

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.**

If you have sold or otherwise transferred all of your Existing Ordinary Shares, please immediately forward this document, together with the accompanying Form of Proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of Existing Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

The Directors (whose names and functions appear on page 4 of this document) and the Company (whose registered office appears on page 4 of this document) accept responsibility, both collectively and individually, for the information contained in this document and compliance with the AIM Rules. To the best of the knowledge and belief of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Existing Ordinary Shares are admitted to trading on AIM. Application will be made to the London Stock Exchange for the Consideration Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the Consideration Shares will commence on or before 31 January 2016. The Consideration Shares will, on Admission, rank *pari passu* in all respects with the Existing Ordinary Shares, and will rank in full for all dividends and other distributions declared, made or paid on Ordinary Shares after Admission.

**AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the United Kingdom Listing Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. The London Stock Exchange has not itself examined or approved the contents of this document. Prospective investors should read this document in its entirety.**

This document contains no offer of transferable securities to the public within the meaning of section 102B of the FSMA, the Act or otherwise. Accordingly, this document does not constitute a prospectus within the meaning of section 85 of the FSMA and has not been drawn up in accordance with the Prospectus Rules or approved by the FCA or any other competent authority.



## **Progressive Digital Media Group plc**

*(Incorporated under the Companies Act 1985 and registered in England and Wales with registered number 03925319)*

### **Proposed acquisition of GlobalData Holding Limited Proposed disposal of Progressive Trade Media Limited Approval of substantial property transactions Proposed change of name to GlobalData plc and Notice of General Meeting**

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**Your attention is drawn to the letter from the Chairman of the Independent Committee which is set out in Part 1 of this document and which contains, amongst other things, the Independent Directors' unanimous recommendation that you vote in favour of the Resolutions to be proposed at the General Meeting.**

N+1 Singer, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as nominated adviser and broker to the Company in connection with the Proposals and will not be acting for any other person (including a recipient of this document) or otherwise be responsible to any person for providing the protections afforded to clients of N+1 Singer or for advising any other person in respect of the Proposals or any transaction, matter or arrangement referred to in this document. N+1 Singer's responsibilities as the Company's nominated adviser and broker are owed solely to London Stock Exchange and are not owed to the Company or to any Director or to any other person in respect of his decision to acquire shares in the Company in reliance on any part of this document.

Apart from the responsibilities and liabilities, if any, which may be imposed on N+1 Singer by the FSMA or the regulatory regime established thereunder, N+1 Singer does not accept any responsibility whatsoever for the contents of this document, including its accuracy, completeness or verification or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company, the Ordinary Shares or the Proposals. N+1 Singer accordingly disclaims all and any liability whether arising in tort, contract or otherwise (save as referred to above) in respect of this document or any such statement.

**Notice of a General Meeting of Progressive Digital Media Group plc, to be held at the offices of the Company at John Carpenter House, John Carpenter Street, London, EC4Y 0AN at 10.00 a.m. on 19 January 2016, is set out at the end of this document. To be valid, the accompanying Form of Proxy for use in connection with the General Meeting should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company's registrars, Capita Asset Services, by not later than 10.00 a.m. on 15 January 2016 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting). Completion and return of Forms of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.**

Shareholders who hold their Existing Ordinary Shares in uncertificated form in CREST may alternatively use the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual as explained in the notes accompanying the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by Capita Asset Services (ID RA10) by no later than 10.00 a.m. on 15 January 2016. The appointment of a proxy using the CREST Proxy Voting Service will not preclude Shareholders from attending and voting in person at the General Meeting should they so wish.

A copy of this document is available at the Company's website [www.progressivedigitalmedia.com](http://www.progressivedigitalmedia.com).

# IMPORTANT NOTICE

## **Cautionary note regarding forward-looking statements**

This document includes statements that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “plans”, “projects”, “anticipates”, “expects”, “intends”, “may”, “will”, or “should” or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Directors’ current intentions, beliefs or expectations concerning, among other things, the Group’s and the Continuing Group’s results of operations, financial condition, liquidity, prospects, growth, strategies and the Group’s and Continuing Group’s markets.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Actual results and developments could differ materially from those expressed or implied by the forward-looking statements.

Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements in this document are based on certain factors and assumptions, including the Directors’ current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group’s and the Continuing Group’s operations, results of operations, growth strategy and liquidity. Whilst the Directors consider these assumptions to be reasonable based upon information currently available, they may prove to be incorrect. Save as required by law or by the AIM Rules, the Company undertakes no obligation to publicly release the results of any revisions to any forward-looking statements in this document that may occur due to any change in the Directors’ expectations or to reflect events or circumstances after the date of this document.

## **Notice to overseas persons**

The distribution of this document and/or the Form of Proxy in certain jurisdictions may be restricted by law and therefore persons into whose possession these documents comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

## **Presentation of financial information**

Certain data in this document, including financial, statistical and operational information has been rounded. As a result of the rounding, the totals of data presented in this document may vary slightly from the actual arithmetical totals of such data. Percentages in tables have been rounded and, accordingly, may not add up to 100 per cent. In this document, references to “pounds sterling”, “£”, “pence” and “p” are to the lawful currency of the United Kingdom.

