

To: The Directors
Chisbridge Limited (the "**Bidder**")
Bockmer House
Bockmer End
Medmenham
Marlow, Buckinghamshire
SL7 2HL

From: David Bygrave

17 May 2017

Dear Sirs,

PROPOSED ACQUISITION OF INTERQUEST GROUP PLC ("TARGET")

1 Terms of the Offer

- 1.1 I understand that the Bidder intends to make an offer to acquire the whole of the issued and to be issued share capital of the Target (the "**Acquisition**") which is proposed to be implemented by way of a contractual offer within the meaning of section 974 of the Companies Act 2006 (the "**Act**") and under the rules of the City Code on Takeovers and Mergers (the "**Code**") (the "**Offer**") substantially on the terms and conditions set out in the Press Announcement, a draft of which is annexed to this undertaking (the "**Press Announcement**").
- 1.2 I understand that the Bidder may elect to implement the Acquisition by means of a scheme of arrangement under Part 26 of the Act (the "**Scheme**").

2 Shareholdings

- 2.1 I warrant to the Bidder that:
 - 2.1.1 I have authority to procure the sale of the number of ordinary shares of 1 pence each in the capital of Target shown in Schedule 1 (collectively, the "**Target Shares**") with full title guarantee, free from any lien, charge, equity or encumbrance, together with all rights attaching to them as envisaged by the terms of the Acquisition;
 - 2.1.2 I am able to procure the sale of the Target Shares with full title guarantee, free from any lien, charge, equity or encumbrance, together with all rights attaching to them as envisaged by the terms of the Acquisition;
 - 2.1.3 the information set out in Schedule 1 regarding the Target Shares is complete and accurate;
 - 2.1.4 I have full power and authority to enter into this letter; and
 - 2.1.5 I have:
 - (i) read and understood the draft of the Press Announcement attached to this letter;
 - (ii) read, understood and agreed to the terms and conditions contained in this letter;and

- (iii) taken all appropriate professional advice, with advisors of my choosing before entering into this letter.

3 Intention to accept the Offer

- 3.1 I confirm that, if the issue of the Press Announcement has occurred by 6.00 p.m. (London time) on 30 June 2017 or such later time or date as I may agree in writing (including by email to a director of the Bidder), it is my current intention to accept or procure acceptance of the Offer in respect of all the Shares not later than 48 hours before the first closing date of the Offer.
- 3.2 I also confirm that if the Acquisition is revised so as to be implemented by means of a scheme of arrangement, it would also be my intention to vote all of the Shares in favour of such scheme.
- 3.3 Nothing in this letter shall restrict my ability to change my intention with respect to the Shares or to dispose of the Shares in any manner in my absolute discretion. If I sell, transfer or otherwise dispose of any of the Shares, or cease to have full power and authority to accept the Offer in respect of the Shares, or should I in any way change my intention, I shall promptly notify you and the Panel on Takeovers and Mergers of the position.

4 General

- 4.1 I consent to the inclusion of references to me and details of this letter in any announcement made in connection with the Acquisition and in the formal document containing the Offer, and to this letter being available for inspection, in accordance with the requirements of the Code. I will keep confidential the possibility, terms and conditions of the Acquisition and the existence and terms of this letter until the announcement of the Offer.
- 4.2 This letter is not legally binding and creates no legally enforceable rights or obligations on any party.
- 4.3 The terms of this letter and any dispute or claim arising out of, or in connection with, it, its subject matter or formation (including non-contractual disputes or claims) shall be governed by, and construed in accordance with, the laws of England and Wales.

Yours faithfully,



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David Bygrave

Schedule 1

REGISTERED HOLDER

<i>Name(s) of registered holders as appearing on the register of members</i>	<i>No. of Target Shares</i>	<i>Interest</i>
David Bygrave	37,250	Beneficial

ANNEXURE

Press Announcement