



ST HELEN'S CAPITAL PLC

Admission to trading on AIM

Nominated Adviser
Strand Partners Limited

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this Document or as to what action you should take you should immediately consult an independent professional adviser authorised under the Financial Services and Markets Act 2000 ("FSMA") who specialises in advising on the acquisition of shares and other securities. This Document comprises an admission document which has been drawn up in accordance with the AIM Rules for Companies and has been issued in connection with the application for Admission. This Document does not constitute a prospectus for the purposes of the Prospectus Rules and contains no offer to the public within the meaning of sections 85 and 102B of FSMA or otherwise. This Document has not been, and will not be, approved or examined by the Financial Services Authority ("FSA"), the UK Listing Authority or any other authority which could be a competent authority for the purposes of the Prospectus Directive.

The Ordinary Share Capital is currently traded on PLUS. Application has been made for the Ordinary Share Capital to be admitted to trading on the AIM market ("AIM") of London Stock Exchange plc ("London Stock Exchange"). It is expected that Admission will become effective and dealings in the Ordinary Share Capital will commence on 3 March 2008. Trading in the Ordinary Share Capital on PLUS will cease at the close of business on 29 February 2008. It is emphasised that no application has been made or is being made for the admission of such securities to the Official List of the UK Listing Authority and that the AIM Rules for Companies are less demanding than those of the Official List of the UK Listing Authority.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the UK Listing Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. Each AIM company is required pursuant to the AIM Rules for Companies to have a nominated adviser. The nominated adviser is required to make a declaration to the London Stock Exchange on admission in the form set out in Schedule Two to the AIM Rules for Nominated Advisers. The London Stock Exchange has not itself examined or approved the contents of this Document.

The Directors, whose names are set out on page 5, accept responsibility, both individually and collectively, for the information contained in this Document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Document is in accordance with the facts and does not omit anything likely to affect the import of such information. In connection with this Document and/or Admission, no person is authorised to give any information or make any representations other than as contained in this Document and, if given or made, such information or representations must not be relied upon as having been so authorised. This Document has not been approved by Strand Partners Limited for the purposes of section 21(2) (b) of FSMA.

ST HELEN'S CAPITAL PLC

(Incorporated in England and Wales under the Companies Act 1985 with registered number 3515836)

Admission to trading on AIM

Nominated Adviser and Joint Broker
Strand Partners Limited

Joint Broker
St Helen's Capital Plc

Share Capital on Admission

<i>Authorised</i>		<i>Issued and fully paid</i>	
<i>Amount</i>	<i>Number of Ordinary Shares</i>	<i>Amount</i>	<i>Number of Ordinary Shares</i>
£4,000,000	80,000,000	£2,132,800	42,656,000

Strand Partners Limited, which is authorised and regulated in the United Kingdom by the FSA and is a member of the London Stock Exchange, is the Company's nominated adviser and joint broker for the purpose of the AIM Rules for Companies. Strand Partners Limited's responsibilities as nominated adviser and joint broker to the Company are owed solely to the London Stock Exchange. Strand Partners Limited is acting for the Company and no one else in connection with the Admission and will not be responsible to anyone other than the Company for providing the protections afforded to customers of Strand Partners Limited or for advising any other persons on the Admission. Strand Partners Limited has not authorised the contents of this Document or any part of it and (without limiting the statutory rights of any person to whom this Document is issued) no liability whatsoever is accepted by Strand Partners Limited for the accuracy of any information or opinion contained in this Document or for the omission of any material information for which the Company and its Directors are solely responsible and no warranty, express or implied, is made by Strand Partners Limited as to any of the contents of this Document.

St Helen's Capital Plc, which is authorised and regulated in the United Kingdom by the FSA and is a member of the London Stock Exchange, is the Company's joint broker for the purpose of the AIM Rules for Companies. St Helen's Capital Plc's responsibilities as joint broker under the AIM Rules are owed solely to the London Stock Exchange. St Helen's Capital Plc is acting for itself and no one else in connection with the arrangements described in this Document and will not be responsible to anyone other than itself for providing the protections afforded to its customers nor advising any other persons on the Admission.

This Document does not constitute an offer, or solicitation of an offer to subscribe for or buy Ordinary Shares to any person in any jurisdiction to whom it is unlawful to make such an offer or solicitation. In particular, this Document is not being and must not be mailed or otherwise distributed or sent in or into or from the United States of America, Canada, Australia, the Republic of South Africa, the Republic of Ireland or Japan or any other jurisdiction if to do so would constitute a violation of the relevant laws of such jurisdiction. Accordingly, the Ordinary Shares may not, subject to certain exceptions, be offered directly or indirectly in or into the United States of America, Canada, Australia, the Republic of South Africa, the Republic of Ireland or Japan. The Ordinary Shares have not been and will not be registered under the United States Securities Act of 1933 (as amended) or under the securities legislation of any state of the United States of America, Canada, Australia, the Republic of South Africa, the Republic of Ireland or Japan and they may not be offered or sold directly or indirectly within the United States of America, Canada, Australia, the Republic of South Africa, the Republic of Ireland or Japan or to or for the account or benefit of any national, citizen or resident of the United States of America, Canada, Australia, the Republic of South Africa, the Republic of Ireland or Japan.

Prospective investors should read the whole text and contents of this Document and should be aware that an investment in the Company is speculative and involves a high degree of risk and may result in the loss of the entire investment and may not be suitable for all recipients of this Document. In particular, prospective investors' attention is drawn to the section entitled "Risk Factors" in Part II of this Document.

For one month from the date of Admission, copies of this Document will be available during normal business hours on any day (except Saturdays, Sundays and UK public holidays) free of charge to the public at the offices of St Helen's Capital Plc, 15 St Helen's Place, London, EC3A 6DE. An electronic copy of this Document will be available on the Company's website.

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ADMISSION STATISTICS

Number of Ordinary Shares in issue	42,656,000
Market Capitalisation of the Company on Admission*	£6.61 million
ISIN Number	GB0005401087
Ticker Code	SHCP

* Based on the closing middle market price of an Ordinary Share of 15.5p on the PLUS Market on 25 February 2008, being the latest practicable date prior to the publication of this Document.

EXPECTED TIMETABLE

Publication of Admission Document	26 February 2008
De-listing from PLUS becomes effective at the close of business	29 February 2008
Admission effective and dealings in the Ordinary Shares expected to commence on AIM	3 March 2008

FORWARD LOOKING STATEMENTS

This Document contains forward looking statements which are subject to assumptions, risks and uncertainties. These include, without limitation, those regarding the Company's financial position, operations, business strategy, plans and objectives of management for future operations and the markets and economies in which the Company operates. Such forward looking statements involve known and unknown risks and uncertainties and other important factors which could cause the actual results, performance or achievements of the Company or the markets or economies in which the Company operates to be materially different from future results, performance or achievements expressed or implied by such forward looking statements. Factors that might cause such a difference include, without limitation, the risks set out in Part II of this Document.

Given these uncertainties, prospective investors are advised not to place any undue reliance on such forward looking statements. The Company does not undertake any obligation publicly to update or revise any forward looking statements as a result of new information, future events or other information, although such statements will be publicly updated if required by law or any relevant regulatory authority.

DEFINITIONS

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

“2006 Act”	the Companies Act 2006
“Act”	the Companies Act 1985 (as amended)
“Admission”	admission of the Ordinary Share Capital to trading on AIM becoming effective in accordance with the AIM Rules for Companies
“Admission Date”	the date of Admission
“AIM”	the market of that name operated by the London Stock Exchange
“AIM Rules for Companies”	the rules for AIM companies published by the London Stock Exchange, governing companies whose shares are admitted to AIM
“AIM Rules for Nominated Advisers”	the rules of the London Stock Exchange which set out the eligibility, ongoing obligations and certain disciplinary matters in relation to Nominated Advisers
“Articles of Association” or “Articles”	the articles of association of the Company
“Board” or “Directors”	the Directors of the Company whose names are set out on page 5 of this Document
“Company” or “St Helen’s Capital”	St Helen’s Capital Plc, a company incorporated in England and Wales with registered number 3515836
“Combined Code”	the Combined Code on Corporate Governance, published by the Financial Reporting Council in June 2006
“CREST”	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations)
“CREST Regulations”	the Uncertificated Securities Regulations 2001, as amended, and any applicable rules made under those Regulations, to facilitate the transfer of the title to shares in uncertified form
“Daniel Stewart”	Daniel Stewart & Company Plc
“Document” or “Admission Document”	this admission document
“DTR”	the Disclosure and Transparency Directive published by the FSA
“EIS”	the Enterprise Investment Scheme and related reliefs as detailed in Chapter III, Part VII of the Income and Corporation Taxes Acts 1988 and in sections 150A to 150C and Schedule 5B and 5BA of the Taxation of Chargeable Gains Act 1992 (as amended)
“Euroclear”	Euroclear UK & Ireland Limited, a company incorporated under the laws of England and Wales and the operator of CREST
“FSA”	the Financial Services Authority of the United Kingdom
“FSMA”	the Financial Services and Markets Act 2000
“HMRC”	Her Majesty’s Revenue and Customs
“IPO”	Initial Public Offering

“ISIN”	International Securities Identification Number
“London Stock Exchange”	The London Stock Exchange plc
“Model Code”	the Model Code on Directors’ dealings in securities
“OFEX”	the former name of the primary market operated by PLUS Markets
“Ordinary Share Capital”	the issued ordinary share capital of the Company as at the date of this Document
“Ordinary Shares”	ordinary shares of 5 pence each in the capital of the Company from time to time
“PLUS” or “PLUS-quoted”	the primary market (formerly known as OFEX) operated by PLUS Markets to allow trading in the shares of unquoted companies
“PLUS Corporate Adviser”	a PLUS registered firm which has been approved by PLUS Markets to act in the capacity of a corporate adviser and has been admitted to the register as such an adviser
“PLUS Markets”	PLUS Markets Plc
“QCA”	the Quoted Companies Alliance
“Scheme”	the unapproved share option scheme of the Company called The Capital Strategy Plc 2001 Executive Share Option Scheme
“Shareholder” or “Shareholders”	a holder or holders of Ordinary Shares in the capital of the Company
“small cap”	for the purposes of this Document, small cap refers to companies which each have a market capitalisation, generally, of below £500 million
“Strand Partners”	Strand Partners Limited, the Company’s nominated adviser and joint broker
“UK”	the United Kingdom of Great Britain and Northern Ireland
“UK Listing Authority”	the FSA acting in its capacity as the competent authority for the purposes of Part VI of FSMA
“US”	the United States of America, its possessions and territories and all areas subject to its jurisdiction or any political subdivision thereof
“VCT”	a Venture Capital Trust for the purposes of section 842AA and Schedule 28B of the Income and Corporation Taxes Act 1988

DIRECTORS, SECRETARY AND ADVISERS

Directors	Mark William Antony Warde-Norbury (<i>Executive Chairman</i>) John Ruari McGirr (<i>Chief Executive Officer</i>) Sebastian Godfrey Michael Wykeham (<i>Executive Director</i>) Charles Barry Hocken (<i>Executive Director</i>) Howard Emerson Flight (<i>Non Executive Director</i>) Jonathan Peter Pither (<i>Non Executive Director</i>) All of:
Registered Office	15 St Helen's Place London EC3A 6DE
Company Secretary	Richard Shand FCA
Nominated Adviser and Joint Broker	Strand Partners Limited 26 Mount Row London W1K 3SQ
Joint Broker	St Helen's Capital Plc 15 St Helen's Place London EC3A 6DE
Auditors and Reporting Accountants	UHY Hacker Young LLP Quadrant House 17 Thomas More Street Thomas More Square London E1W 1YW
Solicitors to the Company	Pinsent Masons CityPoint 1 Ropemaker Street London EC2Y 9AH
Solicitors to the Nominated Adviser	Fladgate Fielder 25 North Row London W1K 6DJ
Public Relations	St Brides Media & Finance 38 Bow Lane London EC4M 9AY
Registrars	Capita Registrars Limited The Registry 34 Beckenham Road Beckenham Kent BR3 4TU
Company Website	www.sthelenscapital.com

PART I

INFORMATION ON ST HELEN'S CAPITAL

Introduction

St Helen's Capital is an independent institutional stockbroker and corporate finance adviser focused on companies in the small cap sector and companies which the Directors believe have the potential to achieve rapid growth. The Company provides its services to corporate clients traded on AIM or PLUS or which are at the pre-IPO stage. As at the date of this Document, the Company is broker to 12 AIM traded companies and PLUS Corporate Adviser to 34 PLUS quoted companies, the majority of which pay annual retainers to the Company. In the last 12 months, the Company has been involved in fundraisings for its clients totalling approximately £140 million.

St Helen's Capital is authorised by the FSA, and is a member of the London Stock Exchange. The Company is also a PLUS Corporate Adviser. The Company holds a small portfolio of quoted and unquoted investments, principally comprising shares, options or warrants in its corporate clients. These have generally been acquired in the course of providing services to these corporate clients.

History

The Company was incorporated in 1998 under the name Doublere turn Plc, which was changed later that year to Capital Strategy Plc. The Company was established to provide corporate finance advice and fund raising support to start up and pre-IPO businesses and companies traded on OFEX. In December 2000, the Company was admitted to trading on OFEX and in 2001 the Company acquired David Williamson Associates Limited, a corporate finance adviser specialising in the mining and natural resources sectors. The Company subsequently changed its name to DWA Capital Plc, becoming a member of OFEX and a recognised OFEX Corporate Adviser (now PLUS Corporate Adviser) in 2002. In the same year, the Company sold its entire shareholding in David Williamson Associates Limited and the Company changed its name to St Helen's Capital Plc. The Company developed its adviser role between 2002 and 2006, bringing companies to the PLUS market and undertaking fund raisings on behalf of PLUS-quoted and unquoted clients. In 2006 the Company became a member of the London Stock Exchange. By January 2007, the Company had established itself as the leading PLUS Corporate Adviser.

In February 2007, Ruari McGirr and Sebastian Wykeham joined St Helen's Capital with the intention of strengthening the Company's existing business and accelerating its expansion into the AIM market. In April 2007, the Company raised approximately £1.5 million (gross) from institutional and other investors through a placing of 14,925,371 Ordinary Shares at a price of 10.05p per share with a view to strengthening the Company's balance sheet and providing a suitable platform for growth.

Business

Since February 2007, St Helen's Capital has successfully repositioned itself as a provider of corporate finance and corporate broking services to AIM traded, PLUS-quoted and unlisted corporate clients. The Company's overall aim is to establish long-term relationships with its corporate and institutional clients based on an in-depth understanding of their requirements and those of the market.

Corporate Finance

St Helen's Capital acts as corporate finance adviser on a range of transactions across its client base, including IPO's, secondary fundraisings, pre-IPO finance, and mergers and acquisitions (including transactions under the City Code on Takeovers and Mergers).

Corporate Broking

The Company provides a comprehensive corporate broking service, focusing primarily on IPOs and secondary fundraisings, to its UK and internationally based clients. The services offered by the Company include:

- *Institutional Stockbroking:* St Helen's Capital has particularly strong relationships with some of the leading institutional investors in the small cap sector which allows the Company access to funds for the growth of its corporate clients. The Company also acts as the link between these investors and its corporate clients. The Company keeps its corporate clients informed of market activity and expectations and is also able to ensure, through the correct and timely release of information to the market, that institutions fully understand the nature and direction of clients' businesses. The Directors

believe that this flow of information enables St Helen's Capital to provide accurate strategic advice to its corporate clients and also underpins the Company's ability to execute secondary fund raisings. Access to institutional investors focused on the small cap sector is also becoming increasingly important in enabling St Helen's Capital to complete pre-IPO fund raisings for its clients.

- *Research:* St Helen's Capital's research aims to promote high quality investment opportunities to investing institutions. The Company's research covers its own corporate clients as well as other AIM-traded companies and comprises sector, event-driven and thematic reports.
- *Investor Relations:* the Company uses its institutional relationships to actively promote its corporate clients to existing and potential investors. St Helen's Capital organises meetings with institutional investors centred on corporate clients' results and other corporate events; the feedback from these meetings allows clients to understand the concerns and expectations of their major shareholders.

St Helen's Capital is currently corporate broker to 12 AIM traded companies, with market capitalisations ranging from approximately £2 million to £330 million.

PLUS Corporate Adviser

As a PLUS Corporate Adviser, St Helen's Capital is involved in bringing companies to the PLUS Market and monitoring and advising them thereafter on their compliance with that market's regulations. St Helen's Capital has been a PLUS Corporate Adviser since 2002 and currently has 34 PLUS-quoted clients, representing more than 15 per cent. of the total number of companies admitted to PLUS. In 2007, the Company was responsible for 10 admissions to PLUS, which represented over 17 per cent. of the total number of admissions to PLUS for that year.

US Institutional Investors

In November 2007 St Helen's Capital entered into an agreement with Robert R. Meredith & Co, Inc, a US broker dealer based in New York, which allows the Company, through Robert R. Meredith & Co. Inc, to manage its relationships with institutional investors in the US. The Company has not yet conducted any business in the US. However, the Directors believe that this agreement will provide the Company with additional flexibility both as regards the companies for which it raises funds and the sources of those funds.

Sources of Revenue

St Helen's Capital generates revenue from corporate finance transaction fees, commissions on fund raisings and through the annual retainers paid by all its AIM and PLUS clients. In addition, the Company may receive share options or warrants in its client companies either at the time of appointment or on the successful conclusion of a transaction. For further information on the Company's revenues please refer to Part III of this Document.

Strategy

The Directors intend to build on the existing strengths and market presence of the Company to develop its client base further in terms of numbers, size and quality and to maximise its revenues. St Helen's Capital is not currently a nominated adviser under the AIM Rules for Nominated Advisers and has no current plans to become one, although the Directors will continue to assess this position on an ongoing basis. The Directors believe that acting solely as a broker allows St Helen's Capital to provide independent advice to its clients whilst also providing the Company with a strong and differentiated marketing platform, together with the benefits of working with (and offering work to) a range of nominated advisers.

