

Volex plc

ISIN GB0009390070

APPENDIX

FURTHER INFORMATION ON VOLEX PLC IN CONNECTION WITH ITS PROPOSED ADMISSION TO TRADING ON AIM ("ADMISSION")

This Appendix has been prepared in accordance with the Supplement to Schedule One of the AIM Rules published by the London Stock Exchange. It includes, *inter alia*, all information that would otherwise have had to be included by Volex plc (the "**Company**" or "**Issuer**") in an Admission Document and which is not found in the current public disclosure record, or in current public disclosures filed by the Directors and senior officers of the Company, or as filed at Companies House (collectively, the "**Public Record**"). The Public Record can be accessed freely on the Company's website at www.volex.com.

AIM

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 United Kingdom 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.

Responsibility

The Directors of the Company, whose names appear on the Company's website at www.volex.com/leadership-and-governance, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors, having 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.

Nominated Adviser and Broker

Liberum Capital Limited ("**Liberum**"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as nominated adviser and broker to the Company and will not be responsible to any person other than the Company for providing the protections afforded to its customers or for advising any other person on the contents of this document or any transaction or arrangement referred to herein. Liberum has not authorised the contents of any part of this document for the purposes of the AIM Rules. The responsibilities of Liberum as the Company's nominated adviser under the AIM Rules are owed solely to the London Stock Exchange.

1. RISK FACTORS

In addition to the risk factors relating to the Company set out on pages 20 to 23 of the Company's annual report and accounts for the year ended 2 April 2017 (“**Annual Report**”, available to view at www.volex.com/uploads/files/pages/Volex_AR2017_Indexed_Linked.pdf), the following specific risk factors relating to the ordinary shares of 25 pence each in the capital of the Company (the “**Ordinary Shares**”) should be considered carefully in evaluating whether to make an investment in the Company. An investment in the Company is only suitable for investors who are capable of evaluating the risks and merits of such investment and who have sufficient resources to bear any loss which might result from such investment. If you are in any doubt as to the action you should take, you should consult a professional adviser authorised under the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities. This summary of risk factors is not intended to be exhaustive.

1.1 Investment in AIM securities

Investment in companies whose shares are traded on AIM may be perceived to involve a higher degree of risk and be less liquid than an investment in companies whose shares are listed on the Official List. AIM is a market designed primarily for emerging or smaller companies. An investment in the Ordinary Shares may be difficult to realise. Existing and 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. Investors may realise less than their investment. Further, a quotation on AIM will afford shareholders a lower level of regulatory protection than that afforded to shareholders in a company with its shares listed on the premium segment of the Official List.

1.2 Share price volatility and liquidity

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 will 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 could include the performance of the Company, large purchases or sales of Ordinary Shares, legislative changes and general economic, political or regulatory conditions.

1.3 Additional capital requirements and dilution

The Company may require additional capital in the future for expansion, future acquisitions and/or business development. If the Company does not generate sufficient cash through its operations, it may need to raise additional capital from equity or debt sources. If additional funds are raised through the issuance of new shares or equity-linked securities of the Company, other than on a pro rata basis to existing shareholders, the percentage of Ordinary Shares held by the existing shareholders in the Company may be reduced. Shareholders may experience subsequent dilution and/or such securities may have preferred rights which are senior to those attached to the Ordinary Shares. Further, there can be no guarantee that further capital raisings will be successful.

2. **DIRECTOR INFORMATION**

Name of Director	Age	Names of all companies and partnerships of which the director has been a director or partner at any time in the previous five years, indicating whether or not the director is still a director or partner	
Nathaniel (Nat) Philip Rothschild	46	Current Berma Trust SA Dryden Capital Advisors Ltd Dryden Capital Ltd Scout Aviation II LLC T & M Protection LLC Vallar Advisers GP Ltd Vallar Capital LP Vallares Advisers GP Ltd Vallares Capital LP Vorex plc Yad Hanadiv	Past 5 years Attara Capital LP Attara Fund Ltd Attara Holdings LLC Attara Ltd Attara Management Limited Attara Management LLC Barrick Gold Corp Genel Energy plc JNR Limited LivMax Holdings Ltd

