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Integrated Asset Management PLC
05 September 2014

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Announcement for Immediate Release

This announcement corrects an earlier announcement issued on 5 September 2014. The irrevocable undertaking not to accept the offer from Denis Masetti is in relation to 1,091,891 ordinary shares rather than 1,041,891 ordinary shares. As a consequence, the percentage of shares outstanding in respect of which Mr Masetti has provided an irrevocable undertaking not to accept is 5.47%, IAL has received undertakings not to accept the Offer in respect of 4,141,983 ordinary shares of the Company representing 20.74% of the issued share capital of the Company.

5 September 2014

**MANDATORY CASH OFFER BY INTEGRATED ACQUISITION I LIMITED ("IAL")
FOR INTEGRATED ASSET MANAGEMENT PLC ("IAM or the "Company")**

IAL announces that it has today acquired 378,655 shares at a price of 15 pence per share representing approximately 1.9% of the issued share capital of IAM. IAL is a company owned and controlled by Mr John Booth, the Chairman of IAM , personally and Mr Emanuel Arbib, the Chief Executive of IAM, through an associated trust. Mr John Booth personally, and Mr Arbib personally, and through a trust of which he is a beneficiary (the "Arbib Trust"), together with the IAM Employee Ownership Trust (together the "Concert Party") are deemed by the Panel on Takeovers and Mergers (the "Panel") to be acting in concert, and as a result of this acquisition their combined shareholding has increased from 7,777,702 shares of IAM (38.95%) to 8,156,357 shares (40.84 %).

Rule 9 of the Takeover Code (the "Code") requires that where a person, together with persons acting in concert with him, is interested in shares which in aggregate carry not less than 30% of the voting rights of the company but does not hold shares carrying more than 50% of such voting rights and such person, or any person acting in concert with him, acquires an interest in any further shares such person is required to make a mandatory cash offer for the entire issued share capital not already owned by it. Following the acquisition of shares and pursuant to Rule 9, IAL is therefore required to make an offer for all the IAM shares it or other members of the Concert Party do not already own (the "Offer"). The Offer will be made by IAL ("The Offeror"), a company owned and financed by Mr Booth and the Arbib Trust (together the "Co-Offerors").

The formal offer will be set out in the Offer Document which is expected to be posted to IAM shareholders as soon as practicable and in any event within 28 days of this Announcement.

Terms of the Offer

Under the terms of the Offer accepting shareholders of IAM will receive 15 pence per share in cash. The Offer values the entire issued share capital of the Company at £3 million. The Offer represents a

discount of 25% discount to the price at which the Company bought back approximately 50% of its shares in November 2010.

The Offer is conditional only on the Offeror having received acceptances in respect of shares which, together with shares acquired or agreed to be acquired before or during the offer, will result in the Offeror and any person acting in concert with it holding shares carrying more than 50% of the voting rights and is otherwise subject to the the formal document containing the Offer (the "Offer Document") and the Form of Acceptance. The Offer will be made for all of the issued and to be issued ordinary share capital of IAM, save for those shares already owned by the Concert Party.

Recommendation

The IAM Independent Directors, comprising Mr Mark Segall, Mr Detlef Bierbaum and Mr Denis Masetti , who have been so advised by Keith Bayley Rogers & Co. Limited, in its capacity as the Rule 3 adviser to IAM, consider the terms of the Offer to be fair and reasonable and recommend that shareholders should accept the Offer. In providing its advice to the Independent Directors, Keith Bayley Rogers has taken into account the Independent Directors' commercial assessments. The independent Directors have taken into account the fact that there is no market for the Company's shares and therefore consider that the Offer provides the only available opportunity for investors to realise their investment in the Company. Shareholders should, however, note that two of the three independent Directors (Detlef Bierbaum and Denis Masetti) do not intend to accept the Offer in respect of their own beneficial holdings (amounting in aggregate to 1,341,891 ordinary shares representing 6.72% of the existing share capital of the Company). Mr Bierbaum and Mr Masetti are intending to continue as directors of the Company following the Offer. In particular, they will continue to be involved in the creation and sourcing of promoters of new funds to be launched by the continuing fund management subsidiary. In each case, had they not continued their involvement with IAM, they would have accepted the Offer in respect of their holdings of the Company's ordinary shares, but given their continuing commercial relationship with the Group they have decided that they wish to retain their equity interest in the Company and therefore will not be accepting the Offer. Shareholders should also note that Mr Segall has decided to accept the Offer in respect of his beneficial shareholding of 25,000 ordinary shares (representing 0.13% of the existing issued share capital of the Company), and will resign as a director upon the Offer becoming unconditional.