All the Directors and current employees of the Company either own or have options over Ordinary Shares. The Directors believe that the offer of options to employees encourages individual and corporate performance. The Directors believe that this structure is, and will be, an important element in the enhancement of shareholder value. The Directors expect to continue to grow the Company's employee numbers, principally through the recruitment of selected individuals and, if the circumstances justify it, specialist teams.

Although the market in which the Company operates is highly competitive, the Directors believe that there is a shortage of advisers providing high quality specialised investment banking services exclusively to the small cap corporate sector and their investors. They also believe that the Company's personnel have the right combination of skills and experience to successfully expand the Company's core broking business, focused on the small cap sector, aiming to become the broker of choice in its target market.

Current Trading and Prospects

AIM and PLUS continue to demonstrate reasonable levels of activity and the Directors expect this to continue. In his statement accompanying the release of the Company's interim results for the 6 months ended 30 September 2007, Mark Warde-Norbury, Chairman of the Company, said that:

"...although market conditions are more unsettled, due to mainly macroeconomic factors, there is a good pipeline of new business as we continue to develop our strategy to become the broker of choice in the small cap arena".

Since that announcement and notwithstanding the current unsettled nature of the market, St Helen's Capital has maintained the inflow of new transactions and business opportunities which have allowed the Directors to focus the efforts of the Company on selected transactions which they believe will further enhance the Company's credentials and public profile. The Directors also believe that considerable opportunities remain in the small cap sector and that the Company's structure and expertise mean that St Helen's Capital is well placed to capitalise on the transactions and relationships that present themselves to the Company.

At 22 February 2008, the latest practicable date before the publication of this Document, the Company had cash reserves of approximately £2 million.

Directors and Employees

Mark William Antony Warde-Norbury (age 45) – Executive Chairman

Mark spent fourteen years with the investment bank Robert Fleming and Co. Limited ("Robert Fleming") and its subsidiary company Save & Prosper Group Limited. As a senior manager in the bank he helped to launch and manage the Robert Fleming Private Banking operations in the UK. He left Robert Fleming in 1998 and established Capital Strategy Plc (now St Helen's Capital). Mark's other directorships include Flight & Partners Limited and he has previously been a director of STG Holdings Plc, an investment holding company, and HTTP Technology Inc., which was subsequently renamed MedicSight, Inc.

John Ruari McGirr (age 40) – Chief Executive Officer

Ruari has over 13 years' experience of providing corporate finance advice and corporate broking services to small cap companies. He has advised on all aspects of public company business (including fund raising, mergers and acquisitions, disposals and investor relations) with City firms including Granville Davies Limited, Dresdner Kleinwort Limited, Brown Shipley & Co. Limited and Daniel Stewart. Ruari qualified as a chartered accountant and subsequently joined the corporate finance group at KPMG. He joined St Helen's Capital in February 2007.

Sebastian Godfrey Michael Wykeham (age 38) – Executive Director

Sebastian started his City career in July 1996 with Singer & Friedlander Investment Management Limited ("Singer & Friedlander") as a fund manager in their UK small cap team. The portfolio of funds managed by the team included the headline Singer & Friedlander small cap fund, 3 VCT funds, various EIS funds and other small cap mandates. He left Singer & Friedlander in September 2003 and joined Daniel Stewart's small cap broking team. Whilst at Daniel Stewart, Sebastian was instrumental in developing important institutional contacts and in raising funds for corporate clients. He joined St Helen's Capital in February 2007.

Charles Barry Hocken (age 65) – Executive Director

Barry began his career in the City in 1960 when he joined the stock jobbing firm of Smith Brothers Limited as a "Blue Button" on the floor of the London Stock Exchange. He then went on to become a market maker with Smith New Court before joining JP Jenkins Limited in 1993 where he firstly established Newstrack Limited, an online small cap data and announcement service, before becoming one of the founders of OFEX (now PLUS) in 1995. Barry joined St Helen's Capital in 2004 to develop the Company's growing PLUS client base. He was appointed a Director of the Company in 2005 and is responsible for managing the PLUS Markets department within the Company.

Howard Emerson Flight (age 60) – Non Executive Director

Howard has worked for 35 years in the financial services industry, starting his career at N.M Rothschild & Sons Limited. In the second half of the 1970's he worked for HSBC's merchant bank in Hong Kong and India and, on returning to London in 1979, established what became, in 1986, Guinness Flight Global Asset Management Limited. Between 1997 and 2005 Howard was the MP for Arundel & South Downs, during which time he held the Opposition Front Bench briefs of Shadow Economic Secretary, Postmaster General and Chief Secretary to the Treasury. From 1999 to 2004 he had Shadow Treasury responsibilities for the Financial Services Industry, Financial Regulations and Pensions. Currently, Howard is a director of Investec Asset

Management Limited, Chairman of CIM Investment Management Limited, Speymill Property Managers Limited and the Loudwater Trust Limited. Howard is also a commissioner of the Guernsey Financial Services Commission and a director of a number of other financial services companies.

Jonathan Peter Pither (age 73) – Non Executive Director

Jon brings considerable experience of public and private companies to St Helen's Capital. For 20 years, from 1969, he developed Amari Plc, an international group of engineering companies, acquired by Glynwed International Plc in 1988. Subsequently, Jon has developed a range of corporate interests, including the Chairmanship of Active Capital Trust Plc, and a number of other public and private companies, including AIM listed Northern Bear Plc. He is also Deputy Chairman of The Alumasc Group Plc and Jourdan Plc.

With effect from 30 September 2008, Mark Warde-Norbury will become Non Executive Chairman of the Company.

The Company employs a further 13 full time staff, all of whom are based at its offices in the City of London. The Company currently employs a part time Financial Controller, which the Directors believe is appropriate for the size of the Company and the scale of its operations. The potential appointment of a full time financial director will be reviewed regularly by the Directors, on an ongoing basis, in conjunction with Strand Partners. Ruari McGirr is responsible for the finance function at board level.

Admission and Reasons for Admission

Application has been made to the London Stock Exchange for the Ordinary Share Capital to be admitted to trading on AIM. Admission is expected to become effective and trading in the Ordinary Shares is expected to commence on 3 March 2008. The Directors believe that the Company's admission to AIM will assist St Helen's Capital in its development by raising the Company's profile within its target corporate and institutional markets, enhancing its ability to attract and retain new staff and providing Shareholders with a more liquid market for their Ordinary Shares.

The Ordinary Shares are currently traded on PLUS. The Company intends that trading in the Ordinary Shares on PLUS will cease at the close of business on 29 February 2008.

Dividend Policy

The Company does not currently pay a dividend. The Directors do not intend to commence the payment of dividends until it becomes commercially prudent to do so, having regard to the availability of distributable profits and the need to retain funds to finance the Company's future growth.

Corporate Governance

The Directors recognise the importance of appropriate corporate governance, commensurate with the size of the Company and the resources available to it. It is the Directors' intention to use their reasonable endeavours to ensure that the Company will comply with the QCA Corporate Governance Guidelines for AIM Companies and the Combined Code, insofar as is practicable for a Company of its size.

The Company has established an Audit Committee, currently comprising Jon Pither and Howard Flight. The Audit Committee is responsible for determining the application of the financial reporting and internal control principles, including reviewing the effectiveness of the Company's financial reporting, internal control and risk management procedures and the scope, quality and results of the external audit.

The Company has also established a Remuneration Committee, currently comprising Jon Pither and Howard Flight. The Remuneration Committee is responsible for reviewing the performance of the executive Directors and will set their remuneration, determine the payment of bonuses to them and consider the introduction and operation of bonus and option schemes. None of the executive Directors will take part in discussions concerning their remuneration.

Compliance and Regulation

The Company operates a number of policies to ensure that its business activities are in compliance with the statutory and regulatory requirements which govern them. These include a compliance manual which defines business and operational procedures and sets out policies covering, amongst other things, conflicts of interest, market abuse, personal account dealing and client acceptance procedures. The Company also regularly monitors the risks to which its business is exposed.

Employee Remuneration and Share Ownership

The structure of employee remuneration at the Company is intended to provide a high level of incentivisation to staff and to promote share ownership. Accordingly, St Helen's Capital has adopted the Scheme which allows it to grant options to directors and employees of the Company. Details of the Scheme are set out at Part IV, section 10 of this Document.

Directors' Interests

Barry Hocken, Ruari McGirr and Sebastian Wykeham were allotted in aggregate 3,115,272 Ordinary Shares on 22 February 2007, 21 February 2007 and 19 February 2007 respectively, on the understanding that they would not be entitled to dispose of such shares for a 2 year period commencing on the date of allotment of such Ordinary Shares. Each of these Directors has provided an undertaking not to dispose of such shares before the expiry of the 2 year period commencing on the date of allotment of such Ordinary Shares.

Between February and November 2007, certain employees and Richard Shand, the Company Secretary, were issued with in aggregate 2,408,924 Ordinary Shares, on the understanding that they would not be entitled to dispose of such shares for a 2 year period commencing on the date of allotment of such Ordinary Shares.

Share Dealing

All employees of the Company, including Barry Hocken, Ruari McGirr and Sebastian Wykeham, are subject to the restrictions set out in the Company's Share Dealing Code which, among other things, requires employees to obtain the permission of the Company's Compliance Officer before dealing in any Ordinary Shares.

CREST

CREST is a computerised paperless share transfer and settlement system enabling securities to be evidenced otherwise than by certificate and transferred otherwise than by written instrument in accordance with the CREST Regulations. The Ordinary Shares are eligible for settlement in CREST. Accordingly, settlement of transactions in the Ordinary Shares following Admission may take place within the CREST system if relevant Shareholders so wish. CREST is a voluntary system and Shareholders who wish to receive and retain share certificates will be able to do so.

Enterprise Investment Scheme and Venture Capital Trusts

The Company received notification from HMRC on 22 March 2007 that the Ordinary Shares will rank as "eligible shares" for the purpose of EIS and are capable of being a "qualifying holding" for the purpose of investment by VCTs. Neither the Company, the Directors nor any of the Company's advisers give any warranties or undertakings that EIS relief will not be withdrawn at a later date.

Further Information

Your attention is drawn to the additional information in Parts II, III and IV of this Document, and in particular to the risk factors set out in Part II of this Document.

PART II

RISK FACTORS

In addition to all the other information set out in this Document, the specific factors identified by the Directors and set out below should be considered carefully in evaluating whether or not to make an investment in the Company. The investment opportunity described in this Document may not be suitable for all recipients of this Document and involves a high degree of risk. If any or all of the risks set out below actually occur, the Company's business, financial condition, results or future operations could be adversely affected. In such an event, the price of the Ordinary Shares could decline and investors may lose all or part of their investment. Additional risks and uncertainties not presently known to the Directors, or which the Directors currently deem immaterial, may also have an adverse effect upon the Company and consequently the value of your investment. This summary of risk factors is not intended to be exhaustive. Before making an investment decision, prospective investors are advised to consult a professional adviser authorised under FSMA who specialises in advising on the acquisition of shares and other securities. Prospective investors should consider carefully whether an investment in the Company is suitable for them in light of their personal circumstances and the financial resources available to them.

1. Investment in AIM traded securities

The Ordinary Shares will be traded on AIM. Admission to AIM should not be taken as to imply that there will be a liquid market in the Ordinary Shares. AIM is a market designed for small and growing companies which carry a higher than normal financial risk and tend to experience lower levels of liquidity than larger companies.

2. Share price volatility and liquidity

Prospective investors should be aware that the value of an investment in the Company may go down as well as up and that the market price of the Ordinary Shares may not reflect the underlying value of the Company. There can be no guarantee that the value of an investment in the Company will increase. Investors may therefore realise less than, or lose all of, their investment. The share price of quoted companies can be highly volatile and shareholdings illiquid. The price at which the Ordinary Shares are quoted and the price which investors may realise for their Ordinary Shares may be influenced by a large number of factors, some of which are specific to the Company and its operations and some of which may affect quoted companies generally. These factors include, without limitation, the performance of the Company, large purchases or sales of Ordinary Shares by other investors, legislative changes and general economic, political or regulatory conditions, and other factors which are outside of the control of the Company.

3. Future payment of dividends

Dividends may only be paid out of the distributable profits of the Company. Therefore, there can be no assurance as to the level and frequency of future dividends. The Company has no plans to pay a dividend in the immediate future.

4. Taxation

This Document has been prepared in accordance with current UK tax legislation, practice and concession and interpretation thereof. Any change in the Company's tax status or in taxation legislation could affect the Company's ability to provide returns to Shareholders or alter post tax returns to Shareholders. Statements in this Document concerning the taxation of holders of Ordinary Shares are based on current tax law and practice which is subject to change. The taxation of an investment in the Company depends on the individual circumstances of investors. The Company is currently a qualifying investment for the purposes of EIS. However, neither the Company, the Directors nor any of the Company's advisers give any warranties or undertakings that EIS relief will not be withdrawn at a later date.

5. Dependence on key personnel

The Company's business and future success is substantially dependent on the expertise and continued services and continuing contributions of its Directors and senior employees. The loss of the services of any of the Directors or other key employees could have a material adverse effect on the Company's business. The Company cannot guarantee the retention of the Directors and senior employees.

The Company's future success and growth will also depend on its ability to attract and retain additional suitably qualified and experienced employees. There can be no guarantee that the Company will be able to continue to attract and retain such employees, and failure to do so could have a material adverse effect on the financial condition, results or operations of the Company. In addition, the future success and growth of the Company may be dependent on the Company's ability to integrate new teams of professionals. There can be no guarantee that the Company will be able to recruit such teams or effect such integration. Failure to do so could have a material adverse effect on the financial condition, results or operations of the Company.

6. Risks of business activities, credit risks and exposure to losses

The Company may be subject to substantial liabilities for material misstatements or omissions in prospectuses, listing and admission documents and other communications with respect to equity offerings, and may be exposed to claims and litigation arising from such offerings or negligent advice or omissions in general. The Company is exposed to the risk that third parties that owe the Company money or securities may not perform their obligations. These parties may default on their obligations due to bankruptcy, lack of liquidity, operational failure or other reasons. Furthermore, default risk may arise from events or circumstances that are difficult to detect, such as fraud.

7. Dependence on availability of capital

The Company's business is dependent upon the availability of adequate funding and regulatory capital under applicable regulatory requirements. Although the Company expects to have sufficient capital to satisfy all of its capital requirements, there can be no assurance that any, or sufficient, funding or regulatory capital will continue to be available to the Company in the future on terms that are acceptable to it.

8. Dependence on stock market conditions

The Company's business is highly dependent on stock market conditions, in particular the number of flotations and fund raisings, as well as the availability of investors with the financial resources with which to acquire shares and undertake other fund raising activities. Any reduction or decline in these, particularly the condition of the stock market, could have a material adverse effect on the financial condition, results or operations of the Company.

9. Risk of damage to reputation and negative publicity

The Company's ability to retain existing clients and to attract new business is dependent on the maintenance of its reputation. The Company is vulnerable to adverse market perception as it operates in an industry where a high level of integrity and client trust is paramount. Any perceived, actual or alleged mismanagement, fraud or failure to satisfy the Company's responsibilities to its clients, or the negative publicity resulting from such activities or the allegation by a third party of such activities (whether well founded or not) associated with the Company, could have a material adverse effect on the financial condition, results or operations of the Company. In addition, following downturns in the equity markets and the resulting heightened consumer and media interest in the financial services industry, any future negative publicity (whether well founded or not) associated with the business or operations of the Company could result in reputational damage and could have a material adverse effect on the financial condition, results or operations of the Company.

10. Inadequacy of systems and controls

The Company's ability to maintain operational and financial controls and provide high quality service to clients depends, in part, on the efficient and uninterrupted operation of its management information systems, including its computer systems. There can be no assurance that these systems will function as required. Furthermore, there can be no guarantee that if the Company increases in size, its systems, including its information technology systems, will be able to be upgraded appropriately or in a timely manner, so as to function as and when required by the greater demands of a larger business. Any damage to, failure of or inability to upgrade its management information systems appropriately, could result in interruptions to the Company's financial controls and client services. Such interruption could have a material adverse effect on the financial condition, results or operations of the Company.

11. Dependence on third party service providers

The Company is reliant upon third party service providers for certain aspects of its businesses. Any interruption or deterioration in the performance of these third party service providers could impair the timing and quality of the Company's services. In addition, if the contracts with any of these third party service

providers are terminated, the Company may not find replacement outsource providers on a timely basis or on equivalent terms. The occurrence of any of these events could impact upon the Company's reputation and have a material adverse effect on the financial condition, results or operations of the Company.

12. Risk of loss of business continuity

The Company's business operations, information systems and processes are vulnerable to damage or interruption from fires, power loss, telecommunication failures, bomb threats, explosions or other forms of terrorist activity and other natural and man-made disasters. These systems may also be subject to sabotage, vandalism, theft and other similar misconduct. The same is true of third party service providers on which the Company depends. The Company has in place business continuity plans covering current business requirements, which have been tested and are considered by the Board to be adequate. However, the disaster recovery plans do not guarantee that the Company's operations will continue uninterrupted or the continuity of operations of third parties with which the Company has dealings from time to time. Loss of continuity of the Company's or third party operations could have an adverse impact on the Company's financial condition, results or operations.

13. Competition risks

The Company operates in a highly competitive market. Some of the Company's competitors have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. Some of these competitors compete directly with the Company for both clients and employees. In particular, some of the Company's competitors offer underwriting services whilst the Company does not. Larger competitors with greater financial or other resources may be able to advertise their services on a regional or national basis. This competition could have a material adverse effect on the Company's financial condition, results or operations as well as the Company's ability to attract and retain highly skilled individuals. There can be no assurance that the Company can, or will be able to, compete effectively.

