

Proposed merger of Huntsworth Plc and Incepta Group Plc to create a major international marketing and communications group

28 April 2005

Not for release or publication in or into Canada, Australia or Japan.

Merger Offer declared unconditional

On 3 March 2005 the Boards of Huntsworth and Incepta announced that they had agreed the terms of an all share merger, to be implemented by means of a share for share offer to be made by Bridgewell on behalf of Huntsworth, for the entire issued and to be issued share capital of Incepta. This Merger Offer continues to be recommended by the Board of Incepta.

The Board of Huntsworth announces that, as at 5:00 p.m. on 27 April 2005, valid acceptances of the Merger Offer had been received in respect of a total of 165,957,729 Incepta Shares, representing approximately 82.27 per cent. of the existing issued share capital of Incepta.

During the Merger Offer Period Huntsworth obtained irrevocable undertakings to accept the Merger Offer from the directors of Incepta in respect of 3,199,704 Incepta Shares representing in aggregate approximately 1.59 per cent. of the existing issued share capital of Incepta. As at 5:00 p.m. on 27 April 2005 Huntsworth had received valid acceptances in respect of all Incepta Shares to which these undertakings related.

The Board of Huntsworth announces that it has decided, with the consent of Incepta, to revise the acceptance level condition from 90 per cent. to the level of acceptances which have now been received. In addition, Huntsworth has decided to waive or treat as satisfied (with the consent of Incepta where required) all the other conditions to the Merger Offer (save for the condition relating to Admission).

The Merger Offer is accordingly hereby declared unconditional in all respects (save for the condition relating to Admission). Applications have been made to the UK Listing Authority and the London Stock Exchange for the admission of up to 684,306,184 New Huntsworth Shares to the Official List and for such shares to be admitted to trading on the London Stock Exchange. The New Huntsworth Shares will rank pari passu with the existing issued shares of Huntsworth. Dealings in the New Huntsworth Shares are expected to commence at 8:00 a.m. on 29 April 2005.

Neither Huntsworth, nor any person acting, or deemed to be acting, in concert with Huntsworth for the purpose of the Merger Offer owned, or controlled, any Incepta Shares or any rights over any Incepta

Shares immediately prior to the commencement of the Merger Offer Period. Save as publicly disclosed, neither Huntsworth nor any person acting, or deemed to be acting, in concert with Huntsworth has acquired or agreed to acquire Incepta Shares during the Merger Offer Period.

As stated in the Offer Document and in the announcement of 3 March 2005, Huntsworth intends to procure the making of an application by Incepta to the UK Listing Authority for the cancellation of the listing of Incepta Shares on the Official List and to the London Stock Exchange for the cancellation of trading of Incepta Shares on its market for listed securities. It is anticipated that cancellation of listing and trading will take effect no earlier than 8:00 a.m. on 31 May 2005, being the twentieth business day following the date the Merger Offer is expected to go unconditional in all respects. Incepta Shareholders are reminded that such cancellation would significantly reduce the liquidity and marketability of any Incepta Shares not assented to the Merger Offer.

The Merger Offer will now remain open for acceptances until further notice. Incepta Shareholders who have not yet accepted the Merger Offer are (whether or not their Incepta Shares are held in CREST) encouraged to complete the Form of Acceptance as soon as possible and return it duly signed and witnessed (together with their share certificate(s) and/or other document(s) of title, if their Incepta Shares are held in certificated form) either by post or by hand (during normal business hours) to Computershare Investor Services PLC, PO Box No 859, The Pavilions, Bridgwater Road, Bristol BS99 1XZ or by hand only (during normal business hours) to Computershare Investor Services PLC, 2nd Floor, Vintners Place, 68 Upper Thames Street, London EC4V 3BJ.

Terms defined in the Offer Document dated 17 March 2005 have the same meaning in this announcement.

ENQUIRIES

Huntsworth PLC	020 7408 2232	Incepta Group plc	020 7282 2800
Lord Chadlington		Richard Nichols	
Bridgewell (Lead Financial Adviser)		LongAcre (Financial Adviser)	
Andrew Tuckey	020 7003 3000	Jonathan Goodwin	020 7759 4600
John Craven		Zeph Sequeira	
Numis (Joint Financial Adviser and Broker)		Collins Stewart (Joint Broker)	
Jag Mundi	020 7776 1500	Chris Wells	020 7523 8350
Richard Hall		Mark Connelly	
The Global Consulting Group (PR Adviser)		Investec (Joint Broker)	
Jonathan Shillington	020 7796 4133	David Currie	020 7597 5970
		Erik Anderson	

Citigate Dewe Rogerson (PR
Adviser)

Patrick Toyne Sewell

Fiona Bradshaw

020 7638 9571

This Announcement does not constitute an offer or an invitation to purchase any securities. The laws of the relevant jurisdictions may affect the availability of the Merger Offer to persons not resident in the United Kingdom. Persons who are not resident in the United Kingdom, or who are subject to the laws of any jurisdiction other than the United Kingdom, should inform themselves about, and observe, any applicable requirements. Further details in relation to overseas shareholders are contained in the Offer Document.

