to all eligible holders each time a dividend is declared and the Board decides to offer a scrip dividend alternative and you will have the opportunity to elect to receive that dividend in the form of new Shares where a scrip dividend alternative is offered.

### **If you do not wish to receive any Scrip Dividend Shares**

If you would like to receive the 2013 Final Dividend in cash in respect of all of your dividend entitlement, you should take no action and need not respond to this circular (unless you wish to revoke a previous Scrip Dividend Mandate). Your dividend will be paid to you in the usual way on the dividend payment date (on page 1 of this circular). This will not prevent you from choosing to receive future dividends in the form of new Shares where a scrip dividend alternative is offered, subject to applicable regulatory requirements at the time.

### **Non-Qualifying Shareholder**

If you are not a Qualifying Shareholder, you may not receive Scrip Dividend Shares and you should take no action. If you were registered as holding Shares on the Record Date, your dividend will be paid to you in cash in the usual way on the dividend payment date. Please also see paragraph 8 of Part 2 of this circular.

**Full details of what you need to do in response to this circular are set out in Part 2 of this circular and you are reminded to take professional advice from an appropriately qualified person.** Part 2 also provides more information on the Scrip Dividend Alternative and Scrip Dividend Mandate and contains a summary as at the date of this circular of some of the UK taxation consequences of receiving Scrip Dividend Shares.

Yours faithfully

Duncan Ball  
Frank Schramm  
Michael Denny  
**Management Board**

## **PART 2:**

### **TERMS AND CONDITIONS AND FURTHER INFORMATION**

#### **1. TERMS OF ELECTION**

Qualifying Shareholders with Shares registered in their names at the close of business on the Record Date may elect to receive all or part of their entitlement to the 2013 Final Dividend in the form of Scrip Dividend Shares credited as fully paid, instead of in cash, at a price of 117.24 pence per Share.

No fraction of a Scrip Dividend Share can be issued and the cash representing any fractional entitlement to a Scrip Dividend Share will be dealt with as described in paragraph 4 below. All elections will be subject to fulfilment of the conditions specified in paragraph 2 below. If the conditions are not satisfied, an election will automatically become void and Shareholders will receive the Full Cash Dividend in the usual way.

The entitlement to receive Scrip Dividend Shares under the Scrip Dividend Alternative and the Scrip Dividend Mandate is personal and non-transferable.

The Scrip Dividend Alternative election may be made by a Qualifying Shareholder in respect of all or part of the holding of Shares registered in their name at the close of business on the Record Date.

If the Board decides to offer Scrip Dividend Shares instead of any cash dividend in the future you will be informed separately and further scrip election forms will be sent to you unless you have validly made, and not elected to revoke or had cancelled by the Company, a Scrip Dividend Mandate (as described in paragraph 6 below), in which case a notice detailing the basis of your entitlement to new Shares and any residual cash balance will be sent to you instead.

By executing Scrip Election Forms, Qualifying Shareholders are deemed to accept the terms and conditions of the Scrip Dividend Alternative detailed herein and (if they have completed the Scrip Dividend Mandate) future scrip dividend alternatives to which the Scrip Dividend Mandate applies.

#### **2. CONDITIONS**

The Scrip Dividend Alternative is conditional on:

- (a) listing of the Scrip Dividend Shares on the Official List of the UKLA (see paragraph 10 below);
- (b) admission of the Scrip Dividend Shares to trading on the London Stock Exchange's main market for listed securities; and
- (c) the Board not revoking their decision to offer Scrip Dividend Shares instead of the Full Cash Dividend.

The Board has the power to revoke their decision to offer Scrip Dividend Shares instead of the Full Cash Dividend at any time up to 5.00 p.m. on 6 June 2014. It is envisaged that the Board would only revoke this decision if there is a change in market conditions, a significant fall in the price of the Shares, or an event occurs that in the Board's opinion would materially impact the Net Asset Value of the Company, such that the Board considers that the Scrip Dividend Alternative would be substantially less beneficial to Shareholders accepting the offer or that it would breach applicable regulatory requirements.