14. Litigation

Legal proceedings, with or without merit, may arise from time to time in the course of the Company's business. The Directors cannot preclude that litigation may be brought against the Company and that such litigation could have a material adverse effect on the financial condition, results or operations of the Company. The Company's business may be materially adversely affected if the Company and/or its employees or agents are found not to have met the appropriate standard of care or exercised their discretion or authority in a prudent or appropriate manner in accordance with accepted standards. Although the Company maintains professional indemnity insurance in respect of such risks, there is no guarantee that any insurance in place will cover all, or any part, of any liability incurred by the Company in any such circumstances.

15. Employee misconduct

The Company runs the risk that employee misconduct could occur from time to time. Misconduct by employees could include, without limitation, binding the Company to transactions that exceed authorised limits or present unacceptable risks, or hiding unauthorised or unsuccessful transactions from the Company, which, in either case, may result in unknown or unmanaged risks or losses to the Company. Employee misconduct could also involve improper use of confidential information, which could result in regulatory sanctions and substantial reputational harm. It is not always possible to prevent or detect employee misconduct and the precautions which the Company takes to prevent and detect this activity (including ongoing training and review processes and authorising only certain personnel to carry out certain actions on behalf of the Company) may not be effective in detecting employee misconduct in all cases. In addition, as the Company grows, such precautions may need to be updated and/or expanded to increase their effectiveness. Failure to do so, or to do so in a timely fashion, may lead to such precautions becoming ineffective, or less effective, against the risks against which it is intended they mitigate. Misconduct may also occur from time to time on the part of the Directors. The Company maintains professional indemnity insurance, but there can be no guarantee that any loss suffered by the Company would be adequately covered by such insurance, particularly in the event of employee or Director misconduct.

16. US Risk

From time to time the Company may seek to raise money for its clients via placings with major US institutional investors. In order to achieve this, the Company has entered into an agreement with a US Broker Dealer, regulated by the US Securities and Exchange Commission ("SEC"). Under this agreement, the US Broker Dealer acts as the placing agent for the company seeking to raise money. The placing may be based upon research and information provided by St Helens Capital and as such the Company may be open to actions for misrepresentation in the event that there is a material error in the information provided by or on behalf of St Helen's Capital. In the event that St Helen's Capital breaches the terms of this Broker Dealer agreement or acts outside the scope of the agreement by offering securities in the US without the requisite permissions, the Company could be exposed to certain SEC regulatory actions, legal action by the US Broker Dealer and may also be exposed to litigation from placees in the US. The Company has not undertaken any placings in the US to date and will not do so unless it secures insurance for any potential liabilities that may arise.

17. Regulatory Risk

The regulatory regime applicable to the Company's operations may be reviewed from time to time and any future changes made by a regulatory body could impose a greater burden upon the Company in terms of additional compliance costs.

The investment opportunity described in this Document may not be suitable for all recipients of this Document. Prospective investors are strongly recommended to consult an investment adviser authorised under FSMA who specialises in investments of this nature before making a decision to invest.

PART III
ACCOUNTANTS' REPORT AND FINANCIAL INFORMATION
ON ST HELEN'S CAPITAL



26 February 2008

The Board of Directors
St Helen's Capital Plc
15 St Helen's Place
London EC3A 6DE

The Board of Directors
Strand Partners Limited
26 Mount Row
London W1K 3SQ

Dear Sirs

St Helen's Capital Plc

We report on the financial information set out in Part III. This financial information has been prepared for inclusion in the AIM Admission Document dated 26 February 2008 of St Helen's Capital Plc ("the Document") on the basis of the accounting policies set out in notes 2 and 3 of the financial information. This report is required by paragraph (a) of Schedule Two of the AIM Rules for Companies and is given for the purpose of complying with that requirement and for no other purpose.

Responsibilities

The Directors of St Helen's Capital Plc are responsible for preparing the financial information on the basis of preparation set out in note 2 of the financial information and in accordance with International Financial Reporting Standards as adopted by the European Union.

It is our responsibility to form an opinion on the financial information in so far as it concerns the three years ended 31 March 2007 and to express a conclusion on the unaudited financial information so far as it concerns the six months ended 30 September 2007. Furthermore it is our responsibility to report our opinion and our conclusion to you.

Save for any responsibility arising under paragraph (a) of Schedule Two of the AIM Rules for Companies to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any responsibility to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report.

Basis of opinion and conclusion

(a) **Three years ended 31 March 2007**

We conducted our work in accordance with Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of significant estimates and judgements made by those responsible for the preparation of the financial information and whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

(b) **Six months ended 30 September 2007**

We conducted our review in accordance with International Standard on Review Engagements (UK and Ireland) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Auditing Practices Board for use in the United Kingdom. A review of interim financial information consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (UK and Ireland) and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Opinion: Three years ended 31 March 2007

In our opinion, the financial information in so far as it concerns the three years ended 31 March 2007 gives, for the purposes of the Document, a true and fair view of the state of affairs of St Helen's Capital Plc as at the dates stated and of its profits, cash flows and changes in equity for the periods then ended in accordance with the basis of preparation set out in note 2 of the financial information and in accordance with International Financial Reporting Standards as adopted by the European Union.

Conclusion: Six months ended 30 September 2007

Based on our review, nothing has come to our attention that causes us to believe that the financial information so far as it concerns the six months ended 30 September 2007 is not prepared, for the purposes of the Document, in accordance with International Accounting Standard 34 as adopted by the European Union.

Declaration

For the purposes of paragraph (a) of Schedule Two of the AIM Rules for Companies we are responsible for this report as part of the document and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and does not omit anything likely to affect its import. This declaration is included in the Document in compliance with Schedule Two of the AIM Rules for Companies.

Yours faithfully

UHY Hacker Young LLP
Chartered Accountants

Quadrant House
17 Thomas More Square
Thomas More Street
London E1W 1YW

St Helen's Capital Plc

Income Statement

Years ended 31 March 2005 to 2007 and 6 months to 30 September 2007

	Notes	Restated 30 Sept 2007	Restated 31 March 2007	Restated 31 March 2006	Restated 31 March 2005
<i>Continuing operations</i>					
Revenue	4	2,322,388	871,360	973,384	909,291
Cost of sales		(196,998)	(61,212)	(132,831)	(372,184)
Gross profit		<u>2,125,390</u>	<u>810,148</u>	<u>840,553</u>	<u>537,107</u>
Administrative expenses	5	(1,225,297)	(1,415,705)	(1,078,962)	(816,022)
Operating profit		<u>900,093</u>	<u>(605,557)</u>	<u>(238,409)</u>	<u>(278,915)</u>
Investment revenues	6	37,950	147	—	—
Other gains and losses	7	195,679	38,932	401,530	(16,190)
Finance costs	8	(178)	(10,657)	(7,962)	(7,985)
Profit before tax		<u>1,133,544</u>	<u>(577,135)</u>	<u>155,159</u>	<u>(303,090)</u>
Profit/(loss) for the period		<u><u>1,133,544</u></u>	<u><u>(577,135)</u></u>	<u><u>155,159</u></u>	<u><u>(303,090)</u></u>
Earnings per share					
Basic		<u>2.85p</u>	<u>(3.01)p</u>	<u>0.82p</u>	<u>(1.8p)</u>
Diluted		<u>2.65p</u>	<u>(3.01)p</u>	<u>0.82p</u>	<u>(1.8p)</u>

St Helen's Capital Plc

Balance Sheet

As at 31 March 2005 to 2007 and as at 30 September 2007

	Notes	Restated 30 Sept 2007	Restated 31 March 2007	Restated 31 March 2006	Restated 31 March 2005
Non current assets					
Property, plant and equipment	12	26,518	—	—	—
Current assets					
Available for sale investments	13	296,842	437,669	503,422	583,599
Trading investments	14	196,406	142,983	144,302	—
Trade and other receivables	15	241,887	152,613	205,124	224,720
Cash and cash equivalents	16	2,824,580	206	—	24,215
		<u>3,559,715</u>	<u>733,471</u>	<u>852,848</u>	<u>832,534</u>
Total assets		<u>3,586,233</u>	<u>733,471</u>	<u>852,848</u>	<u>832,534</u>
Current liabilities					
Bank overdrafts		—	(14,975)	(131,717)	(139,046)
Trade and other payables	17	(401,875)	(247,946)	(137,420)	(263,768)
Corporation tax		—	—	—	—
		<u>(401,875)</u>	<u>(262,921)</u>	<u>(269,137)</u>	<u>(402,814)</u>
Total current liabilities		<u>(401,875)</u>	<u>(262,921)</u>	<u>(269,137)</u>	<u>(402,814)</u>
Net assets		<u>3,184,358</u>	<u>470,550</u>	<u>583,711</u>	<u>429,720</u>
Equity					
<i>Capital and reserves attributable to equity shareholders</i>					
Share capital	18	2,120,679	1,366,085	957,447	909,448
Share premium account	18	1,163,829	408,432	326,307	278,307
Revaluation reserves		95,020	150,247	277,943	375,110
Other reserves		231,316	105,816	4,909	4,909
Retained earnings		(426,486)	(1,560,030)	(982,895)	(1,138,054)
		<u>3,184,358</u>	<u>470,550</u>	<u>583,711</u>	<u>429,720</u>

St Helen's Capital Plc

Statement of changes in equity

Years ended 31 March 2005 to 2007 and 6 months to 30 September 2007

	Share Capital	Share Premium	Revaluation Reserve	Other Reserves	Retained Earnings
Restated balance at 1 April 2004	700,717	157,182	—	(50,254)	(834,964)
Loss for the year	—	—	—	—	(303,090)
Issue of ordinary share capital	208,730	121,125	—	—	—
Revaluation during the year	—	—	375,110	—	—
Provision for share-based payments	—	—	—	55,163	—
Restated balance at 31 March 2005	909,447	278,307	375,110	4,909	(1,138,054)
Loss for the year	—	—	—	—	155,159
Issue of ordinary share capital	48,000	48,000	—	—	—
Revaluation during the year	—	—	(97,167)	—	—
Restated balance at 31 March 2006	957,447	326,307	277,943	4,909	(982,895)
Loss for the year	—	—	—	—	(577,135)
Issue of ordinary share capital	408,639	82,125	—	—	—
Revaluation during the year	—	—	(127,696)	—	—
Provision for share-based payments	—	—	—	100,907	—
Balance at 31 March 2007	1,366,086	408,432	150,247	105,816	(1,560,030)
Profit for the period	—	—	—	—	1,133,544
Issue of ordinary share capital	754,593	755,397	—	—	—
Revaluation during the period	—	—	(55,227)	—	—
Provision for share-based payments	—	—	—	125,300	—
Balance at 30 September 2007	<u>2,120,679</u>	<u>1,163,829</u>	<u>95,020</u>	<u>231,116</u>	<u>(426,486)</u>

St Helen's Capital Plc

Cash flow statement

Years ended 31 March 2005 to 2007 and 6 months to 30 September 2007

	Notes	Restated 30 Sept 2007	Restated 31 March 2007	Restated 31 March 2006	Restated 31 March 2005
Net Cash from operating activities					
Operating profit/(loss)	24	900,093	(605,557)	(238,409)	(278,915)
Depreciation	12	—	—	—	4,079
Profit on disposal of fixed assets		—	—	—	(638)
Tax paid	10	—	—	—	—
Share based payments	9	125,500	100,907	—	55,163
		<u>1,025,593</u>	<u>(504,650)</u>	<u>(238,409)</u>	<u>(220,311)</u>
Operating cash flows before movements in working capital					
Movement in working capital					
Decrease/(increase) in receivables	15	(89,275)	52,511	19,596	(111,252)
Increase/(decrease) in payables	17	153,929	110,526	(126,348)	154,192
		<u>64,654</u>	<u>163,037</u>	<u>(106,752)</u>	<u>42,940</u>
		<u>1,090,247</u>	<u>(341,613)</u>	<u>(345,161)</u>	<u>(177,371)</u>
Operating cash flow					
Investment activities					
Interest receivable	6	37,950	147	—	—
Proceeds from disposal of tangible fixed assets		—	—	—	4,286
Proceeds on disposal of trading investments		—	—	76,154	—
Proceeds on disposal of available for sale investments		307,232	202,667	238,361	120,464
Expenditure on trading investments		—	—	(38,380)	—
Expenditure on tangible fixed assets	12	(26,518)	—	—	(3,860)
Expenditure on available for sale investments		(79,375)	(229,359)	(35,897)	(259,417)
		<u>239,289</u>	<u>(21,545)</u>	<u>240,238</u>	<u>(138,527)</u>
Cash flow from investing activities					
Financing					
Issue of share capital	18	1,509,991	490,763	95,999	329,856
Interest payable	8	(178)	(10,657)	(7,962)	(7,985)
		<u>1,509,813</u>	<u>480,106</u>	<u>88,037</u>	<u>321,871</u>
Cash flow from financing activities					
Net increase/(decrease) in cash and cash equivalents					
		<u>2,839,349</u>	<u>116,948</u>	<u>(16,886)</u>	<u>5,973</u>
Cash and cash equivalents at start of period					
		(14,769)	(131,717)	(114,831)	(120,804)
Cash and cash equivalents at end of period					
		<u>2,824,580</u>	<u>(14,769)</u>	<u>(131,717)</u>	<u>(114,831)</u>

St Helen's Capital Plc

Notes to the financial information

Years ended 31 March 2005 to 2007 and 6 months to 30 September 2007

1. General information

St Helen's Capital Plc is a company registered in England and Wales under the Companies Act 1985. The Company's principal activities are the provision of advice and broking services to companies. The financial information is presented in pounds sterling because that is the currency of the primary economic environment in which the company operates. The Company's registered office and principal place of business is 15 St Helen's Place, London, EC3A 6DE. The Company's registered number is 3515836.

2. Significant accounting policies

a. *Basis of accounting*

This financial information has been prepared for use in the European Union. Up until 31 March 2007 the Company prepared its financial statements under UK Generally Accepted Accounting Principles ('UK GAAP'). From 1 April 2007 the Company's financial statements will be prepared in accordance with IFRS and International Financial Reporting Interpretations Committee ('IFRIC') interpretations adopted by the European Union, and with those parts of the Companies Act 1985 applicable to companies reporting under IFRS, with the prior periods being reported on the same basis.

The disclosures under IFRS 1 concerning the transition from UK GAAP to IFRS's are given in Note 24.

This financial information has been prepared on the historical cost basis as modified by the valuation of certain financial instruments, as described below. The principal accounting policies are set out below.

b. *Financial risk management objectives and policies*

The Company's principal financial assets are cash and cash equivalents, trade and other receivables and investments. The Company's credit risk is primarily attributable to its trade receivables and its market risk is primarily attributable to its investments. The amounts presented in the Balance Sheet are net of allowances for impairment of receivables. The Company's principal financial liability is in respect of a bank overdraft facility which is secured by a floating charge over all the assets of the Company.

c. *Financial instruments*

Available for sale investments

Available for sale investments are initially measured at cost, including transaction costs. At each reporting date these instruments are measured at their fair values and resultant gains and losses, after adjusting for taxation, are recognised directly in equity via the revaluation reserve, until the security is disposed of or is determined to be impaired, at which time the cumulative gain or loss previously recognised in equity is included in the net profit or loss for the period.

Trading investments

Investments held for trading consist of options held in quoted companies, which are held at fair value. At each reporting date fair value is re-assessed and resultant gains and losses are included directly in net profit and loss for the period.

Trade and other receivables

Trade and other debtors are measured at fair value.

Appropriate allowance for estimated irrecoverable amounts is recognised in the Income Statement where there is objective evidence that the asset is impaired.

The allowance recognised is measured as the difference between the carrying amount and the present value of estimated future cash flows discounted at the effective interest rate computed at initial recognition.

Trade and other payables

Trade and other payables are measured at fair value.

2. Significant accounting policies (continued)

Financial liabilities and equity

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of the liabilities.

d. **Foreign currencies**

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the Balance Sheet date are reported at the rates of exchange prevailing at that date. Gains and losses arising during the period on transactions denominated in foreign currencies are treated as normal items of income and expenditure in the Income Statement.

e. **Operating leases**

Rentals payable under operating leases are charged to income on a straight-line basis over the term of the relevant lease.

f. **Property, plant and equipment**

Property, plant and equipment are stated at cost, net of depreciation and any provision for impairment. Depreciation is provided at rates calculated to write off the cost, less estimated residual value, of each asset evenly over its estimated useful life as follows:

Leasehold improvements are depreciated over the term of the lease. Computer equipment and software is written off in the period of purchase. At each reporting date the net book value of these assets is compared against their economic value, and resulting impairments in value are written off in the income statement for the period.

g. **Cash and cash equivalents**

Cash and cash equivalents comprise cash on hand and demand deposits.

h. **Taxation**

The Company has not achieved taxable profits during the period under review; accordingly there is no tax liability.

The Company had trading losses available to carry forward at 31 March 2007 of approximately £1.5m (2006: £1.05m). No deferred tax has been recognised in respect of trading profit as there was insufficient evidence available as at 31 March 2005, 2006 and 2007 as to the timing of any future recovery. In future years mainstream corporation tax is likely to be payable, which will be based on taxable profit for the year. Taxable profit differs from net profits as reported in the Income Statement because it excludes items of income or expense, which are taxable or deductible in other years and it further excludes items which are never taxable or deductible. The Company's liability for current tax will be calculated using tax rates which have been enacted or substantively enacted by the Balance Sheet date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial information and the corresponding tax bases in the computation of taxable profit, and is accounted for using the Balance Sheet Liability Method. Deferred tax liabilities are generally recognised for all temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be used. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the rates that are expected to apply in the period when the liability is settled or the asset realised. Deferred tax is charged or credited to the Income Statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

2. Significant accounting policies (continued)

h. **Taxation (continued)**

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same tax authority and the Company intends to settle its current tax assets and liabilities on a net basis.

i. **Revenue Recognition**

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for services provided in the normal course of business, net of discounts, VAT and other sales related taxes. Revenue comprises fees for fund raising services, which are recognised on completion of the transaction and fees for corporate finance advisory services which are taken to the Income Statement when the services are performed and commission income receivable on broking operations. Interest income is based on the effective rate applicable for the period during which demand deposits are held.

j. **Employee share ownership plans ('ESOP') trust**

The ESOP trust is accounted for in line with IAS 32, Financial Instruments: Disclosure and Presentation, whereby shares have been shown at cost in a separate Reserve as a deduction from Shareholders' Funds.

k. **Share based payments**

The Company has made share based payments to certain directors and employees through the issue of options. The fair value of these payments is calculated at the date of grant through the use of a binomial pricing model. The expense is recognised on a straight-line basis over the vesting period, based on the Company's estimate of the number of shares that will eventually vest.

l. **General information**

At the date of authorisation of this financial information, the following Standards and Interpretations (relevant to the Company's activities) which have not been applied in this financial information were in issue but not yet effective.

