

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the contents of this document and/or about what action you should take, you are recommended to immediately seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your Existing Ordinary Shares, please forward this document and the accompanying Form of Proxy as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. Any person (including without limitation, custodians, nominees and trustees) who may have a contractual or legal obligation or may otherwise intend to forward this document to any jurisdiction outside the United Kingdom of Great Britain and Northern Ireland, should seek appropriate advice before taking any action. If you have sold only part of your holding of Existing Ordinary Shares you should retain this document.

The Directors, whose names appear on page 3 of this document, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors, individually and collectively (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.

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## **Crimson Tide plc**

*(Incorporated and registered in England and Wales with registered number 00113845)*

### **Proposed Reduction of Capital Proposed Authority for the Purchase of New Ordinary Shares by the Company Proposed Adoption of New Articles of Association and Notice of General Meeting**

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**You should read the whole of this document. Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 5 to 9 (inclusive) of this document and which recommends you vote in favour of the resolutions to be proposed at the General Meeting referred to in this document. Whether or not you intend to attend the General Meeting, you are encouraged to complete and return the enclosed Form of Proxy in accordance with the instructions printed on the form.**

This document does not constitute or form part of any offer or instruction to purchase, subscribe for or sell any shares or other securities in the Company nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with, any contract therefor. This document is not a prospectus, offering circular, placement memorandum, admission document or the like containing information accompanying a securities offering.

This document should be read in conjunction with the Notice of General Meeting and the Form of Proxy. Notice of a General Meeting of the Company, to be held at the offices of Shipleys LLP at 10 Orange Street, Haymarket, London, WC2H 7DQ at 11.30 a.m. on 26 January 2016, is set out at the end of this document. Shareholders will find enclosed with this document a Form of Proxy for use in connection with the resolutions to be proposed at the General Meeting. To be valid, the Form of Proxy must be completed and returned in accordance with the instructions printed thereon to the Company's registrars, Neville Registrars Limited, at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA so as to be received as soon as possible but in any event no later than 48 hours before the time fixed for the General Meeting, being 11.30 a.m. on 24 January 2016. The completion and return of the Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person should they subsequently wish to do so.

It is the responsibility of any person receiving a copy of this document outside the United Kingdom to satisfy themselves as to the full observance of the laws and regulatory requirements of the relevant territory in connection therewith, including obtaining any governmental or other consents which may be required or observing any other formalities required to be observed in such territory and paying any other issue, transfer or other taxes due in such other territory. Persons (including, without limitation, nominees and trustees) receiving this document should not distribute or send this document into any jurisdiction when to do so would, or might contravene local securities laws or regulations.

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### EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document	30 December 2015
Latest time and date for receipt of Forms of Proxy	11.30 a.m. on 24 January 2016
General Meeting	11.30 a.m. on 26 January 2016
Court hearing of application to confirm the Reduction of Capital	24 February 2016
Record Date for the Reduction of Capital	close of business on 24 February 2016
Effective Date of the Reduction of Capital	25 February 2016
Admission effective and dealings commence on AIM in the New Ordinary Shares	8.00 a.m. on 25 February 2016

*General notes:*

- (1) *The date of the Court hearing is subject, amongst other things, to change by the Court.*
- (2) *The Effective Date is dependent upon, amongst other things, the date upon which the Court confirms the Reduction of Capital.*
- (3) *Each of the times and dates set out above is based on current expectations and is subject to change. If any of the above times and/or dates is changed, the revised times and/or dates will be notified to Shareholders by announcement through a regulatory information service.*
- (4) *All above references to times are to London times.*

## DIRECTORS, SECRETARY AND ADVISERS

<b>Directors</b>	Barrie Whipp Stephen Goodwin Luke Jeffrey Samuel Roberts Graham Ashley Robert Todd	<i>(Executive Chairman and Chief Executive Officer) (Finance Director) (Technical Director) (Sales &amp; Marketing Director) (Non-Executive Director) (Non-Executive Director)</i>
<b>Company Secretary</b>	Stephen Goodwin	
<b>Company website</b>	www.crimsontide.co.uk	
<b>Registered Office</b>	10 Orange Street Haymarket London WC2H 7DQ	
<b>Nominated Adviser and Broker</b>	W H Ireland Ltd 24 Martin Lane London EC4R 0DR	
<b>Solicitors to the Company</b>	DAC Beachcroft LLP 100 Fetter Lane London EC4A 1BN	
<b>Registrars</b>	Neville Registrars Limited Neville House 18 Laurel Lane Halesowen B63 3DA	

## DEFINITIONS

The following definitions and terms apply throughout this document unless otherwise stated or the context requires otherwise:

<b>"Act"</b>	the Companies Act 2006;
<b>"Company"</b>	Crimson Tide plc, a company incorporated and registered in England and Wales with registered number 00113845;
<b>"Court"</b>	the High Court of Justice of England and Wales;
<b>"CREST"</b>	the system for paperless settlement of trades and the holding of uncertificated shares administered through Euroclear UK & Ireland Limited in accordance with the Uncertificated Securities Regulations 2001 (SI 2001/3755) as amended from time to time;
<b>"Deferred Shares"</b>	deferred shares of 19 pence each in the capital of the Company;
<b>"Directors" or "Board"</b>	the board of directors of the Company as at the date of this document;
<b>"Effective Date"</b>	the date on which the Reduction of Capital becomes effective;
<b>"Existing Ordinary Shares"</b>	ordinary shares of one penny each in the capital of the Company;
<b>"Form of Proxy"</b>	the accompanying form of proxy for use in connection with the General Meeting;
<b>"General Meeting"</b>	the general meeting of the Company to be held at the offices of Shipleys LLP at 10 Orange Street, Haymarket, London, WC2H 7DQ on 26 January 2016 at 11.30 a.m., notice of which is set out at the end of this document;
<b>"New Articles"</b>	the new articles of association of the Company proposed to be adopted by the Company subject to the passing of resolution 1 at the General Meeting and to the approval of the holder of the Deferred Shares;
<b>"New Ordinary Shares"</b>	ordinary shares of 0.1 pence each in the capital of the Company;
<b>"Notice of General Meeting"</b>	the notice convening the General Meeting contained in this document;
<b>"Reduction of Capital"</b>	the proposed cancellation of the Deferred Shares and the Company's share premium account and capital redemption reserve and the proposed reduction of the nominal value of each Existing Ordinary Share from one penny to 0.1 pence under Part 17, Chapter 10 of the Act, as described in this document;
<b>"Resolutions"</b>	the special resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting at the end of this document;
<b>"Share Buy-Backs"</b>	buy-backs by the Company of its own shares in accordance with the authority sought in accordance with resolution 3 as set out in the Notice of General Meeting;
<b>"Shareholders"</b>	the holders of Existing Ordinary Shares; and
<b>"Shares"</b>	Deferred Shares and/or Existing Ordinary Shares, as the case may be.