#### **3. BASIS OF ENTITLEMENT**

Each Qualifying Shareholder's entitlement to Scrip Dividend Shares under the Scrip Dividend Alternative in respect of the 2013 Final Dividend is based on a price for each Scrip Dividend Share of 117.24 pence per Share (being the average of the middle market prices of the Shares derived from the Daily Official List of the London Stock Exchange for the Ex Dividend Date and the four subsequent dealing days, weighted by volume of trading on each such day (the "**Reference Share Price**")).

The formulae used for calculating the maximum Scrip Dividend Share entitlement are as follows:

number of Shares held at the Record Date by Qualifying Shareholders  $\times$  dividend per Share = aggregate dividend available for scrip election

and

$$\frac{\text{aggregate dividend available for scrip election}}{\text{Reference Share Price}} = \text{number of Scrip Dividend Shares (rounded down to the nearest whole number – see paragraph 4)}$$

#### **4. FRACTIONAL ENTITLEMENTS**

Any residual cash amount representing a fraction of a Scrip Dividend Share arising as a result of an election for the Scrip Dividend Alternative in respect of all or part of a holding will never exceed the value of one Share at the Reference Share Price. Cheques for the value of any such residual cash amounts, solely to the extent any such amount exceeds £1.00, will be posted to Shareholders who are entitled to them as soon as possible following 27 June 2014.

#### **5. NON-CREST QUALIFYING SHAREHOLDERS: HOW TO MAKE THE ELECTION FOR THE SCRIP DIVIDEND ALTERNATIVE**

Note: this paragraph 5 applies only to Non-CREST Qualifying Shareholders, that is, Qualifying Shareholders who hold Ordinary Shares in certificated form.

##### **5.1 To receive your full entitlement to Scrip Dividend Shares**

To receive the maximum number of Scrip Dividend Shares to which you are entitled, sign, date and post the enclosed Scrip Election Form so as to reach the Company's administrator by no later than 5.00 p.m. on 6 June 2014.

If you would like to take Scrip Dividend Shares on this occasion but would like to consider your options each time a Scrip Dividend Alternative is made available, then you should sign, date and post the Scrip Election Form but **not** mark Box 3 with a cross. If, however, you also wish to elect for the maximum number of Scrip Dividend Shares receivable in respect of each future dividend when a Scrip Dividend Alternative is offered, you should mark Box 3 on the Scrip Election Form with a cross (and see further paragraph 6 below).

##### **5.2 To receive a combination of Scrip Dividend Shares and cash**

To receive your dividend as a combination of Scrip Dividend Shares and cash, insert in Box 2 on the enclosed Scrip Election Form the exact number of Shares of your existing holding in respect of which you wish to elect to receive Scrip Dividend Shares instead of the Full Cash Dividend, then sign, date and post the Scrip Election Form so as to reach the Company's registrar by no later than 5.00 p.m. on 6 June 2014. If on the Scrip Election Form you do not specify in Box 2 the number of Shares in respect of which you are making your election, or if you make the election in respect of a greater number of Shares than shown in Box 1 on the form, your election will be deemed to be in respect of all the Shares shown in Box 1.

##### **5.3 To receive the Full Cash Dividend**

To receive the Full Cash Dividend in the usual way, take no action. Your dividend will be paid in cash in the usual way.

#### **6. NON-CREST QUALIFYING SHAREHOLDERS: HOW TO MAKE THE ELECTION FOR THE SCRIP DIVIDEND MANDATE**

Note: this paragraph 6 applies only to Non-CREST Qualifying Shareholders, that is, Qualifying Shareholders who hold share certificates for their Ordinary Shares.