IFRS 7 – Financial Instruments' Disclosures, and the related amendment on IAS1 on capital disclosures.

3. Critical accounting judgement and key sources of estimation uncertainty

Equity-settled share based payments

The fair value of share based payments is calculated by reference to a simulation model. Inputs into the model are based on Management's best estimates of appropriate volatility, discount rate and share price growth.

Valuation of investments

Trading investments include options over securities which have been received as consideration for corporate finance services rendered. These assets have been valued according to the mid price, where the share prices of the companies concerned are quoted on a recognised stock exchange, less the exercise price of the options.

Bad debt policy

The Company regularly reviews all outstanding balances and provides for amounts it considers irrecoverable.

4. Business and geographical segments

The Directors consider that there is only one activity undertaken by the Company, that of corporate finance advisory (including broking). The majority of this activity is undertaken in the United Kingdom.

	6 months 30 Sept 2007	Year ended 31 March 2007	Year ended 31 March 2006	Year ended 31 March 2005
Fees earned from corporate finance	<u>2,322,388</u>	<u>871,360</u>	<u>973,384</u>	<u>909,291</u>

5. Profit for the year

	6 months 30 Sept 2007	Year ended 31 March 2007	Year ended 31 March 2006	Year ended 31 March 2005
Profit for the year has been arrived at after charging/(crediting):				
Depreciation of property, plant and equipment	—	—	—	3,441
Staff costs (Note 9)	887,429	661,744	486,025	321,175
Auditors' remuneration for audit services (see below)	—	7,000	6,000	4,000
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

Amounts payable to UHY Hacker Young by the Company in respect of non-audit services were:

Auditors' remuneration:				
– for audit services	—	7,000	6,000	4,000
– for non audit taxation	2,750	11,000	—	—
– for non audit other	9,655	13,245	12,485	—
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

6. Investment revenues

	6 months 30 Sept 2007	Year ended 31 March 2007	Year ended 31 March 2006	Year ended 31 March 2005
Bank interest receivable	37,950	147	—	—
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

7. Other gains and losses

	6 months 30 Sept 2007	Year ended 31 March 2007	Year ended 31 March 2006	Year ended 31 March 2005
Profit on disposal of available for sale investments	69,397	4,680	217,454	14,812
Profit on disposal of trading investments	50,622	20,668	39,774	—
Increase/(decrease) in the fair value of trading investments disposed of	—	—	—	—
Increase/(decrease) in the fair value of trading investments held at year end	80,160	53,681	144,302	—
Impairment of available for sale investments	(4,500)	(40,097)	—	(31,002)
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
	195,679	38,932	401,530	(16,190)

8. Finance costs

	6 months 30 Sept 2007	Year ended 31 March 2007	Year ended 31 March 2006	Year ended 31 March 2005
Interest payable on bank overdraft	178	10,657	7,962	7,985
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

9. Staff costs

	6 months 30 Sept 2007	Year ended 31 March 2007	Year ended 31 March 2006	Year ended 31 March 2005
Wages and salaries	704,192	501,926	425,315	237,471
Social security costs	57,737	55,911	54,710	28,541
Pension costs	—	3,000	6,000	—
Share based payments	125,500	100,907	—	55,163
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
	887,429	661,744	486,025	321,175

9. Staff costs (continued)

The Company does not operate any form of pension scheme. Payments, as outlined below, have been made during the period under review to a Directors' personal pension plan.

	6 months 30 Sept 2007	Year ended 31 March 2007	Year ended 31 March 2006	Year ended 31 March 2005
Average number of employees:	14	14	13	8
The emoluments of the highest paid Director were:	121,000	83,667	87,084	82,000
The aggregate Directors' remuneration was:	343,200	239,833	215,169	142,800
Pension contributions – total	—	3,000	6,000	—
Pension contributions – highest paid Director	—	3,000	6,000	—
The total benefit of options to employees relating to Directors was:	108,578	—	—	—

10. Income tax expense

	6 months 30 Sept 2007	Year ended 31 March 2007	Year ended 31 March 2006	Year ended 31 March 2005
Current tax	—	—	—	—
Deferred tax	—	—	—	—
Total tax on profit/(loss) from ordinary activities	—	—	—	—

The tax on the Company's profits before tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the consolidated companies as follows:

Profit before tax	1,133,544	(577,135)	155,159	(303,090)
Tax calculated at domestic tax rates applicable to profits in the respective countries	215,373	(109,656)	29,480	(57,587)
Income not subject to tax	—	—	—	—
Expenses not deductible for tax purposes	27,969	30,364	4,909	16,507
Capital allowances in excess of depreciation	—	—	(149)	(484)
(Utilisation of)/increase in tax losses	(226,544)	79,041	(6,823)	41,565
Other timing differences for which no deferred income tax asset was recognised	(16,798)	251	(27,417)	—
Tax charge	—	—	—	—

11. Earnings per share

	6 months 30 Sept 2007 Earnings	Year ended 31 March 2007 Earnings	Year ended 31 March 2006 Earnings	Year ended 31 March 2005 Earnings
Based on profit/(loss) of:	1,133,544	(577,135)	155,159	(303,090)
Effect of dilutive potential Ordinary Shares	76,968	—	—	—
Diluted earnings per share	1,056,576	(577,135)	155,159	(303,090)

Where losses are incurred, the diluted earnings per share calculation is showing a lower loss per share, making the options anti-dilutive. Accordingly the diluted earnings per share and basic earnings per share are the same.

11. Earnings per share (continued)

	No. shares	No. shares	No. shares	No. shares
Weighted average number of Ordinary Shares in issue for the purpose of basic earnings per share	40,059,195	21,025,290	18,022,283	15,981,998
Effect of dilutive potential Ordinary Shares:				
Share Options	<u>2,918,957</u>	<u>1,924,705</u>	<u>—</u>	<u>—</u>
Weighted average number of Ordinary Shares in issue for the purpose of diluted earnings per share	<u>42,978,152</u>	<u>22,949,995</u>	<u>18,022,283</u>	<u>15,981,998</u>

12. Property, plant and equipment

	6 months 30 Sept 2007	Year ended 31 March 2007	Year ended 31 March 2006	Year ended 31 March 2005
		<i>Leasehold improvements</i>		
Cost				
At start of period	—	—	—	14,091
Additions	26,518	—	—	3,860
Disposals	<u>—</u>	<u>—</u>	<u>—</u>	<u>(3,648)</u>
At end of the period	<u>26,518</u>	<u>—</u>	<u>—</u>	<u>14,303</u>
Accumulated depreciation				
At start of period	—	—	—	10,224
Provision for the year	—	—	—	4,079
On disposals	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
At end of the period	<u>—</u>	<u>—</u>	<u>—</u>	<u>14,303</u>
Net book value	<u>26,518</u>	<u>—</u>	<u>—</u>	<u>—</u>

13. Available for sale investments

	6 months 30 Sept 2007	Year ended 31 March 2007	Year ended 31 March 2006	Year ended 31 March 2005
Quoted investments	215,728	408,055	440,710	513,500
Unquoted investments	<u>81,114</u>	<u>29,614</u>	<u>62,712</u>	<u>70,099</u>
	<u>296,842</u>	<u>437,669</u>	<u>503,422</u>	<u>583,599</u>

Unquoted investments are initially based on cost. At each reporting date these investments are measured at their fair values which if below cost, result in a specific provision for impairment in value.

The available for sale investments include an investment in St Helen's Private Equity Plc, which represented at 31 March 2005 more than 20 per cent. of the net assets of the Company.

As at 31 December 2004 and for the year then ended	<i>Capital & Reserves</i>	<i>Profit for the year</i>
	<u>504,000</u>	<u>(14,000)</u>

The available for sale investments includes an investment in St Helen's Finance Plc, which represented at 31 March 2007, 2006 and 2005 more than 20 per cent. of the net assets of the Company.

13. Available for sale investments (continued)

	<i>Capital & Reserves</i>	<i>Profit for the year</i>
As at 31 December 2006 and for the year then ended	670,600	(168,313)
As at 31 December 2005 and for the year then ended	329,107	(213,304)

This investment was realised for cash in June 2007.

14. Trading investments

	<i>6 months 30 Sept 2007</i>	<i>Year ended 31 March 2007</i>	<i>Year ended 31 March 2006</i>	<i>Year ended 31 March 2005</i>
Quoted options	<u>196,406</u>	<u>142,983</u>	<u>144,302</u>	<u>—</u>

Quoted options are in listed securities which presents the Company with the opportunity for return through trading gains. The fair value of these securities is based on quoted market prices.

15. Trade and other receivables

	<i>6 months 30 Sept 2007</i>	<i>Year ended 31 March 2007</i>	<i>Year ended 31 March 2006</i>	<i>Year ended 31 March 2005</i>
Trade debtors	114,343	51,433	127,249	107,564
Other debtors	42,192	22,016	1,776	86,017
Prepayments and accrued income	85,352	79,164	76,099	31,139
	<u>241,887</u>	<u>152,613</u>	<u>205,124</u>	<u>224,720</u>

All debtors are receivable within one year of the Balance Sheet date.

The Directors consider that the carrying amounts of trade and other receivables approximates their fair values.

The Company does not normally have any significant concentration of credit risk, with exposure spread over a large number of counterparties and customers. Significant risk does occur at the conclusion of a large corporate finance and broking transaction, normally measured in a few days, in anticipation of the payment of the Company's fees and commissions. No such risk existed at the reporting dates.

16. Cash at bank

	<i>6 months 30 Sept 2007</i>	<i>Year ended 31 March 2007</i>	<i>Year ended 31 March 2006</i>	<i>Year ended 31 March 2005</i>
Held directly at UK Clearing Banks	<u>2,824,580</u>	<u>206</u>	<u>—</u>	<u>24,215</u>

17. Trade and other payables

	<i>6 months 30 Sept 2007</i>	<i>Year ended 31 March 2007</i>	<i>Year ended 31 March 2006</i>	<i>Year ended 31 March 2005</i>
Trade payables	87,586	37,346	40,030	173,197
Other payables and accruals	257,153	172,520	75,161	80,517
Taxes and social security	57,136	38,080	22,229	10,054
	<u>401,875</u>	<u>247,946</u>	<u>137,420</u>	<u>263,768</u>

18. Share capital

Authorised

	No. Shares	No. Shares	No. Shares	No. Shares
Ordinary shares of 5p (number)	80,000,000	40,000,000	40,000,000	20,000,000
Value of Ordinary shares	4,000,000	2,000,000	2,000,000	1,000,000

Issued

Ordinary shares of 5p	Date	Premium	Ordinary shares (number)	Issued share capital	Share premium account
Issued at 1 April 2004			14,014,347	700,717	157,182
Issue of shares	26-May-04	2p	2,142,855	107,143	42,857
Issue of shares	20-Jul-04	3p	100,000	5,000	999
Issue of shares	20-Mar-05	4p	1,931,731	96,587	77,269
Issued at 31 March 2005			18,188,933	909,447	278,307
Issue of shares	02-Mar-06	5p	960,000	48,000	48,000
Issued at 31 March 2006			19,148,933	957,447	326,307
Issue of shares	31-Aug-06	3p	2,737,500	136,875	82,125
Issue of shares	31-Mar-07	Nil	5,435,272	271,764	—
Issued at 31 March 2007			27,321,705	1,366,085	408,432
Issue of shares	30-Apr-07	5.05p	14,925,371	746,269	753,731
Issue of shares	30-Jun-07	1p	166,500	8,325	1,665
Issued at 30 September 2007			<u>42,413,576</u>	<u>2,120,679</u>	<u>1,163,829</u>

19. Operating leases

At the reporting dates, the Company had outstanding commitments for future minimum lease payments under non-cancellable operating leases in relation to Leasehold Property, and Other Assets, which fall due as follows:

	6 months 30 Sept 2007	Year ended 31 March 2007	Year ended 31 March 2006	Year ended 31 March 2005
<i>Leasehold Property</i>				
Within one year	—	—	—	133,600
In the second to fifth years (inclusive)	106,620	44,250	44,250	—
	<u>106,620</u>	<u>44,250</u>	<u>44,250</u>	<u>133,600</u>
<i>Other Assets</i>				
Within one year	—	2,538	379	—
In the second to fifth years (inclusive)	2,149	3,717	7,580	7,830
	<u>2,149</u>	<u>6,255</u>	<u>7,959</u>	<u>7,830</u>

There are no further significant leasing arrangements other than the commitments to the future minimum lease payments (above).

20. Share based payments

The Company has an Unapproved Option Scheme which includes the ability to grant tax advantaged EMI Options (known as 'Approved Options'). Options are exercisable at a price agreed upon in the share option agreement on the date of grant. The vesting period lies between immediate and up to ten years. Each option will lapse if it remains unexercised after a period of ten years from the date of grant, or the option holder ceases to be an employee of the Company.

<i>Granted/(lapsed – date)</i>	<i>Date of grant</i>	<i>exercise date</i>	<i>Latest Restrictions</i>	<i>Price</i>	<i>Exercise of shares</i>	<i>Number</i>
Unapproved		06-May-04	13-Jul-09	None	10p	403,923
Unapproved		06-May-04	13-Jul-09	None	10p	403,923
Unapproved		06-May-04	13-Jul-09	None	15p	403,923
Unapproved		06-May-04	13-Jul-09	None	15p	403,923
Unapproved		31-Mar-05	31-Mar-08	None	9p	1,111,111
Granted at 31 March 05 and 06						<u>2,726,803</u>
Approved		02-Feb-07	02-Feb-17	Note 1, 3, 4	5p	2,608,500
Unapproved		02-Feb-07	02-Feb-17	Note 1, 3, 4	5p	8,108,952
Approved		05-Mar-07	05-Mar-17	Note 1, 6	10p	500,000
Approved		30-Mar-07	30-Mar-12	Note 5	10p	600,000
Unapproved		30-Mar-07	30-Mar-12	Note 5	10p	400,000
Approved		30-Mar-07	30-Mar-12	Note 5	20p	600,000
Unapproved		30-Mar-07	30-Mar-12	Note 5	20p	400,000
Approved		30-Mar-07	30-Mar-12	None	30p	169,500
Unapproved		30-Mar-07	30-Mar-12	None	30p	330,500
Unapproved – lapsed 12 Feb 07		06-May-04	13-Jul-09	None	10p	(403,923)
Unapproved – lapsed 12 Feb 07		06-May-04	13-Jul-09	None	15p	(403,923)
Granted and not lapsed at 31 March 07						<u>15,636,409</u>
Approved		17-May-07	17-May-17	Note 1, 4	11.5p	500,000
Approved		15-Jun-07	15-Jun-17	Note 1, 4	11.5p	525,000
Approved		02-Aug-07	02-Aug-17	Note 1, 4	16p	150,000
Approved		24-Sep-07	24-Sep-17	Note 1, 4	11p	250,000
Approved		24-Sep-07	24-Sep-17	Note 2, 4	11p	250,000
Granted and not lapsed at 30 September 07						<u>17,311,409</u>

Note 1

Options may be exercised at any time: however, if the option holder ceases to be an employee of the Company within 3 years of the date of grant, any gain on options exercised will be forfeited.

Note 2

These options are only exercisable if the Company's share price reaches 30p/share, subject also to the restrictions described in Note 1.

Note 3

Dependant on the Company achieving four objectives; gaining admission to AIM and the Company's share price reaching 20p, 30p and 50p respectively.

Note 4

If the options remain unexercised after a period of ten years from the date of grant, the options expire.

Note 5

Based on the share price reaching 10p, 20p and 30p respectively. The options have no further restrictions and will expire if unexercised five years after the date of grant.

Note 6

If the options remain unexercised after a period of five years from the date of grant, the options expire.

To the extent that the options at the exercise price(s), for each individual falls within the EMI limit of £100,000, EMI schemes have been written to reflect the above arrangements. To the extent that the value exceeds £100,000, the options will be subject to an 'Unapproved Scheme'.

20. Share based payments (continued)

The weighted average estimated fair value for the share options was calculated using a binomial pricing model. The expected volatility was calculated at 40 per cent. based on industry averages for the sector as adjusted to account for the high growth anticipated for the Company during the next five years. The risk free interest rate has been taken as 5 per cent.

21. Related party transactions

Hamilton Laird Consulting ('Hamilton')

Hamilton was a related party through the common directorship of Simon McNeill-Ritchie, who was a Director of the Company until his resignation on 31 August 2006 and Jon Pither who has been a director since 1 June 2005. During the six months to 30 September 2007 the Company paid Consultancy Fees to Hamilton of £nil and paid during the years ending 31 March 2007: £nil, 2006: £4,167, 2005: £2,917.

Companies in whom the Company holds an investment which have paid fees to, or charged the Company for, services

St Helen's Finance PLC ('SHF')

The Company owned no shares in SHF at 30 September 2007; however, at 31 March 2007 it owned 2,181,662 shares (15.1 per cent.), 2006 and 2005 1,428,572 shares (15.1 per cent.). SHF was a related party through the common directorship of Tony Drury, who was a director of the Company until his resignation on 30 June 2006.

The Company had operating leases for its IT and telephone equipment with SHF and paid £1,950 during the six months to 30 September 2007, and paid during the years ending 31 March 2007: £10,890, 2006: £10,890, 2005: £7,830.

