

Disclosure of substantial interests

77.1 Disclosure of substantial interests in shares

~~(a) Every person who, at the date on which this Article comes into force, is to his knowledge interested in three per cent. or more of the issued shares of any relevant class of shares of the Company, shall within 30 days after that date give to the Company notice in writing of that fact, specifying:~~

~~(i) the amount of shares of the relevant class in which he was to his knowledge interested at that date; and~~

~~(ii) so far as known to him, the identity and address of each registered holder of those shares and the amount of those shares held by each such holder at that date.~~

(a) Shareholders of the Company are required under the AIM Rules (being the rules from time to time of AIM, a market operated by the London Stock Exchange) to notify the Company of substantial interests in the Company's voting shares. As an Isle of Man incorporated company, the Company and its shareholders are not required by statutory law to comply with all of the notification requirements of the Disclosure and Transparency Rules (the "DTR") published by the UK Listing Authority. However the Company is required by the AIM Rules to use all reasonable endeavours to comply with the notification of the requirements of DTR 5.3.1, which extends the disclosure requirements to include certain financial instruments which entitle the holder to acquire voting shares or have similar economic effect.

(b) Every person who, at any time after the date on which this Article comes into force, to his knowledge becomes interested, or becomes aware that he is or has become interested, in three per cent. or more of the shares for the time being in issue of any relevant class of shares of the Company, shall be under an obligation to give to the Company notice in writing of that fact, specifying: the information required under Article 77.1(e).

~~(i) the amount of shares of the relevant class in which he was to his knowledge interested immediately after the obligation arose; and~~

~~(ii) so far as known to him, the identity and address of each registered holder of those shares and the amount of shares then held by each such holder.~~

(c) Every person who, at any time after the date on which this Article comes into force, ceases to be interested, or becomes aware that he has ceased to be interested, in three per cent. or more of the shares for the time being in issue of any relevant class of shares of the Company, shall be under an obligation to give to the Company notice in writing of that fact, specifying the information required under Article 77.1(e).

(d) Where:

(i) a person is to his knowledge, interested in three per cent. or more of the shares for the time being in issue of any relevant class of shares of the Company; and

(ii) there occurs to his knowledge, or he becomes aware that there has occurred, ~~an~~ an integer change in his percentage interest in the shares of that class for the time being in issue;

that person shall be under an obligation to give to the Company notice in writing of the change, specifying the information required under Article 77.1(e).

(e) The information referred to in Article 77.1(b)–(d) is as follows:

(A_i) the ~~amount~~number of shares of the relevant class in which he was to his knowledge interested immediately after the obligation arose; and the percentage of voting rights in the Company held through those shares (and/or any other direct or indirect holding of Relevant Financial Instruments in such shares);

~~(B)~~ ~~so far as known to him,~~ ii) the chain of controlled undertakings through which voting rights are effectively held, if applicable;

(iii) the date on which the threshold was reached or crossed;

(iv) the identity and address of each registered holder of such shares and ~~the amount of shares then held by each such~~ of any person entitled to exercise voting rights on behalf of that holder; and

(v) in respect of any notification of voting rights arising from the holding of Relevant Financial Instruments, the following shall be required:

(A) the resulting situation in terms of voting rights;

(B) if applicable, the chain of controlled undertakings through which financial instruments are effectively held;

(C) the date on which the threshold was reached or crossed;

(D) for instruments with an exercise period, an indication of that date or time period where shares will or can be acquired, if applicable;

(E) date of maturity or expiration of the instrument; and

(F) identity of the holder.

(ef) An obligation to give a notice to the Company under Article 77.1(b), 77.1(c) or 77.1(d) of this Article shall be fulfilled without delay and in any event before the end of the second working day after the day on which it arises.

(fg) Every person who is to his knowledge interested in three per cent. or more of the shares for the time being in issue of any relevant class of shares of the Company under Article 77.1(d) shall for as long as he remains so interested be under a continuing obligation to give to the Company notice in writing of the particulars in relation to those shares specified in Article 77.1(~~d~~)(~~B~~e) and of any change in those particulars, of which he becomes aware at any time after the event (or if more than one the most recent event) by virtue of which he became obliged by the preceding provisions of this Article to give notice to the Company of his interest. A notice given under this Article shall be given without delay and in any event before the end of the second working day after the day on which the person giving the notice becomes aware of the relevant facts.

