

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document you should consult a person authorised under the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities.

This Document comprises a prospectus relating to Fandango Holdings plc (the “Company”) prepared in accordance with the Prospectus Rules of the Financial Conduct Authority (the “FCA”) made under section 73A of FSMA and approved by the FCA under section 87A of FSMA. This Document has been filed with the FCA and made available to the public in accordance with Rule 3.2 of the Prospectus Rules. Applications will be made to the FCA for all of the ordinary shares in the Company (the “Ordinary Shares”) to be admitted to the Official List of the UK Listing Authority (the “Official List”) (by way of a standard listing under Chapter 14 of the listing rules published by the UK Listing Authority under section 73A of FSMA as amended from time to time (the “Listing Rules”) and to the London Stock Exchange Plc (the “London Stock Exchange”) for such Ordinary Shares to be admitted to trading on the London Stock Exchange’s main market for listed securities (together “Admission”). It is expected that Admission will become effective, and that unconditional dealings in the Ordinary Shares will commence, at 8.00 a.m. on 12th July 2017. All dealings in Ordinary Shares prior to the commencement of unconditional dealings will be on a “when issued” basis and will be of no effect if Admission does not take place and such dealings will be at the sole risk of the parties concerned.

THE WHOLE OF THE TEXT OF THIS DOCUMENT SHOULD BE READ BY PROSPECTIVE INVESTORS. YOUR ATTENTION IS SPECIFICALLY DRAWN TO THE DISCUSSION OF CERTAIN RISKS AND OTHER FACTORS THAT SHOULD BE CONSIDERED IN CONNECTION WITH AN INVESTMENT IN THE ORDINARY SHARES AS SET OUT IN THE SECTION ENTITLED “RISK FACTORS” BEGINNING ON PAGE 16 OF THIS DOCUMENT.

The Directors, whose names appear on page 36 and the Company accept responsibility for the information contained in this Document. To the best of the knowledge of the Directors and the Company (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 contains no omission likely to affect its import.

Fandango Holdings Plc

(Incorporated in England and Wales with Registered No. 10346576)

**Placing of 84,000,000 Ordinary Shares of £0.001 each at £0.01 pence per Ordinary Share
and**

Admission of 134,002,000 Ordinary Shares of £0.001 each

**to the Official List (by way of Standard Listing under Chapter 14 of the Listing Rules) and
to trading on the London Stock Exchange’s Main Market for listed securities.**

Financial Adviser

ALFRED HENRY CORPORATE FINANCE LIMITED

Broker and Placing Agent

TURNER POPE INVESTMENTS (TPI) LIMITED

Alfred Henry Corporate Finance Limited (“Alfred Henry”), which is authorised and regulated by the FCA in the conduct of investment business, is acting exclusively for the Company and for no-one else in connection with the Placing and Admission and will not be responsible to anyone other than the Company for providing the protections

afforded to customers of Alfred Henry or for providing advice in relation to the contents of this document or any matter referred to in it.

Alfred Henry is not making any representation, express or implied, as to the contents of this Document, for which the Company and the Directors are solely responsible. Without limiting the statutory rights of any person to whom this Document is issued, no liability whatsoever is accepted by Alfred Henry for the accuracy of any information or opinions contained in this document or for any omission of information, for which the Company and the Directors are solely responsible. The information contained in this document has been prepared solely for the purpose of the Placing and Admission and is not intended to be relied upon by any subsequent purchasers of Ordinary Shares (whether on or off exchange) and accordingly no duty of care is accepted in relation to them.

Turner Pope Investments (TPI) Limited (“Turner Pope”), which is authorised and regulated in the UK by the FCA, is the Company’s Placing Agent and Broker. Turner Pope is acting exclusively for the Company and no one else in connection with the Admission and will not regard any other person (whether or not a recipient of this Document) as a client in relation to the Placing and Admission and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Turner Pope or for providing advice in relation to the Placing and Admission or any other matters referred to in this Document. Turner Pope is not making any representation, express or implied, as to the contents of this Document, for which the Company and the Directors are solely responsible. Without limiting the statutory rights of any person to whom this Document is issued, no liability whatsoever is accepted by Turner Pope for the accuracy of any information or opinions contained in this document or for any omission of information, for which the Company and the Directors are solely responsible. The information contained in this document has been prepared solely for the purpose of the Placing and Admission and is not intended to be relied upon by any subsequent purchasers of Ordinary Shares (whether on or off exchange) and accordingly no duty of care is accepted in relation to them.

The Ordinary Shares will rank in full for all dividends or other distributions hereafter declared, made or paid on the ordinary share capital of the Company and will rank *pari passu* in all other respects with all other Ordinary Shares in issue on Admission.

This Document does not constitute an offer to sell or an invitation to subscribe for, or the solicitation of an offer or invitation to buy or subscribe for, Ordinary Shares in any jurisdiction where such an offer or solicitation is unlawful or would impose any unfulfilled registration, publication or approval requirements on the Company.

The Ordinary Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the “Securities Act”), or the securities laws of any state or other jurisdiction of the United States or under applicable securities laws of Australia, Canada or Japan. Subject to certain exceptions, the Ordinary Shares may not be offered, sold, resold, transferred or distributed directly or indirectly, within, into or in the United States or to or for the account or benefit of persons in the United States, Australia, Canada, Japan or any other jurisdiction where such offer or sale would violate the relevant securities laws of such jurisdiction. This document does not constitute an offer to sell or a solicitation of an offer to purchase or subscribe for Ordinary Shares in any jurisdiction in which such offer or solicitation is unlawful or would impose any unfulfilled registration, publication or approval requirements on the Company. The Ordinary Shares may not be taken up, offered, sold, resold, transferred or distributed, directly or indirectly within, into or in the United States except pursuant to an exemption from, or in a transaction that is not subject to, the registration requirements of the Securities Act. There will be no public offer in the United States. The Company has not been and will not be registered under the United States Investment Company Act pursuant to the exemption provided by Section 3(c)(7) thereof, and investors will not be entitled to the benefits of that Act.

The distribution of this Document in or into jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this Document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

None of the Ordinary Shares have been approved or disapproved by the United States Securities and Exchange Commission (the “SEC”), any state securities commission in the United States or any other regulatory authority in the United States, nor have any of the foregoing authorities passed comment upon or endorsed the merit of the offer of the Ordinary Shares or the accuracy or the adequacy of this Document. Any representation to the contrary is a criminal offence in the United States.

Application will be made for the Ordinary Shares to be admitted to a Standard Listing on the Official List. A Standard Listing will afford investors in the Company a lower level of regulatory protection than that afforded to investors in companies with Premium Listings on the Official List, which are subject to additional obligations under the Listing Rules.

It should be noted that the UKLA will not have authority to (and will not) monitor the Company’s compliance with any of the Listing Rules which the Company has indicated herein that it intends to comply with on a voluntary basis, nor to impose sanctions in respect of any failure by the Company to so comply.

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SUMMARY

Summaries are made up of disclosure requirements known as “Elements”. These elements are numbered in Sections A-E (A.1-E.7).

This summary contains all the Elements required to be included in a summary for this type of securities and issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of “not applicable”.

SECTION A – INTRODUCTION AND WARNINGS		
A.1	<p>Warning to investors</p> <p>This summary should be read as an introduction to this Document.</p> <p>Any decision to invest in the Ordinary Shares should be based on consideration of this Document as a whole by the investor.</p> <p>Where a claim relating to the information contained in this Document is brought before a court the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating this Document before legal proceedings are initiated.</p> <p>Civil liability attaches only to those persons who have tabled this summary including any translation thereof but only if this summary is misleading, inaccurate or inconsistent when read together with the other parts of this Document or it does not provide, when read together with the other parts of this Document, key information in order to aid investors when considering whether to invest in such securities.</p>	
A.2	Consent for intermediaries	Not applicable; this is not a public offer of securities and consent will not be given by the Company for the use of this Document for subsequent resale or final placement of securities by financial intermediaries.

SECTION B – ISSUER		
B.1	Legal and commercial name	The legal and commercial name of the issuer is Fandango Holdings plc.
B.2	Domicile/ Legal form/Legislation/Country of incorporation	The Company was incorporated with limited liability under the laws of England and Wales on 25 August 2016 with registered number 10346576 as a company limited by shares under the Act, as amended, and will become subject to the City Code

		on Admission.
B.3	Current operations/ Principal activities and markets	<p>The Company has been formed to undertake an acquisition of a UK target company or business. The Company will be seeking to invest in businesses in the industrial, including the energy sector, and service sectors primarily and would consider, inter alia, horizontal and vertically integrated business related thereto which may be classified as general industrial or service industries. For example, the company may seek to acquire businesses such as suppliers to energy companies, alternative energies, green energies, waste to energy and other emerging and advanced technologies in connection therewith. There are many opportunities to acquire businesses in the industrial and service sectors. All sub-sectors of those classifications will be considered.</p> <p>The Company has never traded and, save as set out in this Document, has not entered into any significant transactions or financial commitments.</p> <p>The Company does not have any specific acquisition under consideration and does not expect to engage in substantive negotiations with any target company or business until after Admission. The expected target value for the Acquisition is between £1m and £20m and the Company expects that any Acquisition will primarily be funded through the issuance of further shares.</p> <p>Following completion of the Acquisition, the objective of the Company will be to operate the acquired business and implement an operating strategy with a view to generating value for its shareholders through operational improvements as well as potentially through additional complementary acquisitions following the Acquisition. Following the Acquisition, the Company intends to seek re-admission of the enlarged group to listing on the Official List and trading on the London Stock Exchange or admission to another stock exchange.</p>
B.4a	Significant trends	Not applicable, since the Company has not yet commenced business. There are no known trends affecting the Company and the industries in which it will operate.
B.5	Group structure	Not applicable; the Company is not part of a group.

B.6	Major shareholders	<p>The following persons, directly or indirectly, will at Admission have an interest in the issuer's capital or voting rights which is notifiable under UK law;</p> <p>The Founders – 42.91% James Longley – 3.14% Robert Savill – 3.14% Tracey Edwards – 3.14% Turner Pope Investments (TPI) Limited – 3.14%</p> <p>All of the Ordinary Shares rank <i>pari passu</i> in all aspects.</p>																
B.7	Selected historical key financial information	<p>The Company was incorporated on 25 August 2016 and the following balance sheet was drawn up as at 8 May 2017. The Company has not yet commenced operations.</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 80%;"></th> <th style="text-align: right; vertical-align: bottom;">As at 8 May 2017 £</th> </tr> </thead> <tbody> <tr> <td colspan="2">Assets</td> </tr> <tr> <td colspan="2">Current assets</td> </tr> <tr> <td>Cash and cash equivalents</td> <td style="text-align: right;">50,002</td> </tr> <tr> <td>Total assets</td> <td style="text-align: right;">50,002</td> </tr> <tr> <td colspan="2">Equity attributable to equity holders of the parent company</td> </tr> <tr> <td>Called up share capital</td> <td style="text-align: right;">50,002</td> </tr> <tr> <td>Total equity</td> <td style="text-align: right;">50,002</td> </tr> </tbody> </table> <p>On incorporation of the Company, 1 Ordinary Share of £1 each were issued to Charles Tatnall and James Timothy Chapman Longley as subscribers, at par. Mr Longley transferred 1 Ordinary Share to Timothy Robin Cottier on 8 May 2017.</p> <p>On 8 May 2017, the Company subdivided each Ordinary Share of £1 into 1,000 Ordinary Shares of £0.001 each.</p> <p>On 8 May 2017, the Company issued an additional</p>		As at 8 May 2017 £	Assets		Current assets		Cash and cash equivalents	50,002	Total assets	50,002	Equity attributable to equity holders of the parent company		Called up share capital	50,002	Total equity	50,002
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		<p>50,000,000 Ordinary Shares of £0.001 each at par.</p> <p>Since 8 May 2017 (being the date as at which the financial information above has been prepared), there has been no significant change in the financial or trading position of the Company other than the Company allotting 84,000,000 Placing Shares to the Places, subject only to Admission, raising £840,000 (gross) in cash in total and £667,500 (net of Costs).</p>																																												
B.8	Selected key pro forma financial information	<p>Set out below is an unaudited pro forma statement of net assets of the Company as at 8 May 2017 (the “Pro Forma Financial Information”). The Pro Forma Financial Information has been prepared on the basis set out in the notes below to illustrate the effect on the financial information of the Company, presented on the basis of the accounting policies that will be adopted by the Company in preparing its published financial statements, had the Placing occurred at 8 May 2017. It has been prepared for illustrative purposes only. Because of its nature, the Pro Forma Financial Information addresses a hypothetical situation and, therefore, does not represent the Company’s actual financial position.</p> <table border="0"> <thead> <tr> <th></th> <th style="text-align: right;">Company net assets as at 8 May 2017 (Note 1) £</th> <th style="text-align: right;">Adjustment (Note 2) £</th> <th style="text-align: right;">Unaudited pro-forma net assets of the Company £</th> </tr> </thead> <tbody> <tr> <td colspan="4">Assets</td> </tr> <tr> <td colspan="4"><i>Current assets</i></td> </tr> <tr> <td>Other receivables</td> <td style="text-align: right;">-</td> <td style="text-align: right;">-</td> <td style="text-align: right;">-</td> </tr> <tr> <td>Cash</td> <td style="text-align: right;">50,002</td> <td style="text-align: right;">667,500</td> <td style="text-align: right;">717,500</td> </tr> <tr> <td>Total assets</td> <td style="text-align: right;">50,002</td> <td style="text-align: right;">667,500</td> <td style="text-align: right;">717,500</td> </tr> <tr> <td colspan="4">Liabilities</td> </tr> <tr> <td colspan="4"><i>Current liabilities</i></td> </tr> <tr> <td>Other payable</td> <td style="text-align: right;">-</td> <td style="text-align: right;">-</td> <td style="text-align: right;">-</td> </tr> <tr> <td>Total liabilities</td> <td style="text-align: right;">-</td> <td style="text-align: right;">-</td> <td style="text-align: right;">-</td> </tr> <tr> <td>Net assets/</td> <td style="text-align: right;">50,002</td> <td style="text-align: right;">667,500</td> <td style="text-align: right;">717,500</td> </tr> </tbody> </table>		Company net assets as at 8 May 2017 (Note 1) £	Adjustment (Note 2) £	Unaudited pro-forma net assets of the Company £	Assets				<i>Current assets</i>				Other receivables	-	-	-	Cash	50,002	667,500	717,500	Total assets	50,002	667,500	717,500	Liabilities				<i>Current liabilities</i>				Other payable	-	-	-	Total liabilities	-	-	-	Net assets/	50,002	667,500	717,500
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		<p>Notes:</p> <ol style="list-style-type: none"> 1. The financial information relating to the Company has been extracted without adjustment from the audited financial information set out in Part III (B) (Historical Financial Information on the Company) of this Prospectus. 2. The £667,500 adjustment represents the following: <ul style="list-style-type: none"> • the net proceeds of the Placing, represented by a receipt of £667,500 being the issue of 84,000,000 Ordinary Shares of £0.001 each at 1 pence per Ordinary Share conditional on Admission, less associated costs of Admission of £172,500. 3. The Pro Forma Financial Information does not reflect any changes in the trading position of the Company or any other changes arising from other transactions since 8 May 2017.
B.9	Profit forecast or estimate	Not applicable; no profit forecast or estimate is made.
B.10	Qualified audit report	Not applicable, there are no qualifications in the accountant's report on the historical financial information.
B.11	Working capital explanation	<p>Not applicable: working capital is sufficient.</p> <p>The Company is of the opinion that, taking into account the Net Proceeds, the working capital available to the Company is sufficient for its present requirements, that is for at least the 12 months from the date of this Document.</p>

SECTION C – SECURITIES

C.1	Description of the type and the class of the securities being offered	The securities subject to Admission are ordinary shares of £0.001 each which will be registered with ISIN number GB00BF2P0G38 and SEDOL number BF2P0G3.
C.2	Currency of the securities issue	The Ordinary Shares are denominated in UK Sterling and the subscription price paid in UK Sterling.
C.3	Issued share capital	The issued share capital of the Company on Admission will consist of 134,002,000 Ordinary Shares, comprising the 57,502,000 Ordinary Shares held by the Founders, and 76,500,000 Ordinary Shares that have been allotted to the