On 12 June 2007, the assets which were the subject of the operating leases were bought by the Company for £7,600. During the six months to 30 September 2007, SHF rented certain office space from the Company and paid £2,280, and during the years ending 31 March 2007: £15,494, 2006 and 2005: £nil. On 29 May 2007 SHF moved to separate offices. The Company charged SHF for commission in respect of fundraising during the six months to 30 September 2007 of £nil, and during the years ending 31 March 2007: £2,530, 2006 and 2005: £nil.

St Helen's Private Equity PLC ('SHPE')

The Company owned 47,311 shares (3.4 per cent.) in SHPE at 30 September 2007, and at 31 March 2007 it owned 47,311 shares (3.4 per cent.), 2006: 47,311 shares (5.0 per cent.), 2005: 247,865 shares 25.1 per cent. SHPE is a related party through common directorship of Jon Pither and Mark Warde-Norbury who are both Directors of the Company. During the six months ending 30 September 2007, SHPE paid management fees to the Company of £11,951, and paid during the years ending 31 March 2007: £10,133, 2006: £8,342, 2005: £2,996. The Company charged SHPE for commission in respect of fundraising during the six months to 30 September 2007 of £nil, and during the years ending 31 March 2007: £nil, 2006: £51,018, 2005: £31,175. During the six months ending 30 September the Company acquired no options over the ordinary shares in SHPE as payment of fees in respect of fundraising, and it acquired during the years ending 31 March 2007: 20,619 options, 2006: nil, 2005: nil. The options have an exercise price of 100p and at 30 September 2007 the quoted price of SHPE's shares was 92.5p. During the six months ending 30 September 2007, SHPE acquired investments at market value from the Company for a payment of £nil, and during the years ending 31 March 2007: £nil, 2006: £38,380, 2005: £34,997. At 30 September 2007 SHPE owed the Company £nil, and at 31 March 2007: £nil, 2006: £51,018, 2005: £nil.

St Helen's Property Investment Limited ('SHPI')

The Company owned 112,500 shares (19.7 per cent.) in SHPI at 30 September 2007, and at 31 March 2007, and 2006 it also owned 112,500 shares (19.7 per cent.). SHPI is a related party through the common directorship of Mark Warde-Norbury and Jon Pither who are Directors of the Company. The Company charged SHPI transaction fees during the six months to 30 September 2007 of £nil, and during the years ending 31 March 2007: £nil, 2006: £12,500, 2005: £nil.

Franchise Investment Strategies PLC ('FIS')

The Company owned 280,000 shares (0.6 per cent.) in FIS at 30 September 2007, and at 31 March 2007 and 2006, it also owned 280,000 shares (0.6 per cent.), 2005: nil. FIS is a related party through the common directorship of Jon Pither who is a Director of the Company, and through the directorship of Simon McNeill-Ritchie,

21. Related party transactions (continued)

who was a Director of the Company. The Company charged FIS commission in respect of fundraising during the six months to 30 September 2007 of £nil, and during the years ending 31 March 2007: £nil, 2006: £25,125, 2005: £nil. The Company charged FIS transaction fees during the six months to 30 September 2007 of £nil, and during the years ending 31 March 2007: £nil, 2006: £2,000, 2005: £nil. The Company charged FIS for other services during the six months to 30 September 2007 of £nil, and during the years ending 31 March 2007: £10,000, 2006: £10,000, 2005: £nil.

Creative Entertainment Group PLC ('CE')

The Company owned 120,000 shares (0.1 per cent.) in CE at 30 September 2007, and at 31 March 2007 and 2006, it also owned 120,000 shares (0.1 per cent.), 2005: nil. CE is a related party through common directorship of Jon Pither who is a Director of the Company. The Company charged CE transaction fees during the six months to 30 September 2007 of £nil, and during the years ending 31 March 2007: £nil, 2006: £20,000, 2005: £nil. The Company charged CE for other services during the six months to 30 September 2007 of £2500. And during the years ending 31 March 2007: £5,000, 2006: £5,000, 2005: £nil.

Sea Breeze Property Investments Limited ('SBPI')

The Company owned 42,857 shares (5 per cent.) in SBPI at 30 September 2007, and at 31 March 2007 and 2006, it also owned 42,857 shares (0.5 per cent.), 2005: nil. SBPI is a related party through the common directorship of Mark Warde-Norbury who is a Director of the Company. The Company charged SBPI commission in respect of fundraising during the six months to 30 September 2007 of £nil, and during the years ending 31 March 2007: £nil, 2006: £40,500, 2005: £nil.

Companies in whom the Company holds no investment which have paid fees to the Company

Bonhote Foster Agencies Limited ('BFA')

BFA is a related party through the common directorship of Mark Warde-Norbury who is a Director of the Company. The Company charged BFA for commission in respect of fundraising during the six months to 30 September 2007 of £nil, and during the years ending 31 March 2007: £17,250, 2006: £nil, 2005: £nil. The Company charged BFA transaction fees during the six months to 30 September 2007 of £nil, and during the years ending 31 March 2007: £10,000, 2006: £nil, 2005: £nil.

22. Capital commitments

There were no capital commitments at any of the reporting dates.

23. Contingent liabilities

There were no contingent liabilities at any of the reporting dates.

24. Reconciliation of previously stated financial statements to IFRS accounting policies

Income statement year ended 31 March 2005

	<i>Previously stated</i>	<i>Adjustment in period</i>	<i>Cumulative adjustment</i>	<i>Restated</i>
Revenue	909,291	—	—	909,291
Cost of sales	(372,184)	—	—	(372,184)
Gross Profit	537,107	—	—	537,107
Administrative expenses	(760,859)	(55,163)	—	(816,022)
Operating profit	(223,752)	(55,163)	—	(278,915)
Investment revenues	—	—	—	—
Other gains and losses	(16,190)	—	—	(16,190)
Finance costs	(7,985)	—	—	(7,985)
Profit before tax	(247,927)	(55,163)	—	(303,090)
Taxation	—	—	—	—
Profit/(loss) for the period	(247,927)	(55,163)	—	(303,090)
Earnings per share				
Basic	(1.5)p	(0.3)p	—	(1.8)p
Diluted	(1.5)p	(0.3)p	—	(1.8)p

24. Reconciliation of previously stated financial statements to IFRS accounting policies (continued)

The adjustment reflects the change in accounting policy for 'Share based payments' for new options granted, as more fully described in Note 2k above.

Capital and reserves attributable to equity shareholders at 31 March 2005

	Previously stated	Adjustment in period	Cumulative adjustment	Restated
Share capital	909,448	—	—	909,448
Share premium account	278,307	—	—	278,307
Revaluation reserves	375,110	—	—	375,110
Other reserves	(50,254)	55,163	55,163	4,909
Retained earnings	(1,082,891)	(55,163)	(55,163)	(1,138,054)
	<u>429,720</u>	<u>—</u>	<u>—</u>	<u>429,720</u>

Income statement year ended 31 March 2006

	Previously stated	Adjustment in period	Cumulative adjustment	Restated
Revenue	973,384	—	—	973,384
Cost of sales	(132,831)	—	—	(132,831)
Gross profit	<u>840,553</u>	<u>—</u>	<u>—</u>	<u>840,553</u>
Administrative expenses	(1,078,962)	—	—	(1,078,962)
Operating profit	(238,409)	—	—	(238,409)
Investment revenues	—	—	—	—
Other gains and losses	52,457	349,073	—	401,530
Finance costs	(7,962)	—	—	(7,962)
Profit before tax	(193,914)	349,073	—	155,159
Taxation	—	—	—	—
Profit/(loss) for the period	<u>(193,914)</u>	<u>349,073</u>	<u>—</u>	<u>155,159</u>
Earnings per share				
Basic	(1.08)p	1.9p	—	0.82p
Diluted	<u>(1.08)p</u>	<u>1.9p</u>	<u>—</u>	<u>0.82p</u>

The adjustment reflects the change in accounting policy for 'Financial Instruments', more fully described in Note 2c above. £204,771 relates to 'Available for sale investments'; and £144,302 to 'Trading Investments'.

Capital and reserves attributable to equity shareholders at 31 March 2006

	Previously Stated	Cumulative in Period	Cumulative Adjustment	Restated
Share capital	957,447	—	—	957,447
Share premium account	326,307	—	—	326,307
Revaluation reserves	422,245	(144,302)	(144,302)	277,943
Other reserves	(50,254)	—	55,163	4,909
Retained earnings	(1,072,034)	144,302	89,139	(982,895)
	<u>583,711</u>	<u>—</u>	<u>—</u>	<u>583,711</u>

24. Reconciliation of previously stated financial statements to IFRS accounting policies (continued)

Income statement year ended 31 March 2007

	Previously stated	Adjustment in period	Cumulative adjustment	Restated
Revenue	871,360	—	—	871,360
Cost of sales	(61,212)	—	—	(61,212)
Gross Profit	810,148	—	—	810,148
Administrative expenses	(1,431,174)	15,469	—	(1,415,705)
Operating profit	(621,026)	15,469	—	(605,557)
Investment revenues	147	—	—	147
Other gains and losses	(26,059)	64,991	—	38,932
Finance costs	(10,657)	—	—	(10,657)
Profit before tax	(657,595)	80,460	—	(577,135)
Taxation	—	—	—	—
Profit/(loss) for the period	(657,595)	80,460	—	(577,135)
Earnings per share				
Basic	(3.13)p	0.12p	—	(3.01)p
Diluted	(3.13)p	0.12p	—	(3.01)p

The £15,469 adjustment reflects the change in accounting policy for 'Share based payments', re options now lapsed, as more fully described in Note 2k above. The £64,991 adjustment reflects the change in accounting policy for 'Financial instruments', more fully described in Note 2c above. £66,310 relates to 'Available for sale investments' and (£1,319) to 'Trading investments'.

Capital and reserves attributable to equity shareholders at 31 March 2007

	Previously Stated	Adjustment in Period	Cumulative Adjustment	Restated
Share capital	1,366,085	—	—	1,366,085
Share premium account	408,432	—	—	408,432
Revaluation reserves	293,230	1,319	(142,983)	150,247
Other reserves	66,122	(15,469)	39,694	105,816
Retained earnings	(1,663,319)	14,150	103,289	(1,560,030)
	470,550	—	—	470,550

Income statement 6 months ending 30 September 2007

	Previously Stated	Adjustment in period	Cumulative Adjustment	Restated
Revenue	2,322,388	—	—	2,322,388
Cost of sales	(196,998)	—	—	(196,998)
Gross profit	2,125,390	—	—	2,125,390
Administrative expenses	(1,225,297)	—	—	(1,225,297)
Operating profit	900,093	—	—	900,093
Investment revenues	37,950	—	—	37,950
Other gains and losses	52,549	143,130	—	195,679
Finance costs	(178)	—	—	(178)
Profit before tax	990,414	143,130	—	1,133,544
Profit/(loss) for the period	990,414	143,130	—	1,133,544
Earnings per share				
Basic	2.47p	0.38p	—	2.85p
Diluted	2.30p	0.35p	—	2.65p

24. Reconciliation of previously stated financial statements to IFRS accounting policies (continued)

The £143,130 adjustment reflects the change in accounting policy for 'Financial instruments', more fully described in Note 2c above. £54,720 relates to 'Available for sale investments' and £88,410 to 'Trading investments'.

Capital and reserves attributable to equity shareholders at 30 September 2007

	<i>Previously Stated</i>	<i>Adjustment in Period</i>	<i>Cumulative Adjustment</i>	<i>Restated</i>
Share capital	2,120,679	—	—	2,120,679
Share premium account	1,163,829	—	—	1,163,829
Revaluation reserves	294,238	(56,235)	(199,218)	95,020
Other reserves	191,622	0	39,694	231,316
Retained earnings	(586,010)	56,235	159,524	(426,486)
	<u>3,184,358</u>	<u>—</u>	<u>—</u>	<u>3,184,358</u>

PART IV
ADDITIONAL INFORMATION

1. The Company

- 1.1 The Company was incorporated and registered in England and Wales under the Companies Act 1985 on 24 February 1998 as a public limited company with the name Doublreturn Plc with registered number 3515836. On 8 April 1998, the name of the Company was changed to Capital Strategy Plc, on 30 July 2001, the Company's name was changed to DWA Capital Plc and on 30 October 2002, the Company's name was changed to St Helen's Capital Plc.
- 1.2 The principal legislation under which the Company operates is the Act and the 2006 Act and the regulations made thereunder.
- 1.3 The registered office of the Company is at 15 St. Helen's Place, London EC3A 6DE with telephone number 020 7628 5582.
- 1.4 The liability of the members of the Company is limited.
- 1.5 The Company is the holding company for one subsidiary, details of which are set out in paragraph 2.1 below.

2. Subsidiary Undertaking

- 2.1 Details of the Company's subsidiary as at the date of this document are as follows:

Name	Percentage Ownership	Country of incorporation	Registered Number
St Helen's Capital Group Limited (Dormant)	100%	England and Wales	5814084

3. Share Capital

- 3.1 At the date of its incorporation, the Company had an authorised share capital of £100,000 divided into 100,000 shares of £1 each, of which two ordinary shares were in issue.
- 3.2 On 22 April 1998, pursuant to special resolutions passed by the shareholders of the Company the authorised share capital of the Company was increased from £100,000 to £200,000 by the creation of 100,000 new ordinary shares of £1 each, to rank *pari passu* in all respects with the existing shares of the Company. On the same day, the Company issued 49,998 £1 ordinary shares at par value.
- 3.3 On 20 August 1999, the Company issued 50,000 £1 ordinary shares at par value.
- 3.4 On 18 October 2000, the Company issued 7,500 £1 ordinary shares at a premium of £26 per share.
- 3.5 On 11 December 2000, pursuant to special resolutions passed by the shareholders of the Company, the authorised share capital of the Company was increased from £200,000 to £1,000,000 by the creation of 800,000 new ordinary shares of £1 each, to rank *pari passu* in all respects with the existing shares of the Company. On the same day, the Company issued 4,533 £1 ordinary shares at a premium of £29 per share and each £1 ordinary share in the Company was sub-divided into 20 ordinary shares of 5p each resulting in the Company having an authorised share capital of £1,000,000 divided into 20,000,000 ordinary shares of 5p each.
- 3.6 On 12 December 2000, the Company issued 4,481,320 5p ordinary shares at par value as a bonus issue.
- 3.7 On 21 December 2000, the Company issued 48,960 5p ordinary shares at a premium of 45p per ordinary share.
- 3.8 On 30 July 2001, the Company issued 5,605,452 5p ordinary shares at a premium of 24.5p per ordinary share.
- 3.9 On 30 September 2003, the Company issued 1,052,243 5p ordinary shares at a premium of 2p per ordinary share.
- 3.10 On 8 December 2003, the Company issued 300,000 5p ordinary shares at a premium of 2p per ordinary share.

- 3.11 On or about 17 February 2004, the Company issued 285,712 5p ordinary shares at a premium of 2p per ordinary share.
- 3.12 On 23 March 2004, the Company issued 2,142,855 5p ordinary shares at a premium of 2p per ordinary share.
- 3.13 On 20 July 2004, the Company issued 100,000 5p ordinary shares at a premium of 3p per ordinary share.
- 3.14 On 31 March 2005, the Company issued 1,931,731 5p ordinary shares at a premium of 4p per ordinary share.
- 3.15 On 8 September 2005, pursuant to resolutions passed by the shareholders of the Company, the authorised share capital of the Company was increased from £1,000,000 to £2,000,000 by the creation of 20,000,000 new ordinary shares of 5p each.
- 3.16 Between 23 February 2006 and 14 March 2006, the Company issued 960,000 5p ordinary shares at a premium of 5p per ordinary share.
- 3.17 Between 30 August 2006 and 5 September 2006, the Company issued 2,737,500 5p ordinary shares at a premium of 3p per ordinary share.
- 3.18 Between 19 February 2007 and 17 April 2007, the Company issued 5,335,272 5p ordinary shares at par value.
- 3.19 On 26 April 2007, pursuant to special resolutions passed by the shareholders of the Company, the authorised share capital of the Company was increased from £2,000,000 to £4,000,000 by the creation of 40,000,000 new ordinary shares of 5p each.
- 3.20 Between 26 April 2007 and 30 April 2007, the Company issued 14,925,371 5p ordinary shares at a premium of 5.05p per Ordinary Share.
- 3.21 On 15 June 2007, the Company issued 100,000 5p ordinary shares at par value.
- 3.22 On 2 July 2007, the Company issued 166,500 5p ordinary shares at a premium of 1p per ordinary share.
- 3.23 On 15 November 2007, the Company issued 242,424 5p ordinary shares at a premium of 3.25p per ordinary share.
- 3.24 The Company's authorised and issued share capital at the date of this Document, and as it will be upon Admission, is set out below:

	<i>Amount</i>	<i>Number of Ordinary Shares</i>
Authorised	£4,000,000	80,000,000
Issued and fully paid	£2,132,800	42,656,000

- 3.25 As at the date of this Document, options to subscribe for an aggregate of 4,732,724 Ordinary Shares are outstanding and held by employees (excluding the Directors' options which are detailed in paragraph 6.2), certain former employees of the Company and the Company Secretary, under the Capital Strategy Plc 2001 Executive Share Option Scheme. The terms of these options are set out in paragraph 10.
- 3.26 Save as disclosed in this Document, no commissions, discounts, brokerages or other special terms have been granted by the Company or its subsidiary in connection with the issue or sale of any share or loan capital of the Company or its subsidiary.
- 3.27 All of the Ordinary Shares will be in registered form and enabled for settlement in CREST. Accordingly, the Ordinary Shares are capable of being held in uncertificated form. No temporary documents of title will be issued.
- 3.28 Save as set out in this Document, no shares in the capital of the Company are under option or have been agreed, conditionally or unconditionally, to be put under option and the Company has not issued any convertible securities, exchangeable securities or securities with warrants.