## **Presentation of market, economic and industry data**

Where information contained in this document originates from a third party source, it is identified where it appears in this document together with the name of its source. Such third party information has been accurately reproduced and, so far as the Company is aware and is able to ascertain from information published by the relevant third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

## **No incorporation of website information**

The contents of the Company’s website or any hyperlinks accessible from the Company’s website do not form part of this document and Shareholders should not rely on them.

**Defined terms and references**

Certain terms used in this document are defined and certain technical and other terms used in this document are explained at the section of this document under the heading "Definitions".

All times referred to in this document and the Form of Proxy are, unless otherwise stated, references to London time.

All references to legislation in this document and the Form of Proxy are to the legislation of England and Wales unless the contrary is indicated. Any reference to any provision of any legislation or regulation shall include any amendment, modification, re-enactment or extension thereof.

Words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include the feminine or neutral gender.

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## DIRECTORS, SECRETARY AND ADVISERS

<b>Directors</b>	Michael Danson ( <i>Chairman</i> ) Simon Pyper ( <i>Chief Executive Officer</i> ) Bernard Cragg ( <i>Non-executive Director</i> )* Mark Freebairn ( <i>Non-executive Director</i> )* Peter Harkness ( <i>Non-executive Director</i> )* Kelsey van Musschenbroek ( <i>Non-executive Director</i> )* *Independent Director  All of whose business address is at the Company's registered and head office
<b>Registered and Head Office</b>	John Carpenter House, John Carpenter Street, London, EC4Y 0AN
<b>Company website</b>	<a href="http://www.progressivedigitalmedia.com">www.progressivedigitalmedia.com</a>
<b>Company Secretary</b>	Graham Lilley
<b>Nominated Adviser and Broker</b>	N+1 Singer One Bartholomew Lane London EC2N 2AX
<b>Legal advisers to the Company</b>	Osborne Clarke LLP One London Wall London EC2Y 5EB
<b>Registrars</b>	Capita Asset Services The Registry 34 Beckenham Road Beckenham Kent BR3 4TU

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document <sup>1</sup>	23 December 2015
Latest time and date for receipt of Forms of Proxy and CREST voting instructions	10.00 a.m. on 15 January 2016
General Meeting	10.00 a.m. on 19 January 2016
Admission and dealings in the Consideration Shares expected to commence on AIM and Completion	on or before 31 January 2016

## STATISTICS

Number of Ordinary Shares in issue as at the date of this document	76,267,991
Number of new Ordinary Shares to be issued pursuant to the Acquisition	26,078,431
Number of Ordinary Shares in issue at Completion	102,346,422
ISIN number	GB00B87ZTG26
SEDOL number	B87ZTG2
TIDM	PRO
TIDM following Completion	DATA

**Notes:**

- 1 Each of the above times and/or dates is subject to change at the absolute discretion of the Company and N+1 Singer. If any of the above details times and/or dates should change, the revised times and/or dates will be announced through a Regulatory Information Service.

## DEFINITIONS

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

<b>“Acquisition”</b>	the proposed acquisition by the Company of GlobalData Holding pursuant to the Acquisition Agreement
<b>“Acquisition Agreement”</b>	the conditional agreement dated 23 December 2015 and made between the Company and the Vendors relating to the Acquisition, details of which are set out in Part 2 of this document
<b>“Act”</b>	the Companies Act 2006 (as amended)
<b>“Admission”</b>	admission of the Consideration Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules
<b>“AIM”</b>	the AIM Market operated by the London Stock Exchange
<b>“AIM Rules”</b>	the AIM Rules for Companies published by the London Stock Exchange from time to time
<b>“Announcement”</b>	the preliminary announcement of the Proposals made by the Company on 18 December 2015
<b>“B2B”</b>	business to business
<b>“business day”</b>	a day (excluding Saturdays, Sundays and public holidays) on which banks are generally open for business in the City of London
<b>“certificated form” or “in certificated form”</b>	an Ordinary Share recorded on a company’s share register as being held in certificated form (namely, not in CREST)
<b>“Closing Price”</b>	the closing middle market quotation of an Ordinary Share as derived from the AIM Appendix of the Daily Official List
<b>“Company” or “PDM”</b>	Progressive Digital Media Group plc, a company incorporated and registered in England and Wales under the Companies Act 1985 with registered number 03925319
<b>“Completion”</b>	completion of the Acquisition and the Disposal in accordance with the terms of the Acquisition Agreement and the Disposal Agreement respectively
<b>“Consideration Shares”</b>	the 26,078,431 new Ordinary Shares to be issued by the Company to the Vendors in connection with the Acquisition
<b>“CREST”</b>	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in those regulations)
<b>“CREST Regulations”</b>	the Uncertificated Securities Regulations 2001 (S.I. 2001 No. 3755)
<b>“Continuing Group”</b>	the Group following Completion
<b>“Directors” or “Board”</b>	the directors of the Company whose names are set out on page 4 of this document, or any duly authorised committee thereof