To receive your maximum entitlement to Scrip Dividend Shares for the 2013 Final Dividend and all future dividends when a scrip dividend alternative is offered in respect of dividends made to holders of ordinary shares, mark Box 3 on the Scrip Election Form with a cross and sign, date and post the Scrip Election Form

so as to reach the Company's registrar by no later than 5.00 p.m. on 6 June 2014. Box 3 cannot be used to elect for future Scrip Dividend Alternatives if you only wish to elect to receive future dividends in the form of Scrip Dividend Shares in respect of part of your holding.

A Scrip Dividend Mandate, until revoked, instructs the Company to treat you as having elected to take the maximum whole number of Scrip Dividend Shares available instead of cash in respect of all future dividends for which a Scrip Dividend Alternative is offered in respect of dividends made to holders of ordinary shares and for which you are eligible. The Scrip Dividend Mandate will apply to your entire holding of Shares on the record date for the relevant dividend. All Shareholders for whom a Scrip Dividend Mandate is in force will receive, prior to each dividend payment date, a notice containing details of the basis of their entitlement (if any) to Scrip Dividend Shares, which will be calculated in accordance with paragraph 3 above.

The Scrip Dividend Mandate will only apply in respect of any future dividend if the Board decides to offer a Scrip Dividend Alternative in respect of that dividend. If the Board decides not to offer a Scrip Dividend Alternative in respect of any particular dividend, a full cash dividend will be paid in the usual way. Scrip Dividend Mandates made using the Scrip Election Form accompanying this circular will also only be valid in respect of scrip dividend alternatives offered in respect of dividends made to holders of ordinary shares in the Company. If the Board decides to offer a scrip dividend alternative where Shareholders would receive new shares of a different class, Shareholders who wish to make an election in respect of that different class of shares will need to complete a new scrip dividend mandate.

If you acquire or dispose of any Shares (including any scrip dividend Shares previously issued to you), the Scrip Dividend Mandate will continue to apply (until revoked) to such increased or decreased shareholding. Your Scrip Dividend Mandate may be cancelled by the Company at any time, or by you giving written notice to the Company's registrar so as to be received before the final time and date for receipt of scrip election forms in respect of the relevant dividend. Your Scrip Dividend Mandate will automatically be revoked if the Company registers a transfer of all your Shares (which includes where your Shares are moved from uncertificated to certificated form in CREST) or if the Company receives notice of your death, insolvency, bankruptcy or mental incapacity.

## **7. CREST QUALIFYING SHAREHOLDERS: HOW TO MAKE THE ELECTION FOR THE SCRIP DIVIDEND ALTERNATIVE**

Note: this paragraph 7 applies only to Qualifying Shareholders who hold their Shares through Depository Interests in CREST. Terms defined in the CREST Manual and not re-defined in this circular have the meanings attributed to them in the CREST Manual unless the context otherwise requires.

### **(i) Election for Scrip Dividend Shares**

You can only elect to receive your dividend in the form of Scrip Dividend Shares by means of CREST procedures to effect such an election. No other form of election will be permitted and if any is received it will be rejected and returned to you. If you are a CREST Personal Member, or other CREST Sponsored Member, you should consult your CREST sponsor, who will be able to take appropriate action on your behalf.

The CREST procedures require the use of the Dividend Election Input Message in accordance with the CREST Manual. The Dividend Election Input Message submitted must contain the number of Shares on which the election is being made, whether this is all or part of your holding at the Record Date.

An election for a Scrip Dividend Mandate will not be permitted.

The Dividend Election Input Message includes a number of fields which, for a valid election to be made, must be input correctly as indicated below:

- (1) Dividend Election Reference – You must indicate here a reference for the dividend election which is unique to your CREST participant ID;
- (2) Account ID – If you have more than one member account, you must indicate the member account ID to which the election relates;
- (3) ISIN – This is LU0686550053;



- (4) Dividend type – You must enter “SCRIP” here;
- (5) Corporate Action – You must enter here the Corporate Action number for the dividend on which your election is being made. A Scrip Dividend Mandate cannot be made;
- (6) Number of shares – You must enter here the number of Shares over which your election is made whether this is all or part of your holding. If you leave this field blank or enter zero in this field, your election will be rejected. If you enter a number of Shares greater than your holding in CREST on the Record Date, the election will be applied to the total holding in the relevant CREST member account at the Record Date; and
- (7) Contact details – this field is optional, although you are asked to include contact details in the event of a query relating to your election.

