

**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 22 February 2019 (the “**Record Date**”), please forward this circular together with any accompanying Scrip Election Form without delay to the purchaser 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 the 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 Second Interim Dividend for the period from 1 July 2018 to 31 December 2018**

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If you wish to receive the dividend for the period from 1 July 2018 to 31 December 2018 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 21 March 2019. If your Scrip Election Form has not been received by the Company's registrar by 5.00 p.m. on 21 March 2019, the full cash dividend entitlement will be paid in respect of all your Shares held in certificated form, unless you have elected to receive Scrip Dividend Shares in lieu of all dividends where a scrip dividend alternative is offered in respect of dividends made to holders of Shares in respect of all of your Shares held in certificated form (a Scrip Dividend Mandate). If you wish to give a Scrip Dividend Mandate now in respect of the 2018 Second Interim Dividend and all future dividends where a scrip dividend alternative is offered, 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 20 March 2019.

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## EXPECTED TIMETABLE OF EVENTS

Shares quoted ex dividend (the “ <b>Ex Dividend Date</b> ”)	21 February 2019
Record date for the second interim dividend for the period from 1 July 2018 to 31 December 2018 and for Scrip Dividend Alternative entitlements (the “ <b>Record Date</b> ”)	22 February 2019
Final time and date for receipt of Dividend Election Input Messages in CREST	5.00 p.m. on 20 March 2019
Final time and date for receipt of Scrip Election Forms (including Scrip Dividend Mandates)	5.00 p.m. on 21 March 2019
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	4 April 2019
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	4 April 2019
Posting of cheques/payments in electronic form for payment of cash dividends	As soon as possible following 4 April 2019
Dispatch of confirmations for Scrip Dividend Shares that are to be held in certificated form	As soon as possible following 4 April 2019

**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*  
Colin Maltby (*Chairman*)  
Howard Myles  
Jutta af Rosenborg

*Management Board*  
Duncan Ball  
Frank Schramm  
Michael Denny

*Registered Office:*  
6E, Route de Trèves  
L-2633 Senningerberg  
Grand Duchy of Luxembourg

4 March 2019

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

#### INTRODUCTION

On 14 February 2019 your Board declared a second interim dividend covering the period from 1 July 2018 to 31 December 2018 of 3.375 pence per Share (the “**2018 Second Interim Dividend**”). This will bring the total dividend for the financial year ended on 31 December 2018 to 6.75 pence per Share after taking into account the interim dividend of 3.375 pence per Share paid in October 2018.

The Board intends to offer a scrip dividend alternative to the 2018 Second Interim 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 Scrip Dividend Shares instead of a cash dividend depending on the form in which a Qualifying Shareholder holds its existing Shares. The 2018 Second Interim Dividend is available to all Shareholders who have Shares registered in their names as at the close of business on 22 February 2019 (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 2018 Second Interim Dividend and, separately, elect to receive new Scrip Dividend Shares instead of cash dividends in respect of future dividends when a scrip dividend alternative is offered to Shareholders.

The Board believes that the ability for Shareholders to elect to receive dividends from the Company wholly or partly in the form of Scrip Dividend 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 2018 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 2019, which includes the period from 1 July 2018 to 31 December 2018.

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) the Board not deciding to revoke their decision to offer Scrip Dividend Shares.

The Company has notified the FCA under the temporary permissions regime (TPR) ensuring that the Company will be able to continue to be marketed in the UK, in the event that the UK leaves the EU without a deal, and that the election for the Scrip Dividend Alternative will remain valid.

## **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 21 March 2019. 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 2018 Second Interim 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 Scrip Dividend Shares in respect of your entire shareholding. If you make this election, the Company will write to you each time the Board offers a scrip dividend alternative advising you of the basis of your entitlement to Scrip Dividend Shares.

If you gave a Scrip Dividend Mandate at the time of a previous scrip dividend alternative, 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 20 March 2019.

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 Scrip Dividend 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 2018 Second Interim 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 Scrip Dividend 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 2018 Second Interim Dividend in the form of Scrip Dividend Shares credited as fully paid, instead of in cash, at a price of 158.79 pence per Scrip Dividend 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 Scrip Dividend 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 21 March 2019. 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 2018 Second Interim Dividend is based on a price of 158.79 pence per Scrip Dividend 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 Scrip Dividend Share at the Reference Share Price. Cheques or payments in electronic form for the value of any such residual cash amounts, solely to the extent any such amount exceeds £1.00, will be posted or made to Shareholders who are entitled to them as soon as possible following 4 April 2019.

#### **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 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 21 March 2019.

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 21 March 2019. 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 have been issued with Ordinary Shares and not Depository Interests through CREST.

To receive your maximum entitlement to Scrip Dividend Shares for the 2018 Second Interim 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 21 March 2019. 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 Ordinary 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 Ordinary Shares (including any Ordinary Shares previously issued to you pursuant to a scrip dividend alternative), 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 of your Ordinary Shares (which includes where your Ordinary Shares are moved from certificated to uncertificated form (i.e. into Depository Interests) 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 agents 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 20 March 2019.