<b>“Disposal”</b>	the proposed disposal by PDMH of PTML pursuant to the Disposal Agreement
<b>“Disposal Agreement”</b>	the conditional agreement dated 23 December 2015 and made between PDMH and Research Views relating to the Disposal, details of which are set out in Part 2 of this document
<b>“EBITDA”</b>	earnings before interest, tax, depreciation and amortisation
<b>“Euroclear”</b>	Euroclear UK & Ireland Limited, the operator of CREST
<b>“Existing Ordinary Shares”</b>	the 76,267,991 Ordinary Shares in issue at the date of this document, all of which are admitted to trading on AIM
<b>“FCA”</b>	the UK Financial Conduct Authority
<b>“Form of Proxy”</b>	the form of proxy for use in connection with the General Meeting which accompanies this document
<b>“FSMA”</b>	the Financial Services and Markets Act 2000 (as amended)
<b>“GD Re-organisation”</b>	the proposed re-organisation of the oil and gas business of GlobalData and its subsidiaries prior to Completion
<b>“General Meeting”</b>	the general meeting of the Company to be held at the offices of the Company at John Carpenter House, John Carpenter Street, London, EC4Y 0AN at 10.00 a.m. on 19 January 2016, notice of which is set out at the end of this document
<b>“GlobalData”</b>	GlobalData Limited, a company incorporated and registered in England and Wales under the Act with registered number 05968121 which, following the GD Re-organisation will be a wholly-owned subsidiary of GlobalData Holding
<b>“GlobalData Holding”</b>	GlobalData Holding Limited, a company incorporated and registered in England and Wales under the Act with registered number 09901453
<b>“Group”</b>	the Company, its subsidiaries and its subsidiary undertakings as at the date of this document
<b>“Implementation Agreement”</b>	the implementation agreement dated 23 December 2015 and made between (inter alia) the Company, the Vendors, GlobalData and GlobalData Holding relating to the PDM Re-organisation and the GD Re-organisation, details of which are set out in Part 2 of this document
<b>“Independent Directors” or “Independent Committee”</b>	the Directors, other than Michael Danson and Simon Pyper
<b>“London Stock Exchange”</b>	London Stock Exchange plc
<b>“N+1 Singer”</b>	N+1 Singer Advisory LLP and its affiliates, the Company’s nominated adviser and broker
<b>“Notice of General Meeting”</b>	the notice convening the General Meeting which is set out at the end of this document
<b>“Ordinary Shares”</b>	ordinary shares of 1/14 pence each in the capital of the Company

<b>“PDM Re-organisation”</b>	the proposed re-organisation of the print business of Progressive Digital Media Limited, an indirect wholly owned subsidiary of the Company prior to Completion
<b>“PDMH”</b>	Progressive Digital Media (Holdings) Limited, a company incorporated and registered in England and Wales under the Act with registered number 06742589 and a wholly-owned subsidiary of the Company
<b>“PTML”</b>	Progressive Trade Media Limited, a company incorporated and registered in England and Wales under the Act with registered number 09901510
<b>“Proposals”</b>	together, the Acquisition, the Disposal and Admission
<b>“Prospectus Rules”</b>	the prospectus rules made by the FCA pursuant to section 73A of the FSMA
<b>“Regulatory Information Service”</b>	a service approved by the FCA for the distribution to the public of regulatory announcements and included within the list maintained on the FCA’s website
<b>“Research Views”</b>	Research Views Limited, a company incorporated and registered in England and Wales under the Act with registered number 09901486
<b>“Resolutions”</b>	the resolutions set out in the Notice of General Meeting
<b>“Shareholders”</b>	holders of Ordinary Shares
<b>“Supplemental Tax Clearance”</b>	the supplemental tax anti-avoidance clearances to be sought by the Company from HM Revenue and Customs in respect of sections 135, 136, 139 of the Taxation of Chargeable Gains Act 1992 and the Transactions in Securities legislation in respect of, <i>inter alia</i> , the final agreed commercial terms of the GD Re-organisation
<b>“Tax Clearance”</b>	the tax anti-avoidance clearances sought by the Company from HM Revenue and Customs in respect of sections 135, 136, 139 of the Taxation of Chargeable Gains Act 1992 and the Transactions in Securities legislation pursuant to an application made by Osborne Clarke LLP on behalf of the Company on 18 November 2015
<b>“Transaction Agreements”</b>	together, the Acquisition Agreement, the Disposal Agreement and the Implementation Agreement
<b>“UK”</b>	the United Kingdom of Great Britain and Northern Ireland
<b>“US” or “United States”</b>	the United States of America, each State thereof, its territories and possessions (including the District of Columbia) and all other areas subject to its jurisdiction
<b>“uncertificated” or “in uncertificated form”</b>	an Ordinary Share recorded on a company’s share 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
<b>“Vendors”</b>	the selling shareholders of GlobalData Holding as set out in the Acquisition Agreement

## PART 1

### LETTER FROM THE CHAIRMAN OF THE INDEPENDENT COMMITTEE

## Progressive Digital Media Group plc

*(Incorporated under the Companies Act 1985 and registered in England and Wales with registered number 03925319)*

*Directors:*

Michael Danson (Chairman)  
Simon Pyper (Chief Executive Officer)  
Bernard Cragg (Non-executive Director)\*  
Mark Freebairn (Non-executive Director)\*  
Peter Harkness (Non-executive Director)\*  
Kelsey van Musschenbroek (Non-executive Director)\*

\*Independent Director

*Registered office:*

John Carpenter House  
John Carpenter Street  
London  
EC4Y 0AN

23 December 2015

*To Shareholders*

Dear Shareholder,

**Proposed acquisition of GlobalData Holding Limited**  
**Proposed disposal of Progressive Trade Media Limited**  
**Approval of substantial property transactions**  
**Proposed change of name to GlobalData plc**  
**and**  
**Notice of General Meeting**

#### 1. Introduction and summary

The Company announced earlier today that it had conditionally agreed to acquire the entire issued share capital of GlobalData Holding, a company which is controlled by the Vendors, in consideration for the issue by the Company of an aggregate of 26,078,431 new Ordinary Shares. Based upon the Closing Price of 255 pence of an Existing Ordinary Share on 17 December 2015 (being the last business day prior to the publication of the Announcement), the terms of the Acquisition value GlobalData Holding at approximately £66.5 million.