(gh) A notice given to the Company under any of the preceding provisions of this Article by a person who is for the time being a party to an agreement to which Article 77.3(c) applies shall:

(i) state that he is a party to such an agreement;

(ii) include the names and (so far as known to him) the addresses of the other parties to the agreement, identifying them as such; and

- (iii) state whether any of the shares to which the notice relates are shares in which he is interested by virtue of 77.3(c) and, if so, the amount of such share.
- (hi) Where a person gives a notice to the Company under Article 77.1(c) in consequence of his having ceased to be interested in any shares by virtue of the fact that he or any other person has ceased to be a party to an agreement to which 77.3(c) applies, the notice shall include a statement that he or that other person has ceased to be a party to the agreement (as the case may require) and also (in the latter case) the name and (if known to him) the address of that other person.

77.2 Register of substantial interests

- (a) The Directors shall keep a register for the purposes of Article 77.1 (in this Article hereafter referred to as "the Register of Substantial Interests") and shall procure that, whenever the Company receives information from a person in consequence of the fulfilment of an obligation imposed on him by that Article, that information is within three working days thereafter inscribed in the Register of Substantial Interests against that person's name, together with the date of the inscription.
- (b) Unless the Register of Substantial interests is in such a form as to constitute an index, the Directors shall ensure that the Register of Substantial Interests is made up in such a way that the entries against the respective names entered in it appear in chronological order.
- (c) The Directors shall cause to be maintained an index of the names entered in the Register of Substantial Interests, containing in relation to each such name a sufficient indication to enable the information entered against it to be readily found, and shall procure that within 10 days after the date on which a name is entered in the Register of Substantial Interests any necessary alteration is made in the index.
- (d) The Register of Substantial Interests shall be kept at the Office.
- (e) The Register of Substantial Interests shall be open to inspection in the same manner as the Register in accordance with these Articles.

77.3 Interpretation of Articles 77.1 to 77.2

- (a) In Articles 77.1 to 77.2 of these Articles and this Article:
 - (i) "working day" means a day which is not a Saturday, a Sunday, Christmas Day, Good Friday or a bank holiday in the Isle of Man;
 - (ii) a person's percentage interest in shares of any class is to be determined by expressing the aggregate nominal value of the shares of that class in which that person is for the time being interested as a percentage of the nominal value of the shares of that class then in issue and rounding that figure down, if it is not a whole number, to the nearest whole number;
~~and~~
 - (iii) "shares of a relevant class" means:
 - (A) shares of a class carrying the right to vote in all circumstances at general meetings of the Company; and
 - (B) shares of a class which, whether presently or at a future date or contingently, is convertible into, or carries any right to subscribe for, share falling within (A) above;

and it is for this purpose irrelevant that the holders of some or all of the shares of a class are for the time being not entitled, as a result of the

service of a disenfranchisement notice under Article 77.4, to vote at general meetings of the Company;

(iv) "Relevant Financial Instrument" means a financial instrument relating to the Company's securities in respect of which disclosure would be required under DTR 5.3.1. if the Company were incorporated in England; and

(v) "controlled undertakings" shall be construed in accordance with the DTR.

(b) For the purposes of Articles 77.1 to 77.2 a person is to be treated as interested in a share if, but only if:

(i) he would be treated as so interested for the purposes of Part VI of the UK Act if section 203, section 208 and section 209 (but not section 205) of the UK Act applied to the Company; or

(ii) he is to be so treated by virtue of Article 77.3(c); or

(iii) he otherwise holds a Relevant Financial Instrument, and shall include any indirect interest to the extent that person is so interested.

(c) For the purposes of any obligation of any person to give a notice to the Company under Article 77.1, or to give to the Directors any information under Article 77.4:

(i) any person who is a party to an agreement to which this paragraph applies is to be treated as interested in shares in which any other party to that agreement is interested apart from the agreement (whether or not the interest of the other party in question was acquired, in pursuance of the agreement); and

(ii) an interest of the party to such an agreement in shares is an interest apart from the agreement if he has or is treated as having that interest otherwise than by virtue of the application of this paragraph in relation to that agreement (and accordingly includes an interest which he is treated as having by virtue of the reference to section 203 or section 208 of the UK Act in Article 77.3(b) or by virtue of the application of this paragraph in relation to another such agreement).

(d) Article 77.3(c) applies to any agreement ~~to which section 204 of the UK Act would apply if the Company were a public company for the purposes of that section; and sub-sections 5 and 6 of that section shall be deemed to apply for the purpose of interpreting:~~

~~(i) the word "agreement" in this paragraph; and (ii) references elsewhere in these Articles to an agreement to which Article 77.3(c) applies~~between two or more persons which obliges them to adopt, by concerted exercise of the voting rights they hold, a lasting common policy towards the management of the Company.

(e) The Company shall not by virtue of anything done for the purposes of Articles 77.1 to 77.2 or this Article be deemed to be affected with notice of, or put upon enquiry as to, the rights of any person in relation to any shares.