		<p>Places (other than the Founders), at a price of £0.01 per Ordinary Share. The aggregate subscription price for the 57,502,000 Ordinary Shares was £125,000, and the Directors consider that the Founders should be viewed as having paid an average price of 0.22 pence per share for their holding of 57,502,000 Ordinary Shares.</p>
C.4	Rights attached to the securities	<p>Each Ordinary Share ranks <i>pari passu</i> for voting rights, dividends and return of capital on winding up.</p> <p>Each Ordinary Share confers the right to receive notice of and attend all meetings of Shareholders. Each holder of Ordinary Shares present at a general meeting in person or by proxy or by its authorised corporate representative has one vote, and, on a poll, one vote for every Ordinary Share of which he is a holder.</p> <p>The Company must hold an annual general meeting each year in addition to any other general meetings held in the year. The Directors can call a general meeting at any time. All members who are entitled to receive notice under the Articles must be given notice.</p> <p>Subject to the Act, the Company may, by ordinary resolution, declare dividends to be paid to members of the Company according to their rights and interests in the profits of the Company available for distribution, but no dividend shall be declared in excess of the amount recommended by the Board.</p> <p>On a voluntary winding-up of the Company, the liquidator may, with the sanction of a special resolution of the Company and subject to the Act, having realised the Company's assets and discharged the Company's liabilities, divide amongst the Shareholders <i>in specie</i> the whole or any part of the assets of the Company, or vest the whole or any part of the assets in trustees upon such trusts for the benefit of the member(s) as the liquidator shall determine.</p>
C.5	Restrictions on transferability	<p>Not applicable – all Ordinary Shares, including the Founder and Placing Shares are freely transferable.</p>
C.6	Application for admission	<p>Application will be made for the Ordinary Shares</p>

	to trading on a regulated market	to be admitted to a Standard Listing on the Official List and to trading on the London Stock Exchange's main market for listed securities. It is expected that Admission will become effective and that unconditional dealings will commence on the London Stock Exchange at 8.00 a.m. on 12 July 2017.
C.7	Dividend policy	The objective of the Directors is the achievement of substantial capital growth. In the short term they do not intend to declare a dividend on the Ordinary Shares.
C.22	Information about the underlying shares	<p>The underlying shares are Ordinary Shares.</p> <p>The currency of the securities in issue is UK Sterling.</p> <p>Application will be made for the Ordinary Shares to be admitted to a Standard Listing on the Official List and to trading on the London Stock Exchange's main market for listed securities. It is expected that Admission will become effective and that unconditional dealings will commence at 8.00 a.m. on 12 July 2017. Subject to the Act and the terms of the Articles, any Shareholder may transfer all or any of his certificated Ordinary Shares by an instrument of transfer in any usual form or in any other form which the Directors may approve.</p>

SECTION D – RISKS	
D.1	<p>Key information on the key risks that are specific to the issuer or its industry</p> <p><i>Business Strategy</i></p> <ul style="list-style-type: none"> • The Company is a newly formed entity with no operating history and has not yet formally identified any potential target company or business for an Acquisition. The Company may never identify a suitable target company or business for an Acquisition. • The Company may be unable to complete an Acquisition in a timely manner or at all or to fund the operations of a target business if it does not obtain additional funding. • If the Company acquires less than either the whole voting control of, or less than the entire equity interest in, a target company or business, its decision-making authority to implement its plans may be limited and third-party minority shareholders may dispute the

Company's strategy.

Failure to identify and complete an Acquisition or failure to implement its plan if an acquisition is made is likely to have a significantly detrimental effect on the financial position of the Company and as a result the value of the Ordinary Shares in the Company could be substantially eroded or reduced to nothing.

The Company may be unable to complete an Acquisition or to fund the operations of the target business if it does not obtain additional funding

- If the company is unable to settle the consideration for an Acquisition in shares, and the Net Proceeds are insufficient to cover the cost of completing an Acquisition, the Company will likely be required to seek additional equity or debt financing. The Company may not receive sufficient support from its existing Shareholders to raise additional equity, and new equity investors may be unwilling to invest on terms that are favourable to the Company, or at all. Lenders may be unwilling to extend debt financing to the Company on attractive terms, or at all. To the extent that additional equity or debt financing is necessary to complete an Acquisition and remains unavailable or only available on terms that are unacceptable to the Company, the Company may be compelled either to restructure or abandon an Acquisition, or proceed with an Acquisition on less favourable terms, which may reduce the Company's return on the investment.

Abandoning an Acquisition or proceeding with an Acquisition on less favourable terms could have a significantly detrimental effect on the financial position of the Company and/or the dilution of Shareholders on an Acquisition. As a result, the value of the Ordinary Shares in the Company could be substantially eroded or reduced to nothing.

The Company's relationship with the Directors

- The Company is dependent on the Directors to identify potential acquisition opportunities and to execute an Acquisition, and the loss of the services of the Directors could materially adversely affect its ability to identify acquisition opportunities.
- The Directors will allocate a portion of their time to other businesses leading to (a) the potential for conflicts of interest in their determination as to how much time to devote to the Company's affairs and (b) a failure of the Directors to identify acquisition opportunities for the Company. Other such businesses are Papillon Holdings plc and Stranger Holdings plc, standard listed cash shells admitted to trading on the London Stock Exchange where Charles Tatnall is also a director. As of 7 July 2017 (being the latest practicable date prior to the publication of this Document), the trading of Papillon Holdings Plc's shares has been suspended at the request of Papillon pending the publication of a prospectus in

	<p style="text-align: center;">connection with a contemplated acquisition.</p> <p>The loss of a Director or the failure of a Director to devote sufficient time to the Company could have a significantly detrimental effect on the financial position of the Company. As a result, the value of the Ordinary Shares in the Company could be substantially eroded or reduced to nothing.</p>	
D.3	<p>Key information on the key risks that are specific to the securities</p>	<p><i>The Ordinary Shares</i></p> <ol style="list-style-type: none"> 1. A Standard Listing affords less regulatory protection than a Premium Listing <p>A Standard Listing will afford investors a lower level of regulatory protection than that afforded to investors in a company with a Premium Listing, which is subject to additional obligations under the Listing Rules, which may have an adverse effect on the valuation of the Ordinary Shares.</p> 2. The UKLA could suspend the listing of the Ordinary Shares in connection with an Acquisition <p>The UKLA may decide to exercise its power to suspend a company’s listing where the Company undertakes a transaction which, because of the comparative size of the Company and any target, would be a Reverse Takeover under the Listing Rules. The UKLA may only restore the listing of the Ordinary Shares if it considers that the smooth operation of the market is no longer jeopardised or if the suspension is no longer required to protect investors. Therefore, there is a risk that the Company’s listing will not be restored. A suspension of the Company’s Ordinary Shares would materially reduce liquidity in such Ordinary Shares which may affect an investor’s ability to realise some or all of his or her investment and/or the price at which such investor can effect such realisation.</p> 3. Where the Company’s listing is cancelled in connection with an Acquisition, the Company will need to reapply for a listing of its Ordinary Shares <p>The Listing Rules provide that the UKLA will generally cancel the listing of a company’s equity securities when it completes a Reverse Takeover.</p>

		<p>If this were to happen, the Company would expect to seek the admission of the Company's equity securities to the Official List at the time of completion of any such Reverse Takeover. There is no guarantee that such an application would be successful. A cancellation of the listing of the Company's Ordinary Shares would materially reduce liquidity in such Ordinary Shares, which may affect an investor's ability to realise some or all of his or her investment and/or the price at which such investor can effect such realisation.</p> <p>4. If an Acquisition is wholly or partly financed with additional equity, existing Shareholders may well be diluted</p> <p>The pre-emption rights contained in the Articles have been disapplied for Shareholders in respect of the issuance of Ordinary Shares for non-cash consideration and for the issue of up to £350,000 in nominal value, to facilitate the making of Acquisitions. If the Company does offer its Ordinary Shares as consideration in making an Acquisition or issue shares to raise funds to pay cash consideration, depending on the number of Ordinary Shares offered and the value of such Ordinary Shares at the time, the issuance of such Ordinary Shares could materially reduce the percentage ownership of the holders of Ordinary Shares and also dilute the value of their holding.</p> <p>5. If the Warrants are exercised, existing Shareholders may well be diluted</p> <p>The exercise of the Warrants will result in a dilution of Shareholders' interests if the share price per Ordinary Share exceeds the subscription price payable on the exercise of a Warrant at the relevant time. Dilution of a Shareholder' interests could reduce the value of the shares held.</p>
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SECTION E – OFFER		
E.1	Total net proceeds/expenses	The Company has raised £50,002 through the Founder Subscription. Together with the Placing proceeds of £840,000, the Company has raised gross proceeds of £890,002 and Net Proceeds of £717,500. The total expenses incurred (or to be incurred) by the Company in connection with the Placing, Admission and incorporation of the Company are approximately £172,500 including

		VAT.
E.2a	Reasons for the offer and use of proceeds	<p>The reason for the Offer and the use of proceeds of the Placing will be to settle the costs of the Placing and Admission, the on-going expenses of the Company prior to an Acquisition and to fund the professional costs in respect of due diligence into target companies and fees in respect of the re-admission of the Company subsequent to an Acquisition. The balance of the Net Proceeds, after settlement of the on-going expenses of the Company prior to an Acquisition, may be used as part of consideration for an Acquisition or as working capital for the enlarged group following an Acquisition.</p> <p>Prior to completing an Acquisition, the Company's cash resources will not be placed in an interest bearing deposit account or invested in short-term money market instruments, but rather will be held in bank accounts which do not have any or material rates of interest, and will be used for the Company's working capital and overhead requirements including paying the expenses of the Placing, and the Company's ongoing costs and expenses, including directors' fees, due diligence costs and other costs of sourcing, reviewing and pursuing the Acquisition.</p>
E.3	Terms and conditions of the offer	<p>The Founders subscribed for 2 ordinary shares of £1 which were subdivided into the 1,000 Ordinary Shares currently held by the Founders, and a further 57,500,000 Ordinary Shares as set out in Part V of this document) for an aggregate subscription price of £125,000. The Directors are of the view that the Founders should be viewed as having subscribed for their holdings of 57,502,000 Ordinary Shares at an average price of 0.22 pence per share.</p> <p>In addition, the Company has allotted 76,500,000 Ordinary Shares at £0.01 per share under the Placing, conditional only on Admission occurring and becoming effective by 8.00 a.m. London time on or prior to 19 July 2017 (or such later date as agreed by the Advisers and the Company). The rights attaching to the Ordinary Shares will be uniform in all respects and all of the Ordinary Shares will form a single class for all purposes.</p>

E.4	Material interests	Not applicable.
E.5	Selling Shareholders/Lock-up agreements	<p>Not applicable; no person or entity is offering to sell the relevant securities.</p> <p>Each of the Directors and Bolly Investments Limited has agreed that they shall not, for a period of 12 months from Admission, without the prior written consent of the Company and Alfred Henry, dispose of any Ordinary Shares he holds.</p>
E.6	Dilution	<p>Not applicable; there is no subscription offer to existing equity holders.</p> <p>The Placing and Admission will result in the ordinary share capital currently in issue, namely 50,002,000 Ordinary Shares held by the Founders, being diluted so as to constitute 37.3% of the Enlarged Share Capital.</p>
E.7	Expenses charged to investors	Not applicable; no expenses will be charged to investors.

RISK FACTORS

Investment in the Company and the Ordinary Shares carries a significant degree of risk, including risks in relation to the Company's business strategy, potential conflicts of interest, risks relating to taxation and risks relating to the Ordinary Shares.

Prospective investors should note that the risks relating to the Company, its industry and the Ordinary Shares summarised in the section of this Document headed "Summary" are the risks that the Directors believe to be the most essential to an assessment by a prospective investor of whether to consider an investment in the Ordinary Shares. However, as the risks which the Company faces relate to events and depend on circumstances that may or may not occur in the future, prospective investors should consider not only the information on the key risks summarised in the section of this document headed "Summary" but also, among other things, the risks and uncertainties described below.

The risks referred to below are those risks the Company and the Directors consider to be the material risks relating to the Company. However, there may be additional risks that the Company and the Directors do not currently consider to be material or of which the Company and the Directors are not currently aware, that may adversely affect the Company's business, financial condition, results of operations or prospects. Investors should review this Document carefully and in its entirety and consult with their professional advisers before acquiring any Ordinary Shares. If any of the risks referred to in this Document were to occur, the results of operations, financial condition and prospects of the Company could be materially adversely affected. If that were to be the case, the trading price of the Ordinary Shares and/or the level of dividends or distributions (if any) received from the Ordinary Shares could decline significantly. Furthermore, investors could lose all or part of their investment.

RISKS RELATING TO THE COMPANY'S BUSINESS STRATEGY

The Company is a newly formed entity with no operating history and has not yet formally identified any potential target companies or businesses for an Acquisition.

The Company is a newly formed entity with no operating results and has not commenced operations. The Company lacks an operating history, and therefore, investors have no basis on which to evaluate the Company's ability to achieve its objective of identifying, acquiring and operating one or more companies or businesses in the industrial and services sector. Currently, there are no plans, arrangements or understandings with any prospective target companies or businesses regarding an Acquisition. The Company will not generate any revenues from operations unless it completes an Acquisition.

Although the Company will seek to evaluate the risks inherent in a particular target business (including the industries and geographic regions in which it operates), it cannot offer any reassurance that it will make a proper discovery or assessment of all of the significant risks. Furthermore, no assurance may be made that an investment in Ordinary Shares will ultimately prove to be more favourable to investors than a direct investment, if such opportunity were available, in a target company or business.

The Company may never identify a suitable target company or business for an Acquisition.

If that were to be the case, the trading price of the Ordinary Shares and/or the level of dividends or distributions (if any) received from the Ordinary Shares could decline significantly. Furthermore, investors could lose all or part of their investment.

The Company may be unable to complete an Acquisition or to fund the operations of the target business if it does not obtain additional funding

Although the Company has not formally identified any prospective target companies or businesses and cannot currently predict the amount of additional capital that may be required, the Net Proceeds are not anticipated to be sufficient to effect an Acquisition.

If the company is unable to settle the consideration in shares and the Net Proceeds are insufficient to cover the costs of the Acquisition the Company will likely be required to seek additional equity or debt financing. The Company may not receive sufficient support from its existing Shareholders to raise additional equity, and new equity investors may be unwilling to invest on terms that are favourable to the Company, or at all. Lenders may be unwilling to extend debt financing to the Company on attractive terms, or at all. To the extent that additional equity or debt financing is necessary to complete an Acquisition and remains unavailable or only available on terms that are unacceptable to the Company, the Company may be compelled either to restructure or abandon an Acquisition, or proceed with an Acquisition on less favourable terms, which may reduce the Company's return on the investment.

Even if additional financing is not necessary to complete an Acquisition, the Company may subsequently require equity or debt financing to implement operational improvements in an acquired business. The failure to secure additional financing or to secure such additional financing on terms acceptable to the Company could have a material adverse effect on the continued development or growth of that acquired business.

Although the Company will receive the Net Proceeds, and is likely to settle the consideration for an Acquisition in shares, the Company may seek additional equity financing and to issue a substantial number of additional Ordinary Shares, or incur substantial indebtedness to complete an Acquisition.

The pre-emption rights for Shareholders contained in the Articles have been dis-applied generally for such purposes as the Directors may think fit, for the issuance of Ordinary Shares in an aggregate nominal amount not exceeding £350,000 on the basis that the above authorities shall expire at the conclusion of the next annual general meeting of the Company, save that the Company shall be entitled to make an offer or agreement which would or might require equity securities to be issued pursuant to those authorities before the expiry of its power to do so, and the Directors shall be entitled to issue or sell from treasury the equity securities pursuant to any such offer or agreement after that expiry date and provided further that the Directors may sell, as they think fit, any equity securities from treasury.

Any issuance of Ordinary Shares may:

- significantly dilute the value of the Ordinary Shares held by existing Shareholders;

- cause a Change of Control if a substantial number of Ordinary Shares are issued, which may, among other things, result in the resignation or removal of one or more of the Directors, and result in its then existing Shareholders becoming the minority;
- in certain circumstances, have the effect of delaying or preventing a Change of Control;
- subordinate the rights of holders of Ordinary Shares if preferred shares are issued with rights senior to those of Ordinary Shares; or
- adversely affect the market prices of the Company's Ordinary Shares.