LETTER FROM THE CHAIRMAN

# Crimson Tide plc

*(Incorporated and registered in England and Wales with registered number 00113845)*

**Directors:**

Barrie Whipp *(Executive chairman and Chief Executive Officer)*  
Stephen Goodwin *(Finance director and company secretary)*  
Luke Jeffrey *(Technical director)*  
Samuel Roberts *(Sales & marketing director)*  
Graham Ashley *(Non-executive director)*  
Robert Todd *(Non-executive director)*

**Registered Office:**

10 Orange Street  
Haymarket  
London  
WC2H 7DQ

30 December 2015

*To Shareholders and, for information only, to holders of options to subscribe for Existing Ordinary Shares*

Dear Shareholder,

**PROPOSED REDUCTION OF CAPITAL  
PROPOSED AUTHORITY FOR THE PURCHASE OF NEW ORDINARY SHARES BY THE  
COMPANY  
PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION  
AND  
NOTICE OF GENERAL MEETING**

**1. INTRODUCTION**

At the end of this document is a notice convening a general meeting of the Company which will be held at the offices of Shipleys LLP at 10 Orange Street, Haymarket, London, WC2H 7DQ on 26 January 2016 at 11.30 a.m..

This letter is being sent to you (i) to explain the background to and reasons for the Reduction of Capital and other proposals and why the Board considers that it is in the best interests of Shareholders to vote in favour of the Resolutions, (ii) to give notice of the General Meeting, notice of which is set out at the end of this document, and (iii) to explain the actions Shareholders should now take.

**The contents of this letter are important and I would urge you to read it carefully and to sign and return the enclosed Form of Proxy in accordance with the instructions given thereon and in paragraph 6 ("Action to be taken") below as soon as possible.**

**2. BACKGROUND AND REASONS FOR THE REDUCTION OF CAPITAL**

The Companies Act 2006 only permits a company to make distributions to its shareholders out of its profits available for that purpose. In addition, a public company may fund a purchase of its own shares out of distributable profits. Such profits are, broadly, a company's accumulated realised profits so far as not previously utilised by distribution or capitalisation, less its accumulated realised losses.

As at 31 December 2014, the Company had an accumulated deficit on its profit and loss account of £4.069 million and there was £1.09 million standing to the credit of the Company's share premium account and £49,000 standing to the credit of the Company's capital redemption reserve. In addition, the nominal value of the Deferred Shares (which are non-voting save in respect of class rights), which the Directors consider to be effectively worthless due to the extremely restricted rights which the shares confer on their holders, was £2.88 million. Accordingly, as matters currently stand, the Company does not have distributable profits and is

therefore unable to make any distributions to its shareholders or fund a purchase of its own shares out of distributable profits.

The Directors therefore propose, subject to the approval of holders of Shares and of the Court, to cancel all of the Deferred Shares as well as the Company's share premium account and capital redemption reserve and to reduce the nominal value of the Existing Ordinary Shares. The Directors then propose to apply the reserve arising to eliminate the Company's accumulated deficit on its profit and loss account and, indeed, to create distributable profits on the balance sheet of the Company of approximately £3.96 million. The Directors believe that, subject to the future performance of the Company, this should give the Company the ability to make distributions to Shareholders and/or buy back its own ordinary shares in the future if, as and when the Directors may consider that it is appropriate to do so. However, the Directors cannot give any guarantee either that the Company will make any distributions or purchases of own shares or as to the size of any distributions or purchases of own shares which may be made.

The Reduction of Capital does not involve any distribution or repayment of capital or share premium by the Company and will not reduce the underlying net assets of the Company.

### 3. **CANCELLATION OF THE COMPANY'S DEFERRED SHARES, SHARE PREMIUM ACCOUNT AND CAPITAL REDEMPTION RESERVE AND REDUCTION OF THE NOMINAL VALUE OF THE EXISTING ORDINARY SHARES**

The cancellation of the Company's Deferred Shares, share premium account and capital redemption reserve and the reduction of the nominal value of the Company's Existing Ordinary Shares from one penny to 0.1 pence will only become effective if (in the following order) (i) resolution 2 is approved by Shareholders at the General Meeting and the Reduction of Capital is approved by the holders of Deferred Shares, (ii) confirmation is given by the Court, and (iii) the Court order and a statement of capital are delivered to and registered by Companies House.

As noted above, the cancellation of the Company's Deferred Shares, share premium account and capital redemption reserve and the reduction of the nominal value of the Company's Existing Ordinary Shares from one penny to 0.1 pence should enable the Directors to eliminate the current deficit on the Company's profit and loss account and create distributable profits.

### 4. **SHARE OPTIONS**

The Company currently operates an Enterprise Management Incentive Scheme and an Unapproved Share Option Scheme for its directors and employees. As at the date of this document, the Company has the following outstanding options over 27,500,000 Existing Ordinary Shares, as follows:

<i><b>Option holder</b></i>	<i><b>Date of grant</b></i>	<i><b>Plan under which option granted</b></i>	<i><b>Exercise period</b></i>	<i><b>Number of options granted and unexercised</b></i>	<i><b>Exercise price per share (pence)</b></i>
Stephen Goodwin	5 February 2007	EMI	Between 2 and 10 years if target price achieved	5,000,000	1.50
	5 May 2010	EMI	Between 2 and 10 years if target price achieved	2,500,000	1.25
Luke Jeffrey	5 February 2007	EMI	Between 2 and 10 years if target price achieved	1,000,000	1.50

	5 November 2008	EMI	Between 2 and 10 years if target price achieved	1,000,000	1.00
	5 May 2010	EMI	Between 2 and 10 years if target price achieved	1,000,000	1.25
Other employees	5 February 2007	EMI	Between 2 and 10 years if target price achieved	2,000,000	1.50
	5 November 2008	EMI	Between 2 and 10 years if target price achieved	3,000,000	1.00
	5 May 2010	EMI	Between 2 and 10 years if target price achieved	9,500,000	1.25
Barrie Whipp	5 May 2010	Unapproved	Between 5 May 2010 and 5 May 2020 (both dates inclusive) if target price achieved	2,500,000	1.25

The remuneration committee of the Company will consider what, if any, adjustments need to be made to the number of option shares and/or the exercise price following completion of the Reduction of Capital in accordance with the terms of the Enterprise Management Incentive Scheme and the Unapproved Share Option Scheme (as the case may be).

