

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART DIRECTLY OR INDIRECTLY IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION

FOR IMMEDIATE RELEASE

21 April 2011

Cash Offer
by
W2D2 Limited
(a company formed at the direction of Malcolm Walker, Tarsem Dhaliwal, Steven Walker and Paul Dawes)
for
Individual Restaurant Company plc

Summary

- The board of W2D2 Limited ("W2D2 Limited") announces a cash offer, to be made by W2D2 Limited for the entire issued and to be issued share capital of Individual Restaurant Company plc ("IRC" or "the Company"), in which W2D2 Limited is not already interested.
- The Offer will comprise 9.5 pence in cash for each IRC Share (the "Offer Price"), valuing the entire existing fully diluted issued ordinary share capital of IRC at approximately £5.67 million.
- W2D2 Limited is a newly incorporated company formed at the direction of Malcolm Walker, Tarsem Dhaliwal, Steven Walker and Paul Dawes, (the "Consortium"), for the purpose of implementing the Offer.
- As at the date of this announcement the Consortium is interested in approximately 31.99 million IRC Shares, representing approximately 53.63 per cent. of IRC's issued share capital, and is effectively in control of the Company.
- W2D2 Limited has agreed that those shareholders who do not wish to avail themselves of the cash offer but retain their shareholding in IRC can do so and will have certain protections as to anti-dilution, dividends and exit rights. This is provided that the 75 per cent. acceptance condition of the Offer is satisfied and that not more than 90 per cent. of shares to which the Offer relates have accepted the Offer (equating to 95.36 per cent. of the Company) in which case W2D2 Limited intends to exercise its rights to compulsorily acquire the remaining IRC Shares.
- Accordingly, given the circumstances above, whilst the Independent IRC Directors believe the cash offer itself is not recommendable given the level of the premium, the Independent IRC Directors believe it is appropriate for shareholders to be given the opportunity to consider the Offer being put to them by W2D2 Limited and to be able to either exit at a premium to the current share price or retain their holding as a minority investor with certain important protections.
- Shareholders should also note that W2D2 intends to exercise its rights to compulsorily acquire the outstanding IRC Shares if the Offer becomes or is declared unconditional in all respects and if sufficient acceptances totalling 90 per cent. of the shares to which the Offer relates are received (which equates to 95.36 per cent. of the Company).

- The acquisition of IRC represents an opportunity for W2D2 Limited to take further control of a business which the Consortium, in agreement with the Independent Directors, regards as no longer suited to being listed.
- The Offer Price represents a premium of approximately 11.8 per cent. to the Closing Price of 8.5 pence per IRC Share on 20 April 2011, being the latest practicable Business Day prior to the date of this announcement.
- The Offer Price has been determined on the basis that no dividend in respect of the ordinary share capital of IRC will be paid by IRC in respect of the financial year ended 31 December 2010.
- The Consortium believes that the Company's business requires additional capital in order to re-commence its long term growth plans. The current bank facility does not have sufficient headroom to allow additional capital expenditure. In seeking to acquire the entire share capital of IRC and de-list the Company, W2D2 Limited would be better able to ensure that it has the best opportunity of helping IRC to return to growth.
- The board of W2D2 Limited is under no obligation to make the offer, but is giving shareholders the opportunity to exit their shareholding as W2D2 Limited takes control of IRC.
- W2D2 Limited has agreed to provide certain protections in respect of anti-dilution, rights to dividends and exit rights to shareholders of IRC in the event that they do not accept the Offer.
- Commenting on the Offer, Malcolm Walker, W2D2 Limited's Chairman said:

"IRC is a business which Tarsem Dhaliwal, Steven Walker, Paul Dawes and I have been involved with over many years. We feel that the best option for the business is to take the Company private in order to help take IRC back to growth.

"Tarsem Dhaliwal, Steven Walker, Paul Dawes and I all believe that we as individuals and as a team are well placed to give the business the best chance of positive growth in the future."

Commenting on the Offer, Robert Breare, IRC's Chairman said:

"Whilst we are unable to give a firm recommendation on the Offer, we believe that IRC Shareholders should be given the opportunity to consider the Offer in light of their own circumstances as the cash offer represents a premium to the market price and, given the controlling stake already held by the Consortium, such a liquidity event might not be available in the future on similar terms. In addition, the Independent IRC Directors have secured an agreement from W2D2 Limited that shareholders who retain their investment will be afforded certain important protections. "

This summary should be read in conjunction with, and is subject to the full text of the following announcement (including the Appendices).

The Offer will be subject to the Conditions and further terms set out in Appendix I to this announcement and to the terms and conditions to be set out in the Offer Documentation when issued. Appendix II contains the bases and sources of certain information used in this summary and the following announcement. Appendix III contains definitions of certain terms used in this summary and the following announcement.

Please carefully read the Offer Documentation in its entirety before making a decision with respect to the Offer.

Enquiries:

**W2D2 Limited
Keith Hann**

Tel: 07831 521 870

This announcement is for information purposes only and is not intended to and does not constitute or form part of any offer or invitation to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Offer or otherwise. W2D2 Limited will prepare the Offer Documentation to be distributed to IRC Shareholders and, for information only, to persons with information rights. The Offer will be made solely by the Offer Documentation which will contain the full terms and conditions of the Offer, including details of how the Offer may be accepted. Please carefully read the Offer Documentation in its entirety before making a decision with respect to the Offer.

Rothschild, which is authorised and regulated by the Financial Services Authority, is acting exclusively as financial adviser to W2D2 Limited and for no one else in connection with the matters referred to in this announcement and will not be responsible to anyone other than W2D2 Limited for providing the protections afforded to clients of Rothschild or for providing advice in relation to this matter, the content of this announcement or any matter referred to herein. Neither Rothschild nor any of its subsidiaries, branches or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Rothschild in connection with this announcement, any statement contained herein or otherwise.

The Offer shall be made solely by W2D2 Limited and neither Rothschild nor any of its respective affiliates are making the Offer.

Altium, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting exclusively for IRC as financial adviser in relation to the Offer and is not acting for or advising any other person and accordingly will not be responsible to any person other than IRC for providing the protections afforded to the customers of Altium or for providing advice in relation to the contents of this announcement or any offer or arrangements referred to herein or in the Offer Documentation. Neither Altium nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a customer of Altium in connection with this announcement, any statement contained herein or otherwise.

This announcement has been prepared in accordance with English law, the City Code, the AIM Rules and the Disclosure and Transparency Rules and information disclosed may not be the same as that which would have been prepared in accordance with the laws of jurisdictions outside the United Kingdom.