If Ordinary Shares are issued as consideration for an Acquisition or for the purposes of raising funds to finance such consideration, existing Shareholders will, if necessary, be asked to vote to dis-apply any pre-emptive rights they have with regard to the securities that are issued (to the extent that the same have not already been dis-applied pursuant to the resolution referred to above or any resolution that may be passed subsequently). The issuance of such Ordinary Shares could materially dilute the value of the Ordinary Shares held by existing Shareholders. Where a target company has an existing large shareholder, an issue of Ordinary Shares as consideration may result in such shareholder subsequently holding a significant or majority stake in the Company, which may, in turn, enable it to exert significant influence over the Company (to a greater or lesser extent depending on the size of its holding) and could lead to a Change of Control.

Similarly, the incurrence by the Company of substantial indebtedness in connection with an Acquisition could result in:

- default and foreclosure on the Company's assets, if its cash flow from operations were insufficient to pay its debt obligations as they become due;
- acceleration of its obligation to repay indebtedness, even if it has made all payments when due, if it breaches, without a waiver, covenants that require the maintenance of financial ratios or reserves or impose operating restrictions;
- a demand for immediate payment of all principal and accrued interest (if any), if the indebtedness is payable on demand; or
- an inability to obtain additional financing, if any indebtedness incurred contains covenants restricting its ability to incur additional indebtedness.

The occurrence of any or a combination of these factors could decrease an investor's ownership interests in the Company or have a material adverse effect on its financial condition and results of operations. If that were to be the case, the trading price of the Ordinary Shares and/or the level of dividends or distributions (if any) received from the Ordinary Shares could decline significantly. Furthermore, investors could lose all or part of their investment.

If the Company acquires less than either the whole voting control of, or less than the entire equity interest in, a target company or business, its decision-making authority to implement its plans may be limited and third party minority shareholders may dispute the Company's strategy.

The Company intends to acquire a controlling interest in a target company or business. Although the Company generally intends to acquire the whole voting control of a target company or business, it may consider acquiring a controlling interest constituting less than the whole voting control or less than the entire equity interest of that target company or business if such an opportunity is attractive or where the Company would acquire sufficient influence to implement its strategy. If the Company acquires either less than the whole voting control of, or less than the entire equity interest in, a target company or business, the remaining ownership interest will be held by third parties. Accordingly, the Company's decision-making authority may be limited. Such an Acquisition may also involve the risk that such third parties may become insolvent or unable or unwilling to fund additional investment in the target. Such third parties may also have interests which are inconsistent or conflict with the Company's interests, or may obstruct the Company's strategy for the target or propose an alternative strategy. Any third party's interests may be contrary to the Company's interests. In addition, disputes among the Company and any such third parties could result in litigation or arbitration. Any of these events could impair the Company's objectives and strategy, which could have a material adverse effect on the continued development or growth of the acquired company or business and, therefore, the Company's financial condition and results of operations. If that were to be the case, the trading price of the Ordinary Shares and/or the level of dividends or distributions (if any) received from the Ordinary Shares could decline significantly. Furthermore, investors could lose all or part of their investment.

The Company's relationship with the Directors

The Company is dependent on the Directors to identify potential acquisition opportunities and to execute Acquisitions, and the loss of the services of the Directors could materially adversely affect its ability to identify acquisition opportunities.

If that were to be the case, the trading price of the Ordinary Shares and/or the level of dividends or distributions (if any) received from the Ordinary Shares could decline significantly. Furthermore, investors could lose all or part of their investment.

Conflicts of interest

Many of the Company's key strengths derive from the breadth and depth of the experience and skills of the Directors.

Charles Tatnall acts as a director of Papillon Holdings Plc and Stranger Holdings plc, standard listed cash shells on the London Stock Exchange. Papillon Holdings Plc is seeking to make an acquisition in the industrial, including the energy sector, and service sectors and Stranger Holdings plc is seeking an acquisition in any sector. Whilst the trading of Papillon Holdings Plc's shares is suspended, as of 7 July 2017 (being the latest practicable date prior to the publication of this Document) at the request of Papillon pending the publication of a prospectus in connection with a contemplated acquisition, neither Papillon Holdings Plc nor Stranger Holdings Plc has yet to complete an acquisition. The Company's success in achieving its objective of making an Acquisition is largely dependent on the Directors devoting sufficient time and resources to the Company and to avoid any conflict of interest which may arise being fairly resolved. Whilst the Directors are obliged under the terms of their agreements with the Company to devote sufficient resources and time to fulfil their duties under those agreements and to comply with any and all reasonable directions and/or requests from the Company and/or

Alfred Henry relating to the resolution of conflicts of interest, there may be circumstances in which this may not be the case and this may cause a failure of the Directors to identify acquisition opportunities for the Company. Furthermore, conflicts of interest may arise in connection with Charles Tatnall's role as director of Papillon Holdings Plc and Stranger Holdings Plc, which may result in acquisition opportunities being given first to those companies. This could delay the Directors in identifying acquisition opportunities for the Company.

If that were to be the case, the trading price of the Ordinary Shares and/or the level of dividends or distributions (if any) received from the Ordinary Shares could decline significantly. Furthermore, investors could lose all or part of their investment.

There is no assurance that the Company will identify suitable acquisition opportunities in a timely manner or at all which could result in a loss on your investment.

The success of the Company's business strategy is dependent on its ability to identify sufficient suitable acquisition opportunities in the industrial and services sector. The Company cannot estimate how long it will take to identify suitable acquisition opportunities or whether it will be able to identify any suitable acquisition opportunities at all within three years after the date of Admission. If the Company fails to complete a proposed acquisition (for example, because it has been outbid by a competitor) it may be left with substantial unrecovered transaction costs, potentially including substantial break fees, legal costs or other expenses. Furthermore, even if an agreement is reached relating to a proposed acquisition, the Company may fail to complete such acquisition for reasons beyond its control. Any such event will result in a loss to the Company of the related costs incurred, which could materially adversely affect subsequent attempts to identify and acquire another target business.

It is the intention of the Directors that in the event no Acquisition has been completed within 3 years, the Shareholders will be consulted on the on-going direction and activities of the Company. In the event it is resolved that the Company be wound up, there can be no assurance as to the particular amount or value of the remaining assets at such future time of any distribution, either as a result of costs from an unsuccessful Acquisition or from other factors, including disputes or legal claims which the Company is required to pay out, the cost of the liquidation and dissolution process, applicable tax liabilities or amounts due to third party creditors. Upon distribution of assets on a liquidation, such costs and expenses will result in Placees receiving less than the placing price of 1 pence per Ordinary Share and investors who acquired Ordinary Shares after Admission potentially receiving less than they invested or nothing at all.

Prior to the completion of an Acquisition, the Net Proceeds will primarily be held in bank accounts which do not attract any or material rates of interest. Therefore, interest on the Net Proceeds so held may be nil or significantly lower than the potential returns on the Net Proceeds had the Company completed an Acquisition sooner or deposited or held the money in other ways.

Even if the Company completes an Acquisition, there is no assurance that any operating improvements will be successful or that they will be effective in increasing the value of any business acquired.

There can be no assurance that the Company will be able to propose and implement effective operational improvements for any company or business which the Company acquires. In addition, even if the Company completes an Acquisition, general economic and market conditions or other factors outside the Company's control could make the Company's operating strategies difficult or impossible to implement. Any failure to implement these operational improvements successfully and/or the failure of these operational improvements to deliver the anticipated benefits could have a material adverse effect on the Company's results of operations and financial condition.

If that were to be the case, the trading price of the Ordinary Shares and/or the level of dividends or distributions (if any) received from the Ordinary Shares could decline significantly. Furthermore, investors could lose all or part of their investment.

The Company may face significant competition for acquisition opportunities

There may be significant competition in some or all of the acquisition opportunities that the Company may explore. Such competition may, for example, come from strategic buyers, sovereign wealth funds, special purpose acquisition companies and public and private investment funds, many of which are well established and have extensive experience in identifying and completing acquisitions. A number of these competitors may possess greater technical, financial, human and other resources than the Company. The Company cannot assure investors that it will be successful against such competition. Such competition may cause the Company to be unsuccessful in executing an Acquisition or may result in a successful Acquisition being made at a significantly higher price than would otherwise have been the case.

If that were to be the case Shareholder value may be eroded.

Any due diligence by the Company in connection with an Acquisition may not reveal all relevant considerations or liabilities of the target business, which could have a material adverse effect on the Company's financial condition or results of operations.

The Company intends to conduct such due diligence as it deems reasonably practicable and appropriate based on the facts and circumstances applicable to any potential Acquisition. The objective of the due diligence process will be to identify material issues which might affect the decision to proceed with any one particular acquisition target or the consideration payable for an acquisition. The Company also intends to use information revealed during the due diligence process to formulate its business and operational planning for, and its valuation of, any target company or business. Whilst conducting due diligence and assessing a potential acquisition, the Company will rely on publicly available information, if any, information provided by the relevant target company to the extent such company is willing or able to provide such information and, in some circumstances, third party investigations.

There can be no assurance that the due diligence undertaken with respect to a potential Acquisition will reveal all relevant facts that may be necessary to evaluate such Acquisition, including the determination of the price the Company may pay for an acquisition target, or to formulate a business strategy. Furthermore, the information provided during due diligence may be incomplete, inadequate or inaccurate. As part of the due diligence process, the Company will also make subjective judgments regarding the results of operations, financial condition and prospects of a potential opportunity. If

the due diligence investigations fail to correctly identify material issues and liabilities that may be present in a target company or business, or if the Company considers such material risks to be commercially acceptable relative to the opportunity, and the Company proceeds with an Acquisition, the Company may subsequently incur substantial impairment charges or other losses. In addition, following an Acquisition, the Company may be subject to significant previously undisclosed liabilities of the acquired business which were not identified during due diligence and which could contribute to poor operational performance, undermine any attempt to restructure the acquired company or business in line with the Company's business plan and have a material adverse effect on the Company's financial condition and results of operations.

If that were to be the case, the trading price of the Ordinary Shares and/or the level of dividends or distributions (if any) received from the Ordinary Shares could decline significantly. Furthermore, investors could lose all or part of their investment.

An Acquisition may result in adverse tax, regulatory or other consequences for Shareholders, which may differ for individual Shareholders depending on their status and residence

As no Acquisition target has yet been formally identified, it is possible that any acquisition structure deemed necessary by the Company to consummate an Acquisition may have adverse tax, regulatory or other consequences for Shareholders, the effect of which may differ for individual Shareholders depending on their individual status and residence but could result in a financial loss to Shareholder.

The Company may be unable to hire or retain personnel required to support the Company after an Acquisition

Following completion of an Acquisition, the Company will evaluate the personnel of the acquired business and may determine that it requires increased support to operate and manage the acquired business in accordance with the Company's overall business strategy. There can be no assurance that existing personnel of the acquired business will be adequate or qualified to carry out the Company's strategy, or that the Company will be able to hire or retain experienced, qualified employees to carry out the Company's strategy. This could have a material adverse effect on the Company's financial condition and results of operations.

If that were to be the case, the trading price of the Ordinary Shares and/or the level of dividends or distributions (if any) received from the Ordinary Shares could decline significantly. Furthermore, investors could lose all or part of their investment.

If an Acquisition is completed, the Company will be a holding company whose principal source of operating cash will be income received from the business it has acquired

If an Acquisition is completed, the Company will cease to be a cash shell and will instead become a holding company whose principal source of additional cash will comprise distributions and dividends (if any) generated by the acquired business or businesses. Whilst the Directors believe that the Company is presently sufficiently capitalised to meet the Company's expenses and operating cash requirements as a cash shell (as substantiated by the working capital statement contained in paragraph 8 of Part V of this

Document), once an acquisition is made the Company's value will be linked to value of any business or businesses that the Company acquires. The amount of distributions and dividends, if any, which may be paid from any operating subsidiary to the Company will depend on many factors, including such subsidiary's results of operations and financial condition, limits on dividends under applicable law, its constitutional documents, documents governing any indebtedness of the Company and other factors which may be outside the control of the Company. If an Acquisition were to be made, these additional risk factors would be described more fully in an accompanying prospectus.

If an acquired business is unable to generate sufficient cash flow to make distributions or issue dividends, the Company may, in turn, become unable to pay its expenses or make distributions and dividends on the Ordinary Shares.

If that were to be the case, the trading price of the Ordinary Shares and/or the level of dividends or distributions (if any) received from the Ordinary Shares could decline significantly. Furthermore, investors could lose all or part of their investment. Again, if an Acquisition were to be made, these additional risk factors would be described more fully in an accompanying prospectus.

The Company may acquire a controlling interest in a single company or business which will increase the risk of loss associated with underperforming assets

If the Company completes an Acquisition, its business risk will be concentrated in a single company or business. A consequence of this is that returns for Shareholders may be adversely affected if growth in the value of the acquired business is not achieved or if the value of the acquired business or any of its material assets are subsequently written down. Accordingly, investors should be aware that the risk of investing in the Company could be greater than investing in an entity which owns or operates a range of businesses and businesses in a range of sectors. The Company's future performance and ability to achieve positive returns for Shareholders will therefore be solely dependent on the subsequent performance of one acquired business. There can be no assurance that the Company will be able to propose effective operational and restructuring strategies for any company or business which the Company acquires and, to the extent that such strategies are proposed, there can be no assurance they will be implemented effectively.

If that were to be the case, the trading price of the Ordinary Shares and/or the level of dividends or distributions (if any) received from the Ordinary Shares could decline significantly. Furthermore, investors could lose all or part of their investment.

The Company may be subject to foreign investment and exchange risks

The Company's functional and presentational currency is UK Sterling. As a result, the Company's consolidated financial statements will carry the Company's assets in UK Sterling. Any business the Company acquires may denominate its financial information, conduct operations or make sales in currencies other than UK Sterling. When consolidating a business that has functional currencies other than UK Sterling, the Company will be required to translate, *inter alia*, the balance sheet and operational results of such business into UK Sterling. Due to changes in exchange rates between UK Sterling and other currencies, this could lead to significant changes in the Company's reported financial results from period to period. Among the factors that may affect currency values are trade balances, levels of short-term interest rates, differences in

relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation, and political or regulatory developments. Although the Company may seek to manage its foreign exchange exposure, including by active use of hedging and derivative instruments, there is no assurance that such arrangements will be entered into or available at all times when the Company wishes to use them or that they will be sufficient to cover the risk. This could have a material adverse effect on the Company's financial condition and results of operations.

If that were to be the case, the trading price of the Ordinary Shares and/or the level of dividends or distributions (if any) received from the Ordinary Shares could decline significantly. Furthermore, investors could lose all or part of their investment.

Although the Company has identified the UK region in which it will seek to acquire a target company or business, it may be subject to risks particular to one or more countries in which it ultimately operates, which could negatively impact its operations

The Company's efforts in identifying a prospective target company or business are limited to the UK. However although the Company intends to acquire a target company or business with its base of operations in the UK it may also have operations in, or business with, a number of jurisdictions, any of which may expose it to considerations or risks associated with companies operating in such jurisdictions, including but not limited to: regulatory and political uncertainty; tariffs, trade barriers and regulations related to customs and import/export matters; international tax issues, such as tax law changes and variations in tax laws; cultural and language differences; rules and regulations on currency conversion or corporate withholding taxes on individuals; currency fluctuations and exchange controls; employment regulations; crime, strikes, riots, civil disturbances, terrorist attacks and wars; and deterioration of relevant political relations. Any exposure to such risks due to the countries in which the Company operates following the Acquisition could negatively impact the Company's operations. This could have a material adverse effect on the Company's financial condition and results of operations.

If that were to be the case, the trading price of the Ordinary Shares and/or the level of dividends or distributions (if any) received from the Ordinary Shares could decline significantly. Furthermore, investors could lose all or part of their investment.

Failure to identify or complete an Acquisition

The Company's failure to identify and complete an Acquisition may reduce liquidity in the Ordinary Shares, which may affect an investor's ability to realise some or all of his/its investment and/or the price at which such investor can effect such realisation.

RISKS RELATING TO THE ORDINARY SHARES

Failure to identify and complete an Acquisition or failure to implement its plan if an Acquisition is made is likely to have a significantly detrimental effect on the financial position of the Company and as a result the value of the Shares in the Company could be substantially eroded or reduced to nothing.

