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4 July 2018

**Thruvision Group plc**  
**Proposed Tender Offer and Notice of General Meeting**

Thruvision Group plc (AIM: THRU) ("**Thruvision**", the "**Company**" or, together with its subsidiary undertakings, the "**Group**") the specialist provider of people-screening technology to the global security market announces that it will today publish a shareholder circular (the "**Circular**") containing, amongst other things, a notice of general meeting (the "**General Meeting**") for the purposes of approving a proposed tender offer to be made by Investec Bank plc to Eligible Shareholders to purchase up to 47,000,000 Ordinary Shares, representing 28.46 per cent. of the Company's issued Ordinary Shares, at a fixed price of 17 pence per Ordinary Share, in accordance with the terms and conditions of the Tender Offer set out in Part III of the Circular being sent to Shareholders shortly. The Tender Offer is expected to close at 1.00 p.m. on 8 August 2018.

The Circular will shortly be available from the Company's website at [www.thruvision.com](http://www.thruvision.com).

The implementation of the Tender Offer requires the approval of Shareholders and a Notice of General Meeting accompanies the Circular which convenes a General Meeting to be held at the offices of Osborne Clarke LLP, One London Wall, London EC2Y 5EB at 10.00 a.m. on 24 July 2018. The Resolution to approve the purchase of Ordinary Shares pursuant to the Tender Offer at a fixed price of 17 pence per Ordinary Share will be proposed at the General Meeting.

The Chairman's Letter in respect of the Tender Offer, as contained in the Circular, is set out below.

Capitalised terms used in this announcement shall have the meanings given to them in the Circular referred to above.

**Chairman's Letter**

**1. Introduction and summary**

On 12 March 2018, the Company announced that it was carrying out a cancellation of its share premium account and capital redemption reserve for the purposes of creating sufficient distributable reserves to carry out a return of capital to Shareholders.

The Company today announced that the return of capital to Shareholders would be undertaken by way of a tender offer for Ordinary Shares. Under the tender offer process, Eligible Shareholders will be invited to tender for sale some or all of their Ordinary Shares for purchase by Investec, nominated adviser and broker to the Company in connection with the Tender Offer. The Company will then purchase such shares from Investec. Any Ordinary Shares purchased by Investec under the Tender Offer will be subsequently repurchased by the Company under the Repurchase Agreement and cancelled.

Investec will purchase, as principal, voting shares under the Tender Offer which could result in Investec acquiring an interest in Ordinary Shares carrying 30 per cent. or more of the voting rights of the Company and Schroders' relative holding of Ordinary Shares may be increased such that it holds an interest in Ordinary Shares carrying 30 per cent. or more of the voting rights of the Company. Accordingly, a waiver has been obtained from the Takeover Panel in respect of the application of Rule 9 to the purchase by Investec of the voting shares under the Tender Offer and, following discussions between the Company and the Takeover Panel, the Takeover Panel has agreed that, under Rule 37.1 of the Takeover Code and the notes to that Rule, Schroders should be treated as an "innocent bystander" in relation to any increase in its holding of Ordinary Shares as a result of the Tender Offer and will not therefore be required to make an offer under Rule 9 as a result of any increase in its holding created by such Tender Offer.

The Company requires authority from Shareholders to purchase any such Ordinary Shares and this is being sought at the General Meeting to be held at the offices of Osborne Clarke LLP at One London Wall, London EC2Y 5EB at 10.00 a.m. on 24 July 2018.

The Tender Offer is being made available to all Eligible Shareholders who are on the Register at 6.00 p.m. on 8 August 2018, with the exception of holders in certain overseas jurisdictions. Shareholders can decide whether they want to tender up to their Basic Entitlement at a price of 17 pence per Ordinary Share, a premium of 17.6 per cent. to the closing mid-market price of 14.45 pence per Ordinary Share on 3 July 2018, being the last practicable date prior to the publication of the Circular. Eligible Shareholders may also be able to participate in excess of their Basic Entitlement, potentially up to their maximum shareholding in the Company, depending on the number of Ordinary Shares tendered by other Eligible Shareholders.