Overseas Jurisdictions

The availability of the Offer or the distribution of this announcement to IRC Shareholders who are not resident in the United Kingdom may be affected by the laws and regulations of the relevant jurisdiction in which they are located or of which they are citizens. Any persons

who are subject to the laws and regulations of any jurisdiction other than the United Kingdom should inform themselves of, and observe, any and all applicable legal or regulatory requirements of their jurisdiction. Any failure to comply with the requirements of such jurisdictions may constitute a violation of the securities laws of such jurisdictions. Further details in relation to overseas shareholders will be contained in the Offer Documentation.

The release, publication or distribution of this announcement in jurisdictions other than in the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe, any applicable requirements. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies involved in the Offer disclaim any responsibility or liability for the violation of such restrictions by any person.

The Offer will not be made, directly or indirectly, in, into or from any jurisdiction where to do so would violate the laws in that jurisdiction. Accordingly, copies of this announcement and formal documentation relating to the Offer will not be and must not be, mailed or otherwise forwarded, distributed or sent in, into or from any jurisdiction where to do so would violate the laws of that jurisdiction.

Notice to US holders of IRC Shares

Neither the United States Securities and Exchange Commission nor any state securities commission has reviewed, approved or disapproved this announcement or any of the proposals described in this announcement.

Forward-Looking Statements

This announcement may contain "forward looking statements" concerning W2D2 Limited and IRC. Generally, the words "will", "may", "should", "continue", "believes", "expects", "intends", "anticipates" or similar expressions identify forward looking statements. These statements are based on assumptions and assessments made by the Independent IRC Directors and W2D2 Limited Directors in the light of their experience and their perception of historical trends, current conditions, expected future developments and other factors they believe appropriate. By their nature the forward looking statements involve risks and uncertainties that could cause actual results to differ materially from those suggested by them. Many of these risks and uncertainties relate to factors that are beyond the ability of W2D2 Limited and IRC to control or estimate precisely, such as future market conditions and the behaviours of other market participants, and therefore undue reliance should not be placed on such statements which speak only as at the date of this announcement.

Neither W2D2 Limited nor IRC undertakes any obligation to update or revise publicly any of the forward-looking statements set out herein, whether as a result of new information, future events or otherwise, except to the extent legally required.

Nothing contained herein shall be deemed to be a forecast, projection or estimate of the future financial performance of W2D2 Limited, IRC or the Enlarged Group following completion of the Offer unless otherwise stated.

Dealing Disclosure Requirements under the City Code

Under Rule 8.3(a) of the City Code, any person who is interested in 1 per cent. or more of any class of relevant securities of an offeree company or of any paper 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 paper 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 paper 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 paper offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a paper offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the City Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any paper offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any paper 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 paper offeror, 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 paper 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 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. If you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure, you should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129.

Publication on websites

A copy of this announcement is and will be available free of charge, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, for inspection on W2D2 Limited's website at www.W2D2Ltd.co.uk and on the IRC website at www.individualrestaurantcompanyplc.co.uk during the course of the Offer.

For the avoidance of doubt, the content of the websites referred to above is not incorporated into and does not form part of this announcement.

Rule 2.10 Disclosure

In accordance with Rule 2.10 of the City Code, IRC confirms that on 20 April 2011, being the latest practicable Business Day prior to the date of this announcement, it had 59,648,261 ordinary shares in issue all with equal voting rights. The total number of voting rights in IRC

is therefore 59,648,261. The International Securities Identification Number for the IRC ordinary shares is GB00B1J2C967.

Provision of addresses, electronic addresses, elections and other details

Please be aware that addresses, electronic addresses and certain other information provided by IRC Shareholders, persons with information rights and other relevant persons for the receipt of communications from IRC may be provided to W2D2 Limited during the offer period as required under Section 4 of Appendix IV of the City Code.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART DIRECTLY OR INDIRECTLY IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION

FOR IMMEDIATE RELEASE

21 April 2011

Cash Offer
by
W2D2 Limited
(a company formed at the direction of Malcolm Walker, Tarsem Dhaliwal, Steven Walker and Paul Dawes)
for
Individual Restaurant Company plc

1. Introduction

A group of individual shareholders in the Company comprising Malcolm Walker, Tarsem Dhaliwal, Steven Walker and Paul Dawes confirm that they have formed a consortium (the "Consortium") to represent their joint interests in the Company. The Consortium has an aggregate interest of approximately 53.63 per cent. of the ordinary share capital of the Company.

The Consortium is interested in shares carrying more than 50 per cent. of the voting rights in IRC, and therefore is not obliged to make a mandatory offer under Rule 9 of the Takeover Code. However, for the reasons described below the Consortium has chosen to make an offer for the outstanding shares of IRC in which the Consortium is not already interested, and has formed W2D2 Limited for that purpose.

The board of W2D2 Limited ("W2D2 Limited") is therefore pleased to announce a cash offer, to be made by W2D2 Limited for the entire issued and to be issued share capital of IRC, in which W2D2 Limited is not already interested.

The Independent IRC Directors do not consider it appropriate to recommend one course of action to IRC Shareholders and advise each to carefully consider each of the options taking into account other factors such as their tax status, their views on the Offer and their investment in IRC, and make their own decision according to their individual circumstances.

2. Summary of the Offer

The Offer, which will be subject to the Conditions and further terms set out below and in Appendix I to this announcement, and to be set out in the Offer Documentation when issued, will be made on the following basis:

9.5 pence in cash for each IRC Share.

On this basis, the Offer values IRC's existing fully diluted issued ordinary share capital at approximately £5.67 million.

The Offer Price represents a premium of approximately 11.8 per cent. to the Closing Price of 8.5 pence per IRC Share on 20 April 2011, being the latest practicable Business Day prior to the date of this announcement.

The Offer presents an opportunity for IRC Shareholders to realise their investment in IRC for cash within a relatively short timescale.

The Offer Price has been determined on the basis that no dividend in respect of the ordinary share capital of IRC will be paid in respect of the financial year ended 31 December 2010.

The IRC Shares will be acquired by W2D2 Limited fully paid and free from all liens, equitable interests, charges, encumbrances, rights of pre-emption and any other third party rights or interests whatsoever and together with all rights existing as at the date of this announcement or thereafter attaching thereto, including, without limitation, the right to receive and retain, in full, all dividends and other distributions (if any) declared, made or paid or any other return of capital (whether by way of reduction of share capital or share premium account or otherwise) made on or after the date of this announcement in respect of the IRC Shares. If any dividend or other distribution in respect of the IRC Shares is declared, paid or made on or after the date of this announcement, W2D2 Limited reserves the right to reduce the consideration payable for each IRC Share under the terms of the Offer by the amount per IRC Share of such dividend or distribution.

3. Independent IRC Directors' Advice to Shareholders

Under the City Code, the Independent IRC Directors are required to obtain independent advice on the Offer and to make the substance of such advice and their own views known to Shareholders.