<p>Daren John Morris</p>	<p>47</p>	<p>Current</p> <p>Cable Products Limited Ethical Brand Foundation Limited Ethical Brand Limited Ionix Development Company Limited Mayor (UK) Limited Nexen Tech Corporation Pencon Limited Pendle Connectors Limited PT Volex Cable Assembly PT Volex Indonesia Volex (Asia) Pte Limited Volex (Taiwan) Co Limited Volex (Thailand) Co Limited Volex Cable Assemblies (Phils) Inc Volex Cable Assemblies Sdn Bhd Volex Cable Assembly (Shenzhen) Co Ltd Volex Cable Assembly (Vietnam) Pte Limited Volex Cable Assembly (Zhongshan) Co., Limited Volex Cables (HK) Limited Volex Canada, Inc. Volex de Mexico Sa de CV Volex Electrical Products Limited Volex Electronics Limited Volex (No.1) Limited Volex (No.2) Limited Volex (No.3) Limited Volex (No.4) Limited Volex (No.5) Limited Volex Europe (No.1) Ltd Volex Europe Limited Volex Executive Pension Scheme Trustee Limited Volex France SARL Volex Germany GmbH Volex Group Holdings Limited Volex Group Pension Scheme Trustee Limited Volex Holdings Inc Volex Inc Volex Interconnect Products Limited Volex Interconnect Systems (Suzhou) Co., Ltd Volex Interconnect Systems Limited Volex Japan KK Volex plc Volex Pte Limited Ward and Goldstone Limited</p>	<p>Past 5 years</p> <p>Opus Corporate Finance LLP Rendezvous 1 Capital (Jersey) Limited Rockmount Financial Limited Vallar Investments UK Limited</p>
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<p><u>Adrian</u> Chamberlain</p>	<p>60</p>	<p>Current</p> <p>Cambridge University Hospital NHS Trust Hurley Innovations Limited Onapp (Topco) Limited Volex plc Volo Commerce Limited</p>	<p>Past 5 years</p> <p>Achilles Holdco Limited Stratus (Holdings) Limited</p>
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<p>Dean Roderick Moore</p>	<p>60</p>	<p>Current</p> <p>Cineworld Group plc Volex plc</p>	<p>Past 5 years</p> <p>Ambrose Wilson Limited Better Living Limited Classic Combination Limited Crescent Direct Limited Cuss Contractors Limited D H M (Management Services) Limited Dale Financial Services Limited Dale House (Mail Order) Limited Daly, Harvey, Morfitt Limited Dunlop Heywood (Facilities Management) Limited E. Langfield & Company Limited Eunite Limited Fingleaves Global Trading Ltd. Financial Services (Edinburgh) Limited First Financial Limited Fulfilment Logistics Limited Gray & Osbourn Limited H.B. Wainwright (Financial Services) Limited Halwins Limited Hammond House Investments International Limited Hammond House Investments Limited Health Direct Limited Hilton Mailing Limited Holland & Heeley Limited Home Shopping Direct Limited House Of Stirling (Direct Mail) Limited J D W Pension Trustees Limited J.D. Williams & Company Limite J.D. Williams Group Limited Jdw Finance Limited Mature Wisdom Limited N B Guernsey Uk N Brown Group Plc N Brown Limited N Brown Property One Limited N Brown Property Three Limite N Brown Property Two Limited N. Brown Funding Limited N.Brown Holdings Limited NB Finance Unlimited Company NB Malta No 1 Limited NB Malta No 2 Limited Nightingales Limited Nochester Holdings Unlimited Company Odhams Leisure Group Limited Oxendale & Company Limited Sander & Kay Limited Sartor Limited Speciality Home Shopping (Us) Limited T-Bra Limited The Value Catalogue Limited Tuxedo Money Solutions Limited Whitfords (Textiles) Limited Whitfords(Cosytred)Limited Wingmark Limited</p>
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- 2.1 None of the directors have:
- 2.1.1 any unspent convictions in relation to indictable offences;
 - 2.1.2 been bankrupt or made individual voluntary arrangements;
 - 2.1.3 been a director of a company subject to receivership, compulsory liquidation, creditors' voluntary liquidations, administrations, company voluntary arrangement or any composition or arrangement with its creditors generally or any class of its creditors of any company where such director was a director at the time of or within the twelve months preceding such events;
 - 2.1.4 been a partner of a partnership subject to compulsory liquidation, administration, or partnership voluntary arrangement where such director was a partner at the time of or within the twelve months preceding such events;
 - 2.1.5 been subject to receiverships of any asset of such director or of a partnership of which the director was a partner at the time of or within the twelve months preceding such events; or
 - 2.1.6 been subject to any public criticisms by statutory or regulatory authorities (including recognised professional bodies), nor have any 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.