(f) References in this Article to any enactment include any statutory modification, replacement, or re-enactment thereof for the time being in force.

77.4 Disenfranchisement notice

The Board may at any time serve an Information Notice upon a member. If a member has been issued with an Information Notice and has failed in relation to any shares the subject of

the Information Notice ("relevant shares") to furnish any information required by such notice within the time period specified therein, then the Board may at any time following 14 days from the expiry of the date on which the information required to be furnished pursuant to the relevant Information Notice is due to be received by the Board, serve on the relevant holder a notice (in this Article called a "disenfranchisement notice") whereupon the following sanctions shall apply:

(a) Voting

the member shall not with effect from the service of the disenfranchisement notice be entitled in respect of the relevant shares to be present or to vote (either in person or by representative or proxy) at any general meeting of the Company or at any separate meeting of the holders of any class of shares of the Company or on any poll or to exercise any other right conferred by membership in relation to any such meeting or poll; and

(b) Dividends and transfers

where the relevant shares represent at least 0.25 per cent. in nominal value of their class:

(i) any dividend or other money payable in respect of the relevant 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 pursuant to Article 143 (Payment of scrip dividends) to receive shares instead of that dividend; and

(ii) subject in the case of uncertificated shares to the Uncertificated Regulations no transfer, other than an approved transfer, of any relevant shares held by the member shall be registered unless the member is not himself in default as regards supplying the information required pursuant to the relevant Information Notice and 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.

77.5 Withdrawal notice

The Company may at any time withdraw a disenfranchisement notice by serving on the holder of the shares to which the same relates a notice in writing to that effect (a "withdrawal notice").

77.6 Cessation of sanctions

Where the sanctions under Article 77.4 (Disenfranchisement notice) apply in relation to any shares they shall cease to have effect:

(a) if the shares are transferred by means of an approved transfer;

(b) at the end of the period of one week (or such shorter period as the Board may determine) following receipt by the Company of the information required by the notice mentioned in Article 77.4 and the Board being fully satisfied that such information is full and complete; or

on the date on which a withdrawal notice is served by the Company.

77.7 Certificated form

The Board may:

(a) give notice in writing to any member holding relevant shares in uncertificated form requiring the member to change his holding of such shares from uncertificated

form into certificated form within a specified period and then to hold such relevant shares in certificated form until the issue of a withdrawal notice; and

(b) appoint any person to take any steps, by instruction by means of an Uncertificated System or otherwise, in the name of any holder of relevant shares as may be required to change such shares from uncertificated form into certificated form (and such steps shall be effective as if they had been taken by such holder).

77.8 **U.S. Restrictions**

Notwithstanding Article 77.4 (Disenfranchisement notice), if any shares are owned directly or beneficially by any person: (i) which may cause the Company to be required to be registered as an investment company under the U.S Investment Company Act of 1940 (as amended); or (ii) which may cause more than 25 per cent. (or such new ownership threshold that may be established by a change in the Plan Asset Regulation or other applicable law) of any class of the capital of the Company to be owned by Benefit Plan Investors or in some other way the Company may be deemed to be in jeopardy of being “plan assets” under the Plan Asset Regulation, the Directors may give notice to such person requiring that person either: (a) to provide the Directors within 30 days with sufficient satisfactory documentary evidence to satisfy the Directors that such: (A) person’s holding of shares shall not cause the Company to be required to be registered as an investment company under the U.S. Investment Company Act of 1940 (as amended) or the Company’s assets to be deemed to be “plan assets” under the Plan Asset Regulation; or (B) person is not a Benefit Plan Investor, whether or not a U.S. Person (as defined in Regulation S); or (b) to sell or transfer the shares to a person qualified to own the same within 30 days and within such 30 days to provide the Directors with satisfactory evidence of such sale or transfer. Otherwise, the relevant person may be deemed upon the expiration of the 30-day period by the Directors to have forfeited the shares. Periodic enquiries may be made of shareholders to determine whether the restriction set out in this Article may have been breached. Failure to respond to such enquiries may result in the forfeiture of the relevant shareholder’s shares.

Document comparison done by Workshare DeltaView on 10 June 2009 11:28:45

Input:	
Document 1	PowerDocs://TS3/10023673/1
Document 2	PowerDocs://TS3/10023673/4
Rendering set	standard

Legend:	
<u>Insertion</u>	
Deletion	
Moved from	
<u>Moved to</u>	
Style change	
Format change	
Moved deletion	
Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

Statistics:	
	Count
Insertions	58
Deletions	35
Moved from	0
Moved to	0
Style change	0
Format changed	0
Total changes	93