At the same time, the Company announced that its subsidiary, PDMH, had also conditionally agreed to dispose of the entire issued share capital of PTML to Research Views Limited, a company also controlled by the Vendors, for a consideration of £1, together with the indirect assumption by the Company of an inter-company loan of £4.5 million owing by PTML to PDMH pursuant to the terms of a guaranteed loan agreement.

Each of the Company and the Vendors (amongst others) has also agreed to take certain steps and enter into certain documents in order to effect the PDM Re-organisation and the GD Re-organisation prior to Completion, in each case, pursuant to the terms of the Implementation Agreement.

Due to the interests in the Proposals of Michael Danson, as a Vendor and director of GlobalData, and Simon Pyper, as a director of GlobalData and his business relationship with Michael Danson, neither of them is considered independent in connection with the Proposals. Accordingly, the Board

has established the Independent Committee, chaired by Bernard Cragg, for the purposes of evaluating the merits of the Proposals.

Further details of the Acquisition, the Disposal and the Transaction Agreements are set out below and in Part 2 of this document.

Both the Acquisition and the Disposal constitute separate substantial property transactions under section 190 of the Act and, consequently, require the approval of Shareholders.

In addition, both the Acquisition and the Disposal constitute separate related party transactions for the purposes of Rule 13 of the AIM Rules. The Independent Directors consider, having consulted with the Company's nominated adviser, N+1 Singer, that the terms of each of the Acquisition and the Disposal are fair and reasonable insofar as Shareholders are concerned.

**The purpose of this document is to provide you with information about the background to and the reasons for the Proposals, to explain why the Independent Directors consider the Proposals to be in the best interests of the Company and its Shareholders as a whole and why the Independent Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, notice of which is set out at the end of this document.**

## **2. Background to and reasons for the Proposals**

### ***Background***

The acquisition of GlobalData Holding and its healthcare business will add a third global industry vertical to the Group's existing business information proposition (the existing verticals being Consumer and Information Communications Technology) and will, alongside the disposal of a number of the Group's B2B print assets as part of the Disposal, complete the Group's transformation to a business information group operating in three international markets, all of which, the Independent Directors believe, present significant long term growth opportunities.

### ***Information on GlobalData Holding, GlobalData and the Acquisition***

GlobalData Holding will, following the GD Re-organisation, be the immediate parent company of GlobalData and was incorporated specifically to acquire the entire issued share capital of GlobalData prior to the Acquisition. GlobalData Holding has not traded or incurred any obligations or liabilities (other than in respect of the Acquisition and the acquisition of GlobalData) since its incorporation.

The Independent Directors believe that GlobalData provides a compelling single platform solution to the US\$5 billion Healthcare business information market across the world. The Healthcare business information market is estimated to be the third largest industry vertical behind the Financial Services and Legal and Regulatory sectors, with the United States being the largest single market.

GlobalData's offering allows its clients, among other things, access to market forecast calculations (including epidemiology data), segmentations, costs of therapy and compliance rates and patient shares. All information is sourced from primary field intelligence such as key opinion leader interviews, surveys to high prescribers in all markets covered in Pharmapoint reports as well as interviews with industry stakeholders, regulatory bodies and patient advocacy groups.

GlobalData's proprietary intellectual property provides its customers with premium content delivered on a single easy-to-use integrated platform, the benefits of which have, over the past three years, seen GlobalData achieve a threefold increase in the number of subscribers to approximately 600, secure upper quartile renewal rates and count all of the global top 20 pharmaceutical companies (measured by sales) as customers.

Over the same period, GlobalData's revenue has grown at a compound annual growth rate of over 20 per cent. with forecast revenues and adjusted EBITDA for the financial year ending 31 December 2015 of £18.8 million and £5.2 million respectively. As at 31 December 2014, and on a *pro forma* basis, GlobalData's revenue was approximately £14.8 million and had an adjusted EBITDA of approximately £2.4 million. This EBITDA number has been adjusted to reflect one-off items and certain overhead costs which are not being acquired as part of the Acquisition. As at 31 December 2014, GlobalData had net liabilities of approximately £5.0 million due predominantly to deferred income.

The Independent Directors believe that the main growth drivers for GlobalData have historically been, and continue to be:

- **Global reach:** over 500 healthcare professionals across 12 global offices.
- **Strong intellectual property:** over 400 researchers collecting and analysing data which supports the work of over 60 analysts, over 90 per cent. of which have either a masters degree or doctorate.
- **Integrated solution:** a compelling, integrated on-line solution which combines analytical reports, databases and work flow tools.
- **Sales and client services capability:** 50 sales and account management staff who manage the day to day client relationships, support the adoption and engagement of new clients and develop new business.
- **Significant market opportunity:** the value of the healthcare business information market is estimated to be around US\$5 billion and is highly fragmented.