- 3.29 The Company has not used more than 10 per cent. of the Ordinary Share Capital for the purchase of non cash assets for the period from 1 April 2004 to 30 September 2007.
- 3.30 No person has any rights over the capital of the Company's subsidiary and the Company has not agreed conditionally or unconditionally to grant any option over the capital of its subsidiary.
- 3.31 No Ordinary Shares are held on behalf of the Company or its subsidiary.

4. Memorandum and Articles of Association

The objects of the Company are set out in full in clause 4 of its Memorandum of Association and include, among other things, the business of carrying on the business of an investment company in all its branches, controlling, managing, financing, subsidising, co-ordinating or otherwise assisting any company or companies in which the Company has a direct or indirect financial interest and providing secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such companies.

The Articles of Association, which were adopted by the Company on 18 December 2000, include, among other things, provisions to the following effect:

4.1 Changes in Share Capital

Without prejudice to any special rights previously conferred on the holders of any shares or class of shares already issued (such special rights not to be modified or abrogated except with such consent or sanction as is provided for in the Company's Memorandum of Association or the Articles of Association), a share (whether forming part of the original capital or not) may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company by ordinary resolution determines.

Subject to the provisions of the Act, any other relevant legislation and any restrictions contained in the Articles of Association and to any direction to the contrary given by the Company in general meeting, the Directors may allot, grant options over, or otherwise dispose of shares or rights to subscribe for, or to convert any security into, shares to such persons (including a Director) and on such terms as they think fit provided no share shall be issued at a discount.

The Company in general meeting may, by ordinary resolution, increase its capital by such sum, to be divided into shares of such amounts, as the resolution prescribes.

Subject to the Articles and the Act, any new shares proposed to be issued shall be offered in the first instance in accordance with section 89 of the Act to all the shareholders for the time being, on the same or on more favourable terms than those offered or to be offered to persons other than shareholders, in proportion to the number of shares of the same class held by them.

Subject to, and in accordance with, the provisions of the Act and any other relevant legislation, the Company may purchase its own shares (including any redeemable shares) except that:

- (a) the Company may not purchase its own shares if at the time of purchase there are outstanding any convertible securities of the Company, unless there are provisions in the relevant trust deed or terms of issue permitting the purchase or the purchase has been sanctioned by an extraordinary resolution passed at a separate class meeting of the holders of the convertible securities; and
- (b) purchases by the Company of its own redeemable shares shall, where the shares are listed, or dealt in or traded on the London Stock Exchange, be limited to a maximum price which, in the case of purchases through the market of redeemable shares other than those which are normally bought and traded in by a limited number of investors who are particularly knowledgeable in investment matters, must not exceed 5 per cent. above the average market value for the 10 business days before the purchase is made.

The Company may, by ordinary resolution:

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken, by any person, and diminish the amount of its capital by the nominal amount of the shares cancelled, subject to the provisions of sections 146-149 of the Act; and

- (c) sub-divide all or any of its shares into shares of smaller amount than is fixed by the Memorandum of Association and the resolution may determine that, as between the holders of the shares resulting from the sub-division, one or more of the shares may have such preferred or other special rights over, or may have such deferred rights, or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.

The Company may, by special resolution, reduce its share capital and any capital redemption reserve fund or any share premium account in any manner subject to any conditions and consents required by law.

4.2 **Modification of Rights**

Whenever the capital of the Company is divided into different classes of shares or groups and while the Company is a going concern or during or in contemplation of a winding up, the special rights attached to any class or group may be modified or abrogated, subject to the provisions of the Company's Memorandum of Association and unless otherwise provided by the terms of issue of the shares of that class or group, with the written consent of the holders of three-quarters of the issued shares of the class or group or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders (but not otherwise).

The special rights conferred upon the holders of any shares or class or group of shares issued with preferred or other rights shall not, unless otherwise expressly provided by the conditions of issue, be deemed to be modified by the creation or issue of further shares ranking *pari passu* with them.

The Company may, by special resolution, create and sanction the issue of shares which are, or at the option of the Company or holder are liable, to be redeemed, subject to and in accordance with the provisions of the Act and any other relevant legislation. The special resolution sanctioning the issue shall also make such alteration to the Articles of Association as is necessary to specify the terms on which and the manner in which the shares are to be redeemed.

4.3 **Transfer of Shares**

Subject to the provisions of the Uncertificated Securities Regulations 1995 (as modified) (the "Regulations") and any regulations made in substitution of those Regulations under the Companies Act 1989, the Board may permit shares of any class to be held in uncertificated form and to be transferred by means of a relevant system in accordance with the Regulations and any regulations made in substitution of those Regulations under the Companies Act 1989 and may determine that any class of shares shall cease to be a participating security.

The Board may, in the case of shares held in certificated form, impose restrictions upon the transfer of a certificated share which is not fully paid provided that, where any such shares are admitted to the Official List of the UK Listing Authority or admitted to trading on AIM or OFEX, such discretion may not be exercised in such a way as to prevent dealings in the share of that class from taking place on an open and proper basis. The Board may refuse to register any transfer of a share on which the Company has a lien.

The Board may (but if at the relevant time the Company's shares are listed on the Official List of the UK Listing Authority or admitted to trading on AIM or OFEX, only in exceptional circumstances approved by the London Stock Exchange or OFEX as the case may be) refuse registration of the transfer of a certificated share provided the exercise of such powers does not disturb the market. The Board may refuse to register the transfer of an uncertificated share in any circumstances permitted by the Regulations and every modification of or regulations made in substitution for those Regulations made under section 207 of the Companies Act 1989, the rules and regulation and practices of the Operator (as defined in the Regulations) and (if at the relevant time the Company's shares are listed on the Official List of the UK Listing Authority or admitted to trading on AIM or OFEX) the London Stock Exchange or OFEX (as the case may be).

The instrument of transfer relating to shares held in certificated form shall be signed by or on behalf of the transferor and (in the case of a partly paid share) the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect of it. Subject to the provisions of the Articles of Association, transfers of shares and other documents relating to or affecting the title to any shares shall be registered without payment of any fee. All instruments of transfer which are registered shall be retained by the Company. In the case of

a transfer of shares held in certificated form by a market nominee the lodgement of share certificates will only be necessary if and to the extent that share certificates have been issued in respect of the shares in question.

The Directors may, in their absolute discretion and without assigning any reason, decline to register any transfer of, or which includes, shares which are not fully paid to a person of whom they do not approve. They may also decline to register any transfer of shares upon which the Company has a lien. The Directors may also decline to register any instrument of transfer, unless:

- (a) the instrument of transfer, duly stamped, is deposited at the Company's registered office or such other place as the Directors may appoint accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer;
- (b) the instrument of transfer is in respect of only one class of share; and
- (c) in the case of a transfer to joint holders, they do not exceed four in number.

4.4 **General Meetings**

A general meeting shall be held in each year at such time (within a period of not more than 15 months after the holding of the last preceding general meeting) and place as may be determined by the Directors. The general meetings referred to in this Article shall be called annual general meetings. All general meetings other than annual general meetings shall be called extraordinary general meetings.

The Directors may convene an extraordinary general meeting whenever they think fit. On the requisition of members in accordance with the Act and any other relevant legislation, the Directors shall convene an extraordinary general meeting.

In the case of the annual general meeting or of a meeting convened to pass a special resolution at least 21 clear days' notice and in other cases at least 14 clear days' notice must be given (exclusive in each case of the day on which the notice is served or deemed to be served and of the day for which the notice is given). The notice shall specify the place, the day and the hour of meeting (and in the case of an annual general meeting shall specify the meeting as such) and state with reasonable prominence that a member entitled to attend and vote is entitled to appoint a proxy, who need not also be a member, to attend and vote instead of him. In the case of special business, the notice must specify the general nature of the business (and, in the case of a meeting convened for passing a special or extraordinary resolution, the intention to propose the resolution as a special or extraordinary resolution as the case may be). With the written consent of all, or such less number as is required by the Statutes (as defined in the Articles of Association), of the members entitled to attend and vote, a meeting may be convened by a shorter notice and in such manner as those members think fit.

No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Except as otherwise provided in the Articles of Association, two members present in person or by proxy and entitled to vote shall be a quorum for all purposes.

4.5 **Voting of Members**

Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with the Articles of Association, on a show of hands every member, who (being an individual) is present in person or (being a corporation) is present by a representative not being himself a member, shall have one vote and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder.

No member shall be entitled to vote at any general meeting either personally or by proxy, or to exercise any privilege as a member, unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

A member holding unclassified shares shall be entitled to vote at any general meeting in respect of those shares, provided that no ordinary share is in issue.

At a general meeting a resolution put to the vote shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is demanded by the chairman or by at least three members present in person or by proxy and entitled to vote or by a member or members entitled to vote and holding or representing by proxy at least one-tenth part of the total voting rights of all the members having the right to vote at the meeting or by a member or members holding shares

conferring a right to vote at the meeting on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right. Unless a poll is demanded as above, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

If any votes are counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution unless it is pointed out at the same meeting, or at an adjournment, and it is, in the opinion of the chairman of the meeting, of sufficient magnitude to vitiate the resolution.

If a poll is duly demanded, it shall be taken at such time (either at the meeting at which the poll is demanded or within 30 days of the meeting) and place and in such manner as the chairman directs (including the use of ballot or voting papers or tickets). The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. No notice need be given of a poll not taken immediately. The chairman may appoint scrutineers and may adjourn the meeting to some place and time fixed by him for declaring the result of the poll. The demand for a poll may be withdrawn before the close of the meeting or the taking of the poll, whichever is the earlier, but, if a demand is withdrawn, the chairman of the meeting or other members entitled to require a poll may himself or themselves demand a poll.

In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote in addition to any votes to which he may be entitled as a member.

On a poll, votes may be given either personally or by proxy, but if a member having, appointed one or more proxies, attends and votes in person (if an individual) or by representative (if a corporation) the votes cast by the member in person or by representative shall be counted to the exclusion of those cast by the proxy or proxies.

4.6 **Directors' Remuneration**

The Directors shall be paid out of the funds of the Company by way of remuneration for their services such sums as the Company by ordinary resolution determines. The remuneration shall be divided among them in such proportions and manner as the Directors determine and, in default of a determination within a reasonable period, equally, except that any Director holding office for less than a year or other period for which remuneration is paid shall rank in the division in proportion to the fraction of the year or other period during which he has held office. The remuneration shall be deemed to accrue from day to day. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or committees of the Directors or general meetings of the Company or in connection with the business of the Company.

4.7 **Directors' Interests**

A Director may hold any other office or place of profit with the Company (except that of Auditor) in conjunction with his office of Director for such period and upon such terms as the Board determines, and may be paid such extra remuneration for it (whether by way of salary, commission, participation in profits or otherwise) as the Board determines. The extra remuneration shall be in addition to any remuneration provided for by or pursuant to any other Article.

A Director may act by himself or his firm in a professional capacity for the Company (otherwise than as Auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.

A Director may be or become a director or other officer of, or otherwise interested in, a company promoted by the Company or in which the Company is interested, and shall not be liable to account to the Company or the members for any remuneration, profit or other benefit received by him as a director or officer of or from his interest in that company. The Board may cause the voting power conferred by the shares in another company held or owned by the Company to be exercised in such manner as it thinks fit, including the exercise in favour of a resolution appointing any of the Directors to be directors or officers of that company, or voting or providing for the payment of remuneration to the directors or officers of that company.

A Director shall not vote or be counted in the quorum on a resolution of the Board concerning his own appointment as the holder of an office or place of profit with the Company or another company in which the Company is interested (including the arrangement or variation of its terms or its termination).

Where arrangements are under consideration concerning the appointment (including the arrangement or variation of the terms or the termination of the appointment) of two or more Directors to offices or places of profit with the Company or another company in which the Company is interested, a separate resolution may be put in relation to each Director. In such case, each of the Directors concerned shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment (or the arrangement or variation of its terms or its termination) and except (in the case of an office or place of profit with another company) where the other company is a company in which the Director owns 1 per cent. or more.

A Director who to his knowledge is interested, whether directly or indirectly, in a contract or arrangement or proposed contract or arrangement with the Company must declare the nature of his interest at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, if he knows his interest then exists, or, in any other case, at the first meeting of the Board after he knows that he is or has become interested. A general notice to the Board given by a Director to the effect that he is a member of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with the company or firm shall be a sufficient declaration of interest under this Article in relation to any contract or arrangement made with the company or firm. A notice shall not be effective unless either it is given at a meeting of the Board or the Director giving it takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given.

Except as otherwise provided by the Articles of Association, a Director must not vote on (or be counted in the quorum in respect of) any resolution of the Board concerning a contract or arrangement or other proposal in which he is to his knowledge, directly or indirectly, materially interested. If he does, his vote shall not be counted.

Where a company in which a Director owns 1 per cent. or more is materially interested in a transaction, he shall also be deemed materially interested in the transaction (and a company shall be deemed to be a company in which a Director owns 1 per cent. or more if and so long as he is (either directly or indirectly) the holder of or beneficially interested in 1 per cent. or more of any class of its equity share capital or of the voting rights available to its members, disregarding any shares held by a Director as bare or custodian trustee and in which he has no beneficial interest, any shares comprised in a trust in which the Director's interest is in reversion or remainder if and so long as some other person is entitled to receive the trust income, and any shares comprised in an authorised unit trust scheme in which the Director is interested only as a unit holder).

The Company may by ordinary resolution suspend or relax the provisions of this Article to any extent or ratify any transaction not duly authorised by reason of a contravention of this Article.

4.8 Borrowing Powers

The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge all or any part of its undertaking, property and assets (both present and future), including its uncalled capital and, subject to the Act and any other relevant legislation, to issue debenture stock and other securities, whether outright or as collateral security, for any debt, liability or obligation of the Company or of any third party.

4.9 Retirement of Directors

At every annual general meeting any Directors who are bound to retire under Article 103 and one-third of the other Directors or, if their number is not a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office. A Director retiring at a meeting shall retain office until the close of the meeting.

The Directors to retire on each occasion shall be those who have been longest in office since their last election but, as between persons who became or were re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. The Directors to retire on each occasion (both as to number and identity) shall be determined by the composition of the Board at the date of the notice convening the annual general meeting. No Director shall be required to retire or be relieved from retiring by reason of any change in the number or identity of the Directors after the date of the notice but before the close of the meeting.

4.10 **Dividends**

The profits of the Company available for dividend and resolved to be distributed shall be applied in the payment of dividends to the members in accordance with their respective rights and priorities. The Company in general meeting may declare dividends accordingly. No dividend or interim dividend may be paid otherwise than in accordance with Part VIII of the Act.

No dividend shall be payable except out of the profits of the Company (including profits set aside to any reserve fund under the Articles of Association) or in excess of the amount recommended by the Directors.

Dividends must be declared and paid according to the amounts paid on the shares in respect of which the dividends are paid. For the purposes of this Article, no amount paid on a share in advance of calls shall be treated as paid on the share. Dividends shall be apportioned and paid *pro rata* according to the amounts paid on the shares during any portions of the period in respect of which the dividend is paid but, if any share is issued on terms providing that it ranks for dividend as from a particular date, the share shall rank for dividend accordingly.

The Directors may pay such interim dividends as appear to them to be justified by the profits of the Company. If the capital of the Company is divided into different classes of shares the Directors may pay interim dividends in respect of those shares which confer on the holders deferred or non-preferred rights as well as in respect of those shares which confer on the holders preferential or special rights with regard to dividends. The Directors may also pay half yearly, or at other suitable intervals to be settled by them, any dividend which is payable at a fixed rate if they are of the opinion that the profits justify the payment.

A general meeting declaring a dividend or bonus may direct payment of the dividend or bonus wholly or partly by the distribution of specific assets and, in particular, of paid up shares or debenture stock of another company or in any one or more of these ways.

The Directors may deduct from any dividend or bonus payable to a member any sums presently payable by him to the Company on account of calls or otherwise in respect of shares of the Company.

No unpaid dividend, bonus or interest shall bear interest as against the Company.

The Directors may retain any dividends and bonuses payable on shares on which the Company has a lien permitted by the Act and any other relevant legislation and may apply them in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

The Directors may retain the dividends and bonuses payable upon shares in respect of which any person is, under the provisions of the Articles of Association relating to the transmission of shares, entitled to become a member, or which any person under those provisions is entitled to transfer, until he becomes a member in respect of the shares or duly transfers them.

All unclaimed dividends may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed. Dividends unclaimed for 12 years after they became due for payment shall, unless the Directors otherwise resolve, be forfeited and revert to the Company.

The Directors may, if authorised by an ordinary resolution, and subject to the provisions of the Articles of Association, offer any holders of ordinary shares one or more of the following options:

- (a) instead of taking the net cash amount due to them in respect of all or any part (to be determined by the Directors) of any dividend declared or payable on any ordinary shares held by them, either to invest the cash in subscribing for unissued ordinary shares, payable in full or by instalments, or in paying up in full or by instalments any unpaid or partly paid ordinary shares held by them; or
- (b) instead of taking the net cash amount due to them in respect of all or any part (to be determined by the Directors) of any dividend declared or payable on any ordinary shares held by them, to elect to receive new ordinary shares credited as fully paid; or
- (c) to forego their entitlement to all or any part (to be determined by the Directors) of any dividend declared or payable on any ordinary shares held by them and to take instead fully paid bonus ordinary shares; or
- (d) any other option in respect of all or any part (to be determined by the Directors) of any dividend on any ordinary shares held by them as the Directors determine.

4.11 **Winding Up**

On a winding up of the Company, the balance of the assets available for distribution, after deduction of any provision made under section 719 of the Act and subject to any special rights attaching to any class of shares, shall be applied in repaying to the members of the Company the amounts paid up on

the shares held by them. Any surplus assets will belong to the holders of any ordinary shares then in issue according to the numbers of shares held by them or, if no ordinary shares are then in issue, to the holders of any unclassified shares then in issue according to the numbers of shares held by them.

