

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF EU REGULATION 596/2014

TYMAN PLC

("Tyman" or the "Group" or the "Company")

ACQUISITION OF ASHLAND HARDWARE FOR US\$101 MILLION

Tyman plc, a leading international supplier of engineered components to the door and window industry, announces that it has entered into a conditional agreement to acquire Ashland Hardware, a North American manufacturer of hardware for residential windows and doors, for an Enterprise Value of US\$101.0 million.

The Acquisition is in line with the Group's strategy to develop and extend the product portfolio of AmesburyTruth through a combination of new product development and targeted acquisitions.

The Acquisition and associated expenses will be funded through a draw down of the Group's existing committed banking facilities, together with the net proceeds from the proposed placing announced today of up to 10.0 per cent. of Tyman's issued share capital with institutional shareholders.

Highlights of the Acquisition

Enterprise Valuation of US\$101.0 million (approximately £72.7 million) on a cash free/debt free basis, representing an acquisition multiple of 9.00x Ashland's Adjusted EBITDA for the year ended 31 December 2017.

The Board believes that the Acquisition will provide operational and financial benefits which are expected to create value for shareholders. In particular:

- The Acquisition brings to the Group an additional engineered hardware product offering for the North American residential window and door market
- Ashland's products include casement operators, window balances, window hardware, patio door hinges and multi-point locking systems
- Ashland's product portfolio and capabilities are highly complementary to those of AmesburyTruth giving the Enlarged Division a viable "Good Better Best" product offering across multiple categories
- Ashland will expand AmesburyTruth's product offering in the hung/sliding window market which represents approximately 70 per cent. of all window openings in the US residential market
- Ashland has well invested strategically positioned facilities with significant capacity; most notably the Ashland site in Monterrey, Mexico which will give the Enlarged Division a manufacturing site in a second Mexican location
- The Board believes that the acquisition of Ashland will significantly strengthen the AmesburyTruth business model and help deliver its growth objectives

- Estimated annual pre-tax cost synergies and revenue benefits of at least US\$4.0 million are expected to be delivered from 2020. The expected one-off cash costs to implement the integration and deliver the synergies are estimated at approximately US\$3.0 million

Financial effects of the Acquisition*

For the year ended 31 December 2017, Ashland recorded unaudited revenue of approximately US\$67.2 million (2016: US\$63.6 million) and Adjusted EBITDA of US\$11.2 million (2016: US\$11.2 million).

Assuming successful completion of the Fundraising, the Acquisition is expected to be accretive to the Group's Underlying earnings per share in the 2019 financial year, the first full financial year following Completion.

Assuming delivery of the synergy plan and no material deterioration in Ashland's end markets, the Acquisition is expected to exceed the Group's 15.0 per cent. run rate ROAI target by March 2020.

Estimated annual pre-tax cost synergies and revenue benefits of at least US\$4.0 million are expected to be delivered from 2020. The expected one-off cash costs to implement the integration and deliver synergies are estimated at approximately US\$3.0 million.

Leverage at the year end was 1.83x. Leverage is projected to increase to the half year before reducing to within the Group's year end target range of 1.50x to 2.00x by the end of 2018.

On the 2017 Proforma Basis, the Enlarged Group's 2017 Revenue would have been approximately £572.5 million and Underlying Operating Profit would have been approximately £83.2 million.

** This financial effects statement should not be construed as a profit forecast or interpreted to mean that the future earnings per share, profits, margins, returns on capital or cashflows of the Group will necessarily be greater than the historic published figures or that Leverage will necessarily be lower than the historic published figures.*

Louis Eperjesi, Chief Executive of Tyman, commented:

"The acquisition of Ashland represents a strategic opportunity to expand our residential hardware offering in North America.

"Ashland offers an excellent fit with our AmesburyTruth business with its established customer relationships and strong product offering. The Acquisition gives the Enlarged Division a viable "Good Better Best" product offering across multiple categories.