Background to and Reasons for the Offer

IAM delisted from AIM in December 2010 and at that time a buy-in tender was made available which was taken up in part. In the circular published in connection with the delisting and buy-in the reason given for this was "Since the end of 2007, financial markets have undergone a material change, which has had a significant impact on the hedge fund industry, traditionally the main activity of the Company. The Group, as a provider of financial services, has been particularly hard hit by these conditions. As a result, the Board believes that the rationale for remaining as a publicly quoted company has been undermined and that greater Shareholder value should be derived by operating the Group's business as an unlisted company for the immediate future."

Since the end of 2010 whilst the Group has continued its existing business, fund management and broking, it has not been able either organically or through acquisition to effect a material increase in size of either business. For the year ended 31 December 2013 revenue from broking was £4.4 million against £4.7 million for the previous year and £4.83 million in the year to 31 December 2010 and revenue from fund management had fallen from £2.70 million in 2010 (continuing business only)

to £0.32 million in 2013. Group revenue for the year to 31 December 2012 was boosted by one off consultancy fees which have not been repeated to the same extent in 2013 and which for 2012 were substantially paid in shares which have had to be written down materially in value in 2013.

The IAM Board considers that the likelihood of the Group being relisted in the near future, paying dividends to shareholders in the next few years or there otherwise being a liquidity event for Shareholders is low.

The Offer provides an immediate and certain opportunity for the remaining shareholders to realise their investment in the Company.

Financing for the Offer

The cash consideration payable under the Offer will be financed out of available funds of the shareholders of IAL. ARI Advisers LLP., financial adviser to IAL, is satisfied that sufficient resources are available to IAL to satisfy in full the cash consideration payable by IAL pursuant to the terms of the Offer.

Irrevocable Undertakings

IAL has received irrevocable undertakings not to accept the Offer in respect of 4,141,983 ordinary shares of the Company (representing 20.74% of the issued share capital of the Company).

These irrevocable undertakings have been received from the following shareholders:

Shareholder	Number of Ordinary Shares	Percentage of Shares outstanding
Denis Masetti	1,091,891	5.47%
Detlef Bierbaum	300,000	1.50%
Argolis Limited	2,750,092	13.77%

They have each undertaken that they will not, whether before or after receipt of the Offer Document, complete or procure the completion and delivery to the Offeror, or its agent, form(s) of acceptance of the Offer in respect of the shares set out in the table above.

The undertakings will terminate if:

- 1.1. this Rule 2.7 Announcement is not published by 6.00 p.m. on 31 December 2014;
- 1.2. the Offer Document is not published and the appropriate form(s) of acceptance are not posted within 28 days of the date of the publication of the Rule 2.7 Announcement or such later time as may be agreed by the Panel;
- 1.3. the Offer lapses or is withdrawn; or
- 1.4. the Offeror seeks the consent of the Panel to implement a scheme of arrangement to implement the acquisition of the Company.

Further announcements

IAM will make further announcements as and when required to update shareholders.

Enquiries:

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Antony Isaacs

The Offer will be made by way of an offer document prepared in accordance with the Code which will contain the full terms and conditions. Any response to the Offer will need to be made only on the basis of the information in offer document.

This announcement has been prepared in accordance with English law and the Code and information disclosed may not be the same as that which would have been prepared in accordance with the laws of jurisdictions outside England.

The release, publication or distribution of this announcement in jurisdictions other than the United Kingdom and the availability of any offer to shareholders in IAM who are not resident in the United Kingdom may be affected by the laws or regulations of any such jurisdictions. Accordingly, any persons who are subject to the laws or regulations of any jurisdiction other than the United Kingdom should inform themselves of, and observe, any applicable requirements.

Disclosure requirements of the Takeover Code

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and

of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. If you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure, you should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129.

Rule 2.6

In accordance with Rule 2.6(a) of the Code, IAL is required, by no later than 5pm on 3 October 2014 (the "relevant deadline"), to publish the Offer Document.

Rule 2.10

In accordance with Rule 2.10 of the Takeover Code, IAM confirms that it has 19,969,215 ordinary shares of 5 pence each in issue.

Publication on website

In accordance with Rules 26.1 and 30.4 of the Code, a copy of this announcement and copies of the undertakings from Messrs Masetti, Bierbaum and Argolis Ltd., will be available on IAM's website: www.integratedam.com by no later than 12 noon on 5 September 2014 and will be posted to shareholders without delay. Neither the contents of Company's website, nor the contents of any other website accessible from hyperlinks on IAM's website, is incorporated into or forms part of this announcement.

This information is provided by RNS
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