If the Company is wound up (whether the liquidation is voluntary, under supervision or by the court) the liquidator may, with the authority of an extraordinary resolution, divide among the members in specie or kind the whole or any part of the assets of the Company, whether or not the assets consist of property of one kind or of properties of different kinds. He may for that purpose set such value as he deems fair upon any one or more class or classes of property and may determine how the division is carried out as between the members or different classes of members. He may, with the same authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the liquidator with the same authority thinks fit, but no contributory shall be compelled to accept any shares in respect of which there is a liability.

The power of sale of a liquidator includes a power to sell wholly or partially for shares or debenture stock, or other obligations of another company either then already constituted or about to be constituted, for the purpose of carrying out the sale.

4.12 **Indemnity**

Except so far as the provisions of Article 163 of the Articles of Association are avoided by any provisions of the Act and any other relevant legislation, the Directors, Auditors, Secretary and other officers of the Company, and their respective executors or administrators, shall to the extent permitted by the Act and any other relevant legislation be indemnified out of the assets of the Company against all actions, costs, charges, losses, damages and expenses which they may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices, unless incurred through their own wilful neglect or default. Subject to the provisions of the Act, the Directors may purchase and maintain insurance at the expense of the Company for the benefit of any Director or other officer or auditor of the Company against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done by him as a Director, officer or auditor.

4.13 **Redeemable Shares**

The Company may by special resolution create and sanction the issue of shares which are, or at the option of the Company or the holder are to be liable, to be redeemed, subject to and in accordance with the provisions of the Act and any other relevant legislation. The special resolution sanctioning the issue shall also make such alterations to the Articles as are necessary to specify the terms and manner in which the shares are to be redeemed.

5. **Substantial Shareholders**

5.1 As at 25 February 2008 (being the last practicable date prior to the date of this Document) and save as set out below, the Company was not aware of any person, who, directly or indirectly, had an interest representing 3 per cent. or more of the Ordinary Share Capital (being the threshold at or above which, in accordance with the provisions of section 5 of the DTR, any interest must be disclosed by the Company):

<i>Name of Shareholder</i>	<i>Number of Ordinary Shares</i>	<i>Percentage of existing issued share capital</i>
Barnard Nominees Limited	4,726,368	11.08
Hargreave Hale Limited	4,374,129	10.25
Chase Nominees Limited	1,995,199	4.68
Pershing Keen Nominees Limited	1,919,690	4.50
Cenkos Channel Island Nominee Company Limited	1,710,000	4.00
JM Finn Nominees Limited	1,405,000	3.29
HSBC Global Custody Nominee (UK) Limited	1,380,000	3.24
Mellon Nominees (UK) Limited A/C BSDTOMN	1,350,000	3.16
Starvest plc	1,350,000	3.16
Giltspur Nominees Limited A/C BUNS	1,279,851	3.00

5.2 The Shareholders listed in this paragraph 5 do not have different voting rights to other holders of Ordinary Shares.

6. Directors' Interests

- 6.1 The interests of each of the Directors in the Ordinary Share Capital of the Company (all of which are beneficial) which have or will be required to be notified to the Company pursuant to section 5.1 of the DTR or which will be required to be maintained under the provisions of section 808 of the 2006 Act, or which interests of a person connected with any of the Directors (within the meaning of section 252 of the 2006 Act), which interests would be required to be disclosed pursuant to the Act, and the existence of which is known to the Directors or could be with reasonable diligence be ascertained by them as at 25 February 2008 (being the last date practicable prior to the date of this Document) are set as follows:

<i>Directors</i>	<i>Number of Ordinary Shares</i>	<i>Percentage of existing issued share capital</i>
Mark Warde-Norbury	3,254,276	7.63
Ruari McGirr	1,457,636	3.42
Sebastian Wykeham	1,457,636	3.42
Barry Hocken	402,500	0.94
Howard Flight	638,000	1.50
Jon Pither	2,589,682	6.07

- 6.2 The Directors are also interested in share options granted under the Capital Strategy Plc 2001 Executive Share Option Scheme and held by them as follows:-

<i>Directors</i>	<i>Date of Grant</i>	<i>Exercise Price</i>	<i>Number of Ordinary Shares under option</i>
Mark Warde-Norbury	30/03/2007	10p	400,000
	30/03/2007	20p	400,000
	30/03/2007	30p	200,000
Ruari McGirr	2/02/2007	5p	1,085,591
	2/02/2007	5p	1,085,591
	2/02/2007	5p	1,085,591
	2/02/2007	5p	1,085,591
Sebastian Wykeham	2/02/2007	5p	1,085,591
	2/02/2007	5p	1,085,591
	2/02/2007	5p	1,085,591
	2/02/2007	5p	1,085,591
Barry Hocken	30/03/2007	10p	200,000
	30/03/2007	20p	200,000
	30/03/2007	30p	100,000
Jon Pither	06/05/2004	15p	403,923
	06/05/2004	10p	403,923
	31/03/2005*	9p	1,111,111
	30/03/2007	10p	400,000
	30/03/2007	20p	400,000
	30/03/2007	30p	200,000

* On 26 February 2008 the Board of the Company resolved to extend the exercise period for this option for 3 months, until 30 June 2008.

- 6.3 Each of the four tranches of 1,085,591 options granted to Ruari McGirr and Sebastian Wykeham are exercisable on the following conditions being met: firstly, Admission and subsequently on the Ordinary Shares reaching a market value of 20p, 30p and 50p respectively.
- 6.4 The terms of the option grants set out above in paragraph 6.2 are summarised below in paragraph 10.
- 6.5 Save as disclosed in this paragraph 6 and paragraph 5 above, and in so far as the Company has the information, the Company is not aware of any person or persons who either alone or, if connected, jointly following Admission, will (directly or indirectly) exercise or could exercise control over the Company.
- 6.6 The Shareholders listed in this paragraph 6 do not have different voting rights to other holders of Ordinary Shares.
- 6.7 The Directors are not aware of any arrangements in place or under negotiation which may, at a subsequent date, result in a change of control of the Company.

- 6.8 No Director has or has had any interest in any transaction which is or was unusual in its nature or conditions or significant to the business of the Company and was effected during the current or immediately preceding financial year or was effected during any earlier financial year which remains outstanding and unperformed in any respect.
- 6.9 There are no loans or guarantees granted or provided by either the Company or its subsidiary (the "Group") to or for the benefit of any of the Directors which are now outstanding.
- 6.10 There is no Director or member of a Director's family who has a related financial product (as defined in the AIM Rules for Companies) referenced to the Ordinary Shares.

7. Additional Information on the Directors

- 7.1 The names and functions of the Directors are as follows:

<i>Name</i>	<i>Function</i>	<i>Date of Appointment</i>
Mark Warde-Norbury	<i>Executive Chairman</i>	2 December 1998
Ruari McGirr	<i>Chief Executive Officer</i>	5 February 2007
Sebastian Wykeham	<i>Executive Director</i>	5 February 2007
Barry Hocken	<i>Executive Director</i>	7 October 2005
Howard Flight	<i>Non-Executive Director</i>	12 August 2006
Jon Pither	<i>Non-Executive Director</i>	8 June 2004

- 7.2 The business address of each of the Directors is 15 St. Helen's Place, London EC3A 6DE.

- 7.3 The Directors hold or have held the following directorships or have been partners in the following partnerships within the five years prior to the date of this document:

<i>Director</i>	<i>Current Directorships</i>	<i>Past Directorships</i>
Mark Warde-Norbury	BFA Holdings Limited Bonhote Foster Agencies Limited Flight & Partners Limited Lucianne Limited St Helen's Capital Group Limited St Helen's Capital Plc St Helen's Private Equity plc St Helen's Property Investments Limited Sea Breeze Property Investments Limited	Qualified Investor Services Limited
Ruari McGirr	St Helen's Capital Plc	None
Sebastian Wykeham	St Helen's Capital Plc	None
Barry Hocken	St Helen's Capital Plc St Helen's Capital Group Limited	Dozzler3 Limited Gateway Securities Limited Newstrack Limited
Howard Flight	Chromogenex plc CIM Investment Management Limited CorporActive Fund (Cayman) Ferranti Limited Flight & Barr Limited Flight & Partners Limited Gulf Overseas Investment Fund Limited Halliday Flight Halliday Limited Investec Asset Management Limited Investec Global Strategy Fund Limited (Guernsey) Loudwater Trust Limited (Guernsey)	ACM European Enhanced Income Fund plc (Ireland) Avebury Asset Management Group Limited Avebury Asset Management Limited First India Asset Management Limited (India) Panmure Gordon & Co. plc INVAR Macro Bond Fund Inc (Cayman Islands) Investec European Growth & Income Trust Limited (Guernsey) Investec Global Strategy Fund (Guernsey) Investec Select Funds plc (Ireland) Reenergy Group plc

<i>Director</i>	<i>Current Directorships</i>	<i>Past Directorships</i>
	Speymill Property Managers Limited St Helen's Capital Plc The EIS Association Limited Westcliffe Capital Limited (Guernsey)	Speymill 2007 Limited The Elgar Foundation Thinc Group Limited Thinc Group Holdings Limited
Jon Pither	Active Capital Trust plc Aortech International plc BGC Limited Bluehone AIM VCT plc Corpex Limited Creative Entertainment Events Limited Creative Entertainment Group plc Fenns Bank Estates Limited (in liquidation) Hamilton Laird Consulting Limited Jourdan plc Myhome International plc Nailport Limited Northern Bear plc Southern Bear plc Southern Bear Trading Limited St Helen's Capital Plc St Helen's Private Equity plc St Helen's Property Investments Limited Surrey Management Services Limited Tarvail Limited The Alumasc Group plc World Telecom Public Limited Company (in administrative receivership)	Amerisur Resources plc Argenta Holdings plc Barncross Limited Blue Oar plc Boldappeal Limited Corporate Synergy Holdings plc Crossway Marketing Limited Dolomore Limited Emerald Energy plc Equity Resources plc Eurokit U.K. Limited Franchise Investment Strategies plc Galatial Ace plc Health Source Limited Imprimatur Capital Limited Kelmax Roofing Limited Lady in Leisure Group plc Maison Caurette Holdings Limited Maximuse Limited Metnor Group plc Pacesetter Travel Limited Phoenix Health Clubs Limited Premier Books (UK) Limited Premier Direct Group plc Premium Bars and Restaurants plc Prestige Travel Limited Random Number Lottery Limited SOC Group plc SOC Insurance Fund Limited Soundworth Limited Sourceunit Limited Spring Roofing Limited Tanfield Group plc The Floor Joist Company (Northern) Limited Transense Technologies plc Ultimate Leisure (Coast) Limited Ultimate Leisure Limited

7.4 Save as set out above, none of the Directors have any business interests or activities outside the Company which are significant with respect to the Company.

7.5 None of the Directors have:-

- (a) any unspent convictions in relation to indictable offences;
- (b) been made bankrupt or made an individual voluntary arrangement with creditors or suffered the appointment of a receiver over any of his assets;
- (c) (save as set out below) been a director of any company which, whilst he was such a director or within 12 months after his ceasing to be such a director, was put into receivership, compulsory liquidation, creditors' voluntary liquidation, administration, company voluntary arrangement or any composition or arrangement with the company's creditors generally or with any class of creditors of any company or had an administrator or an administrative or other receiver appointed;

- (d) been a partner in any partnership which, whilst he was a partner, or within 12 months after his ceasing to be a partner, was put into compulsory liquidation or had an administrator or an administrative or other receiver appointed or entered into any partnership voluntary arrangement;
- (e) had an administrative or other receiver appointed in respect of any asset belonging either to him or to a partnership of which he was a partner at the time of such appointment or within 12 months preceding such appointment; or
- (f) received any public criticisms by statutory or regulatory authorities (including recognised professional bodies) or ever been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company.

7.6 Jon Pither is a non executive director of:

7.6.1 World Telecom Public Limited Company which went into administrative receivership on 23 December 1999 under powers contained in a security document dated 7 January 1999 granting fixed and floating charges over all property and assets of the company in favour of Chase Manhattan Bank. The directors' sworn statement of affairs showed an estimated deficiency as regards sundry creditors of £16,426,060. The receivership still continues; and

7.6.2 Fenns Bank Estates Limited, an extraordinary resolution of which was passed on 26 February 2002 to put the company into creditors' voluntary liquidation and to appoint a liquidator. The directors' sworn statement of affairs showed an estimated deficiency as regards sundry creditors of £10,394,979. The liquidation still continues.

7.7 Jon Pither was:

7.7.1 non executive Chairman of Lady in Leisure Group Plc. This company and its subsidiaries were subject to an administration order dated 10 September 2001 under powers contained in a security document granting fixed and floating charges over all property and assets of the group in favour of Barclays Bank plc. The directors' sworn statement of affairs showed an estimated deficiency as regards sundry creditors of £3,331. The order was discharged on 7 January 2005 and the company was dissolved on 15 November 2005;

7.7.2 a non executive director of Avon Group Holdings Limited and Avon Holdings Limited. Avon Group Holdings Limited was a private, unquoted holding company. Jon resigned his directorship of both companies on 22 January 2001, the same month in which an administrative receiver was appointed to both at the instigation of its bankers, Lloyds TSB Bank Plc. The directors' sworn statement of affairs for Avon Group Holdings Limited showed an estimated deficiency as regards sundry creditors of £45,165. Avon Group Holdings Limited was dissolved 3 April 2007 and Avon Holdings Limited was dissolved 5 April 2005;

7.7.3 a non executive director of Eurokit U.K. Limited which had an administrative receiver appointed 15 March 2001. The directors' sworn statement of affairs showed an estimated deficiency as regards sundry creditors of £752,435. Jon resigned his directorship on 2 March 2004 and the administrator ceased to act on 17 February 2006;

7.7.4 non executive Chairman of Dolomore Limited and a non executive director of its non trading subsidiary Maison Caurette Holdings Limited were put into administrative receivership on 25 March 1996. The directors' sworn statement of affairs for Dolomore Limited showed an estimated deficiency as regards holders of unsecured loan notes and sundry creditors of £5,062,470. Jon resigned his directorship of both companies on 31 March 2003. Dolomore Limited was dissolved on 19 July 2005 and Maison Caurette Holdings Limited was dissolved on 16 August 2005.

8. Directors' Remuneration

8.1 The Executive Directors have each entered service contracts with the Company on the following terms and conditions:

8.1.1 On 6 March 1999, Mark Warde-Norbury entered into a service contract with the Company for the provision of his services as Chairman of the Company to continue until terminated by 3 months' notice in writing by either party. Under this contract Mark is entitled to an annual salary of £82,000, 20 working days' holiday and repayment of all expenses properly incurred by him in the performance of his duties. The contract contains non-compete and non-solicitation restrictions on Mark following the termination of his employment.

8.1.2 On 5 February 2007, Ruari McGirr entered into a service contract with the Company for the provision of his services as Chief Executive Officer of the Company to continue until terminated by 6 months' notice in writing by either party. Under this contract Ruari is entitled to an annual salary of £82,000, 25 working days' holiday and repayment of all expenses properly and reasonably incurred by him in the performance of his duties. The contract contains non-compete and non-solicitation restrictions on Ruari following the termination of his employment.

8.1.3 On 5 February 2007, Sebastian Wykeham entered into a service contract with the Company for the provision of his services as a director of the Company to continue until terminated by 6 months' notice in writing by either party. Under this contract Sebastian is entitled to an annual salary of £82,000, 25 working days' holiday and repayment of all expenses properly and reasonably incurred by him in the performance of his duties. The contract contains non-compete and non-solicitation restrictions on Sebastian following the termination of his employment.

8.1.4 On 19 September 2007, Charles Barry Hocken entered into a service contract with the Company for the provision of his services as a director of the Company to continue until terminated by 3 months' notice in writing by either party. Under this contract Barry is entitled to an annual salary of £82,000, 25 working days' holiday and repayment of all expenses properly and reasonably incurred by him in the performance of his duties. The contract contains non-compete and non-solicitation restrictions on Barry following the termination of his employment.

The Non Executive Directors have each entered into the following letters of appointment with the Company on the terms outlined below:-

8.1.5 On 26 February 2008, Jon Pither entered into a letter of appointment with the Company relating to his continuing appointment as a non executive director of the Company to continue until terminated by 3 months' notice in writing by either party under which he receives a fee of £6,000 per annum, paid via Surrey Management Services Limited.

8.1.6 On 26 February 2008, Howard Flight entered into a letter of appointment with the Company relating to his continuing appointment as a non executive director of the Company to continue until terminated by 3 months' notice in writing by either party. Under the terms of Howard Flight's appointment, the Company has agreed to pay Howard Flight's personal assistant's salary of £17,000 per annum in substitution of his director's fees.

8.2 There is no arrangement under which any Director has waived, or agreed to waive future emoluments nor has there been any waiver of emoluments during the financial year immediately preceding the date of this Document.

8.3 The aggregate remuneration and benefits paid to the Directors during the last financial year ended 31 March 2007 (including pensions, bonuses and other benefits in kind) amounted to £239,833. It is estimated that the aggregate remuneration and benefits payable to the Directors for the financial year ending 31 March 2008 under current arrangements in force at the date of this Document will be approximately £550,250.

8.4 Save as disclosed in paragraph 8.1 of Part IV of this Document, there are no existing service agreements between any Director and any member of the Group which do not expire or cannot be terminated without payment of compensation (other than statutory compensation) within one year and no such contracts are proposed.