"The Acquisition will be accretive to the Group's Underlying earnings per share from 2019, will strengthen AmesburyTruth's business model and help deliver our growth objectives.*

"On behalf of the Board I am pleased to welcome Ashland's management and employees to the Group."

7 March 2018

Analyst and investor presentation

Tyman will host an analyst and investor presentation at 9.30 a.m. today, Wednesday 7 March 2018, at the offices of MHP.

Conference Call Dial In Details

Toll number	033 3300 0804
Toll-free number	080 0358 9473
Participant PIN	16259749#

Copies of the following documents are available at the Tyman Group website (www.tymanplc.com):

- This announcement and all announcements relevant to the Fundraising
- The results announcement for the year ended 31 December 2017
- The management presentation concerning the Acquisition and the 2017 results

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Further information in relation to the Acquisition

Summary information on Ashland

Ashland and its predecessor companies date back to 1932. A private equity house, Nova Capital, has owned the business since 2013.

Facilities

Ashland's corporate headquarters are in Dallas, Texas. The main 244,000 sq. ft. manufacturing facility is in Monterrey, Mexico with additional manufacturing in Woodbridge, Canada. Distribution is carried out from a dedicated distribution centre in Freeport, Illinois together with smaller distribution operations elsewhere in Dallas and at the Woodbridge manufacturing facility. Ashland employs approximately 475 individuals across its various locations.

Ashland's Monterrey facility is a full service manufacturing facility that will give AmesburyTruth expanded production skills, increased knowledge and flexibility as well as potential business continuity options within Mexico.

End markets

Ashland's products are principally sold to OEM manufacturers of windows and doors in the North American residential components market.

Products

Ashland currently offers over 7,000 individual residential component SKUs with products that include casement operators, window balances, window hardware, patio door hinges and multi-point locking systems.

*Ashland Financials**

Profit and Loss Account highlights

US\$ million except where stated	2017	2016	2015
Revenue	67.2	63.6	69.8
Adjusted EBITDA	11.2	11.2	7.3
<i>Adjusted EBITDA Margin</i>	16.7 %	17.6 %	10.4 %

Balance Sheet highlights

As at 31 December 2017 Ashland's gross tangible assets were approximately US\$34.2 million and its net assets were approximately US\$26.1 million.

** Ashland financials are unaudited and extracted from Ashland's management accounts. These are prepared under US GAAP and so are not directly comparable to Tyman accounts which are prepared under IFRS.*

Integration of Ashland into AmesburyTruth and synergies

Integration

As with all Tyman acquisitions, the Group intends that Ashland will be fully integrated into the Group. Ashland will be reported as part of the AmesburyTruth Division.

A detailed integration plan, led by senior executives of Tyman, AmesburyTruth and Ashland, will be established to deliver benefits from the combination of Ashland and AmesburyTruth.

The integration plan includes the implementation of the synergy plan, communication with customers, suppliers and employees, evaluation of the most appropriate footprint for the Enlarged Division and encouraging the use of best practice across the Enlarged Division.

*Synergies**

The Board believes there are several potential areas where the Enlarged Division may be able to derive cost synergy benefits following the Integration including:

- Consolidation of surplus offices and facilities
- Elimination of duplicate administrative overheads
- Alignment of sales and marketing resources
- Co-ordination of third party sourcing, freight and logistics
- Sharing of best practice between AmesburyTruth and Ashland

The Board expects the combination of Ashland and AmesburyTruth will deliver annual pre-tax cost savings and revenue benefits of at least US\$4.0 million from 2020 onwards. The expected one-off cash costs to implement the integration and deliver the cost synergies are estimated at approximately US\$3.0 million.

Tyman will report on the status of the Integration and progress towards delivery of the synergies at each half and full year results announcement.

Principal conditions and financing of the Acquisition

The Group has conditionally agreed to purchase 100 per cent. of the issued share capital of Ashland. Completion is expected to take place before the end of March 2018.

The Enterprise Value has been agreed on a cash free/debt free basis, subject to customary adjustments to cash consideration payable, including working capital.