The Company, its registrar and the Depository reserve the right to treat as valid an election which is not complete in all respects.

By inputting a Dividend Election Input Message as described above, you confirm your election to participate in the Scrip Dividend Alternative in accordance with the details input and the terms and conditions of the Scrip Dividend Alternative as amended from time to time.

There is no facility to amend an election which has been made by Dividend Election Input Message; if you wish to change your election details, you must first cancel the existing election as described below and then input a Dividend Election Input Message with the required new details.

(ii) ***Partial elections***

You can elect to receive Scrip Dividend Shares over part of your shareholding and receive the balance as a cash dividend.

(iii) ***Timing***

If you wish to receive Scrip Dividend Shares in respect of some or all of your holding, you must make your election by 5.00 p.m. on 5 June 2014.

(iv) ***Cancelling an election***

You may only cancel an election by utilising the CREST procedures for deletions described in the CREST Manual. Your deletion must be received and, in accordance with CREST procedures, accepted by 5.00 p.m. on 5 June 2014 for it to be valid for the 2013 Final Dividend. It is recommended that you input any deletion message 24 hours in advance of the above deadline to give the Company and its registrar sufficient time to accept the deletion.

(v) ***Basis of entitlement***

Your entitlement to Scrip Dividend Shares is calculated in accordance with paragraph 3 above. Once your Scrip Dividend Shares have been issued, an accounting statement will be sent to you showing the number of Scrip Dividend Shares issued and the total cash equivalent of the Scrip Dividend Shares for tax purposes.

(vi) ***Residual cash balance***

No fractions of a Scrip Dividend Share will be issued. If you elect to receive Scrip Dividend Shares for your entire holding, as fractional entitlements will be disregarded you will not receive any cash balance. If you elect to receive Scrip Dividend Shares for only part of your holding, you will receive the residual cash balance by cheque.

(vii) ***Future dividends***

If you wish to receive Scrip Dividend Shares for future dividends where a scrip dividend alternative is offered, you must complete a Dividend Election Input Message on each occasion. If you do not complete a Dividend Election Input Message then you will receive your dividend in cash.

If the Directors decide not to offer a scrip dividend alternative in respect of a future dividend, the full cash dividend will be paid to you in the usual way.

## **8. SHAREHOLDERS OUTSIDE THE UNITED KINGDOM**

If you receive this letter in any country or jurisdiction outside the United Kingdom you may not treat it as an invitation to elect to receive Scrip Dividend Shares unless such an invitation could lawfully be made to you without the Company being required to comply with any registration or other legal requirements.

It is the responsibility of any person resident outside the UK wishing to elect to receive Scrip Dividend Shares, either in respect of the 2013 Final Dividend or (by way of a Scrip Dividend Mandate) on each occasion that a scrip dividend alternative is being offered by the Company, to be satisfied as to full observance of the laws of the relevant territory, including obtaining any government or other consents which may be required and observing any other formalities in such territories.

## **9. WHAT TO DO IF YOU HAVE MORE THAN ONE REGISTERED HOLDING**

If for any reason your Shares are, on the Record Date, registered in more than one holding and as a result you have received more than one Scrip Election Form (as applicable) then, unless you are able to make arrangements with the Company's registrar to have your holdings consolidated before 5 June 2014, they will be treated for all purposes as separate and you should complete separate Scrip Election Forms (including separate Scrip Dividend Mandates) or, in the case of Shares held through Depository Interests in CREST, separate Dividend Election Input Messages accordingly.

## **10. LISTING AND RANKING OF THE SCRIP DIVIDEND SHARES**

Application will be made to the UKLA for admission of the Scrip Dividend Shares to the Official List and to the London Stock Exchange plc for admission of the Scrip Dividend Shares to trading on the main market of the London Stock Exchange.