## 5. GENERAL MEETING AND APPROVAL BY THE HOLDERS OF THE DEFERRED SHARES

The cancellation of the Company's Deferred Shares, share premium account and capital redemption reserve and the reduction of the nominal value of the Company's Existing Ordinary Shares from one penny to 0.1 pence requires the approval of Shareholders by special resolution in general meeting as well as the approval of the holder of the Deferred Shares.

A notice convening a General Meeting of the Company, to be held at the offices of Shipleys LLP at 10 Orange Street, Haymarket, London, WC2H 7DQ on 26 January 2016 at 11.30 a.m. and at which resolution 2 set out in the Notice of the General Meeting will be proposed, is set out at the end of this document. Resolution 2 to approve the Reduction of Capital will be proposed as a special resolution requiring a majority of not less than 75 per cent. of the votes cast.

In December 2015, the Company exercised its right under the Company's existing articles of association to transfer all of the Deferred Shares, without making any payment or obtaining the approval of the holders of the Deferred Shares, to one of the Directors, Mr Goodwin. Mr Goodwin, as the sole holder of the Deferred Shares, will give the requisite approval of the Reduction of Capital and the adoption of the New Articles at around the time of the General Meeting.

## 6. ACTION TO BE TAKEN

Set out at the end of this document you will find a notice convening the General Meeting.

Shareholders will find enclosed with this document a Form of Proxy for use in connection with the General Meeting. Whether or not Shareholders intend to be present at the General Meeting, they are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible and, in any event, so as to be received by the Company's registrars, Neville Registrars Limited, at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA, not later than 48 hours before the General Meeting is scheduled to begin. The completion and return of the Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person should they so wish.

## 7. APPLICATION TO THE COURT

If resolution 2 to be proposed at the General Meeting is approved, and assuming approval of the Reduction of Capital is also given by the holder of the Deferred Shares, the Board intends to make an application to the Court promptly following the General Meeting to confirm the Reduction of Capital. To this end, provisional dates have been obtained for hearing the Company's application. These dates are subject to change depending on the Court's timetable, but the present timetable provides for the final hearing of the Company's application to take place on 24 February 2016.

Prior to confirming the cancellation of the Deferred Shares, share premium account and capital redemption reserve and the reduction of the nominal value of the Company's Existing Ordinary Shares from one penny to 0.1 pence, the Court will need to be satisfied that the creditors of the Company at the Effective Date are not prejudiced by the same. The Company will put in place such form of creditor protection as is appropriate to satisfy the Court in this regard, which may include, amongst other things, the Company (i) seeking consent from certain creditors, and/or (ii) giving an undertaking to the Court to create a special, non-distributable reserve, with any such reserve to remain until the relevant creditors of the Company at the Effective Date who are not protected at that date by other means have been otherwise protected or discharged.

The precise form of creditor protection is a question for the Court and the Company will give such creditor protections as the Court requires and the Company's solicitors advise are appropriate. The Board reserves the right not to pursue an application for an order confirming the Reduction of Capital if it appears that the creditor protection which would be required by the Court would be unduly onerous or otherwise contrary to the interests of the Company.

## 8. EFFECT OF THE REDUCTION OF CAPITAL

Subject to approval by Shareholders and the holder of the Deferred Shares, and to Court consent, the amounts resulting from the cancellation of the Company's Deferred Shares, share premium account and capital redemption reserve and the reduction of the nominal value of the Company's Existing Ordinary Shares from one penny to 0.1 pence will be credited to the Company's profit and loss account to create (subject to the Court's confirmation) distributable profits that the Company will be able to use when making any future distributions to Shareholders or purchases of own shares.

The Reduction of Capital does not involve any distribution or repayment of capital or share premium by the Company and will not reduce the underlying net assets of the Company.

## 9. AUTHORITY FOR PURCHASE OF OWN SHARES

In order to facilitate Share Buy-Backs at a future date, the Board is seeking the authority of Shareholders to enable the Company to purchase New Ordinary Shares in the market in accordance with the Act. The terms of the proposed authority for such purchases by the Company are set out in full in resolution 3 as set out in the Notice of General Meeting. Save as may otherwise be permitted by the Act from time to time, any such Share Buy-Backs would be conditional upon the Company having sufficient distributable profits at the relevant time to fund such Share Buy-Backs. The Directors currently do not envisage that the Company would have such distributable profits unless the Reduction of Capital is implemented in full.

The authority sought from Shareholders for Share Buy-Backs will be limited to a maximum of 44,548,623 New Ordinary Shares (representing approximately 10 per cent. of the total issued ordinary share capital of the Company as at the date of this document). New Ordinary Shares



so purchased may be cancelled or held as treasury shares. The authority will expire at the conclusion of the first annual general meeting falling three years from the passing of resolution 3 as set out in the Notice of General Meeting. The Directors may seek renewal of such authority at future annual general meetings of the Company, if they believe that this would be in the best interests of the Company.

The minimum price that can be paid for an ordinary share of the Company is 0.1 pence, which will be the nominal value of a New Ordinary Share following the Reduction of Capital. The maximum price that can be paid is 5 per cent. over the average of the middle market prices for an ordinary share of the Company, derived from the Daily Official List of the London Stock Exchange, for the five business days immediately before the day on which the New Ordinary Share is contracted to be purchased. The Directors intend to exercise this right only when, in light of the market conditions prevailing at the time and taking into account all relevant factors (for example, the effect on earnings per share), they believe that such purchases are in the best interests of the Company and Shareholders generally. The overall position of the Company will be taken into account before deciding upon this course of action. The decision as to whether any such New Ordinary Shares of the Company bought back will be cancelled or held in treasury will be made by the Directors on the same basis at the time of the purchase.