Eligible Shareholders are not obliged to tender any or all of their Ordinary Shares if they do not wish to do so.

The Tender Offer is being made by Investec as principal on the basis that all Ordinary Shares that it buys under the Tender Offer will be subsequently repurchased from it by the Company pursuant to the terms of the Repurchase Agreement. Any Ordinary Shares purchased by Investec under the Tender Offer and subsequently repurchased by the Company will then be cancelled.

The Board is making no recommendation to Eligible Shareholders in relation to their participation in the Tender Offer. The Board is unanimously recommending Shareholders to vote in favour of the Resolution to be proposed at the General Meeting, as the Directors intend to do in respect of their own beneficial holdings of Ordinary Shares.

Shareholders should note that Thomas Black, Colin Evans and Paul Taylor, being directors of the Company who hold Ordinary Shares, do not intend to tender any of their Ordinary Shares in the Tender Offer.

**The purpose of the Circular is, amongst other things, to provide you with information about the background to and the reasons for the proposed return of capital pursuant to the Tender Offer, certain action to be taken by Shareholders and why the Directors unanimously recommend that you vote in favour of the Resolution to be proposed at the General Meeting, notice of which is set out at the end of the Circular.**

## **2. Background to and reasons for the Tender Offer**

On 31 October 2017, the Company announced that it had completed the sale of its video business (the “Disposal”). As a consequence of the Disposal, the Company now has surplus capital and intends to make a return of that capital to Shareholders pursuant to the Tender Offer.

In order to lawfully effect the Tender Offer under the Act, the Company is required to have sufficient distributable reserves on its balance sheet. Accordingly, pursuant to the Capital Reduction the Company sought to create distributable reserves for the Company by cancelling the entire amounts standing to the credit of each of the share premium account and the capital redemption reserve of the Company and transferring them to the Company’s profit and loss account. The realised profits thereby created would be applied to reduce the retained losses on the Company’s profit and loss account to zero and to create accumulated, distributable profits of the Company.

The Company received Shareholder approval to effect the Capital Reduction at its General Meeting held on 28 March 2018 and court approval for the Capital Reduction was granted on 1 May 2018. The Capital Reduction has therefore created additional distributable reserves to enable the Company to buy back a proportion of its own Ordinary Shares.

## **3. Benefits of the Tender Offer**

The Board considers that the Tender Offer provides an opportunity for Eligible Shareholders to tender all, some or none of their Ordinary Shares depending on their own liquidity requirements and their view on the prospects of the Company going forward at a time when there is limited liquidity in the stock which is traded on the AIM market.

The Board concluded, following consultation with the Company’s advisers, that a return of up to £7.99 million of capital is in the interests of the Group and its Shareholders as it provides Eligible Shareholders with an opportunity to sell part of their respective shareholdings and to receive their respective share of the capital which the Company is seeking to return up to the amount of their respective Basic Entitlement. Eligible Shareholders may also be able to participate in excess of their Basic Entitlement, potentially up to their maximum shareholding in the Company, to the extent that other Eligible Shareholders do not wish to participate in the Tender Offer in respect of their respective Basic Entitlements.

## **4. The Tender Offer**

The Tender Offer is being made by Investec to all Eligible Shareholders (other than certain Overseas Shareholders). Full details of the Tender Offer, including the terms and conditions on which it is being made, are set out in Part 3 of the Circular and, in relation to Eligible Shareholders holding Ordinary Shares in a certificated form, on the Tender Form to be sent to Eligible Shareholders who hold their Ordinary Shares in certificated form.

The Tender Offer is conditional on the passing of the Resolution set out in the notice of General Meeting at the end of the Circular and the satisfaction of the other Conditions specified in Part 3 of the Circular.

The Tender Offer involves the following:

- The Tender Offer is being made to Eligible Shareholders (other than certain Overseas Shareholders) by Investec for the purchase of the Tender Offer Shares. Under the Tender Offer, each Eligible Shareholder is entitled to have his or her shareholding purchased by Investec at the Tender Price (17 pence per Tender Offer Share) up to that Eligible Shareholder’s Basic Entitlement together with potential further purchases depending on the number of Ordinary Shares tendered by other Eligible Shareholders.

