

# Aukett Fitzroy Robinson

To the holders of Ordinary Shares

10 August 2007

Dear Sir or Madam

The Board of Aukett Fitzroy Robinson Group Plc ("AFR") released an announcement to the market on 8 August 2007 regarding the potential merger between SMC Group plc and AFR. For your information the content of this announcement is now set out below.

## "Aukett Fitzroy Robinson Group Plc ('AFR' or the 'Group')

### Merger discussions

The boards of AFR and SMC Group plc ("SMC") announce that they have entered into non binding heads of agreement relating to a proposed merger of the two companies.

Shareholders are advised that the discussions are at any early stage and a final agreement is subject to extensive commercial, financial and legal due diligence. There can therefore be no guarantee that agreement on the final terms of the merger will be reached or that the merger will proceed.

The proposed merger would create a group with some 890 staff with operations in 38 offices across nine countries.

Further announcements will be made as appropriate."

Under the provisions of Rule 8.3 of the City Code on Takeovers and Mergers (the 'Code'), if any person is, or becomes, 'interested' (directly or indirectly) in 1% or more of any class of 'relevant securities' of AFR or SMC all 'dealings' in any 'relevant securities' of those companies (including by means of an option in respect of, or a derivative referenced to, any such 'relevant securities') must be publicly disclosed by no later than 3.30 p.m. (London time) on the London business day following the date of the relevant transaction. This requirement will continue until the date on which any offer becomes, or is declared, unconditional as to acceptances, lapses or is otherwise withdrawn or on which the 'offer period' otherwise ends. If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire an 'interest' in 'relevant securities' of AFR or SMC, they will be deemed to be a single person for the purpose of Rule 8.3.

Under the provisions of Rule 8.1 of the Code, all 'dealings' in 'relevant securities' of AFR or SMC by AFR or SMC, or by any of their respective 'associates', must be disclosed by no later than 12.00 noon (London time) on the London business day following the date of the relevant transaction.

A disclosure table, giving details of the companies in whose 'relevant securities' 'dealings' should be disclosed, and the number of such securities in issue, can be found on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).

'Interests in securities' arise, in summary, when a person has long economic exposure, whether conditional or absolute, to changes in the price of securities. In particular, a person will be treated as having an 'interest' by virtue of the ownership or control of securities, or by virtue of any option in respect of, or derivative referenced to, securities.

Terms in quotation marks are defined in the Code, which can also be found on the Panel's website. If you are in any doubt as to whether or not you are required to disclose a 'dealing' under Rule 8, you should consult the Panel.

In accordance with Rule 2.10 of the Code, AFR announces that it has 145,618,693 ordinary shares of 1p each in issue. The International Securities Identification Number for AFR ordinary shares is GB0000617950.

Yours faithfully



Nicholas Thompson  
Chief Executive Officer

Architecture  
Interior Design  
Masterplanning  
Urban Design  
Executive Architecture  
Space Planning  
Landscape Architecture  
Graphic Design

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