The Offer Price represents a premium of approximately 11.8 per cent. to the Closing Price of 8.5 pence per IRC Share on 20 April 2011, being the latest practicable Business Day prior to the date of this announcement. The Independent IRC Directors, who have been so advised by Altium, do not consider it appropriate to recommend the Offer to IRC Shareholders given the level of the premium.

However, the Independent IRC Directors believe that Shareholders may choose to consider accepting the Offer, after taking into account the following considerations:

Economic outlook

- Consumer confidence remains at a low ebb and this affects restaurant businesses in the premium casual sector particularly.
- Whereas IRC's two brands are successful and have proved to be resilient to tough economic conditions, they need to grow both organically and by the development of new sites or risk stagnation. The rate of the former is limited by the level of consumer demand generally and the latter by the unavailability of capital to fund new site development and IRC's current funding structure.
- Being quoted on AIM intensifies these issues and adds a significant layer of cost and burden on management at a time when the normal benefits of access to equity investment and tradeability of stock cannot be usefully harnessed.

Illiquidity

The combination of these factors has contributed to severe illiquidity in the Company's shares.

Premium to current share price

The Offer represents a premium of approximately 11.8 per cent. to the existing IRC Share Price. Given the illiquidity noted above and the lack of short term drivers such as improved economic, consumer spending or trading conditions which might contribute to improved financial performance and encourage a re-rating of the shares, there is no guarantee that an exit event will be available again over the medium term.

Trading outlook

Although IRC experienced strong like for like sales towards the end of December 2010 and positive momentum continued into the early part of 2011, growth has slowed in March and the Independent IRC Directors remain cautious as to the future trading environment. Cost pressures are being experienced across the industry and we do not anticipate a significant recovery in consumer demand over the medium term.

Capital structure

IRC has ceased its opening programme and, whilst operating within its banking facilities and covenants, has very limited funding available for growth and new sites. This is likely to remain the case while IRC retains its current capital structure and cost base.

Ongoing participation in IRC

The Independent IRC Directors recognise that some shareholders may wish to continue to hold their investment in IRC. The Independent IRC Directors have therefore secured a commitment from W2D2 Limited that W2D2 Limited will ensure that certain rights of those shareholders who retain their investment in IRC are protected. Specifically, that those shareholders will be entitled to receive a proportionate entitlement on a return of capital and a proportionate entitlement to any dividends or other distributions paid by IRC, and that the statutory pre-emption rights of shareholders in IRC will be respected. All IRC Shareholders to which the Offer is being made and who do not accept the Offer will also have variation of class right protections existing at law. In the event of the Offer becoming unconditional and W2D2 being able to convert IRC to a private company, W2D2 Limited will incorporate drag and tag rights into the articles of association of IRC, which will entitle all shareholders in IRC to participate proportionally in a sale of IRC by W2D2 Limited. These drag and tag rights would be triggered in two scenarios, either by a sale of IRC or by a sale of more than 50 per cent. of W2D2 Limited, in which event shareholders in IRC would be entitled to the proportion of the proceeds of sale of W2D2 Limited attributable to IRC. There is no certainty that any dividends, distributions or returns of capital will be paid or that any future sale of IRC by W2D2 Limited, or a sale of W2D2 Limited itself, may materialise.

Effective control

The Independent IRC Directors regard W2D2 Limited as being in a position to exercise de facto control over IRC. For example, the Consortium holds a majority of the issued shares in the Company and so has sufficient rights to ensure that ordinary resolutions of IRC are approved. Such matters that require ordinary resolution approval include the appointment and removal of executive and non-executive directors. The Consortium is also able to block any ordinary resolution and will be able to block any special resolution of IRC of which it does not approve. This also limits the strategic options available to IRC should it remain

independent as any corporate action or material strategic or financial matter is likely to require the approval of the Consortium.

In any event, the Consortium, acting through W2D2 Limited, already holds a majority of the voting rights of IRC and will also be free to increase its shareholding through individual acquisitions from shareholders without any obligation to make a further offer to all shareholders. This may further adversely affect the liquidity of IRC shares.

Intention to delist from AIM and compulsory acquisition

IRC Shareholders should also note that W2D2 Limited states that it intends to delist IRC's shares and change the status of the Company from public to private, which is likely to reduce significantly the liquidity and marketability of IRC Shares which are retained. There will no longer be a market through which buyers and sellers can be matched and a trading price for the shares be readily established.

Shareholders should also note that W2D2 intends to exercise its rights to compulsorily acquire the outstanding IRC Shares if the Offer becomes or is declared unconditional in all respects and if sufficient acceptances totalling 90 per cent. of the shares to which the Offer relates are received (which equates to 95.36 per cent. of the Company).

IRC shareholders should also note that, as minority shareholders of a private and unlisted company, they will also not be afforded the same level of protection or disclosure as was afforded to them whilst the Company was a listed public company, subject to the AIM rules published by the London Stock Exchange and may accordingly prefer to take the certainty of the cash amount being made available under the Offer.

Taking all of the above into account, the Independent IRC Directors, who have been so advised by Altium, are unable to recommend the Offer. Shareholders should carefully consider each of the options (acceptance or continued economic interest with certain protections around minority shareholder rights) taking into account other factors such as tax status, their views on the Offer and their investment in IRC, and their own decision according to their individual circumstances. In providing its advice, Altium has taken into account the Independent IRC Directors' commercial assessments. **If IRC Shareholders are in any doubt about the action they wish to take in respect of the Offer, they should consult an independent financial adviser without delay.**

4. Information relating to W2D2 Limited and the Consortium

W2D2 Limited is a newly incorporated company formed at the direction of the Consortium for the purpose of implementing the Offer. W2D2 Limited has not traded since incorporation, nor entered into any obligations, other than in connection with the implementation and financing of the Offer.

Malcolm Walker, Tarsem Dhaliwal and Paul Dawes have been long term investors in IRC. Along with Steven Walker these four individuals have in depth knowledge of not only the restaurant industry but the consumer-facing sector generally.

Malcolm Walker

- Malcolm Walker founded Iceland Foods Ltd in 1970, and is a significant equity holder in Iceland as well as Iceland's Chief Executive
- Malcolm has been an investor in IRC since 2006

Tarsem Dhaliwal

- Tarsem Dhaliwal is Finance Director of Iceland
- Tarsem has worked and invested alongside Malcolm Walker for a number of years

Paul Dawes

- Paul has been an investor in IRC since 2006

Steven Walker

- A former stockbroker, Steven Walker entered the food manufacturing business in 1994 by buying into Yorkshire Kitchens Limited
- He took control in 1995 and sold the business for c. £18.4 million in 2000 to Greencore Group PLC
- Steven was subsequently the CEO of The Roberts Food Group, and has also owned a number of other successful businesses in the retail and leisure sector
- Currently CEO of IRC

As at the date of this announcement, the Consortium is interested in approximately 31.99 million IRC Shares, which represent approximately 53.63 per cent. of IRC's issued share capital.