- The Tender Offer is being made at a premium of 17.6 per cent. to the closing mid-market price of 14.45 pence per Tender Offer Share on 3 July 2018, being the last practicable date prior to the publication of the Circular.
- Eligible Shareholders (other than certain Overseas Shareholders) will be able to decide to tender none, some or all of their Ordinary Shares within the overall limits of the Tender Offer.
- Tenders in excess of an Eligible Shareholders' Basic Entitlement will only be accepted to the extent that other Eligible Shareholders tender less than their Basic Entitlement or do not tender any Ordinary Shares.
- All Ordinary Shares validly tendered by any Eligible Shareholder up to their Basic Entitlement will be accepted in full.
- Eligible Shareholders who hold their Ordinary Shares in certificated form and wish to tender their Basic Entitlement will need to write 'BASIC ENTITLEMENT' in the spaces provided (Box 3) of the Tender Form. If you hold your Ordinary Shares in certificated form and have written 'BASIC ENTITLEMENT', the Receiving Agent will calculate your Basic Entitlement on the Record Date. If you wish to tender a different number of Ordinary Shares to your Basic Entitlement, insert such number of Ordinary Shares in the spaces provided on the Tender Form (Box 3) provided that it is not more than the number of Ordinary Shares that you own.
- Eligible Shareholders who hold their Ordinary Shares in uncertificated form (i.e. in CREST) and who wish to tender their Basic Entitlement should send a TTE instruction through CREST to the member account set out in paragraph 3.3 of Part 3 of the Circular. The Receiving Agent will calculate your Basic Entitlement on the Record Date and return any excess Ordinary Shares. If you wish to tender a different number of Ordinary Shares to your Basic Entitlement, you should send a TTE Instruction through CREST to the same member account specifying such number of Ordinary Shares that you wish to tender.
- If the total number of Ordinary Shares validly tendered by all Eligible Shareholders equates to a number greater than the Tender Offer Shares, tenders will be accepted in the order set out below:
  - Ordinary Shares validly tendered by any Eligible Shareholder up to their Basic Entitlement will be accepted in full; and
  - All Ordinary Shares validly tendered by Eligible Shareholders in excess of their Basic Entitlements will be satisfied at the discretion of the Board. The number of Ordinary Shares to be purchased in the Tender Offer will not, in any event, exceed the Tender Offer Shares.
- The Tender Offer is subject to the Conditions set out in Part 3 of this Agreement being fulfilled. Following completion of the Tender Offer, the Company's issued share capital would be reduced to 118,130,024 Ordinary Shares, assuming the Tender Offer is taken up in full.
- All successfully tendered Ordinary Shares purchased by Investec will be repurchased from Investec by the Company pursuant to the terms of the Repurchase Agreement, will be immediately cancelled and will not rank for any future dividends.
- There is no guarantee that the Tender Offer will take place. The Tender Offer will not proceed if any of the conditions specified in paragraph 2 of Part 3 of the Circular are not satisfied or if it is withdrawn by the Company at any point prior to the announcement of the results of the Tender Offer. The nonfulfillment of the specified conditions would mean that the Tender Offer could not be implemented and that the Company would have to bear the abortive costs of making the Tender Offer.
- There is no obligation on Eligible Shareholders to participate in the Tender Offer.
- Any rights of Eligible Shareholders who choose not to tender their Ordinary Shares will be unaffected, however, the reduction in the Company's issued share capital may result in a reduction in the liquidity of the Ordinary Shares on the secondary market.

The issued share capital of the Company at the latest practicable date prior to the date of the Circular was 165,130,024 Ordinary Shares. If the Tender Offer is implemented in full, this will result in the purchase of up to 47,000,000 Ordinary Shares (approximately 28.46 per cent. of the Existing Ordinary Shares). The issued Ordinary Share capital of the Company following cancellation of these shares will be 118,130,024.

## **5. Directors' intentions regarding the Tender Offer**

Thomas Black, Colin Evans and Paul Taylor being directors of the Company who hold Ordinary Shares, do not intend to tender any of their Ordinary Shares in the Tender Offer.