#### 10. **NEW ARTICLES OF ASSOCIATION**

The Board proposes the adoption of the New Articles subject to the passing of resolution 1 at the General Meeting and the approval of the holder of the Deferred Shares to bring its articles into line with changes which were introduced by the Act. A copy of the proposed New Articles is available for inspection at the registered office of the Company during usual business hours on any business day up to and including the day of the General Meeting and will also be available for inspection at the General Meeting for at least 15 minutes prior to and during the meeting. Additionally the proposed New Articles are available for inspection on the Company's website at the following address: [www.crimsontide.co.uk](http://www.crimsontide.co.uk). A summary of the New Articles is set out later in this document.

#### 11. **ADMISSION**

Following the Reduction of Capital becoming effective, the New Ordinary Shares will be admitted to trading on AIM. It is expected that admission of the New Ordinary Shares to trading on AIM will take place on 25 February 2016. The ISIN number for the New Ordinary Shares will remain unchanged, and the Company does not propose to issue new share certificates to Shareholders as a result of the Reduction of Capital. The existing share certificates which have been issued to Shareholders in respect of their holdings of Existing Ordinary Shares will remain valid in respect of the New Ordinary Shares.

#### 12. **RECOMMENDATION**

**The Directors consider that the Resolutions are in the best interests of the Company and would promote the success of the Company for the benefit of its Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting as they intend to do in respect of their own beneficial shareholdings amounting, in aggregate, to 155,189,994 Existing Ordinary Shares, representing approximately 35 per cent. of the Company's existing issued ordinary share capital (excluding the 9,150,000 Existing Ordinary Shares in which Stephen Goodwin has an interest as a trustee which, however, he also intends to use to vote in favour of the Resolutions).**

Yours faithfully,

**Barrie Whipp**  
Chairman

## SUMMARY OF NEW ARTICLES OF ASSOCIATION

### 1. ARTICLES OF ASSOCIATION

The Articles contain provisions, *inter alia*, to the following effect:

#### 1.1 Objects

The Articles contain no specific restriction on the Company's objects and therefore, by virtue of section 31(1) of the Act, the Company's objects are unlimited.

#### 1.2 Appointment of directors

1.2.1 Unless and until otherwise determined by the Company by ordinary resolution, the number of directors (other than any alternate directors) shall not be subject to any maximum but shall be not less than two.

1.2.2 Subject to the provisions of the Articles, the Company may by ordinary resolution appoint a person who is willing to act to be a director, either to fill a vacancy or as an addition to the existing board, but the total number of directors shall not at any time exceed any maximum number fixed by or in accordance with the Articles from time to time.

1.2.3 Without prejudice to the power of the Company in general meeting under the Articles to appoint any person to be a director, the board shall have power at any time to appoint any person who is willing to act to be a director, either to fill a vacancy or as an addition to the existing board, but the total number of directors shall not exceed any maximum number fixed by or in accordance with the Articles. Any director so appointed shall retire at the first annual general meeting of the Company following his appointment and shall be eligible for re-appointment but is not taken into account in determining the number of directors who are to retire by rotation at that meeting.

#### 1.3 Remuneration of directors

1.3.1 The directors (other than alternate directors) shall be entitled to receive by way of fees for their services as directors such sum as the board, or any committee authorised by the board, may from time to time determine (not exceeding £100,000 per annum in aggregate or such other sum as the Company in general meeting by ordinary resolution shall from time to time determine). Such sum (unless otherwise directed by the resolution of the Company by which it is voted) shall be divided among the directors in such proportions and in such manner as the board, or any committee authorised by the board, may determine or, in default of such determination, equally (except that in such event any director holding office for less than the whole of the relevant period in respect of which the fees are paid shall only rank in such division in proportion to the time during such period for which he holds office). Any fees payable pursuant to this paragraph 1.3.1 shall be distinct from any salary, remuneration or other amounts payable to a director pursuant to any other provisions of the Articles or otherwise and shall accrue from day to day.

1.3.2 Each director shall be entitled to be repaid all reasonable travelling, hotel and other expenses properly incurred by him in or about the performance of his duties as director, including any expenses incurred in attending meetings of the board or any committee of the board or general meetings or separate meetings of the holders of any class of shares or of debentures of the Company.

1.3.3 If by arrangement with the board, or any committee authorised by the board, any director shall perform or render any special duties or services outside his ordinary duties as a director and not in his capacity as a holder of employment or executive office, he may be paid such reasonable additional remuneration (whether by way of salary, commission, participation in profits or otherwise) as the board, or any committee authorised by the board, may from time to time determine.

1.3.4 The salary or remuneration of any director appointed to hold any employment or executive office in accordance with the provisions of the Articles may be either a fixed sum of money, or may altogether or in part be governed by business done or profits made or otherwise

determined by the board, or any committee authorised by the board, and may be in addition to or in lieu of any fee payable to him for his services as director pursuant to the Articles.

- 1.3.5 The board, or any committee authorised by the board, may provide pensions or other retirement or superannuation benefits and to provide death or disability benefits or other allowances or gratuities (whether by insurance or otherwise) for, or to institute and maintain any institution, association, society, club, trust, other establishment or profit-sharing, share incentive, share purchase or employees' share scheme calculated to advance the interests of the Company or to benefit, any person who is or has at any time been a director or employee of the Company and any member of his family (including a spouse or former spouse) and any person who is or was dependent on him.