9. Material Contracts

- 9.1 The following contracts, not being contracts entered into in the ordinary course of business, have been entered into by the Group within the two years immediately preceding the date of this Document and are, or may be, material:-
- 9.1.1 A nominated adviser agreement between the Company and Strand Partners dated 26 February 2008 pursuant to which Strand Partners agreed, conditional on Admission, to act as the nominated adviser and joint broker to the Company and, *inter alia*, provide the services in connection therewith pursuant to the AIM Rules for Companies. The Company agreed to pay an annual fee of £25,000 (plus VAT) per annum and reasonable expenses, payable quarterly in advance and to be reviewed annually thereafter. The agreement is terminable at any time by either party on 30 days' written notice.
- 9.1.2 A financial adviser agreement between the Company and Strand Partners dated 14 February 2008 pursuant to which Strand Partners agreed, conditional on Admission, to act as the Company's financial adviser in relation to Admission. The Company agreed to pay Strand Partners a fee of £50,000 (plus VAT) and any reasonable expenses on Admission. The agreement is terminable at any time by either party on written notice.
- 9.1.3 An introduction agreement between the Company, the Directors and Strand Partners dated 26 February 2008, which is conditional on, *inter alia*, Admission occurring by no later than 8.00 a.m. on 17 March 2008 (or such later time and/or date as the Company and Strand Partners may agree in writing). The principal terms of this agreement are as follows:
- (a) the Company agrees to pay Strand Partners the fees and expenses in accordance with the financial adviser agreement (see paragraph 9.1.2 above);
 - (b) the Company and the Directors have given certain warranties, *inter alia*, to Strand Partners as to the accuracy of the information in this Document and as to other matters relating to the Company. The liability of the Directors under these warranties is limited in time and amount;
 - (c) the Company and the Directors have given an indemnity to Strand Partners, against any liabilities and losses incurred by Strand Indemnified Persons and/or Associates (as such terms are defined in the agreement) by reason of or arising out of the performance by any such Strand Indemnified Person and/or their Associates of its obligations or services under this agreement, save to the extent that such liabilities and losses arise from the negligence or fraud of any such person which is either judicially determined or admitted. The liability of the Directors under the indemnity is limited in time and amount; and
 - (d) Strand Partners may terminate the agreement in certain circumstances prior to Admission.
- 9.1.4 An overdraft facility agreement between the Company and Barclays Bank Plc ("Barclays") dated 15 November 2007 on the following terms:
- (a) Barclays agreed to provide the Company with an overdraft facility of £150,000 to be used for working capital purposes;
 - (b) the facility bears interest at 2.5 per cent. per annum above Barclays' base lending rate, such interest being charged on a quarterly basis;
 - (c) the facility agreement also provides for Barclays' management fee of £375 per quarter to be debited to the Company's current account;
 - (d) the facility is repayable on demand; and
 - (e) the facility is secured by the debenture referred to in paragraph 9.1.5 below.
- 9.1.5 On 29 April 2002, the Company entered into a debenture with Barclays whereby the Company granted fixed and floating charges over its assets in favour of Barclays as security for all amounts owing to Barclays.

10. Summary of Principal Features of the Share Option Scheme

Unapproved Share Option Scheme

The Capital Strategy Plc 2001 Executive Share Option Scheme (“Scheme”). The Scheme is administered by the Remuneration Committee, who shall exercise the Company’s powers and duties under the Scheme.

The terms of the Scheme are summarised below.

10.1 Eligibility

Any employee or any director of the Company or a subsidiary, who is required to work not less than 20 hours per week, excluding meal breaks, is eligible to participate in the Scheme.

10.2 Grants of Options

Options may be granted at the absolute discretion of the Remuneration Committee, at any time before 30 June 2011.

10.3 The Acquisition Price

The price per share at which Shares may be acquired on the exercise of an option shall be determined by the Remuneration Committee and shall not be less than the nominal value of a Share. (However, the Company has undertaken that, without the prior approval of Strand Partners, no options will be granted with an acquisition price below the market price at the time of the grant.)

10.4 Exercise of Options

An Option granted under the Scheme may not normally be exercised until after the second anniversary of the date of grant. Options cannot in any event be exercised after the tenth anniversary of the date of grant.

The Remuneration Committee may impose corporate performance targets when options are granted and which will have to be satisfied (or waived) before options may be exercised. The Remuneration Committee shall determine whether the performance targets have been achieved.

If an optionholder ceases to be a director or employee of the Company or a subsidiary, all of that individual’s options will normally lapse (unless the reason for cessation is injury, disability, retirement or death, in which case the optionholder or his personal representatives may exercise the option within 12 months commencing with the date of his ceasing to be a director or employee/death).

10.5 Takeover, Reconstruction and Amalgamation and Liquidation

Exercise of options within specified periods is permitted in the event of a takeover of the Company, on a reconstruction of the Company, on the amalgamation of the Company with any other company, or in the event of a voluntary winding-up.

In the circumstances of a takeover, a reconstruction, an amalgamation, or a voluntary winding-up, an option may normally only be exercised to the extent that any relevant performance conditions have been fulfilled (or waived).

10.6 Rights attaching to Shares

Shares issued on the exercise of options will rank equally in all respects with all other Shares of the Company for the time being in issue, except that they will not rank for any dividend or other distribution of the Company announced prior to the date of exercise of the relevant option or paid by reference to a record date prior to such date.

10.7 Variation of Share Capital

In the event of any variation of share capital, the Remuneration Committee may make such adjustments as it considers appropriate to the number of Shares subject to any option or the acquisition price of an option.

10.8 Alteration of the Scheme

The Remuneration Committee may alter the Rules as they decide provided that no amendment to the advantage of existing or future optionholders will be made to the Scheme except with the prior consent of the Company in general meeting

10.9 Enterprise Management Incentive (“EMI”) Options

The Company can use the Scheme to grant tax advantaged EMI options which have income tax and national insurance benefits for both the individual participants and the Company.

11. Working Capital

The Directors are of the opinion, having made due and careful enquiry, that the working capital available to the Group will be sufficient for the Group's present requirements, that is for at least 12 months from the date of Admission.

12. Taxation

12.1 United Kingdom Taxation

The following information is given in summary form based on legislation and published HMRC practice as it exists at the present time. The information relates to the tax position of ordinary shareholders in the capital of the Company who are resident or ordinarily resident in the UK for tax purposes. The statements below do not constitute advice to any Shareholder on his or her personal tax position, and may not apply to certain classes of investor (such as persons carrying on a share dealing trade in the UK or UK insurance companies).

The summary is not exhaustive and does not generally consider tax reliefs and exemptions. Any person who is in any doubt as to their tax position, or who is subject to taxation in any jurisdiction other than that of the UK, should consult their professional advisers immediately.

Investors should note that tax law and interpretation can change and that in particular the levels and basis of and reliefs from taxation may change.

12.2 Taxation of Chargeable Gains

If a Shareholder, who is resident or in the case of an individual ordinarily resident for tax purposes in the UK, disposes of all or any of their Ordinary Shares, depending on the Shareholder's particular circumstances, a liability to taxation on chargeable gains may be incurred. Individuals, personal representatives and trustees may be entitled to taper relief, which will serve to reduce the gain chargeable. Companies are not entitled to taper relief, but are entitled to an indexation allowance which may also reduce the chargeable gain.

Shareholders who are neither resident nor ordinarily resident in the UK will not normally be liable to UK taxation on capital gains arising on the disposal of their Ordinary Shares. However, non-UK Shareholders will need to take specific professional advice. On 9 October 2007, the pre-budget report announced significant changes to the capital gains tax regime (including the removal of taper relief and possible introduction of an entrepreneur's relief), expected to be effective from 6 April 2008 and Shareholders are recommended to seek advice from their professional advisers in this regard.

12.3 Stamp Duty and Stamp Duty Reserve Tax

No liability to stamp duty or stamp duty reserve tax should arise on the allotment of Ordinary Shares.

(a) Shares held outside the CREST system

The conveyance or transfer on sale of the Ordinary Shares will usually be subject to stamp duty on the instrument of transfer, generally at the rate of 0.5 per cent. of the amount or value of the consideration. Stamp duty is charged in multiples of £5. An obligation to account for stamp duty reserve tax ("SDRT") at the rate of 0.5 per cent., of the amount or value of the consideration will also arise if an unconditional agreement to transfer the Ordinary Shares is not completed by a duly stamped instrument of transfer before the "accountable date" for SDRT purposes. The accountable date is the seventh day of the month following the month in which the agreement for the transfer is made. Payment of the stamp duty will cancel the liability to account for SDRT. It is the purchaser who is in general liable to account for stamp duty or SDRT.

(b) Shares held within the CREST system

The transfer of the Ordinary Shares in uncertificated form in the CREST system will generally attract a liability to SDRT at the rate of 0.5 per cent. of the amount or value of the consideration. The SDRT is payable on the fourteenth day following the date of the unconditional agreement for the transfer of the Ordinary Shares.

The above statements are intended as a general guide to the current position. Certain categories of person are not liable to stamp duty or SDRT, and others may be liable at a higher rate or may, although not primarily liable for the tax, be required to notify and account for it

under the Stamp Duty Reserve Tax Regulations 1986. The above statements do not apply to anyone receiving Ordinary Shares who is, or is a nominee or agent for, a person whose business is or includes the provision of clearance services or the issuing of depositary receipts.

12.4 Taxation of Dividend and Distributions

Under current UK tax legislation, no withholding tax will be deducted from dividends paid by the Company.

An individual Shareholder who is resident in the United Kingdom for tax purposes and who receives a dividend will be entitled to a tax credit in respect of the dividend and will be taxed on the aggregate of the net dividend received and the tax credit (such aggregate being the 'gross dividend'). The value of the tax credit is currently one ninth of the net dividend (or 10 per cent. of the gross dividend). The gross dividend is treated as the top slice of such individual's income. An individual so resident who is not liable to income tax in respect of the gross dividend will not be able to claim repayment of the tax credit from HMRC. In the case of an individual so resident who is not liable to income tax at a rate greater than basic rate, the tax credit will discharge his liability to income tax in respect of the gross dividend and there will be no further tax to pay and no right to claim any repayment of the tax credit from HMRC. This means that individual Shareholders liable to income tax only at the basic rate will be liable to income tax on dividends received from the Company at a rate equal to 10 per cent. of the gross dividend. In the case of an individual so resident who is liable to income tax at the higher rate on dividends (currently 32.5 per cent.) the tax credit will be set against his tax liability in respect of the gross dividend and, accordingly, he will have additional tax at the rate of 22.5 per cent. of the gross dividend, to the extent that the gross dividend falls above the threshold for higher rate of income tax.

A corporate Shareholder resident in the UK for tax purposes will generally not be subject to corporation tax on dividend payments received from the Company. Corporate Shareholders will not however be able to claim repayment of any tax credits.

UK pension funds are no longer entitled to reclaim tax credits on dividends paid by the Company. UK charities will not be eligible for payment from HMRC of the amount of the tax credit attaching to the dividends paid by the Company.

Trustees of discretionary trusts and of trusts where dividend income is accumulated are liable for tax at the rate of 32.5 per cent. of the gross dividend receipt. This is a complex area and trustees of such trusts should consult their own tax advisers.

12.5 Non-UK Residents

Subject to certain exemptions for individuals who are Commonwealth citizens, citizens of the Republic of Ireland, residents in the Isle of Man or the Channel islands, or states which are part of the European Economic Area and certain others, the rights of a Shareholder who is not resident in the UK (for tax purposes) to claim any part of the tax credit will depend upon the existence and terms of any double taxation treaty between the UK and the country in which that person is resident. The tax credit is one ninth of the cash dividend paid. Persons who are not resident in the UK should consult their own tax advisers concerning their liability (in the UK and any other country) on dividends received, whether they are entitled to claim any part of the tax credit and if so, the procedure for doing so, and whether any double taxation relief is due in any country in which they are subject to tax.

The above is a summary of certain aspects of current law and practice in the UK. A Shareholder who is in any doubt as to his tax position, or who is subject to tax in a Jurisdiction other than the UK, should consult his or her professional adviser.

13. Litigation

No member of the Group has engaged in, nor is currently engaged in any governmental, legal or arbitration proceedings which may have had during the 12 months preceding the date of this document a significant effect on its financial position nor are any such proceedings pending or threatened against any member of the Group.

14. Property

14.1 The Company currently has entered into two leases in relation to its registered office with The Wardens and Society of the Mistery or Art of the Leathersellers of the City of London as landlord, with details as follows:

- 14.1.1 Third Floor (North), 15 St Helen's Place, London EC3A 6DE: The lease was entered into on 12 September 2007 for an initial term commencing from 12 September 2006 to and including 24 March 2012, at an annual rent of £62,370 per annum (excluding VAT).
- 14.1.2 Third Floor (East), 15 St Helen's Place, London EC3A 6DE: The lease was entered into on 12 June 2006, for an initial term commencing from 26 March 2006 to and including 24 March 2011, at an annual rent of £44,250 per annum (excluding VAT).
- 14.2 Both leases include a break clause whereby from 24 June 2008 (and all subsequent quarter days) either the Company or the landlord may give the other six months' written notice to terminate the lease.

15. General

- 15.1 Other than as described in this Document, there has been no significant change in the trading or financial position of the Group since 30 September 2007 being the end of the last financial period for which financial information has been published.
- 15.2 It is estimated that the total costs and expenses payable by the Company in connection with Admission will amount to approximately £160,000 (excluding VAT).
- 15.3 Strand Partners has given and not withdrawn its written consent to the inclusion in this Document of its name and the references thereto in the form and context, in which they appear. Strand Partners is registered in England under number 2780189 and its registered office is at 26 Mount Row, London W1K 3SQ.
- 15.4 UHY Hacker Young LLP has given and not withdrawn its written consent to the inclusion in this Document of its accountants' report and letter set out in Part III of this Document in the form and context in which they appear. UHY Hacker Young LLP is a limited liability partnership registered in England and Wales under number OC327384 and its registered office is at Quadrant House, 17 Thomas More Street, Thomas More Square, London E1W 1YW.
- 15.5 The financial information set out in this Document relating to the Company does not constitute statutory accounts within the meaning of section 240 of the Act. The financial information for the period from 1 April 2004 to 31 March 2007 set out in Part III has been audited by UHY Hacker Young LLP in accordance with Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. The financial information for the period from 1 April 2007 to 30 September 2007 set out in Part III has been reviewed in accordance with International Standard on Review Engagements (UK and Ireland) 2410, Review of Interim Financial Information performed by the Independent Auditor of the Entity, issued by the Auditing Practices Board for use in the United Kingdom but has not been audited.
- 15.6 Save as set out in this Document, there are no patents or intellectual property rights, licences or particular contracts which are of material importance to the Company's business or profitability.
- 15.7 Save as set out in this Document, as far as the Directors are aware there are no environmental issues that may affect the Company's utilisation of its tangible fixed assets.
- 15.8 Save as disclosed in this Document, the Company has no principal investments for each financial year covered by the historical financial information and there are no principal investments in progress and there are no principal future investments on which the Directors have made a firm commitment.
- 15.9 The Company is not aware of the existence of any takeover bid pursuant to the rules of the City Code on takeovers and mergers ("City Code"), or any circumstances which may give rise to any takeover bid, and the Company is not aware of any public takeover bid by third parties for the Ordinary Shares.
- 15.10 The Company's accounting reference date is 31 March.
- 15.11 Save as disclosed in this Document, no person (excluding professional advisers otherwise disclosed in this Document and trade suppliers) has:-
- (a) received, directly or indirectly, from the Company within the 12 months preceding the Company's application for Admission; or
 - (b) entered into contractual arrangements (not otherwise disclosed in this Document) to receive, directly or indirectly, from the Company on or after Admission any of the following:-
 - (i) fees totalling £10,000 or more;

- (ii) securities in the Company with a value of £10,000 or more, calculated by reference to the expected opening price; or
- (iii) any other benefit with the value of £10,000 or more at the date of Admission.

15.12 In connection with Admission, the Company also intends to apply for the Ordinary Shares to be traded on PLUS Markets' electronic trading platform. Save as aforesaid and other than the current application for Admission and the Company's existing admission to the PLUS-quoted market, a market operated by PLUS Markets, the Ordinary Shares have not been admitted to dealings on any recognised investment exchange nor has any application for such admission been made or refused nor are there intended to be any other arrangements for dealings in the Ordinary Shares.

15.13 Save as disclosed in this Document, the Directors are not aware of any exceptional factors which have influenced the Company's activities.

15.14 The City Code applies to the Company. Under the City Code, if an acquisition of Ordinary Shares were to increase the aggregate holding of the acquirer and its concert parties to shares carrying 30 per cent. or more of the voting rights in the Company, the acquirer and, depending on the circumstances, its concert parties, would, be required (except with the consent of the Panel on Takeovers and Mergers) to make a cash offer for the outstanding shares in the Company at a price not less than the highest price paid for the Ordinary Shares by the acquirer or its concert parties during the previous 12 months. This requirement would also be triggered by any acquisition of shares by a person holding (together with its concert parties) shares carrying between 30 and 50 per cent. of the voting rights in the Company if the effect of such acquisition were to increase that person's percentage of the voting rights.

15.15 Under the 2006 Act, if an offeror were to acquire 90 per cent. of the Ordinary Shares within three months of the closing of its offer, it could then compulsorily acquire the remaining 10 per cent. It would do so by sending a notice to outstanding shareholders telling them that it will compulsorily acquire their Ordinary Shares and then, six weeks later, it would execute a transfer of the outstanding Ordinary Shares in its favour and pay the consideration to the Company, which would hold the consideration on trust for outstanding shareholders.

15.16 The 2006 Act also gives minority shareholders in the Company a right to be bought out in certain circumstances by an offeror who had made a takeover offer. If a takeover offer related to all the Ordinary Shares and at any time before the end of the period within which the offer could be accepted the offeror held or had agreed to acquire not less than 90 per cent. of the Ordinary Shares, any holder of shares to which the offer relates who has not accepted the offer can by a written communication to the offeror require it to acquire those Ordinary Shares. The offeror would be required to give any Shareholder notice of his right to be bought out within one month of that right arising. The offeror may impose a time limit on the rights of minority Shareholders to be bought out, but that period cannot end less than three months after the end of the acceptance period. If a Shareholder exercises its rights, the offeror is bound to acquire those Ordinary Shares on the terms of the offer or on such other terms as may be agreed.

16. Availability of this Document

Copies of this document will be available free of charge at the offices of St Helen's Capital, at 15 St Helen's Place, London EC3A 6DE during business hours on any weekday (except Saturdays, Sundays and public holidays) from the date of this Document until the date following one month after the date of Admission.

Date: 26 February 2008