Bridgewell, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting only for Huntsworth and no-one else in connection with the Merger Offer and will not regard any other person as its client or be responsible to any person other than Huntsworth for providing the protections afforded to clients of Bridgewell, nor for giving advice in relation to the Merger Offer.

Numis, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting only for Huntsworth and no-one else in connection with the Merger Offer and will not regard any other person as its client or be responsible to any person other than Huntsworth for providing the protections afforded to clients of Numis, nor for giving advice in relation to the Merger Offer.

LongAcre, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting only for Incepta and no-one else in connection with the Merger Offer and will not regard any other person as its client or be responsible to any person other than Incepta for providing the protections afforded to clients of LongAcre, nor for giving advice in relation to the Merger Offer.

Collins Stewart, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting only for Incepta and no-one else in connection with the Merger Offer and will not regard any other person as its client or be responsible to any person other than Incepta for providing the protections afforded to clients of Collins Stewart, nor for giving advice in relation to the Merger Offer.

Investec, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting only for Incepta and no-one else in connection with the Merger Offer and will not regard any other person as its client or be responsible to any person other than Incepta for providing the protections afforded to clients of Investec, nor for giving advice in relation to the Merger Offer.

This Announcement does not constitute, or form part of, any offer for, or any solicitation of any offer for, securities. Any acceptance or other response to the Merger Offer should be made only on the basis of information referred to in the Offer Document which has been despatched to Incepta Shareholders and, for information only, to holders of options under the Incepta Share Option Schemes.

The Merger Offer is not being made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national securities exchange of, Canada, Australia or Japan and is not capable of acceptance by any such use, means, instrumentality or facility. Accordingly, neither this Announcement nor the Offer Document nor the accompanying Form of Acceptance is being, and must not be, mailed or otherwise forwarded, transmitted, distributed or sent in, into or from Canada, Australia or Japan. Doing so may render invalid any purported acceptance of the Merger Offer. All Incepta Shareholders or other persons (including nominees, trustees or custodians) who would or otherwise intend to, or may have a contractual or legal obligation to, forward this Announcement or the Offer Document or the accompanying Form of Acceptance to any jurisdiction outside the United Kingdom, should refrain from doing so and seek appropriate professional advice before taking any action. The New Huntsworth Shares to be issued in connection with the Merger have not been, and will not be, registered under or offered in compliance with applicable securities laws of any state, province, territory or jurisdiction of Canada, Australia or Japan and no regulatory clearances in respect of the New Huntsworth Shares have been, or will be, applied for in any jurisdiction other than the UK. Accordingly, unless an exemption under the relevant securities laws is applicable, the New Huntsworth Shares are not being, and may not be, offered, sold, resold, delivered or distributed, directly or indirectly, in or into, Canada, Australia or Japan or to, or for the account or benefit of, any person resident in Canada, Australia or Japan.

The New Huntsworth Shares to be issued in connection with the Merger have not been, and will not be, registered under the US Securities Act or under the securities laws of any jurisdiction of the United States. The New Huntsworth Shares are intended to be made available within the United States in connection with the Merger pursuant to an exemption from the registration requirements of the US Securities Act provided by Rule 802 thereunder and an exemption from the US tender offer rules provided by Rule 14d-1(c) under the US Securities Exchange Act. This Merger Offer relates to the securities of two non-US companies. The Merger Offer is subject to disclosure requirements of the United Kingdom which are different from those of the United States. Financial statements included in the document, if any, have been prepared in accordance with foreign accounting standards that may not be comparable to the financial statements of United States companies. It may be difficult for US persons to enforce their rights and any claim that they may have arising under the US federal securities laws, as Huntsworth and Incepta are located in the United Kingdom and some or all of their respective officers and directors are residents of the United Kingdom or other non-US countries. US persons may not be able to sue a foreign company or its officers or directors in a foreign court for violations of US securities laws. It may be difficult to compel a foreign company and its affiliates to subject themselves to a US court's judgment. You should be aware that Huntsworth may purchase securities of Incepta otherwise than under the Merger Offer, such as in open market or privately negotiated purchases.