3. BOARD PRACTICES

3.1 Service agreements and letters of appointment

A summary of the terms of the service agreements for Nat Rothschild and Daren Morris and letters of appointment for Adrian Chamberlain and Dean Moore are set out on page 42 of the Company's Annual Report.

4. MAJOR SHAREHOLDERS

- 4.1 A list of those shareholders who, directly or indirectly, are interested in three per cent. or more of the issued ordinary share capital of the Company is set out below:

Investor name	Percentage holding (%)
NR Holdings Limited ¹	25.5
Ruffer	19.0
Quaero Capital	4.3
Herald Investment Management	4.1
UBS Wealth Management	3.4
Artemis Investment Management	3.0
Nexen Tech Corporation	3.0

(1) Nat Rothschild is a beneficiary of NR Holdings Limited

- 4.2 As at the date of this document, no major shareholder has any different voting rights to the other holders of ordinary shares in the capital of the Company.

5. ARTICLES OF ASSOCIATION

A copy of the Articles may be accessed at: <https://www.volex.com/shareholder-information>

6. MATERIAL CONTRACTS

In addition to those contracts which are disclosed in the Public Record, the Company and its subsidiary undertakings (the "**Group**") have entered into the following material contracts in the two years preceding this Appendix:

6.1 Nominated Adviser & Broker Agreement

On 28 November 2017, the Company entered into an agreement with Liberum (UK) Limited ("**Liberum**"), pursuant to which the Company appointed Liberum to act as nominated adviser and broker to the Company from the date of Admission.

6.2 Introduction Agreement

On 28 November 2017, the Company entered into an agreement with Liberum, pursuant which the Company appointed Liberum to act as its agent in connection with Admission and authorised it to do all things on behalf of the Company which may be reasonably necessary or desirable in connection therewith. The agreement contains customary warranties given by the Company to Liberum as to matters relating to the Company and its business and a customary indemnity given by the Company to Liberum in respect of liabilities arising out of or in connection with Admission. Liberum is entitled to terminate the agreement in certain circumstances prior to Admission including circumstances where any of the warranties are found not to be true or accurate or were misleading in any material respect or on the occurrence of certain force majeure events.

7. DIVIDEND POLICY

Volex does not currently pay a dividend. The declaration and payment by the Company of any dividends in the future and the amount thereof will depend on the results of the Group's operations, its financial position, cash requirements, prospects, profits available for distribution and other factors deemed to be relevant at the time. As growth and resultant cash generation comes through, the Board will look to resume dividend payments to shareholders when appropriate.

8. HISTORY AND DEVELOPMENT OF THE ISSUER

A summary of the Company's history and development is set out in the prospectus dated 12 June 2014. The important events in the development of the Company's business since June 2014 are set out below:

- **June 2014:** Placing and open offer to raise approximately £18.1 million to reduce indebtedness. Revolving Credit Facility limit amended from \$75 million to \$45 million.
- **March 2015:** Volex Transformation Plan announced as complete.
- **June 2015:** Daren Morris appointed as Chief Financial Officer, replacing Nick Parker.
- **November 2015:** Nat Rothschild appointed as Executive Chairman having been appointed Non-Executive Director in October. Geraint Anderson and Karen Slafford step down from the Board and Bob Beveridge is appointed Senior Independent Director.
- **December 2015:** Cost-saving initiatives implemented including the removal of divisional management teams to save the Company over \$9 million in annual operating costs.
- **June 2016:** First statutory profit before tax recorded in 3 years following significant reduction in non-recurring fees. Senior credit facility extended for 12 months until 15 June 2018. Adrian Chamberlain joins the Board as Non-Executive Director, Martin Geh steps down from the Board.