Additionally, if the Company decides to offer additional Ordinary Shares in the future, for example for the purposes of or in connection with an Acquisition, this could dilute the

interests of investors and/or have an adverse effect on the market price of the Ordinary Shares.

The proposed Standard Listing of the Ordinary Shares will afford investors a lower level of regulatory protection than a Premium Listing

Application will be made for the Ordinary Shares to be admitted to a Standard Listing on the Official List. A Standard Listing will afford investors in the Company a lower level of regulatory protection than that afforded to investors in a company with a Premium Listing, which is subject to additional obligations under the Listing Rules. A Standard Listing will not permit the Company to gain a FTSE indexation, which may have an adverse effect on the valuation of the Ordinary Shares.

Further details regarding the differences in the protections afforded by a Premium Listing as against a Standard Listing are set out in the section entitled “Consequences of a Standard Listing” on page 29.

The Company may be unable to transfer to a Premium Listing or other appropriate listing venue following an Acquisition

The Company is not currently eligible for a Premium Listing under Chapter 6 of the Listing Rules and does not currently intend to seek to transfer to either a Premium Listing or other listing venue. Even if the Company did determine to seek a transfer to a Premium Listing, there is no guarantee that it would be able to fulfil the relevant eligibility criteria.

The Company will therefore not be obliged to comply with the higher standards of corporate governance or other requirements which it would be subject to upon achieving a Premium Listing and, for as long as the Company continues to have a Standard Listing, it will be required to continue to comply with the lesser standards applicable to a company with a Standard Listing. This may impact on the Company’s ability to raise funds and on the liquidity of the Shares in the secondary market.

If that were to be the case, the trading price of the Ordinary Shares and/or the level of dividends or distributions (if any) received from the Ordinary Shares could decline significantly. Furthermore, investors could lose all or part of their investment.

If the Company proposes making an acquisition and the FCA determines that there is insufficient information in the market about the Acquisition or the target, the Company’s Ordinary Shares may be suspended from listing and may not be readmitted to listing thereafter, which will reduce liquidity in the Ordinary Shares potentially for a significant period of time, and may adversely affect the price at which a Shareholder can sell them

Any Acquisition, if one occurs, will be treated as a Reverse Takeover (within the meaning given to that term in the Listing Rules).

Generally, when a Reverse Takeover is announced or disclosed prior to announcement, there will be insufficient publicly available information in the market about the proposed transaction and the listed company will be unable to assess accurately its financial position and inform the market appropriately. In this case, the FCA will often consider that suspension of the listing of the listed company’s securities will be appropriate. The

London Stock Exchange will suspend the trading in the listed company's securities if the listing of such securities has been suspended. However, if the FCA is satisfied that there is sufficient publicly available information about the proposed transaction, it may agree with the listed company that a suspension is not required. The FCA will generally be satisfied that a suspension is not required in the following circumstances: (i) the target company is admitted to listing on a regulated market or another exchange where the disclosure requirements in relation to financial information and inside information are not materially different to the disclosure requirements under the Disclosure and Transparency Rules; or (ii) the issuer is able to fill any information gap at the time of announcing the terms of the transaction, including the disclosure of relevant financial information in relation to the target and a description of the target.

If information regarding a significant proposed transaction were to be inadvertently disclosed to the market, or the Board considered that there were good reasons for announcing the transaction at a time when it was unable to provide the market with sufficient information regarding the impact of an Acquisition on its financial position, the Ordinary Shares may be suspended. Any such suspension would likely continue until sufficient financial information on the transaction was made public. Depending on the nature of the transaction (or proposed transaction) and the stage at which it is leaked or announced, it may take a substantial period of time to compile the relevant information, particularly where the target does not have financial or other information readily available which is comparable with the information a listed company would be expected to provide under the Disclosure and Transparency Rules and the Listing Rules (for example, where the target business is not itself already subject to a public disclosure regime), therefore the period during which the Ordinary Shares would be suspended may be significant.

Furthermore, the Listing Rules provide that the FCA will generally seek to cancel the listing of a listed company's securities when it completes a Reverse Takeover. In such circumstances, the Company may seek the admission to listing either simultaneously with completion of any such acquisition or as soon thereafter as is possible, but there is no guarantee that such admission would be granted.

A suspension or cancellation of the listing of the Company's Ordinary Shares would materially reduce liquidity in such Ordinary Shares, which may affect an investor's ability to realise some or all of its investment and/or the price at which such investor can effect such realisation.

There is currently no market for the Ordinary Shares, notwithstanding the Company's intention to be admitted to trading on the London Stock Exchange. A market for the Ordinary Shares may not develop, which would adversely affect the liquidity and price of the Ordinary Shares

There is currently no market for the Ordinary Shares. Therefore, investors cannot benefit from information about prior market history when making their decision to invest. The price of the Ordinary Shares after issue can also vary due to a number of factors, including but not limited to, general economic conditions and forecasts, the Company's general business condition and the release of its financial reports. Although the Company's current intention is that its securities should continue to trade on the London Stock Exchange, there is no assurance that it will always do so. In addition, an active trading market for the Ordinary Shares may not develop or, if developed, may not be

maintained. Investors may be unable to sell their Ordinary Shares unless a market can be established and maintained, and if the Company subsequently obtains a listing on an exchange in addition to, or in lieu of, the London Stock Exchange, the level of liquidity of the Ordinary Shares may decline, which may affect an investor's ability to realise some or all of its investment and/or the price at which such investor can effect such realisation.

Investors may not be able to realise returns on their investment in Ordinary Shares within a period that they would consider to be reasonable

Investments in Ordinary Shares may be relatively illiquid. There may be a limited number of Shareholders and this factor may contribute both to infrequent trading in the Ordinary Shares on the London Stock Exchange and to volatile Ordinary Share price movements. Investors should not expect that they will necessarily be able to realise their investment in Ordinary Shares within a period that they would regard as reasonable. Accordingly, the Ordinary Shares may not be suitable for short-term investment. Admission should not be taken as implying that there will be an active trading market for the Ordinary Shares. Even if an active trading market develops, the market price for the Ordinary Shares may fall below the issue price. As a result, investors may be unable to realise some or all of their investment in a timeframe or at a price acceptable to them.

Dividend payments on the Ordinary Shares are not guaranteed and the Company does not intend to pay dividends prior to an Acquisition

To the extent the Company intends to pay dividends on the Ordinary Shares, it will pay such dividends following (but not before) an Acquisition, at such times (if any) and in such amounts (if any) as the Board may determine. The Company's current intention is to retain any earnings for use in its business operations and the Company does not anticipate declaring any dividends in the foreseeable future. The Company will only pay dividends to the extent that doing so is in accordance with all applicable laws.

Shareholders may well be diluted if the Warrants are exercised

In the event that any of the Warrants are exercised and the share price per Ordinary Share is higher than the subscription price for the Warrants, the interests of the Shareholders will be diluted, which will reduce the value of a Shareholder's interest in the Company.

RISKS RELATING TO TAXATION

Taxation of returns from assets located outside of the UK may reduce any net return to Shareholders

Although the intention is to acquire companies based in the UK, to the extent that the assets, company or business which the Company acquires has interests outside the UK, it is possible that any return the Company receives from it may be reduced by irrecoverable foreign withholding or other local taxes and this may reduce any net return derived by Shareholders from an investment in the Company.

Changes in tax law may reduce any net returns for Shareholders

The tax treatment of Shareholders of Ordinary Shares issued by the Company, any special purpose vehicle that the Company may establish and any company which the

Company may acquire are all subject to changes in tax laws or practices in the UK or any other relevant jurisdiction. Any change may reduce any net return derived by Shareholders from an investment in the Company.

There can be no assurance that the Company will be able to make returns for Shareholders in a tax-efficient manner

It is intended that the Company will act as the holding company to a trading group including any company or assets acquired in any Acquisition, to maximise returns for Shareholders in as fiscally efficient a manner as is practicable. The Company has made certain assumptions regarding taxation. However, if these assumptions are not borne out in practice, taxes may be imposed with respect to any of the Company's assets, or the Company may be subject to tax on its income, profits, gains or distributions in a particular jurisdiction or jurisdictions in excess of taxes that were anticipated. This could alter the post-tax returns for Shareholders (or Shareholders in certain jurisdictions). The level of return for Shareholders may also be adversely affected. Any change in laws or tax authority practices could also adversely affect any post-tax returns of capital to Shareholders or payments of dividends (if any, which the Company does not envisage the payment of, at least in the short to medium-term). In addition, the Company may incur costs in taking steps to mitigate any such adverse effect on the post-tax returns for Shareholders.

CONSEQUENCES OF A STANDARD LISTING

Application will be made for the Ordinary Shares to be admitted to listing on the Official List pursuant to Chapter 14 of the Listing Rules, which sets out the requirements for Standard Listings. The Company will comply with the Listing Principles set out in Chapter 7 of the Listing Rules at Listing Rule 7.2.1, which apply to all companies with securities admitted to the Official List. The Company will also comply with the Listing Principles at Listing Rule 7.2.1A, notwithstanding that these only apply to companies which obtain a Premium Listing on the Official List. With regard to the Listing Principles at 7.2.1A, the Company is not, however, formally subject to such Listing Principles and will not be required to comply with them by the UKLA.

In addition, while the Company has a Standard Listing, it is not required to comply with the provisions of, among other things:

- Chapter 8 of the Listing Rules regarding the appointment of a sponsor to guide the Company in understanding and meeting its responsibilities under the Listing Rules in connection with certain matters. The Company has not and does not intend to appoint such a sponsor on Admission;
- Chapter 10 of the Listing Rules relating to significant transactions;
- Chapter 11 of the Listing Rules regarding related party transactions. Nevertheless, the Company will not enter into any transaction which would constitute a “related party transaction” as defined in Chapter 11 of the Listing Rules without the specific prior approval of a majority of the Directors;
- Chapter 12 of the Listing Rules regarding purchases by the Company of its Ordinary Shares. In particular, the Company has not adopted a policy consistent with the provisions of Listing Rules 12.4.1 and 12.4.2. The Company will have unlimited authority to purchase Ordinary Shares; and
- Chapter 13 of the Listing Rules regarding the form and content of circulars to be sent to Shareholders.

The Company is not currently eligible for a Premium Listing under Chapter 6 of the Listing Rules and does not currently intend to seek to transfer to either a Premium Listing or other listing venue. Should the Company determine to seek a transfer to a Premium Listing there is no guarantee that it would be able to fulfil the relevant eligibility criteria.

It should be noted that the UKLA will not have the authority to (and will not) monitor the Company’s compliance with any of the Listing Rules which the Company has indicated herein that it intends to comply with on a voluntary basis, nor to impose sanctions in respect of any failure by the Company so to comply. However the FCA would be able to impose sanctions for non-compliance where the statements regarding compliance in this Document are themselves misleading, false or deceptive.

IMPORTANT INFORMATION

In deciding whether or not to invest in Ordinary Shares, prospective investors should rely only on the information contained in this Document. No person has been authorised to give any information or make any representations other than as contained in this Document and, if given or made, such information or representations must not be relied on as having been authorised by the Company or the Directors. Without prejudice to the Company's obligations under the FSMA, the Prospectus Rules, Listing Rules and Disclosure and Transparency Rules, neither the delivery of this Document nor any subscription made under this Document shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this Document or that the information contained herein is correct as at any time after its date.

Prospective investors must not treat the contents of this Document or any subsequent communications from the Company, the Directors, or any of their respective affiliates, officers, directors, employees or agents as advice relating to legal, taxation, accounting, regulatory, investment or any other matters.

The section headed "Summary" should be read as an introduction to this Document. Any decision to invest in the Ordinary Shares should be based on consideration of this Document as a whole by the investor. In particular, investors must read the section headed Section D (Risks) of the Summary together with the risks set out in the section headed "Risk Factors" beginning on page 16 of this Document.

This Document is being furnished by the Company in connection with an offering exempt from registration under the Securities Act solely to enable prospective investors to consider the purchase of the Ordinary Shares. Any reproduction or distribution of this Document, in whole or in part, and any disclosure of its contents or use of any information herein for any purpose other than considering an investment in the Ordinary Shares hereby is prohibited.

This Document does not constitute, and may not be used for the purposes of, an offer to sell or an invitation or solicitation of an offer or invitation to subscribe for or buy, any Ordinary Shares by any person in any jurisdiction: (i) in which such offer or invitation is not authorised; (ii) in which the person making such offer or invitation is not qualified to do so; or (iii) in which, or to any person to whom, it is unlawful to make such offer, solicitation or invitation. The distribution of this Document and the offering of Ordinary Shares in certain jurisdictions may be restricted. Accordingly, persons outside the United Kingdom who obtain possession of this Document are required by the Company and the Directors, to inform themselves about, and to observe any restrictions as to the offer or sale of Ordinary Shares and the distribution of this Document under the laws and regulations of any territory in connection with any applications for Ordinary Shares, including obtaining any requisite governmental or other consent and observing any other formality prescribed in such territory. No action has been taken or will be taken in any jurisdiction by the Company or the Directors that would permit a public offering of the Ordinary Shares in any jurisdiction where action for that purpose is required, nor has any such action been taken with respect to the possession or distribution of this Document other than in any jurisdiction where action for that purpose is required. Neither the Company nor the Directors accept any responsibility for any violation of any of these restrictions by any person.

The Ordinary Shares have not been and will not be registered under the Securities Act, or under any relevant securities laws of any state or other jurisdiction in the United States, or under the applicable securities laws of Australia, Canada or Japan. Subject to certain exceptions, the Ordinary Shares may not be offered, sold, resold, reoffered, pledged, transferred, distributed or delivered, directly or indirectly, within, into or in the United States, Australia, Canada or Japan or to any national, resident or citizen of Australia, Canada or Japan.

The Ordinary Shares have not been approved or disapproved by the SEC, any federal or state securities commission in the United States or any other regulatory authority in the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Ordinary Shares or confirmed the accuracy or determined the adequacy of the information contained in this Document. Any representation to the contrary is a criminal offence in the United States.

Investors may be required to bear the financial risk of an investment in the Ordinary Shares for an indefinite period. Prospective investors are also notified that the Company may be classified as a passive foreign investment company for United States federal income tax purposes. If the Company is so classified, the Company may, but is not obliged to, provide to United States holders of Ordinary Shares the information that would be necessary in order for such persons to make a qualified electing fund election with respect to the Ordinary Shares for any year in which the Company is a passive foreign investment company.

Available information

The Company is not subject to the reporting requirements of section 13 or 15(d) of the United States Securities Exchange Act of 1934, as amended (the “Exchange Act”). For so long as any Ordinary Shares are “restricted securities” within the meaning of Rule 144(a)(3) of the Securities Act, the Company will, during any period in which it is neither subject to section 13 or 15(d) of the Exchange Act nor exempt from reporting pursuant to Rule 12g3-2(b) thereunder, provide, upon written request, to Shareholders and any owner of a beneficial interest in Ordinary Shares or any prospective purchaser designated by such holder or owner, the information required to be delivered pursuant to Rule 144A(d)(4) under the Securities Act.

Data protection

The Company may delegate certain administrative functions to third parties and will require such third parties to comply with data protection and regulatory requirements of any jurisdiction in which data processing occurs. Such information will be held and processed by the Company (or any third party, functionary or agent appointed by the Company) for the following purposes:

- (a) verifying the identity of the prospective investor to comply with statutory and regulatory requirements in relation to anti-money laundering procedures;
- (b) carrying out the business of the Company and the administering of interests in the Company;

- (c) meeting the legal, regulatory, reporting and/or financial obligations of the Company in the United Kingdom or elsewhere; and
- (d) disclosing personal data to other functionaries of, or advisers to, the Company to operate and/or administer the Company.

Where appropriate it may be necessary for the Company (or any third party, functionary or agent appointed by the Company) to:

- (a) disclose personal data to third party service providers, agents or functionaries appointed by the Company to provide services to prospective investors; and
- (b) transfer personal data outside of the EEA to countries or territories which do not offer the same level of protection for the rights and freedoms of prospective investors as the United Kingdom.

If the Company (or any third party, functionary or agent appointed by the Company) discloses personal data to such a third party, agent or functionary and/or makes such a transfer of personal data, it will use reasonable endeavours to ensure that any third party, agent or functionary to whom the relevant personal data is disclosed or transferred is contractually bound to provide an adequate level of protection in respect of such personal data.