### **Rationale for the Acquisition**

The acquisition of GlobalData coupled with the Disposal is consistent with the Group's strategy of focusing on business information and exiting from non-core products and sectors.

On Completion, the Group will operate in three key global business information verticals (namely Consumer, Information Communications Technology and Healthcare) with the Acquisition expected to double the Group's addressable market to an estimated US\$10.1 billion.

Each of these verticals will be represented by well-regarded brands; namely Canadean (Consumer), Current Analysis Vertical (Information Communications Technology) and GlobalData (Healthcare), and will all operate as separate trading businesses under the umbrella brand "GlobalData" which the Independent Directors believe better reflects the Group's proposition and strategy.

With 12 offices located across the United States, United Kingdom, Asia Pacific and the Middle East, the Independent Directors believe that GlobalData's global infrastructure will, when combined with that of the Company's, provide the opportunity for commercial and operational synergies. In particular, the Acquisition will significantly expand the Group's current sales and management infrastructure in the United States, the largest business information market in the world. Wayne Lloyd, the current Chief Executive Officer of GlobalData, will, on Completion, join the Group's senior management team and will become Managing Director of the Group's US operations with specific responsibility for GlobalData's Healthcare business.

Following Completion, the Independent Directors anticipate that the Group's transformation into a business information group with increased subscription revenues will improve the visibility of current and forward earnings. Furthermore, following Completion and the subsequent integration, the Independent Directors anticipate being able to leverage economies of scale from its enlarged operations and, in particular, in the creation of internally generated intellectual property which can be sold across multiple geographies and in multiple formats.

Given the large and fragmented global market for healthcare business information the Independent Directors believe that there are significant opportunities for growth for both GlobalData's existing product set and from any new complimentary products and services.

#### ***Information on PTML and the Disposal***

PTML is an indirect, wholly owned subsidiary of the Company which, following the PDM Re-organisation, will hold certain B2B print assets of the Group. These assets currently provide marketing, advertising and online solutions to a wide number of clients operating in a number of the Group's non-core industry verticals, such as Automotive, Oil & Gas and Hospitality.

For the year ended 31 December 2014, revenue for the assets being disposed of was approximately £14.6 million with an adjusted EBITDA of approximately £3.3 million. This EBITDA number has been adjusted to reflect specific Group costs, which have been identified by the Company and will be transferred as part of the Disposal. Forecast net assets as at 31 December 2015, being the only available balance sheet information for the B2B print businesses and assets of the Group are anticipated to be approximately £8.8 million of which approximately £5.0 million relate to intangible assets and goodwill.

#### ***Rationale for the Disposal***

The Independent Directors believe that the assets owned by PTML on Completion are non-core to the Company and that the Disposal is consistent the Group's strategy to focus on business information in verticals which have favourable long-term growth prospects. Furthermore, some of the markets in which the B2B assets operate within, such as the Automotive, Oil & Gas and Hospitality markets are, in the Directors opinion, likely to contract over the coming years.

Revenue from these assets has already been in decline for a number of years due to market contraction and as a result of advertisers seeking a higher return for their marketing spend. Aggregate revenue for the B2B assets peaked in 2012 at £15.4 million and have declined year-on-year with forecast revenues for the financial year ending 31 December 2015 being approximately £13.4 million. Current renewal rates suggest that revenue will further decline in the financial year ending 31 December 2016.

The Independent Directors believe that the investment required to help stem the current and predicted decline of these products would likely be substantial, uneconomic and in the view of the Independent Directors not in the best and long term interests of Shareholders. There is also no guarantee that any investment would prove successful.

Additionally, the Independent Directors believe that the Disposal will allow management resources to be more effectively focused on growing the core business information business.

The Independent Directors therefore consider that the long-term prospects for the assets being disposed are, at best, neutral, and they believe that the Disposal will allow management's resources to be more effectively focused on the core business information businesses.

#### ***Effect of the Proposals on the Group***

The Independent Directors believe that the Acquisition coupled with the Disposal will fundamentally transform the Company into a leading provider of business information, operating in three global industry verticals with a combined demand side spend of approximately US\$10.1 billion. Furthermore, the market outlook for business information remains positive over the medium to long term, presenting the Company with real and achievable opportunities for profitable growth.

The expected net effects of the Proposals are to improve both the quality and visibility of earnings as the Group increases the subscription mix and focusses on scale verticals. Following Completion, it is anticipated that of the Group's business information revenues 38 per cent. will be derived from Consumer, 35 per cent. from Information Communications Technology and 27 per

cent. from Healthcare and that in aggregate 75 per cent. of business information revenues will be subscription based.

Additionally, over the medium term the Board expects to see margins, earnings and cash generation to increase at a faster rate than the Group's historic organic average.

For the 12 months following Completion, the contribution of GlobalData (before one-off transaction related costs) is expected to match or exceed the contribution foregone through the Disposal.

Completion is expected to occur following the General Meeting, the receipt of the Supplemental Tax Clearance, the PDM Re-organisation and the GD Re-organisation in late January 2016.

### ***Independent financial advice***

In order to inform the Independent Committee's commercial assessment of the merits of the Proposals, the Company engaged a leading global firm of accountants to provide independent financial advice to the Independent Directors on the respective valuations of GlobalData and PTML.