5. Information relating to IRC

IRC is a publicly listed company which owns and operates 33 restaurants in major UK cities, towns and suburbs.

IRC was created from the reverse takeover by Bank Restaurant Group of IRC in late 2006. As part of the reverse takeover, IRC's board took control of the enlarged group.

IRC operates two restaurant formats: Piccolino, the Italian restaurant and bar, and Bar and Grill which trade under the names of The Restaurant Bar and Grill, Zinc Bar and Grill, and Bank.

It is IRC's committed corporate mission to continue to open restaurants throughout the UK to meet the increasing demand for premium casual dining. IRC's aim is to capitalise on the market opportunity and to remain a leading player in the premium casual dining sector.

6. Background to and reasons for the Offer

The Consortium has been disappointed to observe the fall of the IRC share price, despite the Company's resilient trading performance against a difficult economic backdrop. The Consortium believes that funding is required to return the Company to growth, and in order to facilitate that growth the Consortium intends to take full control of IRC and delist it. In any event the Consortium intends to make appointments to the Board of the Company.

7. IRC Directors, management and employees

W2D2 Limited attaches great importance to the skills and experience of the existing management and employees of IRC. W2D2 Limited intends that, if the Offer becomes or is declared unconditional in all respects, the existing employment rights, including pension rights, of all IRC employees will be safeguarded in accordance with statutory and contractual requirements.

8. The Executive Management Team

The Executive Management Team will remain in place to operate the business once the Offer becomes or is declared wholly unconditional. Their employment will continue to be governed by their existing service contracts (subject to minor amendments) and their remuneration packages will remain unaffected.

9. Compulsory acquisition, delisting and cancellation of trading

If W2D2 Limited receives acceptances of the Offer in respect of, or otherwise acquires, 90 per cent. or more of the voting rights attached to the IRC Shares to which the Offer relates, and assuming all other Conditions of the Offer have been satisfied or waived (if they are capable of being waived), W2D2 Limited intends to exercise its rights pursuant to the provisions of sections 979 to 991 (inclusive) of the Companies Act to acquire compulsorily the remaining IRC Shares to which the Offer relates on the same terms as the Offer.

If the Offer becomes or is declared unconditional in all respects and if sufficient acceptances are received under the Offer, W2D2 Limited intends, subject to the requirements of the AIM Rules, to procure that IRC makes an application to the London Stock Exchange for the cancellation of the admission to trading of IRC Shares on AIM. It is anticipated that such cancellation will take effect no earlier than 20 Business Days after the date on which the Offer becomes or is declared unconditional in all respects.

Cancellation of the admission of IRC Shares to trading on AIM would significantly reduce the liquidity and marketability of any IRC Shares in respect of which acceptances of the Offer are not submitted.

Following the Offer becoming or being declared unconditional in all respects and after the cancellation of the admission to AIM of IRC if W2D2 Limited receives sufficient acceptances under the Offer (being acceptances in respect of 75 per cent. or more of the voting rights of IRC), it is also the intention of W2D2 Limited to propose a resolution to re-register IRC as a private company.

10. IRC Share Schemes

The Offer will extend to any IRC Shares unconditionally allotted or issued and fully paid on or prior to the date on which the Offer closes (or, such earlier date as W2D2 Limited may, subject to the City Code, decide) pursuant to the exercise of options under any of the IRC Share Schemes or as a result of the vesting of awards pursuant to the IRC Share Schemes.

To the extent that such options or awards have not been exercised or vested, participants in the IRC Share Schemes will be written to separately and appropriate proposals will be made to such participants in due course.

11. Financing of the Offer

The cash consideration payable by W2D2 Limited under the terms of the Offer will be funded from cash funds made available to W2D2 Limited from the existing cash resources of the Consortium.

Rothschild is satisfied that sufficient resources are available to W2D2 Limited to satisfy in full the cash consideration payable to IRC Shareholders under the terms of the Offer.

12. Structure of the Offer

The Offer is an offer for cash on the basis described in paragraph 2 above.

The Offer is proposed to be implemented by way of takeover offer within the meaning of Part 28 of the Companies Act.

The Offer Documentation will be posted (other than to Restricted Overseas Persons) as soon as reasonably practicable after, and in any event within 28 days of, the date of this announcement (unless agreed otherwise with the Panel).

13. Disclosure of interests in IRC securities

W2D2 Limited confirms that it will, if necessary, on the date of this announcement, make an Opening Position Disclosure pursuant to Rule 8.1(a) of the City Code.

14. Conditionality of the Offer

The conditions to the Offer are set out in full in Appendix I to this announcement.

The Offer is conditional, inter alia, upon W2D2 Limited having agreed to acquire, whether through receiving valid acceptances of the Offer or through the arrangements with the Consortium, not less than 75 per cent. of the voting rights normally exercisable at general meetings of IRC (or such lower percentage as W2D2 Limited may decide, save that such condition will not be satisfied unless W2D2 Limited has acquired or agreed to acquire, whether pursuant to the Offer or otherwise, IRC Shares carrying in aggregate more than 50 per cent. of the voting rights then normally exercisable at general meetings of IRC).

15. Overseas Shareholders

The distribution of this announcement to and the availability of the Offer to, persons who are not resident in the United Kingdom may be affected by the laws of their relevant jurisdiction. Such persons should inform themselves of and observe any applicable legal or regulatory requirements of their jurisdiction. IRC Shareholders who are in doubt regarding such matters should consult an appropriate independent professional adviser in the relevant jurisdiction without delay.

This announcement does not constitute an offer for sale of any securities or an offer or an invitation to purchase any securities. IRC Shareholders are advised to read carefully the Offer Documentation once it has been dispatched.

16. General

There are no agreements or arrangements to which W2D2 Limited is a party which relate to the circumstances in which it may or may not invoke a condition to the Offer.

This announcement does not constitute an offer to purchase or an invitation to sell any IRC Shares and any response to the Offer should be made only on the basis of the information contained in the Offer Documentation.

The Offer Documentation will be posted (other than to Restricted Overseas Persons) as soon as reasonably practicable after, and in any event within 28 days of, the date of this announcement (unless agreed otherwise with the Panel).

The Offer will be governed by English law and will be subject to the jurisdiction of the English courts. The Offer will be subject to the applicable requirements of the City Code.

A copy of this announcement is and will be available free of charge, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, for inspection on W2D2 Limited's website at www.W2D2Ltd.co.uk and IRC's website at www.individualrestaurantcompanyplc.co.uk during the course of the Offer.

For the avoidance of doubt, the content of the websites referred to above is not incorporated into and does not form part of this announcement.

The Offer will be subject to the Conditions and further terms set out in Appendix I to this announcement and to the terms and conditions to be set out in the Offer Document when issued. Details of the bases and sources of certain information set out in this announcement are included in Appendix II. Appendix III contains definitions of certain terms used in this announcement.