## **6. The General Meeting**

Under the Act, the Company will require the authority from Shareholders to purchase Ordinary Shares under the Tender Offer. A notice convening a General Meeting of the Company, which is to be held at the offices of Osborne Clarke LLP at One London Wall, London EC2Y 5EB at 10.00 a.m. on 24 July 2018 is set out at the end of the Circular. At this meeting, the Resolution will be proposed to authorise the Company to make the repurchase of Ordinary Shares which is necessary to

enable the Tender Offer to be implemented. The Resolution will be proposed as a special resolution requiring the approval of at least 75 per cent. of the votes cast at the General Meeting.

## **7. Taxation**

Eligible Shareholders who sell Ordinary Shares pursuant to the Tender Offer should, subject to the potential application of Chapter 1 of Part 13 ITA 2007 (in respect of individual Shareholders) and Part 15 of CTA 2010 (in respect of corporate Shareholders), be treated as having sold their Ordinary Shares in the normal way. Shareholders may, depending on their individual circumstances, incur a liability to taxation on capital gains. UK individual and corporate Shareholders should be aware that HMRC may seek to treat part or the whole of the disposal proceeds of their Ordinary Shares as income under Chapter 1 of Part 13 ITA 2007 and Part 15 of CTA 2010 respectively. Further information on the UK taxation consequences of the Tender Offer is set out in Part 4 of the Circular.

**Eligible Shareholders who are in any doubt as to their tax position or who are subject to tax in a jurisdiction other than the UK should consult an appropriate professional adviser.**

## **8. Overseas Shareholders**

Eligible Shareholders with registered or mailing addresses outside the UK, or who are citizens or nationals of, or resident in, a jurisdiction other than the UK, should read paragraph 9 of Part 3 of the Circular and the relevant provisions of the Tender Form. It is the responsibility of all Overseas Shareholders to satisfy themselves as to the observance of any legal requirements in their jurisdiction, including, without limitation, any relevant requirements in relation to the ability of such holders to complete and return a Tender Form.

## **9. Repurchase Agreement**

The Company and Investec entered into a repurchase agreement on 4 July 2018 pursuant to which the Company has agreed to purchase from Investec, on-market, such number of Ordinary Shares as Investec shall purchase pursuant to the Tender Offer, at an aggregate price equal to the amount paid by Investec for the Exit Shares. In acquiring Exit Shares pursuant to valid tenders made in the Tender Offer and in selling such Exit Shares to the Company, Investec will act as principal.

The Repurchase Agreement is conditional upon, among other things, the Resolution being passed at the General Meeting.

The Repurchase Agreement may be terminated by Investec in certain circumstances including if, in the reasonable opinion of Investec, there has been a material adverse change in or affecting the condition or the earnings or business prospects of the Company or its Group.

The Repurchase Agreement, which is stated not to create a relationship of agency between Investec and the Company, is governed by and construed in accordance with English Law.

The Company will also be liable to pay Investec's fees, costs and expenses under the terms of Investec's engagement by the Company in connection with the Tender Offer.

## **10. Authority for Tender Offer**

The Tender Offer is conditional upon the Shareholders approving the Resolution at the General Meeting granting the Company the authority to make the repurchase of Ordinary Shares which is necessary to enable the Tender Offer.

## **11. Takeover Code**

As a public company which has its registered office and place of management and control in the United Kingdom, the Company is subject to the Takeover Code. Under Rule 9 of the Takeover Code, any person who acquires an interest (as such term is defined in the Takeover Code) in shares which, taken together with the shares in which he and persons acting in concert with him are interested, carry 30 per cent. or more of the voting rights in a company which is subject to the Takeover Code is normally required to make a general offer to all of the remaining shareholders to acquire their shares.

Similarly, when any person, together with persons acting in concert with him, is interested in shares which in aggregate carry not less than 30 per cent. but does not hold shares carrying more than 50 per cent. of the voting rights of such a company, a general offer will normally be required if any further interests in shares are acquired by any such person. Such an offer would have to be made in cash at a price not less than the highest price paid by him, or by any member of the group of persons acting in concert with him, for any interest in shares in the company during the 12 months prior to the announcement of the offer.