#### 1.4 Retirement and removal of directors

- 1.4.1 At each annual general meeting of the Company, one-third (or, if their number is not three or a multiple of three, the number nearest to but not exceeding one-third) of the directors, not including directors appointed pursuant to paragraph 1.2.3 above, shall retire from office by rotation. If there are fewer than three directors, one director shall retire from office.
- 1.4.2 Any director appointed pursuant to paragraph 1.2.3 above shall retire at the first annual general meeting of the Company following his appointment and shall not be taken into account in determining the number of directors who are to retire by rotation at that meeting.
- 1.4.3 At each annual general meeting, any director who was elected or last re-elected at or before the annual general meeting held in the third calendar year before the current year shall retire by rotation.
- 1.4.4 If the number of directors retiring pursuant to paragraph 1.4.3 is less than the minimum number of directors who are required by the Articles to retire by rotation, additional directors up to that number shall retire. The directors to retire under this paragraph 1.4.4 shall, first, be those directors who are subject to rotation but who wish to retire and not offer themselves for re-election and, secondly, those directors who have been directors longest since their appointment or last re-appointment. If there are directors who were appointed or last re-appointed on the same date, the director to retire shall, in default of agreement between them, 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 start of business on the date of the notice convening the annual general meeting notwithstanding any change in the number or identity of the directors after that time but before the close of the meeting.
- 1.4.5 Any director (other than the chairman and any director holding executive office) who would not otherwise be required to retire shall also retire if he has been with the Company for a continuous period of nine years or more at the date of the meeting and shall not be taken into account when deciding which and how many directors should retire by rotation at the annual general meeting.
- 1.4.6 In addition to any power of removal conferred by the Companies Acts, the Company may by ordinary resolution remove any director before the expiration of his period of office, but without prejudice to any claim for damages which he may have for breach of any contract of service between him and the Company, and may (subject to the Articles) by ordinary resolution appoint another person who is willing to act to be a director in his place. Any person so appointed shall be treated, for the purposes of determining the time at which he or any other director is to retire, as if he had become a director on the day on which the person in whose place he is appointed was last appointed or re-appointed a director.

#### 1.5 Directors' interests and conflicts

- 1.5.1 The board may authorise any matter (as defined in paragraph 1.5.2) proposed to it in accordance with the Articles which would, if not so authorised, involve a breach by a director of his duty to avoid conflicts of interest under the Companies Acts.
- 1.5.2 A matter means any matter which relates to a situation (a **relevant situation**) in which a director has, or can have, an interest which conflicts, or possibly may conflict, with the interests of the Company (including the exploitation of any property, information or opportunity, whether or not the Company could take advantage of it, but excluding any situation which cannot reasonably be regarded as likely to give rise to a conflict of interest).

- 1.5.3 Any such authorisation will be effective only if:
- (a) the matter in question shall have been proposed in writing for consideration at a meeting of the directors in accordance with the directors' normal procedures or in any other manner as the directors may determine;
  - (b) any requirement as to quorum at the meeting at which the matter is considered is met without counting the director in question or any other interested director; and
  - (c) the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.
- 1.5.4 Provided that paragraph 1.5.5 is complied with, a director, notwithstanding his office:
- (a) may be a party to or otherwise be interested in any transaction or arrangement with the Company or in which the Company is otherwise interested;
  - (b) may hold any other office or place of profit under the Company (except that of auditor or of auditor of a subsidiary of the Company) in conjunction with the office of director and may act by himself or through his firm in a professional capacity for the Company, and in any such case on such terms as to remuneration and otherwise as the board may arrange, either in addition to or in lieu of any remuneration provided for by any other Article;
  - (c) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with or otherwise interested in, any company promoted by the Company or in which the Company is otherwise interested or as regards which the Company has any powers of appointment; and
  - (d) shall not be liable to account to the Company for any profit, remuneration or other benefit realised by any office or employment or from any transaction or arrangement or from any interest in any body corporate, no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such profit, remuneration or any other benefit constitute a breach of his duty under the Companies Acts or under the law not to accept benefits from third parties.
- 1.5.5 Subject to the Articles, a director shall declare the nature and extent of any interest permitted under paragraph 1.5.4 above at a meeting of the directors, or, in the case of a transaction or arrangement with the Company, in the manner set out in the Companies Acts.
- 1.5.6 A director shall not vote on, or be counted in the quorum in relation to, any resolution of the board or of a committee of the board concerning any transaction or arrangement in which he has an interest which is to his knowledge a material interest and, if he purports to do so, his vote shall not be counted, but this prohibition shall not apply if paragraph 1.5.7 applies.
- 1.5.7 Provided that the matter has been authorised pursuant to paragraph 1.5.1 or comes within paragraph 1.5.4 above, the director may vote (and be counted in the quorum) in respect of any resolution concerning one of more of the following matters:
- (a) any transaction or arrangement in which he is interested by means of an interest in shares, debentures or other securities or otherwise in or through the Company;
  - (b) the giving of any guarantee, security or indemnity in respect of money lent to, or obligations incurred by him or any other person at the request of or for the benefit of, the Company or any of its subsidiary undertakings;
  - (c) the giving of any guarantee, security or indemnity in respect of a debt or obligation of the Company or any of its subsidiary undertakings for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security;
  - (d) the giving of any other indemnity where all other directors are also being offered indemnities on substantially the same terms;
  - (e) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any of its subsidiary undertakings in which offer he is, or may be,

entitled to participate as a holder of securities or in the underwriting or sub-underwriting of which he is to participate;

- (f) any proposal concerning any other body corporate in which he does not to his knowledge have an interest (as the term is used in Part 22 CA 2006) in one per cent or more of the issued equity share capital of any class of such body corporate (calculated exclusive of any shares of that class in that company held as treasury shares) nor to his knowledge hold one per cent or more of the voting rights which he holds as shareholder or through his direct or indirect holding of financial instruments (within the meaning of the Disclosure and Transparency Rules) in such body corporate;
- (g) any proposal relating to an arrangement for the benefit of the employees of the Company or any of its subsidiary undertakings which does not award him any privilege or benefit not generally awarded to the employees to whom such arrangement relates;
- (h) any proposal concerning insurance which the Company proposes to maintain or purchase for the benefit of directors or for the benefit of persons who include directors;
- (i) any proposal concerning the funding of expenditure for the purposes referred to in Article 155.2 (Indemnity) of the Articles or doing anything to enable such director or directors to avoid incurring such expenditure; or
- (j) any transaction or arrangement in respect of which his interest, or the interest of directors generally, has been authorised by ordinary resolution.