- **July 2016:** Joint venture formed with a Taiwan-based manufacturer, Joinsoon Electronics Mfg. Co. Ltd to engage in the development, manufacture and marketing of Volex-branded AC raw cables.
- **July 2016:** Negotiated an exit from an onerous legacy lease in respect of a former UK-based, production facility, resulting in total cash-savings of \$2.3 million over the following four years. Exited a US facility, giving an additional total cash-savings of \$1.7 million over the following four years. Further cost savings across the factory footprint were identified, resulting in additional annualised cost savings of at least \$3 million.
- **April 2017:** Invested \$0.3 million in return for a 26.1% shareholding in Kepler SignalTek Limited, a manufacturer of medical, high-frequency data transmission and specialist industrial cable assemblies.
- **June 2017:** Announced sizeable purchase orders secured from four new customers, including two in the on-line technology space, one from a leading electric car manufacturer and one from a Fortune 1000 engineering company.
- **June 2017:** Senior credit facility reduced from \$45.0 million to \$30.0 million and extended to June 2019 (previously due to expire in June 2018).
- **August 2017:** Strategic partnership formed with Nexen Tech Corporation, a leading South Korean manufacturer of automotive harnesses and connectors, to work together to jointly expand their product offering and customer reach in the high-growth electric vehicle market.
- **November 2017:** Statutory operating profit of \$5.1 million is the best result in the past 5 years, reflecting an improved underlying operating performance and an absence of one-off restructuring costs. Move to AIM proposed in order to have greater flexibility to pursue growth and partnership opportunities.

9. CORPORATE GOVERNANCE

9.1 Share Dealing Code

The Directors will comply with, and seek to procure compliance by applicable employees with, the relevant provisions of the AIM Rules for Companies and the Market Abuse Regulation relating to dealings by Directors and applicable employees in the securities of the Company. The Company will maintain its existing Share Dealing Code which is in conformity with the requirements of Rule 21 of the AIM Rules for Companies and will continue to take all reasonable steps to ensure compliance by the Board and all applicable employees with the terms of the Share Dealing Code.

10. TAXATION

The following summary is based on current UK tax law and what is understood to be the current published practice of HMRC, both of which are subject to change, possibly with retrospective effect. The statements are intended only as a general guide only for UK tax resident Shareholders (and in the case of individuals, domiciled or deemed domiciled) and who are absolute beneficial owners of their Ordinary Shares and who hold their Ordinary Shares as an investment as to their tax position under current UK tax legislation and HMRC published practice as at the date of this document. It does not address the tax consequences for non UK tax resident Shareholders (except in so far as express reference is made to the treatment of non-UK residents).

This summary does not address the position of certain classes of Shareholders who (together with associates) have a 10 per cent. or greater interest in the Company, or, such as dealers in securities, market makers, brokers, intermediaries, collective investment schemes, pension funds, charities or UK insurance companies or whose shares are held under a self-invested personal pension or an individual savings account or are "employment related securities" as defined in section 421B of the Income Tax (Earnings and Pensions) Act 2003.

The Company is at the date of this document resident for tax purposes in the United Kingdom and the following is based on that status.

Any person who is in any doubt as to his tax position or who is subject to taxation in a jurisdiction other than the United Kingdom should consult his or her professional

advisers immediately as to the taxation consequences of his or her ownership and disposition of Ordinary Shares.

10.1 Taxation of Dividends

Under current UK taxation legislation, there is no UK withholding tax on dividends, including cases where dividends are paid to a Shareholder who is not resident (for tax purposes) in the United Kingdom.

UK tax resident and domiciled or deemed domiciled Individual Shareholders

All dividends received from the Company by an Individual Shareholder who is resident and domiciled in the UK will, except to the extent that they are earned through an ISA, self-invested pension plan or other regime which exempts the dividend from tax, form part of the Shareholder's total income for income tax purposes and will represent the highest part of that income.