The Scrip Dividend Shares will on issue be credited as fully paid and will rank *pari passu* in all respects with the existing Shares, except for participation in the 2013 Final Dividend, and will rank *pari passu* for all future dividends.

## **11. GENERAL**

The Scrip Dividend Alternative is subject to the Company's articles of incorporation and the terms and conditions in this circular. The Scrip Dividend Alternative and such terms and conditions are governed by and to be construed in accordance with English law. By completing Scrip Election Forms and submitting Dividend Election Input Messages Qualifying Shareholders agree to submit to the exclusive jurisdiction of the English courts in relation to the matters in this circular.

No acknowledgement of Scrip Election Forms, Scrip Dividend Mandates or Dividend Election Input Messages will be issued.

Subject to satisfaction of the conditions set out in this circular, definitive share certificates (if required) for the Scrip Dividend Shares held outside CREST will be posted, at the risk of the persons entitled thereto, as soon as possible after 27 June 2014, while CREST members should have their accounts credited on 27 June 2014.

Dealings in the Scrip Dividend Shares are expected to begin on 27 June 2014. In the unlikely event that the UKLA does not agree before 27 June 2014 to admit the Scrip Dividend Shares to the Official List, or if any of the other conditions for the Scrip Dividend Alternative in paragraph 2 are not satisfied, Scrip Election Forms and Dividend Election Input Messages will be disregarded and the Company will pay the 2013 Final Dividend in cash in the usual way as soon as practicable on or after 27 June 2014.

If all Qualifying Shareholders were to decide to receive the 2013 Final Dividend in cash the total cash dividend payable by the Company (including to non-Qualifying Shareholders) would be £ 11,703,275.27.

If all Qualifying Shareholders were to elect to receive Scrip Dividend Shares instead of cash in respect of their entire holdings, approximately 9,982,316 Scrip Dividend Shares would be issued based on the Reference Share Price (ignoring any reduction in respect of fractions), representing 2.35 per cent. of the

issued ordinary share capital of the Company as at 10.00 a.m. on the date of this circular. As at the date of this circular the issued share capital of the Company was 425,573,646 ordinary shares of no par value.

Further copies of this circular may be obtained free of charge during normal business hours from the Company's registered office.

Shareholders who hold their Shares through Depository Interests in CREST and who have queries may contact the Depository's Shareholder Helpline: 0871 664 0300 (overseas: +44 208 639 3399. Lines are open 8.30 a.m. – 5.30 p.m. Mon-Fri. Calls cost 10p a minute, plus any network extras) up to and including 5 June 2014.

All enquiries in respect of the Scrip Dividend Alternative and Scrip Dividend Mandate by Shareholders who hold Shares in certificated form should be addressed to the Company's administrator, RBC Investor Services Bank S.A.

## **12. UNITED KINGDOM TAXATION OF THE SCRIP DIVIDEND ALTERNATIVE**

The following is a general summary of the UK tax consequences of electing to receive Shares under the Scrip Dividend Alternative instead of a cash dividend and is based on current UK law and HMRC practice as at the date of this circular (which are subject to change possibly with retrospective effect). It applies only to UK-resident Shareholders who are the beneficial owners of their Shares and who hold their Shares as an investment. The following summary does not address the position of certain classes of Shareholders, such as dealers in securities.

**Investors should consult their own professional tax advisers in relation to the tax consequences of electing to receive Shares instead of a cash dividend as this will depend upon their individual circumstances. Shareholders who are in any doubt as to what action to take, or who are subject to tax in a jurisdiction other than the UK, should consult an independent professional adviser.**

### **(i) UK Taxation of Chargeable Gains**

On the basis of case law, UK-resident Shareholders should not receive any income liable to UK income tax or corporation tax to the extent that they elect to receive Scrip Dividend Shares instead of the cash dividend, nor should they make any disposal for chargeable gains tax purposes at the time the Scrip Dividend Shares are issued. Instead the Scrip Dividend Shares and the original registered holding of Shares in respect of which the Scrip Dividend Shares are issued (the "**Original Holding**") should be treated as a single holding acquired at the time of the Original Holding.