In providing such personal data, investors will be deemed to have agreed to the processing of such personal data in the manner described above. Prospective investors are responsible for informing any third party individual to whom the personal data relates of the disclosure and use of such data in accordance with these provisions.

Investment considerations

In making an investment decision, prospective investors must rely on their own examination, analysis and enquiry of the Company, this Document and the terms of the Admission, including the merits and risks involved. The contents of this Document are not to be construed as advice relating to legal, financial, taxation, investment decisions or any other matter. Investors should inform themselves as to:

- the legal requirements within their own countries for the purchase, holding, transfer or other disposal of the Ordinary Shares;
- any foreign exchange restrictions applicable to the purchase, holding, transfer or other disposal of the Ordinary Shares which they might encounter; and
- the income and other tax consequences which may apply in their own countries as a result of the purchase, holding, transfer or other disposal of the Ordinary Shares or distributions by the Company, either on a liquidation and distribution or otherwise. Prospective investors must rely upon their own representatives, including their own legal advisers and accountants, as to legal, tax, investment or any other related matters concerning the Company and an investment therein.

An investment in the Company should be regarded as a long-term investment. There can be no assurance that the Company's objective will be achieved.

It should be remembered that the price of the Ordinary Shares and any income from such Ordinary Shares can go down as well as up.

This Document should be read in its entirety before making any investment in the Ordinary Shares. All Shareholders are entitled to the benefit of, are bound by, and are deemed to have notice of, the provisions of the Articles, which investors should review.

Forward-looking statements

This Document includes statements that are, or may be deemed to be, “forward-looking statements”. In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including the terms “targets”, “believes”, “estimates”, “anticipates”, “expects”, “intends”, “may”, “will”, “should” or, in each case, their negative or other variations or comparable terminology. They appear in a number of places throughout the Document and include statements regarding the intentions, beliefs or current expectations of the Company and the Board concerning, among other things: (i) the Company’s objective, acquisition and financing strategies, results of operations, financial condition, capital resources, prospects, capital appreciation of the Ordinary Shares and dividends; and (ii) future deal flow and implementation of active management strategies, including with regard to an Acquisition. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performances. The Company’s actual performance, results of operations, financial condition, distributions to shareholders and the development of its financing strategies may differ materially from the forward-looking statements contained in this Document. In addition, even if the Company’s actual performance, results of operations, financial condition, distributions to shareholders and the development of its financing strategies are consistent with the forward-looking statements contained in this Document, those results or developments may not be indicative of results or developments in subsequent periods. Important factors that may cause these differences include, but are not limited to:

- the Company’s ability to identify suitable acquisition opportunities or the Company’s success in completing an Acquisition;
- the Company’s ability to ascertain the merits or risks of the operations of a target company or business;
- the Company’s ability to deploy the Net Proceeds on a timely basis;
- the availability and cost of equity or debt capital for future transactions;
- currency exchange rate fluctuations, as well as the success of the Company’s hedging strategies in relation to such fluctuations (if such strategies are in fact used); and
- legislative and/or regulatory changes, including changes in taxation regimes.

Prospective investors should carefully review the “Risk Factors” section of this Document for a discussion of additional factors that could cause the Company’s actual results to differ materially, before making an investment decision. For the avoidance of

doubt, nothing in this paragraph constitutes a qualification of the working capital statement contained in paragraph 8 of Part V of this Document (Additional Information).

Forward-looking statements contained in this Document apply only as at the date of this Document. Subject to any updating obligations required under Listing Rules, the Disclosure and Transparency Rules and the Prospectus Rules, the Company undertakes no obligation publicly to update or review any forward-looking statement, whether as a result of new information, future developments or otherwise.

Third party data

Where information contained in this Document has been sourced from a third party, the Company and the Directors confirm that such information has been accurately reproduced and, so far as they are aware and have been able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Currency presentation

Unless otherwise indicated, all references in this Document to “UK Sterling”, “British pound sterling”, “sterling”, “£”, or “pounds” are to the lawful currency of the UK.

No incorporation of website

The contents of any website of the Company or any other person do not form part of this Document.

Definitions

A list of defined terms used in this Document is set out in “Definitions” beginning at page 88.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this Document	7 July 2017
Admission and commencement of dealings in Ordinary Shares	12 July 2017 8.00am
CREST members' accounts credited in respect of Ordinary Shares	12 July 2017 8.00am
Ordinary Share certificates dispatched by	19 July 2017

All references to time in this Document are to London time unless otherwise stated.

STATISTICS

Total number of Ordinary Shares unconditionally issued pre-Admission	50,002,000
Total number of Ordinary Shares issued pursuant to Placing	84,000,000
Total number of Ordinary Shares in issue on Admission	134,002,000
Total number of Warrants in issue on Admission	25,000,000
Price per Placing Share	1 pence
Estimated Net Proceeds of Founder Subscription and the Placing receivable by the Company	£717,500
Estimated Costs	£172,500
Market capitalisation of the Company at the Placing Price on Admission	£1,340,020

DEALING CODES

ISIN	GB00BF2P0G38
SEDOL	BF2P0G3
EPIC/TIDM	FHP

DIRECTORS AND ADVISERS

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Timothy Robin Cottier *Chief Executive Officer*

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Placing Agent and Broker Turner Pope Investments (TPI) Limited
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Company's Solicitors Gunnercooke llp
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PART I

INFORMATION ON THE COMPANY, ACQUISITION OPPORTUNITY AND STRATEGY

Background and history

The Company was incorporated on 25 August 2016 with an issued share capital of £2 consisting of two ordinary shares of £1 each. On incorporation of the Company, 2 ordinary shares of £1 each were issued to Charles Tatnall and to James Timothy Chapman Longley as nominee for Timothy Cottier as subscribers, at par. On 8 May 2017 Mr Longley transferred the one ordinary share of £1 held by him to Timothy Cottier. On 8 May 2017, the Company subdivided each Ordinary Share of £1 into 1,000 Ordinary Shares of £0.001 each. On 8 May 2017, the Company issued an additional 50,000,000 Ordinary Shares of £0.001 each at par.

On 27 June 2017, a further 84,000,000 Ordinary Shares have been allotted pursuant to the Placing conditional on Admission, at a price of £0.01 per Ordinary Share, including 7,500,000 Ordinary shares allotted to the Founders. It should be noted therefore that the ordinary shares of £1 subscribed by the Founders have been subdivided into Ordinary Shares which on Admission will represent the only class of listed security.

The Company has never traded and, save as set out in this Document, has not entered into any significant transactions or financial commitments.

The Company owns no assets other than cash on bank deposit representing sums subscribed by Shareholders for Ordinary Shares in the Company.

Acquisition Strategy

The Company will be seeking to invest in businesses in the industrial, including the energy sector, and service sectors primarily and would consider, inter alia, horizontal and vertically integrated business related thereto which may be classified as general industrial or service industries. For example, the company may seek to acquire businesses such as suppliers to energy companies, alternative energies, green energies, waste to energy and other emerging and advanced technologies in connection therewith. There are many opportunities to acquire businesses in the industrial and service sectors. All sub-sectors of those classifications will be considered.

Subsequent to its first acquisition, the company may seek to build a conglomerate that is made up of a number of different, seemingly unrelated businesses, whereby it would own a controlling stake in a number of companies, which conduct business separately but taken together would provide financial and operational leverage.

The Company has been formed to initially undertake a single Acquisition of a target company or business or assets in in the industrial, including the energy sector, and service sectors. The focus will be on private or family held companies seeking an exit by reversing into a company such as this. The company is likely to be totally largely UK based and may have subsidiary undertakings that are not located within the UK. The Company does not have any specific Acquisition under formal consideration and does not expect to engage in substantive negotiations with any target companies or businesses

until after Admission. There is no specific expected target value for an Acquisition, although it is likely that the Company will be targeting an Acquisition in the range of £1 million to £20 million within a 12-month timescale from Admission.

The Company has not engaged or retained any agent or other representative to identify or locate any suitable Acquisition candidate, to conduct any research or take any measures, directly or indirectly, to locate or contact a target company or business. To date, the Company's efforts have been limited to organisational activities as well as activities related to the Placing. The Company may subsequently seek to raise further capital for purposes of the Acquisition.

Unless required by applicable law or other regulatory process, no Shareholder approval will be sought by the Company in relation to the Acquisition.

The Acquisition will be subject to Board approval. The determination of the Company's post-Acquisition strategy and whether any of the Directors will remain with the combined company and on what terms, will be made at or prior to the time of the Acquisition.

Failure to make the Acquisition

If an Acquisition has not been announced by the third anniversary of Admission, the Board will put a resolution to Shareholders at a general meeting as to the on-going direction and activities of the Company. In the event that the Company is wound up, any capital available for distribution will be returned to Shareholders in accordance with the Articles. It should be noted that a special resolution of Shareholders, requiring not less than 75 per cent. of the votes cast in favour, is required to voluntarily wind-up the Company.

Business strategy and execution

The Directors shall draw on their experience, in conjunction with their contacts and advisers, to target a suitable Acquisition candidate.

For example, both Directors are current directors of Plutus PowerGen PLC. This AIM listed company was formally known as Ipso Ventures PLC when Charles Tatnall and a business associate of his took control of the Company in January 2013 by way of a placing and appointment to the board. Mr Tatnall injected equity capital alongside other investors and changed the name of Ipso Ventures PLC to Plutus Resources PLC. Subsequently, in August 2014, the Company completed the acquisition of Plutus Energy Limited and re-listed as Plutus Powergen plc.

Charles Tatnall is primarily involved in advising and raising funds for small and medium sized enterprises with varying business activities ranging from advising investment and family wealth companies to reviewing investments and business opportunities together with the management of personal investments. Until 2005 he was consultant to Bolton Group PLC, at that time a UK listed Investment Company. Previously, in North America and Canada, he was a director and founder of several micro-cap North American listed companies being responsible for general corporate governance and all finance areas. He was a co-founder and principal of BioProgress Technology International, Inc.

(“BioProgress”) which was quoted on the NASDAQ and later migrated to AIM. His experience will help the Board in reviewing potential acquisitions.

Timothy Cottier FCA is a Chartered Accountant who has spent many years in the corporate finance, real estate and green energy sectors. He qualified with Thornton Baker (now Grant Thornton) in London and spent several years with Price Waterhouse in the UK and in the Bahamas.

He is CEO of Kinloch Corporate Finance Limited (“Kinloch”) which is a corporate advisory company based in London and Leeds which specialises in capital raising, private equity, venture capital and M&A activities within the SME sector dealing with transaction sizes from £1m to £50m. He is involved with a number of sustainable energy projects as advisor and in particular waste to energy sector. He established Kinloch after exiting from a leading accountancy practice in Leeds where he headed up the corporate finance division.

Mr Cottier has also been involved in a number of commercial property development schemes both as principal and adviser, finding sites for commercial schemes, helping with the planning aspects and raising the capital for the transactions. He was a partner in Marlin Properties until 2002 and is an investor in several property projects in North Yorkshire.

For most of his career he has advised and invested in SME companies.

The Company intends to be an active rather than passive investor in respect of any Acquisition. It is currently the intention of the Directors to use the Net Proceeds to make an initial Acquisition constituting a Reverse Takeover under the Listing Rules. It is envisaged that the Net Proceeds will be insufficient in themselves for funding an Acquisition and therefore it is likely that the Company will make the Acquisition for an issue of Ordinary Shares. If cash consideration is required the Company may, if necessary, seek additional equity financing at the time of making such Acquisition and it is likely that the Company will bring in new equity investors at that stage. If the target company in respect of the Acquisition requires cash consideration and no such financing is available then the Acquisition would not go ahead.

As stated above, the Acquisition, which the Company is targeting to make within a 12-month timeframe from Admission will be treated as a Reverse Takeover, requiring an application for the enlarged Company to have its Ordinary Shares admitted to the Official List and to trade on the main market for listed securities of the London Stock Exchange or be admitted to any other regulated market.

Under the Listing Rules a reverse takeover is defined as a transaction, whether effected by way of a direct acquisition by the issuer or a subsidiary, an acquisition by a new holding company of the issuer or otherwise, of a business, a company or assets;

- (1) where any percentage ratio is 100% or more; or
- (2) which in substance results in a fundamental change in the business or in a change in board or voting control of the issuer.

When calculating the percentage ratio, the issuer should apply class tests set out in the Listing Rules.

For the purpose of LR 5.6.4R (2), the FCA considers that the following factors are indicators of a fundamental change:

- (1) the extent to which the transaction will change the strategic direction or nature of its business; or
- (2) whether its business will be part of a different industry sector following the completion of the transaction; or
- (3) whether its business will deal with fundamentally different suppliers and end users.

There is no intention to seek Shareholders' approval for any Acquisition unless required for the purposes of facilitating the financing arrangements or for other legal or regulatory reasons. As a result it is likely Shareholders will not get a vote in respect of the approval of any Acquisition.

Prior to completing the Acquisition, the Company's cash resources will not be placed in an interest bearing deposit account or invested in short-term money market instruments, but rather will be held in bank accounts which do not have any or material rates of interest, and will be used for the Company's working capital and overhead requirements including paying the expenses of the Placing, and the Company's on-going costs and expenses, including directors' fees, due diligence costs and other costs of sourcing, reviewing and pursuing the Acquisition. Shareholders will be kept informed on a regular basis as to the progress of Acquisitions. It is the intention of the Directors that in the event no Acquisition has been completed within 3 years the shareholders will be consulted as to the on-going direction and activities of the Company.

Failure to make an Acquisition

If an Acquisition has not been announced by the third anniversary of Admission, the Board will put a resolution to Shareholders at a general meeting as to the ongoing direction and activities of the Company. In the event that the Company is wound up, any capital available for distribution will be returned to Shareholders in accordance with the Articles. It should be noted that a special resolution of Shareholders, requiring not less than 75 per cent. of the votes cast in favour, is required to voluntarily wind-up the Company.

Corporate Governance

The Directors intend, so far as appropriate given the Company's size and the constitution of the Board, to comply with the UK Corporate Governance Code. At this time, however, the Board comprises two members, none of whom is a full time executive, and there are no employees. When the Company's business has developed sufficiently, the Directors intend to establish an audit committee and a remuneration committee comprising a majority of non-executive directors.

The Company has adopted, with effect from Admission, a share dealing code for PDMRs and their Closely Associated Persons, in the form of the specimen code published by the

ICSA which is designed to comply with the MAR and the Company will take all reasonable steps to ensure compliance with that code by PDMRs and their Closely Associated Persons.

Conflicts policy

The Directors will have regard to their obligations under the terms of their agreements with the Company to act in the best interests of the Company, so far as is practicable having regard to their obligations to, as directors of other companies, including for Charles Tatnall his role as director of Papillon Holdings Plc, a standard listed cash shell on the London Stock Exchange seeking to make an acquisition in the industrial, including the energy sector, and service sectors and as director of Stranger Holdings Plc, a standard listed cash shell on the London Stock Exchange seeking to make an acquisition in any sector (or other companies they are directors of). As of 7 July 2017 (being the latest practicable date prior to the publication of this Document), the trading of Papillon Holdings Plc's shares has been suspended at the request of Papillon in connection with a contemplated acquisition.

In particular, the Directors will use reasonable endeavours to ensure that the Company has the opportunity to participate in a potential acquisition identified by the Directors, save where the potential acquisition is in the industrial, including the energy sector, and service sectors in which case it will be offered first to Papillon Holdings Plc (unless Papillon Holdings Plc has already made an acquisition) and then Stranger Holdings Plc (unless Stranger Holdings Plc has already made an acquisition)

In the event of a conflict arising, the Directors will notify Alfred Henry and seek to ensure that it is fairly resolved, and if the Directors cannot resolve any conflict between the duties they owe to (a) Papillon Holdings Plc and/or Stranger Holdings Plc and (b) the Company, Alfred Henry as the financial adviser to both Papillon Holdings Plc and/or Stranger Holdings Plc and the Company will seek to resolve the conflict by applying accounting, legal and equitable principles to allocate the opportunity to the most appropriate entity based upon the underlying facts and the purposes and capabilities of each of the entities involved.