From 6 April 2016, a nil rate of income tax will apply to the first £5,000 of dividend income received by an individual shareholder in a tax year (the "Nil Rate Amount"), regardless of what tax rate would otherwise apply to that dividend income. Under the Finance Act (No. 2) 2017 the Nil Rate Amount will reduce to £2,000 for dividends received on or after 6 April 2018. If an individual receives dividends in excess of this allowance in a tax year, the excess will be taxed at 7.5 per cent. (for individuals not liable to tax at a rate above the basic rate), 32.5 per cent. (for individuals subject to the higher rate of income tax) and 38.1 per cent. (for individuals subject to the additional rate of income tax) for 2017/18.

UK pension funds and charities are generally exempt from tax on dividends which they receive.

Corporate Shareholders within the charge to UK corporation tax

Shareholders within the charge to UK corporation tax which are "small companies" for the purposes of Chapter 2 of Part 9A of the Corporation Tax Act 2009 will generally not be subject to UK corporation tax on any dividend received provided certain conditions are met (including an anti-avoidance condition).

A UK resident corporate Shareholder (which is not a "small company" for the purposes of the UK taxation of dividends legislation in Part 9A of the Corporation Tax Act 2009) will be liable to UK corporation tax (currently at a rate of 19 per cent from 1 April 2017, and reducing to 17 per cent from 1 April 2020) unless the dividend falls within one of the exempt classes set out in Part 9A. Examples of exempt classes (as defined in Chapter 3 of Part 9A of the Corporation Tax Act 2009) include dividends paid on shares that are "ordinary shares" (that is shares that do not carry any present or future preferential right to dividends or to the Company's assets on its winding up) and which are not "redeemable", and dividends paid to a person holding less than 10% of the issued share capital of the payer (or any class of that share capital in respect of which the distribution is made). However, the exemptions are not comprehensive and are subject to anti-avoidance rules.

Non-resident Individual Shareholders

Non-UK resident Individual Shareholders who receive a dividend from the Company are treated as having paid UK income tax on their dividend income at the dividend ordinary rate (7.5 per cent.). Such income tax will not be repayable to a non-UK resident Individual Shareholder. A non-UK resident Shareholder is not generally subject to further UK tax on dividend receipts.

Non-UK resident Individual Shareholder may also be subject to taxation on dividend income under local law, in their country or jurisdiction of residence and/or citizenship.

Non-UK resident Individual Shareholders should consult their own tax advisers in respect of the application of such provisions, their liabilities on dividend payments

and/or what relief or credit may be claimed in the jurisdiction in which they are resident.

10.2 Taxation of Chargeable Gains

Individual Shareholders

If a UK tax resident Individual Shareholder within the charge to UK capital gains tax, a disposal (or deemed disposal) of all or some of his Ordinary Shares may give rise to a chargeable gain or an allowable loss for the purposes of capital gains tax, depending on their circumstances. The rate of capital gains tax on disposal of shares is 10 per cent. (2017/2018) for individuals who are subject to income tax at the basic rate and 20 per cent. (2017/2018) for individuals who are subject to income tax at the higher or additional rates. An Individual Shareholder is entitled to realise an annual exempt amount (£11,300 from 6 April 2017)

Corporate Shareholders

For a corporate Shareholder within the charge to UK corporation tax, a disposal (or deemed disposal) of Ordinary Shares may give rise to a chargeable gain at the rate of corporation tax applicable to that Shareholder (currently 19 per cent with effect from 1 April 2017) or an allowable loss for the purposes of UK corporation tax. Indexation allowance may reduce the amount of chargeable gain that is subject to corporation tax by increasing the chargeable gains tax base cost of an asset in accordance with the rise in the retail prices index but indexation allowance cannot create or increase any allowable loss.

There was an announcement in the Autumn Budget 2017 on 22 November 2017 that indexation allowance would be removed from 1 January 2018, resulting in indexation applying from month of acquisition to December 2017, regardless of actual date of disposal of the asset. This measure has just been announced and is included within Finance Bill 2017 – 18 but this has not been enacted to implement the change.

