

Share plc to launch proposed tender offer and commission free dealing programme

Share plc (AIM: SHRE), parent company of The Share Centre Ltd (a leading independent retail stockbroker and operator of Sharemark, the trading platform for growing companies) and Sharefunds Ltd (the Group's investment management and fund administration subsidiary) is pleased to announce a proposed tender offer to purchase its own ordinary shares ("Shares") and a commission free dealing programme. Full details are available from www.shareplc.com/sharecorp.

Under the terms of the proposed tender offer, shareholders can tender up to 16% of their Shares for repurchase by the Company at a price which will be set at a 15% discount to the average closing mid price on AIM for the five trading days ending on 27 August 2010. Those Shares repurchased through the tender offer will be cancelled. The maximum amount the Company would be required to pay under the tender offer is approximately £5.7m.

In addition to the tender offer, the Company is offering shareholders with up to 35,000 Shares an opportunity to sell all or part of their holding free of dealing commission. The price will be calculated in the same way as for the tender offer except that, under the commission free dealing, the 15% discount will not apply. In addition, any shareholder (no matter how large or small their shareholding) may purchase additional Shares also free of dealing commission. A charitable donation service is also available, allowing shareholders with small holdings which they wish to dispose of, to donate them to Sharegift, a UK registered charity.

As part of the commission free sale programme, Sharesecure Ltd (the trustee of the Company's employee benefit trust) has undertaken to use up to £2m to buy Shares from shareholders. Sharesecure's participation will ensure that qualifying shareholders selling up to 1,000 Shares can sell all of those Shares, and those wishing to sell more will be able to sell the higher of at least 1,000 Shares or 16% of their holding. The Company will not be required to pay for Shares offered under the commission free sale programme. These will be matched against offsetting purchases, including purchases by Sharesecure Ltd.

It will not be possible to participate in both the tender offer and commission free sale programme. The effective trade date of the proposed tender offer and commission free dealing programme will be 27 August 2010, subject to shareholder approval, which will be sought at a General Meeting of the Company to be held on 25 June 2010 at 11.30am at the London Stock Exchange, immediately following the Share plc AGM, which commences at 11.00am.

The Circular summarising the tender offer and commission free dealing programme, along with the notice of General Meeting, will be sent today to all shareholders on the register and those who hold their shares in nominee accounts who have opted in to receive such information in accordance with the Companies Act 2006. Full details are available from www.shareplc.com/sharecorp.

It will be for shareholders to decide whether to participate in the tender offer and commission free dealing programme. The Board of Share plc makes no recommendation either to sell or to buy.

Commenting on the proposals, Sir Martin Jacomb, Chairman of Share plc, said "The Group has consistently generated significant positive cashflow and as a result has built up a significant cash balance which, in the absence of these proposals, the Board would expect to continue to increase further. The Board believes that the tender offer and repurchase will result in a more appropriate capital structure and enhance the return on equity, especially in the current low interest rate environment. Incidentally, it enables larger shareholders (including members of the Oldham family) to realise part of their investment in the Company and thus avoid the overhang of a sale in the secondary market.

"In addition, the Board believes that the commission free dealing programme will enable shareholders with smaller holdings, up to 35,000 shares, to access liquidity for those holdings without suffering a discount to the market price. In many cases, particularly for small holdings of Share plc shares, dealing charges would normally make such trading uneconomic.

"I would also highlight the ability of shareholders to purchase Shares through this process commission free. This may provide an opportunity for shareholders wishing to add to their holdings to do so in a more economic manner. Where those shareholders are customers of The Share Centre, this will enable shareholders to take advantage of the potential benefits of the Group's shareholder perk, which effectively offers reduced dealing commission and which, depending on the number of shares in Share plc which are held, can take the minimum internet trade cost incurred when trading equities or funds through The Share Centre, down to as low as £5.25 per trade."

Gavin Oldham, Chief Executive and founder of the Share plc Group and other members of his family will be selling 12.6% of their aggregate holding in the tender offer. No other directors of Share plc will be participating in the tender offer or commission free dealing programme.

Commenting on the tender offer and dealing programme, Gavin Oldham, said "A number of members of my family, including myself, intend to sell Shares under the tender offer arrangements. Once these sales have been successfully completed, I and other members of my family do not currently intend to sell any further Shares. I remain fully committed to the Share plc Group, its vision and management."

The directors of Share plc (Gavin Oldham taking no part in this recommendation) believe the tender offer and commission free dealing programme are in the best interests of shareholders as a whole and therefore unanimously recommend voting in favour of the resolutions to be proposed at the General Meeting. The directors make no recommendation to shareholders as to whether they should participate in the tender offer or the commission free dealing programme. Whether or not shareholders tender any Shares or choose to participate in the commission free dealing programme will depend, among other things, on their view of the Company's prospects and/ or their own individual circumstances, including their tax position. Shareholders are recommended to consult their independent advisors and make their own decision.

If the resolutions obtain shareholder approval at the General Meeting, shareholders will be able to submit the necessary forms to participate in the tender offer or commission free dealing programme between 10 August and 27 August. For anyone holding their shares in a nominee account, including the majority of the Company's beneficial holders, who hold shares through The Share Centre's nominee company, it is expected that the nominee will write to you nearer 10 August detailing how you can participate in the tender offer or commission free dealing programme.

It should be noted that the Company expects to release its interim results on 10 August 2010 and shareholders are advised to take note of those results in reaching their decision on whether or not to participate. As noted above all documents in respect of the tender offer and repurchase and any other information on the Group can be found at www.shareplc.com.

For further information please contact:

Share plc

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Risk Warning:

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Notes for Editors:

1. Share plc is the parent holding company of The Share Centre Ltd and Sharefunds Limited and its shares are traded on Sharemark (www.sharemark.com), the auction-based trading platform designed especially for growing companies, as well as on AIM and PLUS Markets.
2. The Share Centre (www.share.com) was formed in 1990 and provides a range of account-based services to enable investors to share in the wealth of the stock market.
3. Sharefunds (www.sharefunds.com) was established in 2003 to provide an in-house fund management solution for the Share plc Group, which has since expanded into the provision of third party fund administration solutions.
4. For more details on the Share plc Group contact 0800 800 008, or visit www.shareplc.com.