

28 July 2006



**Update regarding Possible Offer
by MAMA Group Plc ("MAMA Group") for The Sanctuary Group Plc ("Sanctuary")**

The Board of MAMA Group confirms that its representatives met with representatives of the Board of Sanctuary yesterday. The Board of MAMA Group notes the announcement made by Sanctuary earlier today regarding their rejection of the approach by MAMA Group. The Board of MAMA Group believes that the cursory examination of its proposals by the Board of Sanctuary during that meeting and the dismissal of the approach by MAMA Group are not in the best interests of Sanctuary shareholders.

MAMA Group reserves its right to proceed with an offer without the recommendation of the Sanctuary Board.

Status of the Possible Offer

This announcement is not a firm intention to make an offer and accordingly Sanctuary and MAMA Group shareholders should note that there can be no certainty that the Possible Offer will be made nor as to the terms on which it would be made.

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Seymour Pierce, which is regulated in the United Kingdom by the Financial Services Authority, is acting as financial adviser to MAMA Group and no one else in connection with the Possible Offer and will not be responsible to anyone other than MAMA Group for providing the protections afforded to customers of Seymour Pierce nor for providing advice in relation to the Possible Offer.

The availability of the Possible Offer or the distribution of this announcement to persons who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are located. Persons who are not so resident should inform themselves of, and observe, any applicable requirements. This announcement has been prepared for the purposes of complying with English law and the United Kingdom Takeover Code ("Code") and information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside of England.

This announcement does not constitute an offer to sell or an invitation to purchase or subscribe for any securities or the solicitation of an offer to buy or subscribe for any securities, or any firm intention to make any such offer.

Dealing Disclosure Requirements

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

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

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

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

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

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