## 1.6 Powers of the directors

1.6.1 Subject to the provisions of the Companies Acts, the Articles and to any directions given by special resolution of the Company, the business of the Company shall be managed by the board, which may exercise all the powers of the Company, whether relating to the management of the business or not. No alteration of the Articles and no such direction given by the Company shall invalidate any prior act of the board which would have been valid if such alteration had not been made or such direction had not been given. Provisions contained elsewhere in the Articles as to any specific power of the board shall not be deemed to limit the general powers set out in this paragraph 1.6.1.

1.6.2 The board may exercise all the powers of the Company to borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and, subject to the provisions of the Companies Acts, to create and issue debenture and other loan stock, debentures, bonds and other securities, in each case whether secured or unsecured and whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

## 1.7 Classes of shares

The share capital of the Company is currently made up of:

1.7.1 ordinary shares which are voting shares and benefit from all of the rights attaching to those shares contained within the Articles and as summarised in paragraphs 1.8 to 1.15; and

1.7.2 Deferred Shares which confer on the holders of such shares the following rights and restrictions:

- (a) the holders of the Deferred Shares shall have no right to receive notice of or not attend or vote at any general meeting of the Company;
- (b) the Deferred Shares shall not confer on the holders thereof the right to receive any dividend;
- (c) on a return of capital on a winding up or otherwise the surplus assets of the Company remaining after payment of its liabilities shall be applied first in repayment to the holders of the ordinary shares of the amount paid up on such shares together with a premium of £5,000,000 per share, secondly in paying to the holders of the Deferred Shares the amount paid up thereon and thereafter the balance of such assets shall be distributed among the holders of ordinary shares; and

- (d) the Company shall have irrevocable authority at any time to appoint any person to execute on behalf of all the holders of the Deferred Shares a transfer thereof and/or an agreement to transfer the same, without making any payment to or obtaining the sanction of the holders thereof, to such person as the Company may determine as custodian thereof and, pending such transfer, to retain the certificates for such shares.

## 1.8 Share rights

Subject to the provisions of the Companies Acts and to any rights for the time being attached to any existing shares, any shares may be allotted or issued with, or have attached to them, such preferred, deferred or other rights or restrictions, whether in regard to dividend, voting, transfer, return of capital or otherwise, as the Company may from time to time by ordinary resolution determine or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the board may determine.

## 1.9 Suspension of rights

1.9.1 Where a member, or any other person interested in shares held by that member, has been issued with a notice pursuant to the Companies Acts requiring such person to provide information about his interests in the Company's shares (a **Section 793 Notice**) and has failed in relation to any shares (the **default shares**, which expression includes any shares issued after the date of such notice in respect of those shares) to give the Company the information required within the prescribed period from the service of the notice, the following sanctions shall apply unless the board otherwise determines:

- (a) the member shall not be entitled (in respect of the default shares) to be present or to vote (either in person or by representative or by proxy) at any general meeting or at any separate meeting of the holders of any class of shares or on any poll, or to exercise any other right conferred by membership in relation to any such meeting or poll; and
- (b) where the default shares represent at least 0.25 per cent in nominal value of the issued shares of their class (excluding any shares of that class held as treasury shares):
  - (i) any dividend or other money payable in respect of the shares shall be withheld by the Company, which shall not have any obligation to pay interest on it, and the member shall not be entitled to elect to receive shares instead of that dividend; and
  - (ii) no transfer (other than an excepted transfer) of any shares held by the member shall be registered unless:
    - (A) the member is not himself in default as regards supplying the information required; and
    - (B) the member proves to the satisfaction of the Board that no person in default as regards supplying such information is interested in any of the shares the subject of the transfer.

1.9.2 Unless the board otherwise determines, no member shall be entitled to receive any dividend or to be present and vote at a general meeting or at any separate general meeting of the holders of any class of shares either in person or (save as proxy for another member) by proxy, or be reckoned in a quorum, or to exercise any other right or privilege as a member in respect of a share held by him unless and until he shall have paid all calls for the time being due and payable by him in respect of that share, whether alone or jointly with any other person, together with interest and expenses (if any) payable by such member to the Company.

## 1.10 Voting rights

Subject to the provisions of the Companies Acts, to any special terms as to voting on which any shares may have been issued or may for the time being be held and to any suspension or abrogation of voting rights pursuant to the Articles, at any general meeting, every member who is present in person shall, on a show of hands, have one vote and every member present in person shall, on a poll, have one vote for each share of which he is the holder.

## 1.11 Variation of rights

If at any time the share capital of the Company is divided into shares of different classes, any of the rights for the time being attached to any shares (whether or not the Company may be or is about to be wound up) may from time to time be varied or abrogated in such manner (if any) as may be provided in the Articles by such rights or, in the absence of any such provision, either with the consent in writing of the holders of not less than three-quarters in nominal value of the issued shares of the relevant class (excluding any shares of that class held as treasury shares) or with the sanction of a special resolution passed at a separate general meeting of the holders of shares of the class duly convened and held in accordance with the Companies Acts.

## 1.12 Transfer of shares

1.12.1 Subject to such of the restrictions of the Articles as may be applicable:

- (a) each member may transfer all or any of his shares which are in certificated form by instrument of transfer in writing in any usual form or in any form approved by the board. Such instrument shall be executed by or on behalf of the transferor and (in the case of a transfer of a share which is not fully paid up) by or on behalf of the transferee. The transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register in respect of it. All instruments of transfer which are registered may be retained by the Company;
- (b) each member may transfer all or any of his shares which are in uncertificated form by means of a relevant system in such manner provided for, and subject as provided in, the Regulations. No provision of the Articles shall apply in respect of an uncertificated share to the extent that it requires or contemplates the effecting of a transfer by an instrument in writing or the production of a certificate for the share to be transferred.

1.12.2 The board may, in its absolute discretion, refuse to register any transfer of a share (or renunciation of a renounceable letter of allotment) unless:

- (a) it is in respect of a share which is fully paid up;
- (b) it is in respect of only one class of shares;
- (c) it is in favour of a single transferee or not more than four joint transferees;
- (d) it is duly stamped (if so required); and
- (e) it is delivered for registration to the Office or such other place as the board may from time to time determine, accompanied (except in the case of (i) a transfer by a recognised person where a certificate has not been issued, (ii) a transfer of an uncertificated share or (iii) a renunciation) by the certificate for the share to which it relates and such other evidence as the board may reasonably require to prove the title of the transferor or person renouncing and the due execution of the transfer or renunciation by him or, if the transfer or renunciation is executed by some other person on his behalf, the authority of that person to do so,

provided that the board shall not refuse to register a transfer or renunciation of a partly paid share on the grounds that it is partly paid in circumstances where such refusal would prevent dealings in such share from taking place on an open and proper basis on the market on which such share is admitted to trading.

