

ASX Announcement & Media Release

21 October 2010

UPDATE – SCHEME OF ARRANGEMENT WITH AEGIS

Australian Tax Office (“ATO”) Class Ruling

On 20 August 2010, the Mitchell Communication Group (“Mitchell”) lodged a Class Ruling request with the ATO. The purpose of the request was to seek the Commissioner of Taxation’s (“Commissioner”) views on specific income tax issues for the Mitchell shareholders in relation to the Mitchell \$0.05 per share, fully franked, final dividend in respect of the year ended 30 June 2010 (“Mitchell Dividend”) and the disposal of the Mitchell shares to Aegis Group plc (“Aegis”) under the proposed scheme of arrangement between Mitchell and its shareholders (“Scheme”).

On Friday 15 October 2010, the ATO provided Mitchell with its draft Class Ruling. Based upon its review of the draft Class Ruling, Mitchell is satisfied that it covers the matters set out in its application. Moreover, Mitchell is satisfied that the tax consequences are consistent with the tax opinion provided by Ernst & Young as contained within the Scheme Booklet. In particular, Mitchell shareholders that are qualified persons for the purposes of the holding period requirements should receive the benefit of the franking credits associated with the Mitchell Dividend. For further details, please refer to the Ernst & Young tax opinion provided within the Scheme Booklet.

Mitchell will make an announcement when the Class Ruling is released, currently anticipated to be on 3 November 2010. When released, the Class Ruling will also be available from the ATO at ato.gov.au.

FIRB approval received

Mitchell advises that the Foreign Investment Review Board has notified Aegis that there are no objections to the Scheme under Australia’s foreign investment policy.

Accordingly, the condition precedent in item 1(b) of Schedule 3 to the Merger Implementation Agreement is now satisfied.

Scheme Meeting

The Scheme Meeting will be held at 10.00am on 25 October 2010 at The Langham Hotel, 1 Southgate Avenue, Southbank, Victoria. The Mitchell Board reminds shareholders that their vote is important and they are encouraged to vote either by attending the Scheme Meeting in person, or by lodging a proxy vote by no later than 10.00am on 23 October 2010 online at www.investorvote.com.au

Full details of the advantages and disadvantages of the Scheme are set out in the Scheme Booklet.

The Board intend to vote all Mitchell shares respectively held or controlled by them in favour of the Scheme, absence of a Superior Proposal. In particular, your directors reiterate that:

- **No superior proposal has eventuated** and that the Aegis Offer is the only proposal for the Company;
- The Independent Expert, Ernst & Young, has concluded that the Scheme is “**fair and reasonable**” and therefore is “**in the best interests of Mitchell Shareholders**”;
- The Scheme Consideration represents a **significant premium to historical trading prices**;
- Eligible Mitchell Shareholders will be paid an **increased fully franked, final dividend of 5 cents per share** for the year ended 30 June 2010 if the Scheme proceeds;
- The Mitchell Board believe that the Scheme **accelerates value to the Mitchell Shareholders** (that otherwise may only have accrued over a longer period of time) and is **the most value enhancing alternative for Mitchell to pursue at this time**.

For further information, please contact:

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