

## APPLICATION FOR ADMISSION OF SECURITIES TO THE OFFICIAL LIST

*Admission to the official list must be simultaneous with admission to trading on an RIE's market for listed securities. You will need to complete a separate application form to apply for trading on a RIE.*

† - Indicates a section that is mandatory for all applications. Sections that do not apply should be struck-through as necessary.

**To: The FSA**

**Date: 16 April 2012**

<p>ITE Group plc _____ (the <i>applicant</i>) hereby applies for the <i>securities</i> described below to be admitted to the <i>official list</i> of the FSA.†</p>
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<p><b>Amounts and descriptions of <i>securities</i> for which application is now being made (include distinctive numbers if any). Where the <i>securities</i> are to be issued under a programme, give a description of the programme and the maximum amount (if any) of <i>securities</i> which may be listed at any one time†:</b></p>
<p>1,000,000 ordinary shares of 1 pence each fully paid. (50,000 under the employees' share scheme and 950,000 under the performance share plans).</p>

<p><b>Where application is made for the <i>listing</i> of <i>securities</i> without a <i>prospectus</i>, we confirm that a <i>prospectus</i> is not required pursuant to the Financial Services and Markets Act (the "<i>Act</i>") for the reasons set out below (please ensure a sufficiently detailed explanation is given as to why the relevant exemptions apply):</b></p>	
<p>Public Offer (quote relevant sub-section of <i>Prospectus Rule</i> 1.2.2, or relevant part of S85 or S86 of the <i>Act</i>, or relevant part of Schedule 11A of the <i>Act</i>, and give the reason for the application of that exemption, or confirm the transaction falls outside of the scope of the definition of an offer as defined in the <i>Prospectus Rules</i>).</p>	<p>Prospectus Rule 1.2.2(5) <i>transferable securities</i> offered, allotted or to be allotted to existing or former directors or employees by their employer which has <i>transferable securities</i> already admitted to trading or by an affiliated undertaking, if a document is made available containing information on the number and nature of the <i>transferable securities</i> and the reasons for and details of the offer.</p>

Admission to a *regulated market* (quote relevant part of S85 of the *Act* or the relevant sub-section of *Prospectus Rule* 1.2.3, or relevant part of Schedule 11A of the *Act*, and give the reason for the application of that exemption).

Prospectus Rule 1.2.3(1) R-shares subject to the Application represent, over a period of 12 months, less than 10% of the number of shares of the same class already admitted to trading on the Official List.

Furthermore we confirm that between the date of this application form and the date of admission we will not take any action that would otherwise require the publication of a prospectus in respect of the securities the subject of this application.

Where listing particulars would ordinarily be required in respect of the application but have not been prepared please confirm they are not required and the reason(s) why:


The ISIN code(s) for each security to be admitted<sup>†</sup>:

GB0002520509


Type of issue for which application is being made: (for example: placing; rights issue; block listing; issuance programme)<sup>†</sup>:

Block Listing

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For issuance programme applications, please provide a primary contact(s) at the issuer for correspondence in relation to the programme for which admission is being sought:

Name(s):

Position(s):

Email Address(es):


Contact Telephone Number(s):

**Please confirm which set of standards are applicable to the securities for which application is being made:**

**Note: For new lines of securities please ensure that the relevant Listing Category has been discussed and agreed with Listing Transactions prior to submitting the application.**

**Premium (Please tick the relevant box)**

Equity Commercial Companies	<input type="checkbox"/>	Equity Closed Ended Investment Funds	<input type="checkbox"/>
Equity Open Ended Investment Companies	<input type="checkbox"/>		

**Standard (Please tick the relevant box)**

Shares	<input checked="" type="checkbox"/>	GDRs	<input type="checkbox"/>
Debt	<input type="checkbox"/>	Securitised Derivatives	<input type="checkbox"/>
MISC Securities	<input type="checkbox"/>		

**Please specify on which UK market(s) the *applicant* has applied to have these *securities* traded†:**

London Stock Exchange-Primary Market.

**Please specify where else these *securities* are, or will be listed and whether the listing(s) are Premium or Standard (if such a distinction is made)†:**

Premium

**Which EEA State do you regard as your home member state for the purposes of the Transparency Directive (2004/109/EC?):**

Queries in relation to this question should be directed to the Company Monitoring Helpdesk on 020 7066 8333, option 4

**Account/Audit Information†**

Accounting Standards used by Issuer	IFRS
Auditing Standards used by Issuer	UK Auditing Standards.

Information to be provided by a <i>Public Sector Issuer</i> that seeks <i>admission of securities without a prospectus</i> *	
Series Number:	
Issue Price:	
Specified Denominations:	
Issue Date:	
Maturity Date:	
Form of Securities:	Bearer/Registered
Listing:	
ISIN:	

**\*Where this information is already set out in some other document describing the issue (such as final terms) it is sufficient to simply attach that document.**

### Confirmation

We acknowledge our obligations arising under the *listing rules* and the legal implications of *listing* under the *Act*. Accordingly, we confirm that:

- 1, all the requirements for *listing* in the *listing rules*, which are required to be fulfilled before the application is to be considered, have been fulfilled in relation to the *issuer* and the *securities* for which application is now made (save where otherwise agreed with the *FSA*);
- 2, all the documents and information required to be included in the application have been or will be supplied in line with the *listing rules*, and all other requirements of the *FSA* in respect of the application have been or will be complied with.
- 3, we undertake to comply with the *listing rules* so far as applicable to the *issuer*.
- 4, we acknowledge the obligation to comply with the requirement to publish a *supplementary prospectus* or *supplementary listing particulars* if, at any time after a *prospectus* or *listing particulars* have been approved such document would be required by the *Act*, the *Prospectus Rules* or the *Listing Rules*.

- 5, on *admission* the *securities* for which application has been made will be allotted (for *equity securities*) and in issue (for *debt securities*) pursuant to the appropriate board resolutions and with the appropriate authority (save in circumstances where the *FSA* has specifically agreed otherwise including *inter alia* block listings, applications by *open-ended investment companies*, applications for the *admission* of 'up to' amounts).

SIGNED BY † Anil. H. Gadhia .  
~~Director/company secretary~~/suitably experienced *employee*/duly authorised officer, for and on behalf of:

ITE Group plc  
 Name of *applicant*

Application to be heard on†:	20 April 2012
<i>Admission</i> expected to be effective on†:	23 April 2012

Name(s) of contact(s) at <i>applicant</i> regarding the application†:	Mr. Anil. H. Gadhia.
Telephone number(s) of contact(s) at <i>applicant</i> regarding the application†:	020 7596 5024