1.12.3 Without prejudice to paragraph 1.12.2, the board may refuse to register a transfer of an uncertificated share in such other circumstances as may be permitted or required by the Regulations and the relevant system.

1.12.4 If the board refuses to register a transfer of a share it shall, as soon as practicable and in any event within two months after the date on which the transfer was lodged with the Company, send notice of the refusal to the transferee. At the same time as it sends the transferee notice of the refusal to register a transfer, the board will provide the transferee with its reasons for the refusal. Any instrument of transfer which the board refuses to register shall (except in the case of suspected or actual fraud) be returned to the person depositing it.

1.12.5 The first sentence of paragraph 1.12.4 above applies to uncertificated shares as if the reference to the date on which the transfer was lodged with the Company were a reference to

the date on which the appropriate instruction was received by or on behalf of the Company in accordance with the facilities and requirements of the relevant system. The second and third sentences of paragraph 1.12.4 above do not apply to uncertificated shares.

### 1.13 General Meetings

- 1.13.1 Subject to the provisions of the Companies Acts, annual general meetings shall be held at such time and place as the board may determine.
- 1.13.2 The board may convene a general meeting, other than an annual general meeting, whenever it thinks fit. If there are within the United Kingdom insufficient members of the board to convene such a general meeting, any director may call such a general meeting.
- 1.13.3 At any general meeting convened on a members' requisition or, in default of the board convening a general meeting on a members' requisition, by the requisitionists, no business shall be transacted except that stated by the requisition or proposed by the board.
- 1.13.4 General meetings (other than annual general meetings and adjourned meetings) shall be called on at least 14 clear days' notice. At least 21 clear days' notice in writing must be given for every annual general meeting.
- 1.13.5 Subject to the provisions of the Companies Acts, and notwithstanding that it is convened by shorter notice than that specified in paragraph 1.13.4, a meeting shall be deemed to have been duly convened if it is so agreed:
  - (a) in the case of an annual general meeting, by all the members entitled to attend and vote at the meeting; and
  - (b) in the case of any other general meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.
- 1.13.6 The accidental omission to give or send notice of any meeting or, in cases where it is intended that it be given or sent out with the notice, any other document relating to the meeting including an appointment of proxy to, or the non-receipt of either by, any person entitled to receive the same shall not invalidate the proceedings at that meeting.
- 1.13.7 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. If a quorum is not present a chairman of the meeting can still be chosen and this will not be treated as part of the business of the meeting. Save as otherwise provided in the Articles, two persons entitled to attend and to vote on the business to be transacted, each being a member so entitled or a proxy for a member so entitled or a duly authorised representative of a corporation which is a member so entitled, shall be a quorum.
- 1.13.8 If within fifteen minutes (or such longer interval as the chairman in his absolute discretion thinks fit) from the time appointed for the holding of a general meeting a quorum is not present, or if during a meeting such a quorum ceases to be present, the meeting, if convened by or upon the requisition of members, shall be dissolved. In any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to later on the same day or to such other day and at such time and place as the chairman (or, in default, the board) may determine. If at such adjourned meeting a quorum is not present within five minutes from the time appointed for holding the meeting, one person entitled to vote on the business to be transacted, being a member so entitled or a proxy for a member so entitled or a duly authorised representative of a corporation which is a member so entitled, shall be a quorum.
- 1.13.9 The board may, for the purpose of controlling the level of attendance and ensuring the safety of those attending at any place specified for the holding of a general meeting, from time to time make such arrangements as the board shall in its absolute discretion consider to be appropriate and may from time to time vary any such arrangements in place or make new arrangements therefore. The entitlement of any member or proxy to attend a general meeting at such place shall be subject to any such arrangements as may be for the time being approved by the board. In the case of any meeting to which such arrangements apply the board may, when specifying the place of the meeting:



- (a) direct that the meeting shall be held at a place specified in the notice at which the chairman of the meeting shall preside (the **Principal Place**); and
- (b) make arrangements for simultaneous attendance and participation at satellite meeting places or by way of any other electronic means by members otherwise entitled to attend the general meeting but excluded from the Principal Place under the provisions of this paragraph 1.13.9(b), or who wish to attend at satellite meeting places or other places at which persons are participating via electronic means provided that persons attending at the Principal Place and at satellite meeting places or other places at which persons are participating via electronic means shall be able to see, hear and be seen and heard by, persons attending at the Principal Place and at such other places, by any means. Such arrangements for simultaneous attendance at any of such other places may include arrangements for controlling the level of attendance in any manner at any of such other places (as stated above), provided that they shall operate so that any members and proxies excluded from attending at the Principal Place are able to attend at one of the satellite meeting places or other places at which persons are participating via electronic means. For the purposes of all other provisions of the Articles any such meeting shall be treated as taking place and being held at the Principal Place.

1.13.10 The board may direct that any person wishing to attend any meeting should provide evidence of identity and submit to such searches or other security arrangements or restrictions as the board shall consider appropriate in the circumstances. The board shall be entitled in its absolute discretion to refuse entry to, or eject from, any meeting any person who fails to provide such evidence of identity or to submit to such searches or to otherwise comply with such security arrangements or restrictions.

1.13.11 The chairman shall take such action or give such directions as he thinks fit to promote the orderly conduct of the business of the meeting as laid down in the notice of the meeting. The chairman's decision on matters of procedure or arising incidentally from the business of the meeting shall be final, as shall his determination as to whether any matter is of such a nature.

#### 1.14 **Power to alter share capital**

The Company may exercise the powers conferred by the Companies Acts to:

- 1.14.1 increase its share capital by allotting new shares of such nominal value as the board may determine and unless otherwise prescribed in the appropriate resolution of the Company, all such shares shall be subject to the provisions of the Companies Acts and the Articles with reference to allotment, payment of calls, forfeiture, lien, transfer, transmission and otherwise;
- 1.14.2 reduce its share capital;
- 1.14.3 sub-divide or consolidate and divide all or any of its share capital;
- 1.14.4 reconvert stock into shares;
- 1.14.5 re-denominate all or any of its shares and reduce its share capital in connection with such re-denomination.