Enquiries:

W2D2 Limited
Keith Hann

Tel: 07831 521 870

This announcement is for information purposes only and is not intended to and does not constitute or form part of any offer or invitation to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Offer or otherwise. W2D2 Limited will prepare the Offer Documentation to be distributed to IRC Shareholders and, for information only, to persons with information rights. The Offer will be made solely by the Offer Documentation which will contain the full terms and conditions of the Offer, including details of how the Offer may be accepted. Please carefully read the Offer Documentation in its entirety before making a decision with respect to the Offer.

Rothschild, which is authorised and regulated by the Financial Services Authority, is acting exclusively as financial adviser to W2D2 Limited and for no one else in connection with the matters referred to in this announcement and will not be responsible to anyone other than W2D2 Limited for providing the protections afforded to clients of Rothschild or for providing advice in relation to this matter, the content of this announcement or any matter referred to herein. Neither Rothschild nor any of its subsidiaries, branches or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Rothschild in connection with this announcement, any statement contained herein or otherwise.

Altium, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting exclusively for IRC as financial adviser in relation to the Offer and is not acting for or advising any other person and accordingly will not be responsible to any person other than IRC for providing the protections afforded to the customers of Altium or for providing advice in relation to the contents of this announcement or any offer or arrangements referred to herein or in the Offer Documentation. Neither Altium nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a

customer of Altium in connection with this announcement, any statement contained herein or otherwise.

The Offer shall be made solely by W2D2 Limited and neither Rothschild nor any of its respective affiliates are making the Offer.

This announcement has been prepared in accordance with English law, the City Code, the AIM Rules and the Disclosure and Transparency Rules and information disclosed may not be the same as that which would have been prepared in accordance with the laws of jurisdictions outside England.

Overseas Jurisdictions

The availability of the Offer or the distribution of this announcement to IRC Shareholders who are not resident in the United Kingdom may be affected by the laws and regulations of the relevant jurisdiction in which they are located or of which they are citizens. Any persons who are subject to the laws and regulations of any jurisdiction other than the United Kingdom should inform themselves of, and observe, any and all applicable legal or regulatory requirements of their jurisdiction. Any failure to comply with the requirements of such jurisdictions may constitute a violation of the securities laws of such jurisdictions. Further details in relation to overseas shareholders will be contained in the Offer Documentation.

The release, publication or distribution of this announcement in jurisdictions other than in the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe, any applicable requirements. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies involved in the Offer disclaim any responsibility or liability for the violation of such restrictions by any person.

The Offer will not be made, directly or indirectly, in, into or from any jurisdiction where to do so would violate the laws in that jurisdiction. Accordingly, copies of this announcement and formal documentation relating to the Offer will not be and must not be, mailed or otherwise forwarded, distributed or sent in, into or from any jurisdiction where to do so would violate the laws of that jurisdiction.

Notice to US investors

Neither the United States Securities and Exchange Commission nor any state securities commission has reviewed, approved or disapproved this announcement or any of the proposals described in this announcement.

Forward-Looking Statements

This announcement may contain “forward looking statements” concerning W2D2 Limited and IRC. Generally, the words “will”, “may”, “should”, “continue”, “believes”, “expects”, “intends”, “anticipates” or similar expressions identify forward looking statements. These statements are based on assumptions and assessments made by the Independent IRC Directors and W2D2 Limited Directors in the light of their experience and their perception of historical trends, current conditions, expected future developments and other factors they believe appropriate. By their nature the forward looking statements involve risks and uncertainties that could cause actual results to differ materially from those suggested by them. Many of these risks and uncertainties relate to factors that are beyond the ability of W2D2

Limited and IRC to control or estimate precisely, such as future market conditions and the behaviours of other market participants, and therefore undue reliance should not be placed on such statements which speak only as at the date of this announcement.

Neither W2D2 Limited nor IRC undertakes any obligation to update or revise publicly any of the forward-looking statements set out herein, whether as a result of new information, future events or otherwise, except to the extent legally required.

Nothing contained herein shall be deemed to be a forecast, projection or estimate of the future financial performance of W2D2 Limited, IRC or the Enlarged Group following completion of the Offer unless otherwise stated.

Dealing disclosure requirements

Under Rule 8.3(a) of the City Code, any person who is interested in 1 per cent. or more of any class of relevant securities of an offeree company or of any paper 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 paper 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 paper 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 paper offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a paper offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the City Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any paper offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any paper 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 paper offeror, 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 paper 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 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.

If you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure, you should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129.

Publication on websites

A copy of this announcement is and will be available free of charge, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, for inspection on W2D2 Limited's website at www.W2D2Ltd.co.uk and on the IRC website at www.individualrestaurantcompanyplc.co.uk during the course of the Offer.

For the avoidance of doubt, the content of the websites referred to above is not incorporated into and does not form part of this announcement.

Rule 2.10 Disclosure

In accordance with Rule 2.10 of the City Code, IRC confirms that on 20 April 2011, being the latest practicable Business Day prior to the date of this announcement, it had 59,648,261 ordinary shares in issue all with equal voting rights. The total number of voting rights in IRC is therefore 59,648,261. The International Securities Identification Number for the IRC ordinary shares is GB00B1J2C967.

Provision of addresses, electronic addresses, elections and other details

Please be aware that addresses, electronic addresses and certain other information provided by IRC Shareholders, persons with information rights and other relevant persons for the receipt of communications from IRC may be provided to W2D2 Limited during the offer period as required under Section 4 of Appendix IV of the City Code.

APPENDIX I

CONDITIONS TO AND CERTAIN FURTHER TERMS OF THE OFFER

Conditions of the Offer

The Offer, which will be made by W2D2 Limited, will comply with the City Code and will be governed by English law and subject to the jurisdiction of the English courts. In addition, the Offer will be subject to the terms and conditions set out in the Offer Document and related Form of Acceptance.