There will be no allowable expenditure for chargeable gains tax purposes arising in respect of the Scrip Dividend Shares and the allowable expenditure arising in respect of the Original Holding will be apportioned across the Original Holding and the Scrip Dividend Shares.

A disposal for chargeable gains tax purposes will only arise at the time the Shareholder subsequently disposes of the Scrip Dividend Shares or the Original Holding (a "**Subsequent Disposal**"). UK-resident individual Shareholders may be subject to capital gains tax in respect of chargeable gains arising on a Subsequent Disposal depending on their individual circumstances. UK-resident corporate Shareholders may be subject to corporation tax in respect of chargeable gains arising on a Subsequent Disposal depending on their individual circumstances.

### **(ii) UK Stamp Duty and Stamp Duty Reserve Tax**

No UK stamp duty or stamp duty reserve tax will be payable on the issue of any Scrip Dividend Shares pursuant to the Scrip Dividend Alternative.

### **PART 3:**

### **DEFINITIONS**

The following definitions apply throughout this document unless the context requires otherwise:

“2013 Final Dividend”	the dividend covering the year ended 31 December 2013 of 2.75 pence per Share;
“Board”	unless expressly stated otherwise, the directors constituting the management board of the Company (or, where the context requires, any duly constituted committee thereof);
“certificated form”	means where a Share is not in uncertificated form;
“Company”	BBGI SICAV S.A.;
“CREST”	a paperless settlement procedure, operated by Euroclear UK & Ireland Limited, enabling system securities to be evidenced otherwise than by written instrument;
“CREST Manual”	the rules governing the operation of CREST;
“Depository”	Capita IRG Trustees Limited;
“Depository Interests”	the dematerialised depository interests in respect of Ordinary Shares issued or to be issued by the Depository;
“Excluded Shareholders”	Shareholders with a registered address in or who are located in the United States or one of the Excluded Territories;
“Excluded Territories”	Australia, Canada, Japan, South Africa and New Zealand and any other jurisdiction where the extension or availability of the Scrip Dividend Alternative and the Scrip Dividend Mandate Scheme (and any other transaction or election contemplated thereby) would breach any applicable law or regulation;
“Full Cash Dividend”	the entitlement to the 2013 Final Dividend payable fully in cash;
“Law”	the Luxembourg law of 17 December 2010 on collective investment undertakings, as amended;
“Ordinary Shares”	ordinary shares of no par value in the capital of the Company;
“Qualifying Shareholders”	holders of existing Ordinary Shares on the register of members of the Company or existing Depository Interests on the register of depository interests (as the context requires) in each case at the Record Date and other than Excluded Shareholders;
“Record Date”	9 May 2014;
“Scrip Dividend Alternative”	the scrip dividend alternative to the 2013 Final Dividend;
“Scrip Dividend Mandate”	a standing election to receive all future dividends where a scrip dividend alternative is offered in the form of new Shares instead of in cash;
“Scrip Dividend Mandate Scheme”	the proposals in this circular whereby Qualifying Shareholders who hold Shares in certificated form may give a Scrip Dividend Mandate;

“Scrip Dividend Shares”	new Ordinary Shares and/or new Depository Interests, as the context requires;
“Scrip Election Form”	the scrip election form accompanying this circular for Qualifying Shareholders who hold Shares in certificated form;
“Shareholder”	a registered holder of a Share;
“Shares”	Ordinary Shares held or to be held in certificated form and/or Ordinary Shares to be held or to be held in uncertificated form via CREST through Depository Interests, as the context requires;
“UKLA”	the UK Financial Conduct Authority in its capacity as a competent authority for listing in the UK; and
“uncertificated form”	recorded on the Depository Investors 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.