#### 1.15 **Dividends**

- 1.15.1 Subject to the provisions of the Companies Acts and of the Articles, the Company may by ordinary resolution declare dividends to be paid to members according to their respective rights and interests in the profits of the Company. However, no dividend shall exceed the amount recommended by the board.
- 1.15.2 Subject to the provisions of the Companies Acts, the board may declare and pay such interim dividends (including any dividend payable at a fixed rate) as appears to the board to be justified by the profits of the Company available for distribution. If at any time the share capital of the Company is divided into different classes, the board may pay such interim dividends on shares which rank after shares conferring preferential rights with regard to dividend as well as on shares conferring preferential rights, unless at the time of payment any preferential dividend is in arrear. Provided that the board acts in good faith, it shall not incur any liability to the holders of shares conferring preferential rights for any loss that they may suffer by the lawful payment of any interim dividend on any shares ranking after those with preferential rights.

- 1.15.3 Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid but no amount paid up on a share in advance of the date on which a call is payable shall be treated for the purposes of this paragraph 1.15.3 as paid up on the share. Subject as aforesaid, all dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date, it shall rank for dividend accordingly.
- 1.15.4 The board may deduct from any dividend or other money payable to any person on or in respect of a share all such sums as may be due from him to the Company on account of calls or otherwise in relation to the shares of the Company.
- 1.15.5 If cheques, warrants or orders for dividends or other sums payable in respect of a share sent by the Company to the person entitled thereto are returned to the Company or left uncashed on two consecutive occasions or, following one occasion, reasonable enquiries have failed to establish any new address to be used for the purpose, the Company shall not be obliged to send any dividends or other money payable in respect of that share due to that person until he notifies the Company of an address to be used for the purpose.
- 1.15.6 All dividends, interest or other sums payable and unclaimed for a period of 12 months after having become payable may be invested or otherwise made use of by the board for the benefit of the Company until claimed and the Company shall not be constituted a trustee in respect thereof and will not be liable to pay interest thereon. All dividends unclaimed for a period of 12 years after having become payable shall, if the board so resolves, be forfeited and shall cease to remain owing by, and shall become the property of, the Company.
- 1.16 In this summary, the following terms shall have the following meanings (as set out in the Articles):

"**Companies Acts**" means the Companies Act 2006 and, where the context requires, every other statute from time to time in force concerning companies and affecting the Company;

"**Office**" means the registered office for the time being of the Company;

"**Register**" means the register of members of the Company to be kept pursuant to the Companies Acts or, as the case may be, any overseas branch register; and

"**Regulations**" means The Uncertificated Securities Regulations 2001 (SI 2001 No 3755) as the same have been or may be amended from time to time and any provisions of or under the Companies Acts which supplement or replace such Regulations.

The above is a summary only.

## NOTICE OF GENERAL MEETING

of

### CRIMSON TIDE PLC

*(Incorporated and registered in England and Wales with registered number 00113845)*

(the "**Company**")

**NOTICE IS HEREBY GIVEN** that a general meeting of the Company will be held at the offices of Shipleys LLP at 10 Orange Street, Haymarket, London, WC2H 7DQ on 26 January 2016 at 11.30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, which will each be proposed as a special resolution:

### SPECIAL RESOLUTIONS

1. THAT, subject to approval of the same being given by the sole holder of the issued deferred shares of 19 pence each in the share capital of the Company, the draft articles of association produced to the meeting and, for the purposes of identification, initialled by the Chairman be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.
2. THAT, subject to confirmation of the High Court of Justice of England and Wales:
  - 2.1 the nominal value of the Company's ordinary shares be reduced from one penny per share to 0.1 pence per share by cancelling paid up capital of 0.9 pence on each such ordinary share;
  - 2.2 all of the issued deferred shares of 19 pence each in the share capital of the Company be cancelled and extinguished; and
  - 2.3 the share premium account and capital redemption reserve of the Company be cancelled.
3. TO authorise the Company, conditional upon the reduction of capital proposals set out in resolution 2 above taking effect, generally to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 0.1 pence each provided that:
  - 3.1 the maximum aggregate number of ordinary shares that may be purchased is 44,548,623 ordinary shares of 0.1 pence;
  - 3.2 the minimum price (excluding expenses) which may be paid for each ordinary share is 0.1 pence; and
  - 3.3 the maximum price (excluding expenses) which may be paid for each ordinary share is an amount equal to 105 per cent of the average of the closing middle market price for an Ordinary Share as derived from the AIM appendix to the London Stock Exchange's Daily Official List for the five business days immediately prior to the day the purchase is made.

The authority conferred by this resolution 3 shall, unless previously renewed, revoked or varied, expire at the conclusion of the first annual general meeting falling three years after the date of the passing of this resolution save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority.

By Order of the Board  
**Stephen Goodwin**  
Company Secretary

*Registered Office:*  
10 Orange Street  
Haymarket  
London  
WC2H 7DQ

30 December 2015

**Notes:**

1. Proxies: Any member of the Company entitled to attend and vote at the above meeting may appoint one or more proxies to attend and, on a poll, to vote instead of him. A proxy need not be a member.
2. Contracts of Service: All Directors' contracts of service having more than one year's unexpired term are available for inspection by members at the Company's registered office during business hours and will be available for inspection at the location of the meeting for the period commencing 15 minutes prior to the commencement of the meeting and ending at the conclusion of the meeting
3. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, hereby specifies that only those shareholders registered on the Register of Members of the Company at 11.30 a.m. on 24 January 2016 shall be entitled to attend or vote at the meeting in respect of shares registered in their name at the time. Changes to entries on the relevant Register of Members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting, notwithstanding any provisions in any enactment, the articles of association of the Company or other instrument to the contrary.
4. The Company, pursuant to Regulation 41(3) of the Uncertificated Securities Regulations 2001, hereby gives notice of its determination that only those shareholders registered on the Register of Members of the Company at the close of business on the date of this notice shall be entitled to receive notice of this meeting.