The Offer will be subject to the following conditions:

- (a) W2D2 Limited having acquired or agreed to acquire (whether pursuant to the Offer or otherwise), directly or indirectly, IRC Shares carrying in aggregate more than 75 per cent. of the voting rights then normally exercisable at a general meeting of IRC by no later than 3.00 p.m. (London time) on the first closing date of the Offer (being the date falling 21 days after the posting of the offer document) (the **First Closing Date**) or such later time(s) and/or date(s) as W2D2 Limited may, subject to the rules of the City Code, decide (or such lesser percentage as W2D2 Limited may decide) provided that this condition (a) shall not be satisfied unless W2D2 Limited shall have acquired or agreed to acquire (whether pursuant to the Offer or otherwise), directly or indirectly, IRC Shares carrying in aggregate more than 50 per cent. of the voting rights then normally exercisable at a general meeting of IRC and provided further that, unless W2D2 Limited otherwise determines, this condition (a) shall be capable of being satisfied only at a time when all other conditions (b) to (h) inclusive have either been satisfied or waived;
- (b)
 - (i) W2D2 Limited being reasonably satisfied that that neither the Office of Fair Trading nor the Secretary of State intends to refer the proposed acquisition of IRC by W2D2 Limited or any matter arising from or relating to that proposed acquisition to the Competition Commission for investigation;
 - (ii) the relevant four week period within which an application for review of any decision not to refer the proposed acquisition of IRC by W2D2 Limited or any matter arising from or relating to that proposed acquisition to the Competition Commission may be made to the Competition Appeal Tribunal (the **CAT**) having expired without such an application having been made or, where any application(s) has/have been made, all such application(s) having been dismissed by the CAT and it being established in terms reasonably satisfactory to W2D2 Limited that no further appeal has been or will be made against any such ruling(s) of the CAT; and
 - (iii) it being established, in terms reasonably satisfactory to W2D2 Limited, that no request has been made to the European Commission by the competent authorities of one or more Member States under Article 22(1) of Council Regulation (EC) No. 139/2004 (the **Regulation**) for the European Commission to examine the proposed acquisition of IRC by W2D2 Limited or any matter arising from or relating to that proposed acquisition;
- (c) no government or governmental, quasi-governmental, supranational, statutory or regulatory body or association, institution or agency (including any trade agency) or any court or other body (including any professional or environmental body) or person

in any jurisdiction (each a **Relevant Authority**) having decided to take, instituted or threatened any action, proceeding, suit, investigation, enquiry or reference or having required any action to be taken or otherwise having done anything or having enacted, made or proposed any statute, regulation, order, decision or change to published practice and there not continuing to be outstanding any statute, regulation, order, decision or published practice that would or might be reasonably expected to:

- (i) make the Offer or the acquisition or the proposed acquisition of any shares in, or control of, IRC by W2D2 Limited void, unenforceable or illegal or directly or indirectly prohibit or otherwise materially restrict, delay or interfere with the implementation of, or impose material additional conditions or obligations with respect to, or otherwise challenge, the Offer or the acquisition of any shares in, or control of, IRC by W2D2 Limited;
- (ii) require, prevent or materially delay the divestiture (or alter the terms of any proposed divestiture) by IRC of all or any substantial part of their respective businesses, assets or properties or impose any material limitation on their ability to conduct all or any part of their respective businesses and to own any of their respective assets or properties to an extent which is material in the context of IRC or W2D2 Limited;
- (iii) impose any material limitation on, or result in any material delay in, the ability of any member of W2D2 Limited to acquire or hold or to exercise effectively, directly or indirectly, all or any rights of ownership of shares or other securities (or the equivalent) in, or to exercise management control over, any member of IRC to hold or exercise effectively, directly or indirectly, all or any rights of ownership of shares or other securities (or the equivalent) in, or to exercise management control over, any other member of IRC;
- (iv) require any member of W2D2 Limited or IRC to acquire or offer to acquire any shares or other securities (or the equivalent) in IRC or W2D2 Limited (other than in the implementation of the Offer);
- (v) otherwise adversely affect the business, assets, financial or trading position or profits of W2D2 Limited or of IRC in a manner which is material in the context of IRC taken as a whole or, as the case may be, W2D2 Limited taken as a whole,

and all applicable waiting and other time periods during which any such Relevant Authority could decide to take, institute or threaten any such action, proceeding, suit, investigation, enquiry or reference having expired, lapsed or been terminated;

- (d) all necessary filings having been made and all appropriate waiting periods (including any extensions thereof) under any applicable legislation or regulation of any jurisdiction having expired, lapsed or been terminated in each case in respect of the Offer and the acquisition of any shares in, or control of, IRC by W2D2 Limited and all authorisations, orders, grants, recognitions, confirmations, licences, consents, clearances, permissions and approvals (**authorisations**) reasonably necessary or appropriate by W2D2 Limited in any jurisdiction for, or in respect of, the Offer and the proposed acquisition of any shares in, or control of, IRC by W2D2 Limited being obtained in terms and in a form reasonably satisfactory to W2D2 Limited from appropriate Relevant Authorities or from any persons or bodies with whom W2D2 Limited or IRC has entered into contractual arrangements and such authorisations

together with all authorisations necessary or appropriate for IRC to carry on its business remaining in full force and effect and no intimation of any intention to revoke, suspend, restrict or modify or not to renew any of the same having been made in each case where the direct consequence of a failure to make such notification or filing or to wait for the expiry, lapse or termination of any such waiting period or to comply with such obligation would have a material adverse effect on IRC and all necessary statutory or regulatory obligations in any jurisdiction having been complied with;

(e) there being no provision of any agreement, arrangement, licence or other instrument to which IRC is a party or by or to which any such member or any of its assets is or may be bound, entitled or subject which, as a result of the making or implementation of the Offer or the acquisition or proposed acquisition by W2D2 Limited of any shares in, or change in the control or management of, IRC or otherwise, would or might result in (to an extent which is material in the context of IRC taken as a whole):

- (i) any moneys borrowed by or any other indebtedness (actual or contingent) of IRC becoming repayable or capable of being declared repayable immediately or earlier than the stated repayment date or the ability of such member to borrow monies or incur any indebtedness being withdrawn or inhibited;
- (ii) the creation or enforcement of any mortgage, charge or other security interest over the whole or any part of the business, property or assets of IRC or any such security interest (whenever arising or having arisen) becoming enforceable;
- (iii) any assets or interest of IRC being or falling to be disposed of or charged or any right arising under which any such asset or interest could be required to be disposed of or charged;
- (iv) the interest or business of IRC in or with any other person, firm or company (or any agreements or arrangements relating to such interest or business) being terminated or materially and adversely affected;
- (v) IRC ceasing to be able to carry on business under any name under which it presently does so;
- (vi) the value of IRC or its financial or trading position being prejudiced or materially and adversely affected;
- (vii) any such agreement, arrangement, licence or other instrument being terminated or adversely modified or any onerous obligation arising or any adverse action being taken or arising thereunder; or
- (viii) the creation of any liabilities (actual or contingent) by IRC;

and no event having occurred which, under any provision of any agreement, arrangement, licence or other instrument to which IRC is a party or by or to which any such member or any of its assets may be bound or be subject, could result in any events or circumstances as are referred to in subparagraphs (i) to (viii) of this paragraph (e) (in each case where such result would be material in the context of IRC taken as a whole);

