

LAZARD

LAZARD & Co., LIMITED

50 Stratton Street, London W1J 8LL

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Member of the London Stock Exchange
Registered in England no. 162175

SWITCHBOARD +44 (0)20 7187 2000
DIRECT +44 (0)20 7187 2333
FAX +44 (0)20 7072 6333
E-MAIL brian.robertson@lazard.com

The Board of Directors
Sodexo Motivation Solutions UK Limited
Unit 5
Albany Court
Albany Business Park
Frimley Road
Camberley GU16 7QR
UK

The Board of Directors
Motivcom plc
Avalon House
Breckland
Linford Wood
Milton Keynes MK14 6LD

30th September 2014

Dear Sirs

Proposed offer by Sodexo Motivation Solutions UK Limited ("SMS UK") to acquire Motivcom plc

We refer to the scheme document to be posted to shareholders of Motivcom plc on or about 1st October 2014 (the "Scheme Document") for the purposes of the Scheme of Arrangement in respect of SMS UK's offer to acquire the entire issued and to be issued share capital of Motivcom plc, a near final draft of which is attached and initialled by us for identification purposes.

We hereby consent to, and authorise, the inclusion in the Scheme Document of the references to our name in the form and context in which they appear.

Yours faithfully



for and on behalf of

Lazard & Co., Limited

Lazard & Co., Limited
50 Stratton Street
London W1J 8LL
+44 20 7187 2000
www.lazard.com

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

PART II OF THIS DOCUMENT COMPRISES AN EXPLANATORY STATEMENT IN COMPLIANCE WITH SECTION 897 OF THE COMPANIES ACT. THIS DOCUMENT RELATES TO A SCHEME OF ARRANGEMENT WHICH, IF IMPLEMENTED, WILL RESULT IN THE CANCELLATION OF ADMISSION TO TRADING OF THE MOTIVCOM SHARES ON AIM.

If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are taking advice in a territory outside the United Kingdom.

If you have sold or otherwise transferred all of your Motivcom Shares, please send this document together with the accompanying documents at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. However, such documents should not be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws of such jurisdiction.

The distribution of this document in or into jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons into whose possession this document comes should inform themselves about, and observe, any such restrictions. Failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction.

Recommended Cash Acquisition of
Motivcom plc
by
Sodexo Motivation Solutions U.K. Limited
(a wholly-owned subsidiary of Sodexo SA)
by means of a scheme of arrangement of Motivcom plc
under Part 26 of the Companies Act 2006

This document should be read as a whole. Your attention is drawn to the Letter from the Chairman of Motivcom in Part I of this document, which contains the unanimous recommendation of the Independent Directors that you vote in favour of the Scheme at the Court Meeting and the Special Resolution and Rule 16 Resolution to be proposed at the General Meeting of Motivcom. A letter from Grant Thornton UK LLP explaining the Scheme appears in Part II of this document.

Notices convening the Court Meeting and the General Meeting, both of which will be held at the offices of Bird & Bird LLP, 15 Fetter Lane, London EC4A 1JP on 31 October 2014, are set out at the end of this document. The Court Meeting will start at 11.15 a.m. on 31 October 2014 and the General Meeting will start at 11.30 a.m. on 31 October 2014 (or, if later, as soon as the Court Meeting has been concluded or adjourned). The action to be taken in respect of the Meetings is set out on pages 6-7 of this document. Shareholders will find enclosed with this document a blue Form of Proxy for use in connection with the Court Meeting and a white Form of Proxy for use in connection with the General Meeting. ~~Whether or not you intend to attend both or either of the Meetings in person, please complete and sign both the enclosed~~ Forms of Proxy and return them in accordance with the instructions printed thereon as soon as possible but, in any event, so as to be received by post or, during normal business hours only, by hand to Motivcom's registrars, Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL at least 48 hours before the time appointed for the relevant Meeting. The Forms of Proxy have a pre-paid address for your convenience for use in the UK only. If the blue Form of Proxy for use at the Court Meeting is not lodged by the above time, it may be handed to Share Registrars Limited on behalf of the Chairman of the Court Meeting before the taking of the poll at that Meeting. However, in the case of the General Meeting, unless the white Form of Proxy is lodged so as to be received by 11.30 a.m. on 29 October 2014, (or, if the General Meeting is adjourned, not less than 48 hours prior to the time and date set for the adjourned meeting), it will be invalid.

If you hold your Motivcom Shares in uncertificated form (that is, in CREST) you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual (please also refer to the accompanying notes to the Notice of the General Meeting set out at the end of this document). Proxies submitted via CREST (under CREST ID 7RA36) must be received by Motivcom's Registrars not later than 11.15 a.m. on 29 October 2014, in the case of the