Under Rule 37.1 of the Takeover Code, when a company purchases its own voting shares, a resulting increase in the percentage of shares carrying voting rights in which a person or group of persons acting, or presumed to be acting, in concert is interested will be treated as an acquisition for the purpose of Rule 9. A shareholder not acting in concert with the directors

will not normally incur an obligation to make a general offer under Rule 9 if, as a result of the purchase of its own shares by a company, he comes to exceed the percentage limits set out in Rule 9. However, this exception will not normally apply when a shareholder (or any relevant member of a group of persons acting in concert) not acting, or presumed to be acting, in concert with any one or more of the directors has acquired an interest in shares at a time when he had reason to believe that such a purchase of its own shares by the company would take place.

## **12. Action to be taken**

### *General Meeting*

A Form of Proxy for use at the General Meeting accompanies the Circular. Whether or not you wish to tender your Ordinary Shares under the Tender Offer and regardless of whether you intend to attend the General Meeting, you are requested to complete, sign and return the accompanying Form of Proxy, in accordance with the instructions printed thereon and return it to the Company's registrars, Computershare, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, as soon as possible, but in any event so as to be received by no later than 10.00 a.m. on 20 July 2018 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

If you hold your Existing Ordinary Shares in uncertificated form in CREST, you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual. Further details are also set out in the notes accompanying the Notice of General Meeting at the end of the Circular. Proxies submitted via CREST must be received by Computershare (ID 3RA50) by no later than 10.00 a.m. on 20 July 2018 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

The completion and return of a Form of Proxy or the use of the CREST Proxy Voting Service will not preclude Shareholders from attending the General Meeting and voting in person should they so wish.

### *Tender Offer*

The Tender Offer will open on 4 July 2018 and will close at 1.00 p.m. on 8 August 2018. The Tender Offer will only be available to Eligible Shareholders on the Register at the Record Date.

Eligible Shareholders who do not wish to sell any Ordinary Shares under the Tender Offer do not need to take any action, either in relation to the Tender Form or the sending of a TTE Instruction.

Eligible Shareholders are reminded that the Tender Offer is not being made to certain Overseas Shareholders.

The procedure for tendering your Ordinary Shares depends on whether your Ordinary Shares are held in certificated form or uncertificated form and is summarised below.

#### **(a) Ordinary Shares held in certificated form**

Eligible Shareholders who hold Ordinary Shares in certificated form and who wish to tender any or all of their existing holding of Ordinary Shares should complete the enclosed Tender Form in accordance with the instructions printed thereon and in Part 3 of the Circular and return it by post to Computershare, Corporate Actions Projects, Bristol, BS99 6AH or by hand (during normal business hours only) to the Receiving Agent, Computershare, The Pavilions, Bridgwater Road, Bristol, BS13 8AE. A pre-paid envelope is enclosed for this purpose for holders in the UK only. Shareholders who hold their Ordinary Shares in certificated form should also return their share certificate(s) and/or other document(s) of title in respect of the Ordinary Shares tendered. Tender Forms and share certificate(s) and/or other document(s) of title must be received by the Receiving Agent as soon as possible but in any event by no later than 1.00 p.m. on 8 August 2018.

#### **(b) Ordinary Shares held in uncertificated form**

Eligible Shareholders who hold their Ordinary Shares in uncertificated form (i.e. in CREST) and who wish to tender any or all of their Ordinary Shares should tender electronically through CREST so that the TTE instruction settles by no later than 1.00 p.m. on 8 August 2018. Further details of the procedures for tendering and settlement are set out in Part 3 and Part 5 of the Circular.

## **13. Further Information**

If you have any questions about the procedure for tendering Ordinary Shares or if you want help in completing and returning the Tender Form, please call Computershare on 0370 707 1889. The helpline is open between 9.00 a.m. – 5.00 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Computershare cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

Your attention is also drawn to the further information set out in Parts 2 to 5 of the Circular.