## **3. Terms of the Acquisition and Lock-in Arrangements**

### ***Terms of the Acquisition***

Pursuant to the terms of the Acquisition Agreement, the Company has conditionally agreed to acquire from the Vendors the entire issued share capital of GlobalData Holding to be satisfied by the issue of the Consideration Shares to the Vendors at Completion. Based upon the Closing Price of 255 pence of an Existing Ordinary Share on 17 December 2015 (being the last business day prior to the publication of the Announcement), the terms of the Acquisition value GlobalData Holding at approximately £66.5 million.

The Acquisition Agreement is conditional upon, *inter alia*, the Resolutions being duly passed at the General Meeting, the completion of the GD Re-organisation in accordance with and pursuant to the Implementation Agreement and Admission. Further details of the Acquisition Agreement and the Implementation Agreement are set out in Part 2 of this document.

### ***Lock-in Arrangements***

On Completion, each of the Vendors (other than John Lloyd – father of Wayne Lloyd) will undertake to the Company and N+1 Singer not to dispose of the Consideration Shares (or any interest in them) held by each of them following Completion, as follows:

- (a) in respect of the first 12 months following Completion (the "**First Restricted Period**"), not to dispose of any Consideration Shares; and
- (b) in respect of each of the three consecutive 12 month periods after the First Restricted Period (each, a "**Further Restricted Period**"), not to dispose of more than one third (the "**Relevant Proportion**") of the Consideration Shares held by them (together with the balance of any Relevant Proportion not previously disposed of by them during any prior Further Restricted Period),

together, the "**Lock-in Arrangements**".

The Lock-in Arrangements are subject to certain customary exceptions, including transfers to family members or to trustees for their benefit, disposals by way of acceptance of a recommended takeover offer of the entire issued share capital of the Company or to satisfy a tax liability or claim related to the Acquisition.

## **4. Terms of the Disposal**

Pursuant to the terms of the Disposal Agreement, the Company's wholly-owned subsidiary, PDHM, has conditionally agreed to sell to Research Views, a company controlled by the Vendors, the

entire issued share capital of PTML for a consideration of £1. In addition, immediately following the completion of the Disposal, PTML shall owe £4.5 million to PDMH in connection with the PDM Re-organisation and the terms of such loan shall be documented in a guaranteed loan agreement between PDML and PDMH. This loan shall be repaid in accordance with the terms of the loan agreement and the repayment monies applied to the general working capital requirements of the Group. The Disposal Agreement is conditional upon the Resolutions being duly passed at the General Meeting and the completion of the PDM Re-organisation in accordance with and pursuant to the Implementation Agreement. Further details of the Disposal Agreement are set out in Part 2 of this document.

#### **5. Current trading and prospects**

The Group is trading broadly in line with expectations for the financial year ending 31 December 2015 and the Directors believe that the prospects of the Continuing Group are encouraging.

The Directors intend to announce, at the same time as the publication of the Company's preliminary results for the financial year ended 31 December 2015, a maiden dividend to be paid in 2016 and a dividend policy.

#### **6. Issued share capital**

Application will be made to the London Stock Exchange for the Consideration Shares to be admitted to trading on AIM. It is expected that, subject to the approval of the Resolutions, Admission and dealings in the Consideration Shares will take place on or before 31 January 2016.

Following Admission, the Company will have 102,346,422 Ordinary Shares in issue. Michael Danson and Wayne Lloyd (one of the principal Vendors), together with his wife, will be interested in 71,304,325 Ordinary Shares and 5,303,846 Ordinary Shares respectively, representing approximately 69.7 per cent. and 5.2 per cent. of the enlarged issued share capital of the Company respectively.

Following Completion, existing Shareholders will suffer a dilution of approximately 34.2 per cent. to their Existing Ordinary Share interests in the Company.

#### **7. Proposed change of name**

The Directors have power under the Company's articles of association to change the name of the Company without the approval of Shareholders in general meeting. Accordingly, the Company proposes to change its name to GlobalData plc on Completion. The Directors believe that the change of name to GlobalData plc is more appropriate for a business which will have been transformed into a business intelligence group.

As a result of the change of name, with effect from Completion the Ordinary Shares will trade under the new TIDM "DATA".

#### **8. Proposed changes to the Board and the Group's management team**

On Completion, the following changes to the Board and senior management team of the Group will take effect:

- Bernard Cragg, currently the senior non-executive director of the Company, will be appointed as chairman of the Company;
- Michael Danson, currently executive chairman of the Company, will be appointed as chief executive officer, taking over direct day-to-day management of the Group; and
- Simon Pyper, currently chief executive officer of the Company, will be appointed chief financial officer of the Group.

Changes to the chairman of the Company's audit and remuneration committees will be announced at a later date.

Wayne Lloyd, currently chief executive officer of GlobalData, will join the Group's senior management team as managing director of the Group's US operations with specific responsibility for GlobalData's healthcare business.

## 9. The General Meeting

Set out at the end of this document is a notice convening the General Meeting to be held on 19 January 2016 at the offices of the Company at John Carpenter House, John Carpenter Street, London, EC4Y 0AN at 10.00 a.m., at which the Resolutions will be proposed for the purposes of implementing the Proposals.

Resolution 1, which will be proposed as an ordinary resolution is to approve the terms of the Acquisition Agreement for the purposes of section 190 of the Act and to authorise the Directors to take such steps they consider necessary for the purposes of implementing the Acquisition.