- (f) except as disclosed in the Annual Report and Accounts of IRC for the year ended 31 December 2009, or as publicly announced to a Regulatory Information Service by or on behalf of IRC, IRC having not, since 31 December 2009:
- (i) issued or agreed to issue or authorised the issue of additional shares of any class, or securities convertible into, or rights, warrants or options to subscribe for or acquire, any such shares or convertible securities save as between IRC and wholly-owned subsidiaries of IRC prior to the date of this document or upon the exercise of rights to subscribe for IRC Shares pursuant to options granted under IRC Share Schemes prior to the date of this document;
 - (ii) recommended, declared, paid or made or proposed to recommend, declare, pay or make any bonus, dividend or other distribution, whether payable in cash or otherwise, other than a distribution by any wholly-owned subsidiary of IRC;
 - (iii) implemented or authorised any merger or demerger or acquired or disposed of or transferred, mortgaged or charged, or created any other security interest over, any asset or any right, title or interest in any asset;
 - (iv) implemented or authorised any reconstruction, amalgamation, scheme or similar transaction or arrangement (other than the Offer);
 - (v) purchased, redeemed or repaid any of its own shares or other securities or reduced or made or authorised any other change in its share capital;
 - (vi) made or authorised any change in its loan capital or issued or authorised the issue of any debentures or incurred or increased any indebtedness or contingent liability;
 - (vii) entered into, varied or terminated, or authorised the entry into, variation or termination of, any contract, commitment or arrangement (whether in respect of capital expenditure or otherwise) which is outside the ordinary course of business or which is of a long term, onerous or unusual nature or magnitude or which involves or could involve an obligation of a nature or magnitude which is material;
 - (viii) entered into any contract, commitment or arrangement which would be restrictive on the business of IRC or W2D2 Limited (other than to a nature and extent which is not material in the context of the business concerned);
 - (ix) been unable, or admitted in writing that it is unable, to pay its debts or having stopped or suspended (or threatened to stop or suspend) payment of its debts generally or ceased or threatened to cease carrying on all or a substantial part of its business;
 - (x) other than in respect of a member which is dormant and was solvent at the relevant time taken any corporate action or had any legal proceedings started or threatened against it for its winding-up (voluntary or otherwise), dissolution or reorganisation (or for any analogous proceedings or steps in any jurisdiction) or for the appointment of a receiver, administrator, administrative receiver, trustee or similar officer (or for the appointment of any analogous person in any jurisdiction) of all or any of its assets and revenues;

- (xi) waived, compromised or settled any claim, other than in the ordinary course of business and which is material in the context of the IRC taken as a whole;
 - (xii) entered into or varied the terms of any service agreement or arrangement with any director or senior executive of IRC;
 - (xiii) (save as disclosed on publicly available registers) made any alteration to its memorandum or articles of association;
 - (xiv) made or consented to any change to the terms of the trust deeds constituting the pension schemes established for its directors and/or employees and/or their dependants or to the benefits which accrue, or to the pensions which are payable thereunder, or to the basis on which qualification for or accrual or entitlement to such benefits or pensions are calculated or determined, or to the basis upon which the liabilities (including pensions) of such pension schemes are funded or made, or agreed or consented to, any change to the trustees; or
 - (xv) entered into any contract, commitment or arrangement or passed any resolution or made any offer (which remains open for acceptance) with respect to, or proposed or announced any intention to effect or propose, any of the transactions, matters or events referred to in this condition;
- (g) since 31 December 2009 except as disclosed in the Annual Report and Accounts of IRC for the year then ended or as publicly announced to a Regulatory Information Service by or on behalf of IRC:
- (i) no adverse change having occurred in the business, assets, financial or trading position or profits of IRC which is material to IRC taken as a whole;
 - (ii) no litigation, arbitration proceedings, prosecution or other legal proceedings having been threatened, announced, instituted or remaining outstanding by, against or in respect of IRC or to which IRC is a party (whether as plaintiff or defendant or otherwise) and no investigation by any Relevant Authority or other investigative body against or in respect of IRC having been threatened, announced, instituted or remaining outstanding by, against or in respect of IRC which would or might reasonably be expected materially and adversely to affect IRC taken as a whole; and
 - (iii) no contingent or other liability having arisen which would or might reasonably be expected materially and adversely to affect IRC Plc taken as a whole; and
- (h) W2D2 Limited not having discovered that:
- (i) any financial, business or other information publicly disclosed at any time by any member of the IRC is misleading, contains a misrepresentation of fact or omits to state a fact necessary to make the information contained therein not misleading which in any case is material and adverse to the financial or trading position of IRC;
 - (ii) IRC is subject to any liability, contingent or otherwise, which is not disclosed in the Annual Report and Accounts of IRC for the year ended 31 December 2009, which is not publicly announced to a Regulatory Information Service

by or on behalf of IRC and which is material in the context of IRC taken as a whole;

- (iii) IRC has failed to comply with any applicable legislation or regulations of any jurisdiction or any notice or requirement of any Relevant Authority with regard to the storage, disposal, discharge, spillage, release, leak or emission of any waste or hazardous or harmful substance or any substance likely to impair the environment or harm human or animal health or otherwise relating to environmental matters or that there has otherwise been any such storage, disposal, discharge, spillage, release, leak or emission (whether or not the same constituted non-compliance by any person with any such legislation or regulation, and whenever the same may have taken place), any of which non-compliance would be likely to give rise to any liability (whether actual or contingent) or cost on the part of IRC and which is material in the context of IRC taken as a whole; or
- (iv) there is or is likely to be any obligation or liability (whether actual or contingent) to make good, repair, re-instate or clean up any property now or previously owned, occupied, operated or made use of or controlled by IRC under any environmental legislation, regulation, notice, circular or order of any Relevant Authority in any jurisdiction and which is material in the context of IRC taken as a whole.

W2D2 Limited reserves the right to waive all or any of conditions (b) to (h) inclusive, in whole or in part. The Offer will lapse unless all the above conditions are fulfilled or (if capable of waiver) waived or, where appropriate, determined by W2D2 Limited to have been or remain satisfied by midnight on the day which is 21 days after the later of the First Closing Date and the date on which the Offer becomes or is declared unconditional as to acceptances (or such later date as W2D2 Limited may, with the consent of the Panel, decide). W2D2 Limited shall be under no obligation to waive or treat as fulfilled any of conditions (b) to (h) inclusive by a date earlier than the date specified above for the fulfilment thereof notwithstanding that the other conditions of the Offer may at such earlier date have been waived or fulfilled and that there are at such earlier date no circumstances indicating that any of such conditions may not be capable of fulfilment.

If W2D2 Limited is required by the Panel to make an offer for any IRC Shares under Rule 9 of the Code, W2D2 Limited may make such alterations to the above conditions as are necessary to comply with that Rule.

The Offer will lapse (unless the Panel otherwise consents) if, before the First Closing Date or the date when the Offer becomes or is declared unconditional as to acceptances (whichever is the later), the proposed acquisition of IRC by W2D2 Limited or any matter arising from or relating to that proposed acquisition is referred to the Competition Commission. (If the Offer does so lapse, not only will the Offer cease to be capable of further acceptance but also IRC Shareholders and W2D2 Limited will thereafter cease to be bound by prior acceptances).