Details of the share capital

The Company was incorporated on 25 August 2016 with an issued share capital of £2 consisting of two ordinary shares of £1 each which were allotted respectively to Charles Tatnall and to James Timothy Chapman Longley (as nominee for Timothy Cottier).

On 8 May 2017, the Company subdivided each Ordinary Share of £1 into 1,000 Ordinary Shares of £0.001 each.

On 8 May 2017, the Company issued an additional 50,000,000 Ordinary Shares of £0.001 each at par.

As can be seen from the statement of financial position of the Company on page 54, as at 8 May 2017 the Company had an issued share capital of £50,002, comprising 50,000,200 fully paid ordinary shares of £0.001, issued at £0.001 each to the Founders.

Since that date, pursuant to the Placing, a further 84,000,000 Ordinary Shares have been allotted, including 7,500,000 Ordinary Shares allotted to the Founders, conditional on

Admission, at a price of £0.01 per Ordinary Share.

Admission to trading on the Official List

The Directors will apply for the Ordinary Shares to be admitted to trading on the Official List of the London Stock Exchange by way of a Standard Listing. Dealings in the Ordinary Shares are expected to commence at 8.00 a.m. on 12 July 2017, and copies of this Document and other documents the Company is required to make available for inspection will be available to the public, free of charge, from the Company's registered office for a period of 14 days from the commencement of dealings.

Each of the Directors has agreed not to dispose of any interest in Ordinary Shares held by him on the date of Admission within a period of twelve months following Admission, save in the event of an intervening court order, a takeover becoming or being declared unconditional, or the death of that Director.

Directors

Details of the Directors and their backgrounds are as follows:

Charles Tatnall (aged 52), Chairman

Charles Tatnall is primarily involved in advising and raising funds for small and medium sized enterprises with varying business activities ranging from advising investment and family wealth companies to reviewing investments and business opportunities together with the management of personal investments. Until 2005 he was consultant to Bolton Group PLC, at the time a UK listed investment company, identifying and conducting due diligence on potential investment and acquisition opportunities from a broad range of industry sectors. These included natural resources, both exploration and production, electronic hardware and software, and biotechnology.

Previously he held a number of positions with public companies in North America and Canada, he was a director and founder of several micro-cap North American listed companies being responsible for general corporate governance and all finance areas. He was a co-founder and principal of BioProgress Technology Ltd ("BioProgress") which was quoted on the NASD regulated OTC market and later migrated to AIM. He held the licence for the North American business of BioProgress though a listed vehicle in North America. Earlier, Charles founded Maceworth Ltd in 1985, a large corporate entertainment company in the UK which operated in the areas of running sporting event tented corporate villages, marquee hire, corporate sponsorship and conferences.

Timothy Cottier (aged 62), Chief Executive Officer

Timothy Cottier FCA is a Chartered Accountant who has spent many years in the corporate finance, real estate and green energy sectors. He qualified with Thornton Baker (now Grant Thornton) in London and spent several years with Price Waterhouse in the UK and in the Bahamas.

He is CEO of Kinloch Corporate Finance Limited ("Kinloch") which is a corporate advisory company based in London and Leeds which specialises in capital raising, private equity, venture capital and M&A activities within the SME sector dealing with transaction sizes from £1m to £50m. He is involved with a number of sustainable energy

projects as advisor and in particular waste to energy sector. He established Kinloch after exiting from a leading accountancy practice in Leeds where he headed up the corporate finance division.

He has also been involved in a number of commercial property development schemes both as principal and adviser, finding sites for commercial schemes, helping with the planning aspects and raising the capital for the transactions. He was a partner in Marlin Properties until 2002 and is an investor in several property projects in North Yorkshire.

For most of his career he has advised and invested in SME companies.

CREST

The Articles permit the Company to issue shares in uncertificated form in accordance with the CREST Regulations.

The Board resolved on 27 June 2017 to make such arrangements as are necessary for the title to the Ordinary Shares, in issue or to be issued, to be transferred by means of a relevant system in accordance with the provisions of the CREST Regulations. The relevant provision of the Articles relating to Ordinary Shares held in uncertificated form will become effective prior to Euroclear UK & Ireland Limited granting permission for the Ordinary Shares concerned to be transferred by means of the CREST system.

Further details about CREST are set out in paragraph 20 of Part V.

Initial dividend policy

The objective of the Directors is the achievement of substantial capital growth as any Acquisition will focus on production. It is envisaged that following an Acquisition, the Company will be able to pursue a policy to pay dividends.

PART II

THE PLACING AND USE OF PROCEEDS

1. Background

On 27 June 2017, 84,000,000 Ordinary Shares were allotted pursuant to the Placing conditional on Admission, including 7,500,000 Ordinary shares allotted to the Founders, at a price of £0.01 per Ordinary Share.

The Net Proceeds (which includes the Founder Subscription and Placing) amount to approximately £717,500. The Founder Subscription is unconditional and the Placing is conditional only on Admission occurring on or before 19 July 2017 or such later date as may be agreed by the Advisers and the Company. If Admission does not occur by such date, the Placing will not proceed and all monies paid will be refunded to the applicants. For the avoidance of doubt, if the Founders do not subscribe and pay for the Founder Shares in advance of Admission, Admission will not proceed. In accordance with Listing Rule 14.3, at Admission at least 25% of the Ordinary Shares of this listed class will be in public hands (as defined in the Listing Rules). Completion of the Placing will be announced via a regulatory news service on Admission, which is expected to take place at 8.00 a.m. on 12 July 2017.

2. Admission, Dealings and CREST

The Placing is subject to Admission occurring on or before 19 July 2017 or such later date as ay be agreed by the Advisers and the Company.

Admission is expected to take place and unconditional dealings in the Ordinary Shares are expected to commence on the London Stock Exchange at 8.00 a.m. on 12 July 2017. Dealings on the London Stock Exchange before Admission will only be settled if Admission takes place. All dealings in Ordinary Shares prior to commencement of unconditional dealings will be at the sole risk of the parties concerned.

The expected date for electronic settlement of such dealings will be 12 July 2017. All dealings between the commencement of conditional dealings and the commencement of unconditional dealings will be on a "when issued basis". If the Placing does not become unconditional in all respects, any such dealings will be of no effect and any such dealings will be at the risk of the parties concerned.

Where applicable, definitive share certificates in respect of the Ordinary Shares to be issued pursuant to the Placing are expected to be despatched, by post at the risk of the recipients, to the relevant holders, not later than 19 July 2017. The Ordinary Shares are in registered form and can also be held in uncertificated form. Prior to the despatch of definitive share certificates in respect of any Ordinary Shares which are held in certificated form, transfers of those Ordinary Shares will be certified against the register of members of the Company. No temporary documents of title will be issued.

3. Placing and Pricing

All Ordinary Shares issued pursuant to the Placing will be issued at the Placing Price which has been determined by the Directors. The Company and the Directors have

ensured that the Company shall have sufficient Ordinary Shares in public hands, as defined in the Listing Rules. The Placing is conditional only on Admission occurring on or before 19 July 2017 or such later date as may be agreed by the Advisers and the Company. The Board has ensured that a minimum of 25 per cent of the Enlarged Share Capital has been allocated to investors whose individual and unconnected shareholdings will each equate to less than 5 per cent of the Enlarged Share Capital, and who do not fall within any of the other excluded categories of investors in Listing Rule 14.2.2 (4).

Conditional upon Admission occurring and becoming effective by 8.00 a.m. London time on or prior to 19 July 2017 (or such later date as agreed by the Advisers and the Company) each of the Placees agrees to become a member of the Company and agrees to subscribe for those Ordinary Shares set out in his Placing Letter. To the fullest extent permitted by law, investors will not be entitled to rescind their agreement at any time. In the event that Admission does not become effective by 8.00 a.m. London time on or prior to 19 July 2017 (or such later date as the Advisers and the Company may agree), Placees will receive a full refund of monies subscribed.

The rights attaching to the Placing Shares will be uniform in all respects and all of the Ordinary Shares will form a single class for all purposes.

4. Payment

Each Placee has agreed to transfer the Placing Price for the Placing Shares into the bank account as set out in such Placees' Placing Letter and if the full Placing Price has not been so transferred before Admission, Admission will not proceed. Liability (if any) for stamp duty and stamp duty reserve tax is as described in Part IV of this Document.

For the avoidance of doubt, if either the subscription referred to in section 1 of Part II or the placing referred to in this section 4 of Part II do not take place prior to Admission, Admission will not take place.

If Admission does not occur, placing monies will be returned to each Placee without interest by the Company.

5. Use of Proceeds

The Company has been formed to undertake an acquisition of a target company or business. The expected target value is £1m to £20m. The Company intends to use shares as consideration for the Acquisition.

The principal use of the proceeds of the Placing will be to settle the costs of the Placing and Admission, the on-going expenses of the Company prior to an Acquisition and to fund the professional costs in respect of due diligence into target companies and fees in respect of the re-admission of the Company subsequent to an Acquisition. The balance of the Net Proceeds, after settlement of the on-going expenses of the Company prior to an Acquisition, may be used as part of consideration for an Acquisition or as working capital for the enlarged group following an Acquisition.

The proceeds from the Founder Subscription and Placing and the expected Net Proceeds after deduction of the expenses of the offers are as follows:

	£ (000's)
Funds received in relation to the Founder Subscription	50.0
Funds received in relation to the Placing	840.0
Less broker commission	(51.1)
Less approximate professional fees	(121.4)
Net Proceeds	717.5

The costs anticipated to be settled by the Net Proceeds in the first year are as follows:

	£ (000's)
Net proceeds	717.5
Annual anticipated overheads	(250)
(Anticipated due diligence and re-listing costs)	(200)
Available to fund Acquisition or provide working capital for group following an Acquisition	267.5

Following completion of an Acquisition, the objective of the Company is expected to be to operate the acquired business and implement an operating strategy with a view to generating value for its shareholders.

Prior to completing an Acquisition, the Company's cash resources will not be placed in an interest bearing deposit account or invested in short-term money market instruments, but rather will be held in bank accounts which do not have any or material rates of interest, and will be used for the Company's working capital and overhead requirements including paying the expenses of the Placing, and the Company's on-going costs and expenses, including directors' fees, due diligence costs and other costs of sourcing, reviewing and pursuing the Acquisition.

Following an Acquisition, the Company intends to seek re-admission of the enlarged group to listing on the Official List and trading on the London Stock Exchange or admission to another stock exchange.

6. CREST

CREST is a paperless settlement procedure enabling securities to be evidenced otherwise than by a certificate and transferred otherwise than by written instrument. The Articles permit the holding of Ordinary Shares under the CREST system. The Company will apply for the Ordinary Shares to be admitted to CREST with effect from Admission and it is expected that the Ordinary Shares will be admitted with effect from that time. Accordingly, settlement of transactions in the Ordinary Shares following Admission may take place within the CREST system if any investor so wishes.

CREST is a voluntary system and investors who wish to receive and retain certificates for their securities will be able to do so. Placees may elect to receive Ordinary Shares in uncertificated form if such investor is a system-member (as defined in the CREST Regulations) in relation to CREST.

7. Selling Restrictions

The Ordinary Shares will not be registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be taken up, offered, sold, resold, transferred, delivered or distributed, directly or indirectly, within, into or in the United States.

The Placing is being made by means of placing of new Ordinary Shares to certain investors in the UK and elsewhere outside the United States in accordance with Regulation S. The Company has not been and will not be registered under the United States Investment Company Act, and Investors will not be entitled to the benefits of that Act.

Certain restrictions that apply to the distribution of this Document and the Ordinary Shares being issued pursuant to the Placing in certain jurisdictions are described in the section headed Part VI (Notice to Investors) of this Document.

8. Transferability

The Company's Ordinary Shares, consisting of both the 50,002,000 Ordinary Shares currently in issue and held by the Founders and the Placing Shares, are freely transferable and tradable and there are no restrictions on transfer.

PART III

FINANCIAL INFORMATION ON THE COMPANY

(A) ACCOUNTANTS' REPORT ON THE HISTORICAL FINANCIAL INFORMATION OF THE COMPANY

The Directors
Fandango Holdings plc
27-28 Eastcastle Street
London
W1W 8DH

The Directors
Alfred Henry Corporate Finance Limited
Finsgate
5-7 Cranwood Street
London
EC1V 9EE

7 July 2017

Dear Sirs

Fandango Holdings plc (the "Company")

Introduction

We report on the historical financial information for the period from the date of incorporation on 25 August 2016 to 8 May 2017 set out in Part III (B). This financial information has been prepared for inclusion in the prospectus issued by the Company and dated 7 July 2017 (the "Prospectus") relating to the proposed placing of 84,000,000 Ordinary Shares of £0.001 each at 1 pence per Ordinary Share (the "Placing") and admission of 134,002,000 Ordinary Shares of £0.001 each to the Official List ("Admission") (by way of Standard Listing under Chapter 14 of the Listing Rules) to trading on the London Stock Exchange's main market for listed securities on the basis of the accounting policies set out in note 2 to the financial information. This report is required by item 20.1 of Annex I to Commission Regulation (EC) No 809/2004 (the "Prospectus Directive") and is given for the purpose of complying with that requirement and for no other purpose.

Responsibilities

The directors of the Company (the "Directors") are responsible for preparing the financial information on the basis of preparation set out in the notes to the financial information.

It is our responsibility to form an opinion on the financial information and to report our opinion to you.

Save for any responsibility arising under Prospectus Rule 5.5.3R(2)(f) to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely

for the purposes of complying with item 23.1 of Annex I to the Prospectus Directive, consenting to its inclusion in the Prospectus.

Basis of opinion

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

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

Opinion on financial information

In our opinion, the financial information set out in Part III (B) gives, for the purposes of the Prospectus, a true and fair view of the state of affairs of the Company as at 8 May 2017 and of its total comprehensive expense, cash flows and changes in equity for the period from 25 August 2016 to 8 May 2017 in accordance with the basis of preparation as set out in the notes to the financial information.

Declaration

For the purposes of Prospectus Rule 5.5.3R(2)(f) we are responsible for this report as part of the Prospectus and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Prospectus in compliance with item 1.2 of Annex I to the Prospectus Directive.

Yours faithfully

JEFFREYS HENRY LLP

Chartered Accountants

(B) HISTORICAL FINANCIAL INFORMATION ON THE COMPANY

1. Accounting policies

Fandango Holdings plc ('the Company') is a public limited company incorporated and domiciled in the United Kingdom. The address of its registered office is 27-28 Eastcastle Street, London, W1W 8DH.

The financial statements have been prepared on a going concern basis.

1.1 Basis of accounting

This financial information has been prepared in accordance with International Financial Reporting Standards (IFRS), including IFRIC interpretations issued by the International Accounting Standards Board (IASB) as adopted by the European Union and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

These policies have been consistently applied.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. Those areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial information are disclosed in Note 3.

(a) New and amended standards adopted by Fandango

There are no IFRSs or IFRIC interpretations that are effective for the first time for the financial year beginning on or after 25 August 2016 that would be expected to have a material impact on the Company.

(b) Standards, interpretations and amendments to published standards that are not yet effective

Reference	Title	Summary	Application date of standard	Application date of Company
IFRS 9	Financial Instruments	Revised standard for accounting for financial instruments	Periods commencing on or after 1 January 2018	1 January 2018
IFRS 10	Consolidated financial statement	Amended by Investment Entities: Applying the Consolidation Exception	Periods commencing on or after 1 January 2016	1 January 2017

IFRS 11	Joint Arrangements	Amended by Accounting for Acquisitions of Interests in Joint Operations	Periods commencing on or after 1 January 2016	1 January 2017
IFRS 12	Disclosure of Interests in Other Entities	Amended by Investment Entities: Applying the Consolidation Exception	Periods commencing on or after 1 January 2016	1 January 2017
IFRS 14	Regulatory deferral accounts	Aims to enhance the comparability of financial reporting by entities subject to rate-regulations	Periods commencing on or after 1 January 2016	1 January 2017
IFRS 15	Revenue from contracts with customers	Specifies how and when to recognise revenue from contracts as well as requiring more informative and relevant disclosures	Periods commencing on or after 1 January 2018	1 January 2018
IFRS 16	Lease	IFRS 16 <i>Leases</i> published	Periods commencing on or after 1 January 2019	1 January 2019
IAS 16	Property, Plant and Equipment	Amended standard for accounting treatment for property, plant and equipment	Periods commencing on or after 1 January 2016	1 January 2017
IAS 27	Separate financial statement	Amended by Equity Method in Separate Financial Statements (Amendments to IAS 27)	Periods commencing on or after 1 January 2016	1 January 2017
IAS 28	Investments in Associates and Joint Ventures	Amended by Investment Entities: Applying the Consolidation Exception	Periods commencing on or after 1 January 2016	1 January 2017

The Directors anticipate that the adoption of these Standards and Interpretations in future periods will have no material impact on the financial statements of the group. The company does not intend to apply any of these pronouncements early.