Resolution 2, which will be proposed as an ordinary resolution is to approve the terms of the Disposal Agreement for the purposes of section 190 of the Act and to authorise the Directors to take such steps they consider necessary for the purposes of implementing the Disposal.

Resolution 3, which will be proposed as an ordinary resolution and which is conditional upon the passing of Resolutions 1 and 2, is to authorise the Directors to allot the Consideration Shares in connection with the Acquisition and otherwise relevant securities up to £24,344 in nominal value (representing approximately one third of the issued share capital following Admission) provided that such authority shall expire on the date falling 18 months after the date of the resolution or on the date of the next annual general meeting of the Company, whichever is the earlier.

Michael Danson has irrevocably undertaken to vote in favour of the Resolutions to be proposed at the General Meeting as in respect of his own beneficial holding amounting, in aggregate, to 50,441,580 Existing Ordinary Shares, representing approximately 66.1 per cent. of the existing issued ordinary share capital of the Company. However, this irrevocable undertaking will cease to have effect if the Tax Clearance is not received by the Company on or before 31 December 2015.

## 10. Action to be taken

**A Form of Proxy for use at the General Meeting accompanies this document. The Form of Proxy should be completed and signed in accordance with the instructions thereon and returned to the Company's registrars, Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham BR3 4ZF as soon as possible, but in any event so as to be received by no later than 10.00 a.m. on 15 January 2016 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).**

**As an alternative to completing your hard-copy proxy form, you can appoint a proxy electronically at [www.capitashareportal.com](http://www.capitashareportal.com). For an electronic proxy appointment to be valid, your appointment must be received by no later than 10.00 a.m. on 15 January 2016 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).**

**If you hold your Existing Ordinary Shares in uncertificated form in CREST, you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual. Further details are also set out in the notes accompanying the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by Capita Asset Services (ID RA10) by no later than 10.00 a.m. on 15 January 2016 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).**

**The completion and return of a Form of Proxy or the use of the CREST Proxy Voting Service will not preclude Shareholders from attending the General Meeting and voting in person should they so wish.**

**11. Recommendation and voting intentions**

Both the Acquisition and the Disposal constitute separate substantial property transactions under section 190 of the Act and, consequently, require the approval of Shareholders.

In addition, both the Acquisition and the Disposal constitute separate related party transactions for the purposes of Rule 13 of the AIM Rules.

**The Independent Directors consider, having consulted with the Company's nominated adviser, N+1 Singer, that the terms of each of the Acquisition and the Disposal are fair and reasonable insofar as Shareholders are concerned and accordingly recommend unanimously Shareholders to vote in favour of the Resolutions to be proposed at the General Meeting as they intend to do so in respect of their own beneficial holdings amounting, in aggregate, to 633,724 Existing Ordinary Shares, representing approximately 0.8 per cent. of the existing issued ordinary share capital of the Company.**

**In addition, Michael Danson has irrevocably undertaken to vote in favour of the Resolutions to be proposed at the General Meeting as in respect of his own beneficial holding amounting, in aggregate, to 50,441,580 Existing Ordinary Shares, representing approximately 66.1 per cent. of the existing issued ordinary share capital of the Company.**

*Yours faithfully*

**Bernard Cragg**

*Chairman of the Independent Committee*

## PART 2

### SUMMARY OF THE PRINCIPAL TERMS OF THE TRANSACTION AGREEMENTS

#### **The Acquisition Agreement**

Pursuant to the terms of the Acquisition Agreement, the Company has conditionally agreed to acquire from the Vendors the entire issued share capital of GlobalData Holding, which will wholly own the entire issued share capital of GlobalData, in consideration for the allotment of the Consideration Shares to the Vendors at Completion. The Acquisition Agreement is conditional upon, *inter alia*, the Resolutions being duly passed at the General Meeting, the completion of the GD Re-organisation in accordance with and pursuant to the Implementation Agreement and Admission.

The Acquisition Agreement contains a tax covenant, certain warranties, undertakings, indemnities and restrictive covenants from the Vendors to the Company which are in a customary form for such a transaction. The aggregate liability of the Vendors (which is joint and several) under the warranties shall not exceed £66.5 million. This liability cap is subject to certain *de minimis* thresholds for warranty claims.

Pursuant to the terms of a transitional services agreement which shall be entered into as part of the Acquisition, the Vendors shall be permitted to use certain brands and other intellectual property of the GlobalData group of companies for a period of six months following Completion on the terms of an agreed form licence, following which they shall be required to remove all such branding and cease all such use.

#### **The Disposal Agreement**

Pursuant to the terms of the Disposal Agreement, the Company's wholly owned subsidiary, PDMH, has conditionally agreed to sell to Research Views the entire issued share capital of PTML for a consideration of £1. In addition, immediately following the completion of the Disposal, PTML shall owe £4.5 million to PDMH in connection with the PDM Re-organisation and the terms of such loan shall be documented in a loan agreement between PTML and PDMH. The Disposal Agreement is conditional upon the Resolutions being duly passed at the General Meeting and the completion of the PDM Re-organisation in accordance with and pursuant to the Implementation Agreement.