APPENDIX II

SOURCES AND BASES OF INFORMATION

In this announcement, unless otherwise stated or the context otherwise requires, the following bases and sources have been used:

1. General

Unless otherwise stated, the financial information on the IRC Group has been extracted or derived (without material adjustment) from IRC's audited consolidated statutory annual report and accounts for the year ended 31 December 2009.

2. Existing issued share capital

References to the existing issued share capital of IRC are references to IRC Shares in issue on 20 April 2011 (being the last practicable Business Day prior to the release of this announcement), being 59,648,261 IRC Shares.

3. Value of the Offer

The value attributed to the Offer is based upon the 59,648,261 IRC Shares in issue on 20 April 2011 (being the last practicable Business Day prior to the release of this announcement).

4. Share prices

The market prices of IRC Shares on a particular date or over a particular time period are derived the Daily Official List and represent the Closing Price on the relevant day.

5. Time

All the times referred to in this announcement are London times.

APPENDIX III

DEFINITIONS

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

Alternative Investment Market or "AIM"	means the Alternative Investment Market of the London Stock Exchange
AIM Rules	means the AIM Rules for Companies as published by the London Stock Exchange (as amended)
Altium	means Altium Capital Limited, financial adviser to IRC
Board	means board of directors
Business Day	means a day, not being a public holiday, Saturday or Sunday, on which clearing banks in London are open for normal business
Consortium	means Malcolm Walker, Tarsem Dhaliwal, Steven Walker and Paul Dawes
Code or City Code	means the City Code on Takeovers and Mergers, as amended
Closing Price	means the closing middle market price of a IRC Share as derived from the Daily Official List
Companies Act	means the Companies Act 2006 (as amended)
Conditions	means the conditions to the Offer, as set out in Appendix I to this announcement and to be set out in the Offer Document
Daily Official List	means the AIM Appendix of the Daily Official List of the London Stock Exchange
Dealing Disclosure	means a disclosure made pursuant to Rule 8 of the City Code
Enlarged Group	W2D2 Limited and its subsidiaries and subsidiary undertakings following completion of the Offer
Executive Management Team	means the executive management team of IRC, led by Steven Walker
Financial Services Authority	means the Financial Services Authority in its capacity as the competent authority for the purpose of Part IV of the Financial Services and Markets Act 2000 (as amended)
First Closing Date	means the date which is 21 days after the day of posting the

Offer Document

Form of Acceptance	means the form of acceptance and authority relating to the Offer which (where appropriate) will accompany the Offer Document when issued
FSMA	means the Financial Services and Markets Act 2000, as amended
Iceland	means Iceland Foods Ltd
IRC or the Company	means IRC plc a company incorporated in England and Wales with registration number 4026693 and having its registered office at 4 th Floor, Ridgfield House, 14 John Dalton Street, Manchester, M2 6JR
IRC Directors	means the directors of IRC at the date of this announcement, being Robert Breare, Steven Walker, Vernon Lord, Iain Donald and Richard Simpson
IRC Group	means IRC, its subsidiaries and subsidiary undertakings
IRC Shareholder	means a holder of IRC Shares
IRC Shares	means the existing issued or unconditionally allotted and fully paid (or credited as fully paid) ordinary shares of 1 pence each in the capital of IRC and any further such shares which are unconditionally allotted or issued fully paid (or credited as fully paid) on or prior to the date on which the Offer closes or, subject to the provisions of the City Code or with the consent of the Panel, by such earlier date or dates as W2D2 Limited may determine, including any such shares issued or unconditionally allotted upon the exercise of options granted under the IRC Share Schemes
IRC Share Schemes	means the share option schemes established by IRC in place as at the date of this announcement
Independent IRC Directors	means the independent directors of IRC at the date of this announcement, being Robert Breare, Vernon Lord, Iain Donald and Richard Simpson
London Stock Exchange	means the London Stock Exchange plc
Offer	means the cash offer to be made by W2D2 Limited at the Offer Price for the entire issued and to be issued ordinary share capital of IRC on the terms and subject to the Conditions to be set out in the Offer Documentation and, where the context requires, any revision, extension, variation or renewal thereof
Offer Document	means the document to be sent to IRC Shareholders following the date of this announcement containing, inter

	alia, the terms and conditions of the Offer and certain information about W2D2 Limited
Offer Documentation	means the Offer Document and (where appropriate) the accompanying Form of Acceptance to be sent to IRC Shareholders and others following the date of this announcement
Offer Period	means the period commencing on (and including) the date of this announcement and ending on the date on which the Offer becomes or is declared wholly unconditional as to acceptances or lapses or is withdrawn
Offer Price	means 9.5 pence in cash per IRC Share
Opening Position Disclosure	means an opening position disclosure made pursuant to Rule 8 of the City Code
Panel	means the Panel on Takeovers and Mergers
Pounds, pence or £	means the lawful currency of the United Kingdom
Regulatory Information Service	means one of the regulatory information services authorised by the UK Listing Authority to receive, process and disseminate regulatory information from listed companies
Relevant Authority	means any government or governmental, quasi-governmental, supranational, statutory or regulatory body, or any court, institution, investigative body, association, trade agency or professional or environmental body or (without prejudice to the generality of the foregoing) any other person or body in any
Restricted Jurisdiction	means any jurisdiction where the relevant action would constitute a violation of the relevant laws and regulations of such jurisdiction or would result in a requirement to comply with any governmental or other consent or any registration, filing or other formality which W2D2 Limited regards as unduly onerous
Restricted Overseas Person	means any person (including an individual, partnership, unincorporated syndicate, limited liability company, unincorporated organisation, trust, trustee, executor, administrator or other legal representative) in, or resident in, any Restricted Jurisdiction
Rothschild	means N M Rothschild & Sons Limited, financial adviser to W2D2 Limited
subsidiary	has the meaning ascribed to it in Section 1159 of the Companies Act
subsidiary undertaking	has the meaning ascribed to it in Section 1162 of the

Companies Act

UK or United Kingdom	means the United Kingdom of Great Britain and Northern Ireland
US or United States	means the United States of America, its territories and possessions, any State of the United States of America and the District of Columbia
W2D2 Limited	means W2D2 Limited, a private limited company incorporated in England and Wales, whose registered office is at Second Avenue, Deeside Industrial Park, Deeside, Flintshire Ch5 2NW under number 07520075.
W2D2 Limited Directors	means Malcolm Walker, Tarsem Dhaliwal, and Steven Walker

References to an enactment include references to that enactment as amended, replaced, consolidated or re-enacted by or under any other enactment before or after the date of this announcement. All references to time in this announcement are to London time unless otherwise stated.