(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 20 March 2019 for it to be valid for the 2018 Second Interim Dividend. It is recommended that you input any deletion message 24 hours in advance of the above deadline to give the Company and its agents 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 2018 Second Interim 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 20 March 2019, 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 2018 Second Interim 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, confirmations for the Scrip Dividend Shares held outside CREST will be posted, at the risk of the persons entitled thereto, as soon as possible after 4 April 2019, while CREST members should have their accounts credited on 4 April 2019.

Dealings in the Scrip Dividend Shares are expected to begin on 4 April 2019. In the unlikely event that the UKLA does not agree before 4 April 2019 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 2018 Second Interim Dividend in cash in the usual way as soon as practicable on or after 4 April 2019.

If all Qualifying Shareholders were to decide to receive the 2018 Second Interim Dividend in cash the total cash dividend payable by the Company (including to non-Qualifying Shareholders) would be £19,575,173.85.

If all Qualifying Shareholders were to elect to receive Scrip Dividend Shares instead of cash in respect of their entire holdings, approximately 12,327,711 Scrip Dividend Shares would be issued based on the Reference Share Price (ignoring any reduction in respect of fractions), representing 2.13% 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 580,005,151 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: 0371 664 0300 (overseas: +44 371 664 0300). Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9 a.m. – 5:30 p.m., Monday to Friday excluding public holidays in England and Wales, up to and including 20 March 2019.

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 Scrip Dividend 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.

**Shareholders should consult their own professional tax advisers in relation to the tax consequences of electing to receive Scrip Dividend 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**

UK-resident Shareholders should not be treated as receiving any additional income which is 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 be treated as making 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.

**13. DISCLOSURES IN RESPECT OF THE ALTERNATIVE INVESTMENT FUND MANAGERS  
DIRECTIVE 2011/61/EU (THE “AIFMD”)**

Under the AIFMD, the Company is required to make available to you certain information before you may receive Scrip Dividend Shares. This information is either included in this document, the Company's Prospectus or the latest Company Factsheet.

The Company is also required to make available to you the Company's latest Annual Report before you receive Scrip Dividend Shares, which was published on 11 April 2018.

The Company's Prospectus, latest Company Factsheet, Annual Report and Interim Report are available on the Company's website at <http://www.bb-gi.com/> or can be obtained free of charge at the Company's registered office at 6E, Route de Trèves, L-2633 Senningerberg.

## **PART 3:**

### **DEFINITIONS**

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

<b>“2018 Second Interim Dividend”</b>	the dividend covering the period from 1 July 2018 to 31 December 2018 of 3.375 pence per Share;
<b>“Board”</b>	unless expressly stated otherwise, the directors constituting the management board of the Company (or, where the context requires, any duly constituted committee thereof);
<b>“certificated form”</b>	where a Share is not in uncertificated form;
<b>“Company”</b>	BBGI SICAV S.A.;
<b>“CREST”</b>	a paperless settlement procedure, operated by Euroclear UK & Ireland Limited, enabling system securities to be evidenced otherwise than by written instrument;
<b>“CREST Manual”</b>	the rules governing the operation of CREST;
<b>“Depository”</b>	Link Market Services Trustees Limited;
<b>“Depository Interests”</b>	the dematerialised depository interests in respect of Ordinary Shares issued or to be issued by the Depository;
<b>“Excluded Shareholders”</b>	Shareholders with a registered address in or who are located in the United States or one of the Excluded Territories;
<b>“Excluded Territories”</b>	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;
<b>“Full Cash Dividend”</b>	the entitlement to the 2018 Second Interim Dividend payable fully in cash;
<b>“Law”</b>	the Luxembourg law of 17 December 2010 on collective investment undertakings, as amended;
<b>“Official List”</b>	the official list maintained by the UKLA;
<b>“Ordinary Shares”</b>	ordinary shares of no par value in the capital of the Company;
<b>“Qualifying Shareholders”</b>	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;
<b>“Record Date”</b>	22 February 2019;
<b>“Scrip Dividend Alternative”</b>	the scrip dividend alternative to the 2018 Second Interim Dividend;
<b>“Scrip Dividend Mandate”</b>	a standing election to receive all future dividends where a scrip dividend alternative is offered in the form of Scrip Dividend Shares instead of in cash;

<b>“Scrip Dividend Mandate Scheme”</b>	the proposals in this circular whereby Qualifying Shareholders who hold Shares in certificated form may give a Scrip Dividend Mandate;
<b>“Scrip Dividend Shares”</b>	new Shares to be issued pursuant to the Scrip Dividend Alternative or the Scrip Dividend Mandate, as the context requires;
<b>“Scrip Election Form”</b>	the scrip election form accompanying this circular for Qualifying Shareholders who hold Shares in certificated form;
<b>“Shareholder”</b>	a registered holder of a Share;
<b>“Shares”</b>	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;
<b>“UKLA”</b>	the UK Financial Conduct Authority in its capacity as the competent authority for listing in the UK; and
<b>“uncertificated form”</b>	recorded on the Depository Interests 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.