The loan agreement shall carry an interest rate of LIBOR plus 2.25 per cent., have a term of six years and shall be secured by a guarantee and share pledges given by Michael Danson and Wayne Lloyd in favour of PDMH.

The Disposal Agreement contains a tax covenant, certain warranties, undertakings, indemnities and restrictive covenants from PDMH to Research Views which are in a customary form for such a transaction. The aggregate liability of PDMH under the warranties shall not exceed £4.5 million, which is the aggregate consideration for the Disposal. This liability cap is subject to certain *de minimis* thresholds for warranty claims.

#### **The Implementation Agreement**

In order to effect the GD Re-organisation and the PDM Re-organisation prior to Completion, the parties to the Implementation Agreement agree to undertake certain steps and execute certain documents in a prescribed manner and order. The Implementation Agreement is conditional upon, *inter alia*, receipt by the Company from HM Revenue and Customs of the Tax Clearance on or before 31 December 2015. In addition, the Implementation Agreement includes a provision that part of the GD Re-organisation only is conditional upon receipt by the Company from HM Revenue and Customs of the Supplementary Tax Clearance, the requirement for which has arisen as a result of the evolving structure of the Transaction Agreements and their respective terms.

## NOTICE OF GENERAL MEETING

### Progressive Digital Media Group plc

(Incorporated under the Companies Act 1985 and registered in England and Wales with registered number 03925319)

**NOTICE IS HEREBY GIVEN THAT** a general meeting of Progressive Digital Media Group plc (the “**Company**”) will be held at the offices of the Company, John Carpenter House, John Carpenter Street, London EC4Y 0AN at 10.00 a.m. on 19 January 2016 to consider and, if thought fit, to pass the following resolutions as ordinary resolutions of the Company:

#### ORDINARY RESOLUTIONS

1. That the Acquisition Agreement (as defined in the circular to shareholders of the Company dated 23 December 2015 (the “**Circular**”)) be and is hereby approved for the purposes of section 190 of the Companies Act 2006 (the “**Act**”) and that the directors of the Company (or any duly constituted committee of them) be and they are hereby authorised to take all such steps as they consider necessary to carry the Acquisition Agreement into effect.
2. That the Disposal Agreement (as defined in the Circular) be and is hereby approved for the purposes of section 190 of the Companies Act 2006 (the “**Act**”) and that the directors of the Company (or any duly constituted committee of them) be and they are hereby authorised to take all such steps as they consider necessary to carry the Disposal Agreement into effect.
3. THAT, conditional upon the passing of Resolutions 1 and 2 and in substitution for any existing authorities or powers which may have been given to the directors pursuant to section 551 of the Act prior to the date of the passing of this resolution, the directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Act to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being “**relevant securities**”) provided that this authority shall be limited to:
  - (a) the allotment of up to 26,078,431 new ordinary shares of 1/14 pence each in the capital of the Company in connection with the Acquisition (as such term is defined in the Circular); and
  - (b) the allotment (otherwise pursuant to sub-paragraph (a) above) of relevant securities up to an aggregate nominal amount of £24,344,

and unless previously renewed, revoked, varied or extended, this authority shall expire at the earlier of the date which is 18 months from the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company except that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired.

Dated: 23 December 2015

*Registered Office:*

John Carpenter House  
John Carpenter Street  
London  
EC4Y 0AN

By order of the Board:  
Graham Lilley  
*Company Secretary*

**Notes:**

1. A member who is entitled to attend, speak and vote at the Meeting may appoint a proxy to attend, speak and vote instead of him. A proxy need not be a member of the Company but must attend the meeting in order to represent you. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed. Appointing a proxy will not prevent a member from attending in person and voting at the General Meeting (although voting in person at the General Meeting will terminate the proxy appointment). A Form of Proxy accompanies this document. The notes to the Form of Proxy include instructions on how to appoint the Chairman of the Meeting or another person as a proxy and how to appoint a proxy by using the CREST proxy appointment service. To be valid a Form of Proxy, and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated, must reach the Company's registrar, Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham BR3 4ZF by at least 10.00 a.m. on 15 January 2016 (or in the case of an adjournment, not later than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the holding of the adjourned meeting). You can only appoint a proxy using the procedures set out in these notes and in the notes to the form of proxy.

To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by Capita Asset Services (ID number RA10) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which Capita Asset Services is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

As an alternative to completing a hard-copy proxy form, you can appoint a proxy electronically at [www.capitashareportal.com](http://www.capitashareportal.com). For an electronic proxy appointment to be valid, your appointment must be received by no later than 10.00 a.m. on 15 January 2016 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

2. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), specifies that only those shareholders registered in the register of members of the Company at 6.00 p.m. on 15 January 2016 (or, if the Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting) shall be entitled to attend and vote at the Meeting in respect of the number of shares registered in their name at that time. In each case, changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the Meeting.
3. Please note that communications regarding the matters set out in this Notice of General Meeting will not be accepted in electronic form, other than as specified in the accompanying Form of Proxy.
4. In the case of joint holders of shares, the vote of the first named in the register of members who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders.
5. A member that is a Company or other organisation not having a physical presence cannot attend in person but can appoint someone to represent it. This can be done in one of two ways: either by the appointment of a proxy (described in note 1 above) or of a corporate representative. Members considering the appointment of a corporate representative should check their own legal position, the Company's articles of association and the relevant provision of the Companies Act 2006.

