20 November 2018

To: Employees of BTG plc

Dear Sir/Madam,

POSSIBLE ACQUISITION OF BTG PLC

On 20 November 2018, the boards of directors of BTG plc (the Company) and Boston Scientific Corporation (the Offeror) announced that they had reached agreement on the terms of a recommended acquisition by the Offeror of the entire issued and to be issued ordinary share capital of the Company.

Please find attached a copy of the announcement for your information in accordance with Rule 2.11(b) of the City Code on Takeovers and Mergers (the Code). Please note that this letter is not a summary of the proposals set out in the announcement and should not be regarded as a substitute for reading the announcement in full.

You (as Company employees) have a right under Rule 25.9 of the Code to have published, at the Company’s cost, a separate opinion on the effects of the offer on the employment. Any such opinion will be appended to any circular on the offer that may be published by the Company in accordance with the requirements of Rule 25.9 of the Code. The Company will be responsible for the costs reasonably incurred in obtaining advice required for the verification of the information contained in that opinion.

If you have any questions in respect of this letter please contact Paul Mussenden via email at paul.mussenden@btgplc.com.

Where this cover letter and announcement have been provided electronically, every intended recipient has the right to request a hard copy from the Company by contacting Paul Mussenden at paul.mussenden@btgplc.com.

You may also request that all future documents, announcements and information to be sent to you in relation to the subject matter of the announcement should be in hard copy form.

Yours faithfully,

Paul Mussenden
Company Secretary
BTG plc

The Code

Please note that addresses, electronic addresses and certain other information provided by you for the receipt of communications from the Company (e.g. elections to receive communications in a particular form) may be provided to the Offeror during the offer period as required under Section 4 of Appendix 4 of the Code.

Disclosure requirements of the Code
Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person’s interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person’s interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel’s website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel’s Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.