Comparative figures

No comparative figures have been presented as the financial information covers the period from incorporation on 25 August 2016 to 8 May 2017.

Presentation currency

These accounts have been presented in Sterling as the directors consider this to be most useful form of presentation to the shareholders.

Financial assets

The Directors determine the classification of the company's financial assets at initial recognition. The financial assets held comprise of cash and cash equivalents and other receivables. Other receivables are classified as loans and receivables.

Financial liabilities

The Directors determine the classification of the company's financial liabilities at initial recognition. The financial liabilities held comprise other payables and accrued liabilities and these are classified as loans and payables.

Cash and cash equivalents

Cash and cash equivalents comprised of cash at bank and in hand. The company considers any cash on short-term deposits and other short term investments to be cash equivalents.

Equity instruments

Ordinary shares are recorded at nominal value and proceeds received in excess of nominal value, if any, are accounted for as share premium. Both share capital and share premium are classified as equity. Costs incurred directly in connection with the issue of Ordinary Shares are accounted for as a deduction from share premium, otherwise they are charged to the income statement.

2. Critical accounting estimates and judgments

In the process of applying the company's accounting policies, which are described above, the Directors do not believe that they have had to make any assumptions or judgements that would have a material effect on the amounts recognised in the financial information.

3. Statement of Comprehensive Income

	Notes	Period of incorporation from 25 August 2016 to 8 May 2017 £
Revenue		-
Administrative expenses		-
Total comprehensive result for the period		-
Loss per share		
Basic and diluted (£)	7.1	-

4. Statement of Financial Position

	Notes	As at 8 May 2017 £
Assets		
Current assets		
Cash and cash equivalents	7.2	50,002
Total assets		50,002
Equity and liabilities attributable to equity holders of the parent company		
Called up share capital	7.4	50,002
Retained profit		-
Total equity		50,002

5. Statement of Changes in Equity

	Share capital £	Retained profit £	Total £
On incorporation	2	-	2
Issue of shares	50,000	-	50,000
Result for the period	-	-	-
Balance as at 8 May 2017	50,002	-	50,002

Share capital is the amount subscribed for shares at nominal value.

Retained profit is the cumulative net gains and losses recognised in the consolidated income statement.

6. Statement of Cash Flows

	Notes	Period of incorporation from 25 August 2016 to 8 May 2017 £
Result before interest and tax		-
Operating cash flows before movement in working capital		-
Increase in trade and other receivables		-
Increase in trade and other payables		-
Net cash used in operating activities		-
Net cash used in investing activities		-
Cash flows from financing activities		
Issue of shares		50,002
Net cash from financing activities		50,002
Net increase in cash and cash equivalents		50,002
Cash and cash equivalents at beginning of period		

Cash and cash equivalents at end of period	50,002
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Represented by:

Bank balances and cash	50,002
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7. Notes to the financial information

7.1 Loss per share

Basic and diluted

Basic loss per share is calculated by dividing the result for the year of £Nil by the weighted average number of ordinary shares in issue during the period of 196,545. Basic and diluted loss per share are the same as there are no dilutive instruments in issue.

7.2 Cash and cash equivalents

	2017
	£
Current account	50,002

7.3 Capital risk management

The Directors' objectives when managing capital are to safeguard the company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. At the date of this financial information, the company had been financed by the introduction of capital. In the future, the capital structure of the company is expected to consist of borrowings and equity attributable to equity holders of the company, comprising issued share capital and reserves.

7.4 Share capital

	2017
	£
Issued share capital comprises 50,002,000 Ordinary shares of £0.001 each	50,002

On 25 August 2016, the company was incorporated with an issued share capital of two Ordinary Shares of £1 each.

On 8 May 2017, the Company subdivided each Ordinary Share of £1 into 1,000 Ordinary Shares of £0.001 each

On 8 May 2017, the Company issued and allotted 50,000,000 Ordinary Shares of £0.0001 each

7.5 Commitments

The company had not entered into any material capital commitments as at 8 May 2017

7.6 Subsequent events

On 27 June 2017, a further 84,000,000 Ordinary Shares have been allotted pursuant to the Placing conditional on Admission, at a price of £0.01 per Ordinary Share.

Pursuant to the Warrant Instrument dated 27 June 2017 and executed by the Company, the Company will issue, conditional on Admission, Warrants to the Founders to subscribe at 1.25 pence per Ordinary Share for up to 12.5 million Ordinary Shares each. The Warrants are unlisted and are exercisable up to the third anniversary of Admission in whole or in a minimum aggregate amount of 50,000 Warrants.

7.7 Controlling party

There is no one ultimate controlling party.

7.8 Nature of financial information

The financial information presented above does not constitute statutory financial statements for the period under review.

(C) REPORT ON THE UNAUDITED PRO FORMA STATEMENT OF NET ASSETS

The Directors
Fandango Holdings plc
27-28 Eastcastle Street
London
W1W 8DH

The Directors
Alfred Henry Corporate Finance Limited
Finsgate
5-7 Cranwood Street
London
EC1V 9EE

7 July 2017

Dear Sirs

Fandango Holdings plc (the “Company”)

Introduction

We report on the unaudited pro forma statement of net assets set out in Part III (D) which has been prepared for inclusion in the prospectus issued by the Company and dated 7 July 2017 (the “Prospectus”) relating to the proposed placing of 84,000,000 Ordinary Shares of £0.001 each at 1 pence per Ordinary Share (the “Placing”) and admission of 134,002,000 Ordinary Shares of £0.001 each to the Official List (“Admission”) (by way of Standard Listing under Chapter 14 of the Listing Rules) to trading on the London Stock Exchange’s main market for listed. The statement has been prepared for illustrative purposes only, to provide information about how the Placing might have affected the financial information on the Company as at 8 May 2017, presented on the basis of the accounting policies that will be adopted by the Company in preparing its published financial statements. This report is prepared in accordance with Annex II to Commission Regulation (EC) No 809/2004 (the “Prospectus Directive”) and is given for the purpose of complying with that requirement and for no other purpose.

Responsibilities

It is the responsibility of the directors of the Company to prepare the pro forma statement of net assets in accordance with Annex II to the Prospectus Directive.

It is our responsibility to form an opinion, as required by item 7 of Annex II to the Prospectus Directive, as to the proper compilation of the pro forma statement of net assets and to report that opinion to you.

Save for any responsibility arising under Prospectus Rule 5.5.3R(2)(f) to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with item 23.1 of Annex I to the Prospectus Directive, consenting to its inclusion in the Prospectus.

In providing this opinion we are not updating or refreshing any reports or opinions previously made by us on any financial information used in the compilation of the pro forma statement of net assets, nor do we accept responsibility for such reports or opinions beyond that owed to those to whom those reports or opinions were addressed by us at the dates of their issue.

Basis of opinion

We conducted our work in accordance with Standards for Investment Reporting issued by the Financial Reporting Council in the United Kingdom. The work that we performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the pro forma statement of net assets with the directors of the Company.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the pro forma statement of net assets has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of the Company.

Opinion

In our opinion:

- (a) the pro forma statement of net assets has been properly compiled on the basis stated; and
- (b) such basis is consistent with the accounting policies of the Company.

Declaration

For the purposes of Prospectus Rule 5.5.3R(2)(f) we are responsible for this report as part of the Prospectus and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Prospectus in compliance with item 1.2 of Annex I to the Prospectus Directive.

Yours faithfully

JEFFREYS HENRY LLP
Chartered Accountants

(D) UNAUDITED PRO FORMA STATEMENT OF NET ASSETS

Set out below is an unaudited pro forma statement of net assets of the Company as at 8 May 2017 (the “Pro Forma Financial Information”). The Pro Forma Financial Information has been prepared on the basis set out in the notes below to illustrate the effect on the financial information of the Company, presented on the basis of the accounting policies that will be adopted by the Company in preparing its published financial statements, had the Placing occurred at 8 May 2017. It has been prepared for illustrative purposes only. Because of its nature, the Pro Forma Financial Information addresses a hypothetical situation and, therefore, does not represent the Company’s actual financial position.

	Company net assets as at 8 May 2017 (Note 1) £	Adjustment (Note 2) £	Unaudited pro-forma net assets of the Company £
Assets			
<i>Current assets</i>			
Other receivables	-	-	-
Cash	50,002	667,500	717,500
Total assets	50,002	667,500	717,500
Liabilities			
<i>Current liabilities</i>			
Other payable	-	-	-
Total liabilities	-	-	-
Net assets	50,002	667,500	717,500

Notes:

1. The financial information relating to the Company has been extracted without adjustment from the audited financial information set out in Part III (B) (Historical Financial Information on the Company) of this Prospectus.
2. The £667,500 adjustment represents the following:
 - the net proceeds of the Placing, represented by a receipt of £840,000 being the issue of 84,000,000 Ordinary Shares of £0.001 each at 1 pence per Ordinary Share conditional on Admission, less associated costs of Admission of £172,500.
3. The Pro Forma Financial Information does not reflect any changes in the trading position of the Company or any other changes arising from other transactions since 8 May 2017.

PART IV

TAXATION

The following section is a summary guide only to certain aspects of tax in the UK. This is not a complete analysis of all the potential tax effects of acquiring, holding and disposing of Ordinary Shares in the Company, nor will it relate to the specific tax position of all Shareholders in all jurisdictions. This summary is not a legal opinion. Shareholders are advised to consult their own tax advisers.

It is intended as a general guide only to the United Kingdom tax position of Shareholders who are the beneficial owners of Ordinary Shares in the Company who are United Kingdom tax resident and, in the case of individuals, domiciled in the United Kingdom for tax purposes and who hold their shares as investments (otherwise than under an individual savings account (ISA)) only and not as securities to be realised in the course of a trade. It relates only to certain limited aspects of UK tax consequences of holding and disposing of Ordinary Shares in the Company. It is based on current UK tax law and the current practice of HMRC, both of which are subject to change, possibly with retrospective effect.

Any person who is in any doubt as to his or her tax position, or who is resident or otherwise subject to taxation in a jurisdiction outside the UK, should consult his or her tax advisers immediately.

Taxation of dividends

United Kingdom resident individuals

With effect from 6 April 2016 a new system of taxation for dividends applies to United Kingdom resident individual shareholders. From this date dividends received are no longer grossed up to include a 10% notional tax credit. Instead individuals will pay tax on the amount received.

Dividend income is subject to income tax as the top slice of the individual's income. Each individual will have an annual Dividend Allowance of £5,000 which means that they will not have to pay tax on the first £5,000 of all dividend income they receive.

Dividends in excess of the Dividend Allowance will be taxed at the individual's marginal rate of tax, with dividends falling within the basic rate band taxable at 7.5% (the "dividend ordinary rate"), those within the higher rate band taxable at 32.5% (the "dividend upper rate") and those within the additional rate band taxable at 38.1% (the "dividend additional rate").

United Kingdom discretionary trustees

The annual Dividend Allowance available to individuals will not be available to United Kingdom resident trustees of a discretionary trust. From 6 April 2016 United Kingdom resident trustees of a discretionary trust in receipt of dividends are liable to income tax at a rate of 38.1%, which mirrors the dividend additional rate.

United Kingdom resident companies

Shareholders that are bodies corporate resident in the United Kingdom for tax purposes, may (subject to anti-avoidance rules) be able to rely on Part 9A of the Corporation Tax Act 2009 to exempt dividends paid by the Company from being chargeable to United Kingdom corporation tax. Such shareholders should seek independent advice with respect to their tax position.

United Kingdom pension funds and charities are generally exempt from tax on dividends that they receive.

Non-United Kingdom residents

Generally, non-United Kingdom residents will not be subject to any United Kingdom taxation in respect of United Kingdom dividend income. Non-United Kingdom resident shareholders may be subject to tax on United Kingdom dividend income under any law to which that person is subject outside the United Kingdom. Non-United Kingdom resident shareholders should consult their own tax advisers with regard to their liability to taxation in respect of the cash dividend.

Withholding tax

Under current United Kingdom tax legislation no tax is withheld from dividends or redemption proceeds paid by the Company to Shareholders.

Taxation of chargeable gains

The following paragraphs summarise the tax position in respect to a disposal of Ordinary Shares on or after 6 April 2016 by a Shareholder resident for tax purposes in the United Kingdom.

A disposal of Ordinary Shares by a Shareholder who is resident in the United Kingdom for United Kingdom tax purposes or who is not so resident but carries on business in the United Kingdom through a branch, agency or permanent establishment with which their investment in the Company is connected may give rise to a chargeable gain or an allowable loss for the purposes of United Kingdom taxation of chargeable gains, depending on the Shareholder's circumstances and subject to any available exemption or relief.

For individual Shareholders who are United Kingdom tax resident or only temporarily non-United Kingdom tax resident, capital gains tax at the rate of 10 per cent. for basic rate taxpayers (previously 18 per cent.) or 20 per cent. for higher or additional rate taxpayers (previously 28 per cent.) may be payable on any gain (after any available exemptions, reliefs or losses). For Shareholders that are bodies corporate any gain may be within the charge to corporation tax. Individuals may benefit from certain reliefs and allowances (including a personal annual exemption allowance) depending on their circumstances. Shareholders that are bodies corporate resident in the United Kingdom for taxation purposes will benefit from indexation allowance which, in general terms, increases the chargeable gains tax base cost of an asset in accordance with the rise in the retail prices index, but will not create or increase an allowable loss.

For trustee Shareholders of a discretionary trust who are United Kingdom tax resident, capital gains tax at the rate of tax of 20 per cent. (previously 28 per cent.) may be payable on any gain (after any available exemptions, reliefs or losses).

Non-United Kingdom resident Shareholders will not normally be liable to United Kingdom taxation on gains unless the Shareholder is trading in the United Kingdom through a branch, agency or permanent establishment and the Ordinary Shares are used or held for the purposes of the branch, agency or permanent establishment.

Inheritance tax

Individuals and trustees are subject to inheritance tax in relation to a shareholding in the Company subject to any inheritance tax reliefs that may be available.

Stamp duty and stamp duty reserve tax

The statements below are intended as a general guide to the current position. They do not apply to certain intermediaries who are not liable to stamp duty or SDRT, or to persons connected with depository arrangements or clearance services, who may be liable at a higher rate.

In relation to stamp duty and SDRT:

- (i) The allocation and issue of the new Ordinary Shares will not give rise to a liability to stamp duty or SDRT;
- (ii) Any subsequent conveyance or transfer on sale of shares will usually be subject to stamp duty on the instrument of transfer at a rate of 0.5 per cent of the amount or value of the consideration (rounded up, if necessary, to the nearest £5). An exemption from stamp duty is available on an instrument transferring shares where the amount or value of the consideration is £1,000 or less, and it is certified on the instrument that the transaction effected by the instrument does not form part of a larger transaction or series of transactions in respect of which the aggregate amount or value of the transaction exceeds £1,000. A charge to SDRT at the rate of 0.5 per cent will arise in relation to an unconditional agreement to transfer such shares. However, where within six years of the date of the agreement (or, if the agreement was conditional, the date the agreement became unconditional) an instrument of transfer is executed pursuant to the agreement and stamp duty is paid on that instrument, any liability to SDRT will be cancelled or repaid; and
- (iii) A transfer of shares effected on a paperless basis through CREST (where there is a change in the beneficial ownership of the shares) will generally be subject to SDRT at the rate of 0.5 per cent of the value of the consideration given.

This summary of UK taxation issues can only provide a general overview of these areas and it is not a description of all the tax considerations that may be relevant to a decision to invest in the Company. The summary of certain UK tax issues is based on the laws and regulations in force as of the date of this Document and may be subject to any changes in UK law occurring after such date. Legal advice should be taken with regard to individual circumstances. Any person who is in any doubt as to his tax position or where he is resident, or otherwise subject to taxation, in a jurisdiction other than the UK, should consult his professional adviser.

