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**For immediate release**

**17 November 2008**

**Zenith Hygiene Group plc**

**Results of Court Meeting and General Meeting**

**Recommended Cash Offer by Pinnacle Bidco Holdings plc (“Bidco”) for the whole of the issued and to be issued ordinary share capital of Zenith Hygiene Group plc (“Zenith”) to be implemented by means of a scheme of arrangement under section 899 of the Companies Act 2006 (the “Scheme”)**

On 9 October 2008, the Zenith Board and Bidco Board announced that a proposal had been agreed for the acquisition by Bidco of the entire issued and to be issued share capital of Zenith (the “Offer”). The Offer is to be implemented by means of a scheme of arrangement under section 899 of the Companies Act, which requires approval by Zenith Shareholders and the sanction of the Court. On 23 October 2008, Zenith despatched a circular to Zenith Shareholders containing the terms of the Scheme, notices convening the requisite Court and shareholder meetings and details of the action to be taken by Zenith Shareholders.

The Zenith Board is pleased to announce that at the Court Meeting held earlier today to approve the Scheme, the resolution approving the Scheme was passed by the requisite majority on a poll.

The voting of those members who attended either in person or by proxy at the Court Meeting is summarised below:

	No. of Scheme Shareholders voting	% of Scheme Shareholders voting	No. of Scheme Shares voted	% of Scheme Shares voted
FOR	45	93.75%	7,583,159	99.51%
AGAINST	3	6.25%	37,000	0.49%

In addition, at the General Meeting also held earlier today, Zenith Shareholders unanimously passed the Special Resolution to amend Zenith’s Articles and approve the Scheme.

Implementation of the Scheme remains subject to the sanction of the Court, which is expected to take place on 25 November 2008. Subject to the sanction and confirmation of the Court on this date, the Scheme is expected to become effective on 26 November 2008. It is also expected that if the Scheme becomes effective on 26 November 2008, admission of Zenith Shares to trading on AIM will be cancelled at 7.00 a.m. on 27 November 2008. Settlement of the cash consideration and the issue and allotment of Bidco Shares are expected to be effected within 14 days of the Scheme becoming effective.

Expected timetable of principal events:

<b>Event</b>	<b>Expected time and/or date in 2008</b>
Latest time for receipt of Forms of Election or settlement of TTE Instructions	11.00 a.m. on 18 November
Latest time to revoke a Form of Election or to cancel a TTE Instruction	11.00 a.m. on 18 November
Last day of dealings in, and for registration of transfer of, Zenith Shares	24 November
Suspension of trading in Zenith Shares	7.00 a.m. on 25 November
Scheme Record Time	6.00 p.m. on 25 November
Court Hearing of the petition to sanction the Scheme	25 November
Effective Date of the Scheme	26 November

Cancellation of Zenith Shares' admission to trading on AIM  
Latest day for posting of cheques in respect of Cash Consideration and for  
despatch of share certificates in respect of Bidco Shares

7.00 a.m. on 27 November  
10 December

Note: These dates are indicative only and will depend on, amongst other things, the date upon which the Conditions are either satisfied or (if capable of waiver) waived and the date upon which the Court sanctions the Scheme and the Order sanctioning the Scheme is delivered to the Registrar of Companies.

Capitalised terms used in this announcement have the same meanings as in the circular despatched by Zenith to its shareholders in connection with the Scheme.

**Enquiries:**

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*All times referred to in this announcement are references to London time.*

*The Zenith Directors accept responsibility for the information contained in this announcement relating to Zenith. To the best of the knowledge and belief of the Zenith Directors (each of whom has taken all reasonable care to ensure that such is the case), the information contained in this announcement for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.*

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*Kingdom should inform themselves about, and observe, any applicable requirements. This announcement has been prepared for the purpose of complying with English law and the Takeover Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside the United Kingdom.*

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*The Proposal will be effected by way of scheme of arrangement under English law and is subject to UK disclosure requirements, which are different from those of the United States or Canada. The Proposal will be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, timetable, settlement procedures and timing of payments that are different from those applicable under US or Canadian procedures and law.*

#### **DEALING DISCLOSURE REQUIREMENTS**

*Under the provisions of Rule 8.3 of the City Code, if any person is, or becomes, “interested” (directly or indirectly) in one per cent. or more of any class of “relevant securities” of Zenith, all “dealings” in any “relevant securities” of Zenith (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 Business Day following the date of the relevant “dealings”. This requirement will continue until the Offer lapses, is withdrawn, or upon the “offer period” otherwise ending. 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 Zenith, 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 City Code, all “dealings” in “relevant securities” of Zenith, by Bidco or Zenith, or any of their respective “associates”, must also be disclosed by no later than 12.00 noon (London time) on the Business Day following the date of the relevant transaction.*

*A disclosure table, giving details of the companies whose “relevant securities” and “dealings” should be disclosed, and the number of securities in issue, can be found on the 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 City 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.*