Non-resident Individual Shareholders

A Shareholder who is not resident in the United Kingdom for tax purposes, but who carries on a trade, profession or vocation in the United Kingdom through a permanent establishment (where the Shareholder is a company) or through a branch or agency (where the Shareholder is not a company) and has used, held or acquired the Ordinary Shares for the purposes of such trade, profession or vocation or such permanent establishment, branch or agency (as appropriate) may be subject to UK tax on capital gains on the disposal of Ordinary Shares.

In addition, any holders of Ordinary Shares who are individuals and who dispose of Ordinary Shares while they are temporarily non-resident may be treated as disposing of them in the tax year in which they again become resident in the United Kingdom.

10.3 Inheritance Tax

As the Company is incorporated in the UK and the share register is located in the UK the shares are UK situs assets and will be within the scope of UK IHT even if they are held by non UK domiciled and non UK resident individuals and trustees. Therefore individual and trustee Shareholders may be liable on occasions to inheritance tax (“IHT”) on the value of any Ordinary Shares held by them. Under current UK law, the primary occasions on which IHT is charged are on the death of the Shareholder, at a rate of 40%. Any gifts made during the seven years prior to the death of the Shareholder will also be brought into account when calculating the IHT on the death of the Shareholder. IHT may also be due on certain lifetime transfers, including transfers to trusts at a rate of 20 or 25% and appointments out of trusts in the form of an ‘exit charge’. Any shares held by trustees may also be subject to IHT on the ten year anniversary of the trust. The exit and ten year charge rates will be charged at rates up to 6%.

However, a relief from IHT known as business property relief (“BPR”) may apply to

ordinary shares in trading companies once these have been held for two years by the Shareholder provided various conditions are met. This relief may apply notwithstanding that a company's shares will be admitted to trading on AIM (although it does not apply to companies whose shares are listed on the Official List of any country). BPR operates by reducing the value of shares by up to 100 per cent. for IHT purposes. If 100% BPR was available there will be no IHT to pay. However BPR may be restricted if the group has 'excepted assets', broadly those assets not required in the business and / or subsidiaries that are mainly carrying on investment activities.

Shareholders should consult an appropriate professional adviser if they intend to make a gift of any kind or intend to hold any Ordinary Shares through trust arrangements. They should also seek professional advice in a situation where there is a potential for a double charge to UK IHT and an equivalent tax in another country.

10.4 Stamp Duty and Stamp Duty Reserve Tax ("SDRT")

Neither UK stamp duty nor SDRT should arise on transfers of Ordinary Shares on AIM (including instruments transferring Ordinary Shares and agreements to transfer Ordinary Shares) based on the following assumptions:

10.4.1 the Ordinary Shares are admitted to trading on AIM, but are not listed on any market (with the term "listed" being construed in accordance with section 99A of the Finance Act 1986), and this has been certified to Euroclear; and

10.4.2 AIM continues to be accepted as a "recognised growth market" (as construed in accordance with section 99A of the Finance Act 1986). In the event that either of the above assumptions does not apply, stamp duty or SDRT may apply to transfers of Ordinary Shares in certain circumstances, at the rate of 0.5 per cent. of the amount or value of the consideration (rounded up in the case of stamp duty to the nearest £5).

10.5 AIM

Companies whose shares trade on AIM are deemed unlisted for the purposes of certain areas of UK taxation. Following Admission, Ordinary Shares held by individuals for at least two years from Admission may qualify for more generous exemptions from inheritance tax on death or in relation to lifetime transfers of those Ordinary Shares. Shareholders should consult their own professional advisers on whether an investment in an AIM security is suitable for them, or whether the tax benefit referred to above may be available to them.

The comments set out above are intended only as a general guide to the current tax position in the United Kingdom at the date of this document. The rates and basis of taxation can change and will be dependent on a Shareholder's personal circumstances.

Neither the Company nor its advisers warrant in any way the tax position outlined above which, in any event, is subject to changes in the relevant legislation and its interpretation and application.

Any person who is in any doubt as to his tax position or who may be subject to tax in any other jurisdiction should consult his professional adviser.

11. LEGAL AND ARBITRATION PROCEEDINGS

Neither the Company nor any member of its Group is or has been engaged in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware) during the period of 12 months preceding the date of this document which may have, or have had in the recent past significant effects on the Company's and/or its Group's financial position or profitability.