#### 14. Recommendation

The Directors unanimously recommend Shareholders to vote in favour of the Resolution to be proposed at the General Meeting as they intend to do so in respect of their beneficial holdings amounting, in aggregate, to 14,045,833 Existing Ordinary Shares, representing approximately 8.502 per cent. of the existing issued ordinary share capital of the Company as at 3 July 2018 (being the last practicable date prior to the publication of the Circular).

The Directors make no recommendations to Eligible Shareholders in relation to participation in the Tender Offer.

In each case acceptance by Investec of an application under the Tender Offer in excess of an applicant's Basic Entitlement is subject to there being capacity to purchase those Ordinary Shares in accordance with the terms of the Tender Offer.

Whether or not Eligible Shareholders decide to tender all or any of their Ordinary Shares will depend on, among other things, their view of the Company's prospects and their own individual circumstances, including their tax position.

**If you are in doubt about what action to take or need advice in relation to the Tender Offer, you should consult an independent financial adviser, authorised under the Financial Services and Markets Act 2000, without delay.**

Yours faithfully

**Thomas Black**  
*Chairman*

#### Expected Timetable

2018

Announcement of the Tender Offer and date of the Circular	4 July
Tender Offer opens	4 July
Latest time and date for receipt of Forms of Proxy and CREST voting instructions	10.00 a.m. on 20 July
General Meeting	10.00 a.m. on 24 July
Closing Date – Latest time and date for receipt of (i) Tender Forms and share certificates and (ii) TTE Instruction(s), in relation to the Tender Offer	1.00 p.m. on 8 August
Record Date for the Tender Offer	6.00 p.m. on 8 August
Result of Tender Offer announced	9 August
Completion of purchase of Ordinary Shares under the Tender Offer	15 August
CREST accounts credited for revised, uncertificated holdings of Ordinary Shares (or, in the case of unsuccessful tenders, for entire holdings of Ordinary Shares)	15 August
CREST accounts credited in respect of Tender Offer proceeds for uncertificated Ordinary Shares	15 August
Despatch of cheques in respect of Tender Offer proceeds for certificated Ordinary Shares	15 August
Return of share certificates in respect of unsuccessful tenders of certificated Ordinary Shares	15 August
Despatch of balance share certificates in respect of unsold Ordinary Shares in certificated form	15 August

Notes:

- Each of the above times and/or dates is subject to change at the absolute discretion of the Company and Investec. If any of the above times and/or dates should change, the revised times and/or dates will be announced through a Regulatory Information Service.
- References to times in this timetable are to UK time unless otherwise stated.

**The Tender Offer is not being made, directly or indirectly, in or into, or by any means or instrumentality of interstate or foreign commerce of, or any facilities of a national securities exchange of, the United States, Canada, Australia, New Zealand, Japan or the Republic of South Africa or any other Restricted Jurisdiction.**

Copies of the Tender Form are not being and must not be mailed or otherwise distributed or sent in or into the United States, Canada, Australia, New Zealand, Japan or the Republic of South Africa including to Shareholders with registered addresses in these jurisdictions or to persons whom the Company knows to be trustees, nominees or custodians holding Ordinary Shares for such persons.

Investec Bank plc, which is authorised by the Prudential Regulation Authority and regulated in the United Kingdom by the Financial Conduct Authority and the Prudential Regulation Authority, is acting exclusively as nominated adviser and broker to the Company in connection with the Tender Offer and will not be acting for any other person (including a recipient of the Circular) or otherwise be responsible to any person for providing the protections afforded to clients of Investec Bank plc or for advising any other person in respect of the Tender Offer or any transaction, matter or arrangement referred to in the Circular. Investec Bank plc's responsibilities as the Company's nominated adviser and broker are owed solely to London Stock Exchange and are not owed to the Company or to any Director or to any other person in respect of his decision to acquire shares in the Company in reliance on any part of the Circular.

**For further information please contact:**

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#### **About Thruvision**

Thruvision Group plc is a specialist provider of people-screening technology that can detect weapons, explosives and contraband hidden under clothing. Developed with extensive support from the British and US Governments, Thruvision technology is operationally proven and is being used to enhance the security of transport hubs, borders, high profile buildings and public areas.

[www.thruvision.com](http://www.thruvision.com)