** This statement of estimated synergy benefits relates to future actions and circumstances which by their nature involve risks, uncertainties, contingencies and other factors. As a result, the synergies referred to may not be achieved, and the investment required to secure the synergy benefits may be materially different from the estimates. The synergy benefits and costs set out in this announcement are unaudited numbers based on Tyman estimates.*

The Acquisition and associated expenses will be funded through a draw down of the Group's committed banking facilities, together with the net proceeds of the Fundraising.

The Fundraising will be used to part finance the Acquisition and provide structural facility headroom going forward.

There are customary conditions to Completion including no material adverse change, release of encumbrances, satisfaction of buyer and seller obligations and receipt of the net proceeds of the placing. Each of the conditions to Completion may be waived where permitted by applicable law.

Fees and expenses incurred by Tyman plc in connection with the Acquisition and the Fundraising are estimated at approximately US\$3.0 million (£2.2 million).

Should the Acquisition not complete, in certain limited and defined circumstances, Tyman has agreed to pay to the Vendors a fee of US\$2.0 million.

7 March 2018

Definitions

The following definitions apply throughout this announcement, unless the context otherwise requires

Acquisition	the acquisition of Ashland by Tyman on the terms and conditions set out in the Acquisition Agreement
Acquisition Agreement	the conditional agreement dated 6 March 2018 between Tyman plc and the Vendors concerning the acquisition of Ashland
Adjusted EBITDA or Operating Profit	Ashland's unaudited EBITDA or Operating Profit as applicable extracted from management accounts and adjusted for income and expense items that are not expected to recur under Tyman ownership
AmesburyTruth	The Group's North American Division
Ashland or Ashland Hardware	the trading name of Nova Wildcat Ashland Holdings, Inc, a Delaware Corporation
Board	the Executive and Non-executive Directors of Tyman plc
Completion	The completion of the Acquisition of Ashland expected to take place by the end of March 2018
Enlarged Division or Group	AmesburyTruth or Tyman as appropriate as enlarged by Ashland following completion of the Acquisition
Fundraising	The proposed placing of up to 10.0 per cent. of the Group's issued share capital with institutional shareholders
Group	Tyman plc and its subsidiaries as at 7 March 2018
Integration	the integration of Ashland into the Tyman Group
Leverage	the Group's covenant measurement of Leverage as defined in the Tyman preliminary results announcement for the year ended 31 December 2017
2017 Proforma Basis	<p>the aggregation of the Group with Ashland for Revenue and Underlying Operating Profit assuming that Ashland had been owned for the entire 2017 year</p> <p>The aggregation is not a consolidation and does not include any amendments or adjustments for acquisition costs, integration costs, synergies, differences in bases of preparation of accounts or other impacts of combination</p> <p>All figures translated at 2017 average exchange rates</p>
ROAI	Annualised Underlying Operating Profit attributable to the acquired business divided by the Acquisition Enterprise Value

less the fair value of controllable capital employed as at the date of acquisition plus the value of controllable capital employed at the date of measurement. The denominator is also adjusted for seasonality where appropriate

Sterling or £	the lawful currency of the United Kingdom
Tyman	Tyman plc (registered company number 02806007)
United Kingdom	the United Kingdom of Great Britain and Northern Ireland
US\$	The lawful currency of the United States of America
Vendors	Nova Wildcat US Holdings, LP

Glossary of Terms

EBITDA	Earnings Before Interest, Taxes, Depreciation, and Amortisation
IFRS	International Financial Reporting Standards
OEM	Original Equipment Manufacturer
ROAI	Return on Acquisition Investment
SKU	Stock Keeping Unit

Exchange Rates

The following foreign exchange rates have been used in the financial information to translate amounts into Sterling:

Average Rates	2017	2016
US Dollars	1.2887	1.3554

A US Dollar exchange rate of US\$1.3895, being the prevailing rate on Tuesday 6 March 2018, has been used in the translation of the Enterprise Value and Constant Currency calculations.

Roundings

Percentage numbers have been calculated using figures rounded to the nearest thousand, which may lead to small differences in some figures and percentages quoted.