PART V

ADDITIONAL INFORMATION

1. Directors

The Directors, whose names appear on page 36, and the Company accept responsibility for the information contained in this Document. To the best of the knowledge of the Directors and the Company (who have each taken all reasonable care to ensure that such is the case), the information contained in this Document is in accordance with the facts and contains no omission likely to affect its import.

2. The Company and its share capital

The Company

The Company was incorporated and registered in England and Wales as a company limited by shares on 25 August 2016 under the Act, as amended, with the name Fandango Holdings Limited and with a registered number 10346576. On 10 May 2017, the Company was re-registered as a public limited company under the legal and commercial name Fandango Holdings plc.

The registered office, telephone number and principal place of business of the Company are set out on page 36 of this Document.

With effect from Admission, the Company will be subject to the Listing Rules and the Disclosure and Transparency Rules (and the resulting jurisdiction of the UKLA) to the extent such rules to companies with a Standard Listing pursuant to Chapter 14 of the Listing Rules apply.

The principal legislation under which the Company operates, and pursuant to which the Ordinary Shares will be created is the Act, as amended.

The liability of the members of the Company is limited.

The accounting reference date of the Company is 31 December and the current accounting period will end on 31 December 2017.

Share Capital

On incorporation of the Company, 2 ordinary shares of £1 each were issued to Charles Tatnall and to James Timothy Chapman Longley (as nominee for Timothy Cottier) as subscribers, at par. On 8 May 2017 Mr Longley transferred the one ordinary share of £1 held by him to Timothy Cottier. On 8 May 2017, the Company subdivided each Ordinary Share of £1 into 1,000 Ordinary Shares of £0.001 each. On 8 May 2017, the Company issued an additional 50,000,000 Ordinary Shares of £0.001 each at par.

On 27 June 2017, a further 84,000,000 Ordinary Shares have been allotted pursuant to the Placing conditional on Admission, at a price of £0.01 per Ordinary Share, including 7,500,000 Ordinary Shares allotted to the Founders.

All the issued Ordinary Shares will be in registered form, and capable of being held in certificated or uncertificated form. The Registrar will be responsible for maintaining the share register. Temporary documents of title will not be issued. The ISIN of the Ordinary Shares is GB00BF2P0G38. The SEDOL number of the Ordinary Shares is BF2P0G3.

The issued share capital of the Company at the date of this Document, not including those shares conditionally allotted pursuant to the Placing, is as follows:-

	<i>Issued (Fully paid) Number</i>	<i>Nominal Value Per share £</i>
Ordinary Shares	50,002,000	£0.001

Upon Admission the issued share capital of the Company will be as follows:

	<i>Issued (Fully paid) Number</i>	<i>Nominal Value Per share</i>
Ordinary Shares	134,002,000	£0.001

The Ordinary Shares will rank in full for all dividends or other distributions hereafter declared, made or paid on the ordinary share capital of the Company and will rank *pari passu* in all other respects with other Ordinary Shares in issue on Admission.

On 8 May 2017, pursuant to a written resolution of the Company:

(a) the Directors were generally and unconditionally authorised pursuant to section 551 of the Act to exercise all the powers of the Company to allot Ordinary Shares up to an aggregate nominal amount of £350,000 such authority to expire at the conclusion of the next annual general meeting of the Company in 2018, but so that the Directors may at any time before such expiry make an offer or agreement which would or might require Ordinary Shares to be allotted after the expiry of such period and the Directors may allot the Ordinary Shares in pursuance of such offer or agreement as if the authority had not expired; and

(b) the Directors were empowered (pursuant to section 570 of the Act) to allot Ordinary Shares for cash pursuant to the authorities referred to in paragraph (a) above as if section 561(1) of the Act did not apply to any such allotment and to sell Ordinary Shares from treasury for cash, provided that such power shall expire in each case at the conclusion of the next annual general meeting of the Company in 2018, but so that in respect of the authorities referred to at paragraph (a) above, the Directors of the Company may, at any time before such expiry, make an offer or agreement which would or might require Ordinary Shares to be allotted for cash after the expiry of such

period and the Directors may allot Ordinary Shares for cash in pursuance of such offer or agreement as if the power had not expired.

Save as disclosed in this paragraph 2, since the date of the Company's incorporation, no share or loan capital of the Company has been issued or agreed to be issued, or is now proposed to be issued, for cash or any other consideration, and no commissions, discounts, brokerages or other special terms have been granted by the Company in connection with the issue or sale of any such capital; and save pursuant to the terms of the Warrant Instrument no share or loan capital of the Company is under option or has been agreed, conditionally or unconditionally, to be put under option.

As at 7 July 2017 the Company does not have any outstanding indebtedness or borrowing in the nature of indebtedness.

Application will be made for the Ordinary Shares to be admitted to a Standard Listing on the Official List. A Standard Listing will afford investors in the Company a lower level of regulatory protection than that afforded to Investors in companies with Premium Listings on the Official List, which are subject to additional obligations under the Listing Rules.

It should be noted that the UKLA will not have authority to (and will not) monitor the Company's compliance with any of the Listing Rules which the Company has indicated herein that it intends to comply with on a voluntary basis, nor to impose sanctions in respect of any failure by the Company to so comply.

As at the date hereof the Directors each hold 25,001,000 shares in the capital of the Company. 22,500,000 of Timothy Cottier's holding is held by Bolly Investments Limited, a company incorporated in England and Wales (Company Number 10473027), in which he owns 100% of the issued share capital.

The Directors are participating in the Placing as follows:

	<i>Issued (Fully paid) Number</i>	<i>Price per share</i>
Charles Tatnall	5,000,000	£0.01
Timothy Cottier	2,500,000	£0.01

Except as stated in this Part V

- (a) the Company does not have in issue any securities not representing share capital;
- (b) there are no outstanding convertible securities issued by the Company;
- (c) no person has any preferential subscription rights for any share capital of the Company; and
- (d) no share or loan capital of the Company is currently under option or agreed conditionally or unconditionally to be put under option.

3. Major Shareholders

Save for the interests of the Directors, which are set out below, the Directors are aware of the following holdings of Ordinary Shares which, following Admission represent more than 3% of the nominal value of the Company's share capital:

<i>Shareholder</i>	<i>Number of Ordinary Shares</i>	<i>Percentage of issued share capital on Admission</i>
James Longley	5,000,000	3.73%
Robert Savill	5,000,000	3.73%
Tracey Edwards	5,000,000	3.73%
Turner Pope Investments (TPI) Ltd	5,000,000	3.73%

Except for the holdings of the Directors and the holdings stated above, the Directors are not aware of any persons who, directly or indirectly, jointly or severally, exercise or could exercise control over the Company.

Any person who is directly or indirectly interested in 3% or more of the Company's issued share capital will be required to notify such interests to the Company in accordance with the provisions of Chapter 5 of the Disclosure and Transparency Rules, and such interests will be notified by the Company to the public.

Those interested, directly or indirectly, in 3% or more of the issued share capital of the Company do not now, and, following the Admission, will not, have different voting rights from other holders of Ordinary Shares.

4. Directors' Interests

The interests of the Directors and their connected persons in the share capital of the Company, following Admission, all of which are beneficial, are as follows:

<i>Director</i>	<i>Number of Ordinary Shares</i>	<i>Percentage of issued share capital on Admission</i>
Charles Tatnall	30,001,000	22.39%
Timothy Cottier	27,501,000	20.52%

N.B. 22,500,000 of Timothy Cottier's holding is held by Bolly Investments Limited, a company incorporated in England and Wales (Company Number 10473027), in which he owns 100% of the issued share capital.

5. Articles of Association

The Articles contain (among others) provisions to the following effect:

5.1 *Objects*

The objects of the Company, in accordance with section 31(1) of the Act, are unrestricted.

5.2 Limited liability

The liability of the members is limited to the amount, if any, unpaid on the shares in the Company respectively held by them.

5.3 Share rights

Subject to applicable statutes, any resolution passed by the Company under the Act and other Shareholders' rights, shares may be issued with such rights and restrictions as the Company may by ordinary resolution decide, or (if there is no such resolution or so far as it does not make specific provision) as the Board may decide. Redeemable shares may be issued. Subject to the Articles, Act and other Shareholders' rights, unissued shares are at the disposal of the Board.

5.4 Voting rights

Subject to any rights or restrictions attaching to any class of shares, every member present in person at a general meeting or class meeting has, upon a show of hands, one vote, and every member (excluding any member holding shares as treasury shares) present in person or by proxy has, upon a poll, one vote for every share held by him.

In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.

5.5 Restrictions

No member shall, unless the Board otherwise determines, be entitled in respect of shares held by him to vote at a general meeting or meeting of the holders of any class of shares of the Company either personally or by proxy or to exercise any other right conferred by membership in relation to meetings of the Company or of the holders of any class of shares of the Company, if any call or other sum presently payable by him to the Company in respect of such shares remains unpaid.

If a Shareholder, or any other person appearing to be interested in shares held by that Shareholder, fails to provide the information requested in a notice given to him under section 793 of the Act by the Company in relation to his interest in shares (the "Default Shares") within 28 days of the notice (or, where the Default Shares represent at least 0.25 per cent. of their class, 14 days of the notice), sanctions shall apply, unless the Directors determine otherwise. The sanctions available are the suspension of the right to attend or vote (whether in person or by representative or proxy) at any general meeting or any separate meeting of the holders of any class or on any poll and, where the Default Shares represent at least 0.25 per cent. of their class (excluding treasury shares), the withholding of any dividend payable in respect of those shares and the restriction of the transfer of any shares (subject to certain exceptions).

5.6 Dividends and other distributions

The Company may by ordinary resolution from time to time declare dividends not exceeding the amount recommended by the Board. Subject to the Act, the Board may pay interim dividends, and also any fixed rate dividend, whenever the financial position of the Company,

in the opinion of the Board, justifies its payment. If the Board acts in good faith, it is not liable to holders of shares with preferred or *pari passu* rights for losses arising from the payment of interim or fixed dividends on other shares. There are no fixed dates for the payment of dividends, except as described below.

The Board may withhold payment of all or any part of any dividends or other moneys payable in respect of the Company's shares from a person with a 0.25 per cent. interest if such a person has been served with a direction notice (as defined in the Articles) after failure to provide the Company with information concerning interests in those shares required to be provided under the Act.

Except insofar as the rights attaching to, or the terms of issue of, any share otherwise provide, all dividends shall be apportioned and paid *pro rata* according to the amounts paid up on the share during any portion of the period in respect of which the dividend is paid. Except as set out above, dividends may be declared or paid in any currency.

The Board may, if authorised by an ordinary resolution of the Company, offer ordinary Shareholders (excluding any member holding shares as treasury shares) in respect of any dividend the right to elect to receive Ordinary Shares by way of scrip dividend instead of cash. Any dividend unclaimed after a period of 12 years from the date when it was declared or became due for payment shall be forfeited and revert to the Company.

The Company may stop sending cheques, or similar financial instruments, in payment of dividends by post in respect of any shares or may cease to employ any other means of payment, including payment by means of a relevant system, for dividends if either (i) at least two consecutive payments have remained uncashed or are returned undelivered or that means of payment has failed or (ii) one payment remains uncashed or is returned undelivered or that means of payment has failed, and reasonable inquiries have failed to establish any new address or account of the holder. The Company may resume sending dividend cheques if the holder requests such resumption in writing.

On a liquidation, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide among the members (excluding any member holding shares as treasury shares) in kind all or part of the assets of the Company (whether they shall consist of property of the same kind or not) and, for that purpose, set such values as the liquidator deems fair upon any property to be divided and determine how the division shall be carried out as between the members or different classes of members, or vest the whole or any part of the assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but no member shall be compelled to accept any shares or other assets upon which there is any liability.

5.7 Variation of rights

Subject to the Act, rights attached to any class of shares may be varied with the written consent of the holders of not less than three-fourths in nominal value of the issued shares of that class (calculated by excluding any shares held as treasury shares), or with the sanction of a special resolution passed at a separate general meeting of the holders of those shares. At every such separate general meeting (except an adjourned meeting) the quorum shall be two persons holding or representing by proxy not less than one-third in nominal value of the issued shares of the class (calculated by excluding any shares held as treasury shares).

The rights conferred upon the holders of any shares shall not, unless otherwise expressly provided in the rights attaching to those shares, be deemed to be varied by the creation or issue of further shares ranking *pari passu* with them.

5.8 *Transfer of shares*

The shares are in registered form. Any shares in the Company may be held in uncertificated form and, subject to the Articles, title to uncertificated shares may be transferred by means of a relevant system. Provisions of the Articles do not apply to any uncertificated shares to the extent that such provisions are inconsistent with the holding of shares in uncertificated form or with the transfer of shares by means of a relevant system.

Subject to the Articles, any member may transfer all or any of his certificated shares by an instrument of transfer in any usual form or in any other form which the Board may approve. The instrument of transfer must be executed by or on behalf of the transferor and (in the case of a partly-paid share) the transferee.

The transferor of a share is deemed to remain the holder until the transferee's name is entered in the register.

The Board may, in its absolute discretion (but subject to any rules or regulations of the London Stock Exchange or any rules published by the UKLA applicable to the Company from time to time), decline to register any transfer of any share which is not a fully paid share. The Board may also decline to register a transfer of a certificated share unless the instrument of transfer:

(A) is duly stamped or certified or otherwise shown to the satisfaction of the Board to be exempt from stamp duty and is accompanied by the relevant share certificate and such other evidence of the right to transfer as the Board may reasonably require;

(B) is in respect of only one class of share; and

(C) if to joint transferees, is in favour of not more than four such transferees.

Registration of a transfer of an uncertificated share may be refused in the circumstances set out in the Regulations and where, in the case of a transfer to joint holders, the number of joint holders to whom the uncertificated share is to be transferred exceeds four.

The Board may decline to register a transfer of any of the Company's certificated shares by a person with an interest equal to or exceeding 0.25 per cent. of the issued share capital of the Company if such a person has been served with a direction notice (as defined in the Articles) after failure to provide the Company with information concerning interests in those shares required to be provided under the Act, unless (i) the person is not himself in default as regards supplying the information requested, and (ii) the transfer is of part only of the member's holding and when presented for registration is accompanied by a certificate by the member in a form satisfactory to the Board to the effect that after due and careful enquiry the member is satisfied that no person in default as regards supplying such information is interested in any of the shares which are the subject of the transfer.

5.9 Alteration of share capital

The Company may by ordinary resolution increase, consolidate, consolidate and then divide, or (subject to the Act) sub-divide its shares or any of them. The Company may, subject to the Act, by special resolution reduce its share capital, share premium account, capital redemption reserve or any other undistributable reserve.

5.10 General meetings

Subject to the provisions of the Act, an annual general meeting and a general meeting convened for the passing of a special resolution or a resolution of which special notice has been given to the Company shall be called by not less than twenty-one clear days' notice in writing. All other meetings shall be called by not less than fourteen clear days' notice in writing.

The notice must specify the place, day and time of the meeting and the general nature of the business transacted.

Notices shall be given to the auditors of the Company and to all members other than any who, under the provisions of the Articles or the terms of issue of the shares they hold, are not entitled to receive such notice. Notice may be via electronic communication and publication on a website in accordance with the Act.

Each director shall be entitled to attend and speak at any general meeting. The chairman of the meeting may invite any person to attend and speak at any general meeting where he considers that this will assist in the deliberations of the meeting.

The Board may direct that persons wishing to attend any general meeting should submit to such searches or other security arrangements or restrictions as the Board shall consider appropriate in the circumstances and shall be entitled in its absolute discretion to, or to authorise one or more persons who shall include a director or the secretary or the chairman of the meeting to refuse entry to, or to eject from, such general meeting any person who fails to submit to such searches or otherwise to comply with such security arrangements or restrictions.

5.11 Directors

(A) Number of Directors

The Directors shall be not less than two in number. The Company may by ordinary resolution vary the minimum and/or maximum number of Directors.

(B) Directors' shareholding qualification

A Director shall not be required to hold any shares in the Company.

(C) Appointment of directors

Directors may be appointed by the Company by ordinary resolution or by the Board. A Director appointed by the Board holds office only until the next following annual general meeting of the Company and is then eligible for election by Shareholders, but is not taken into account in determining the Directors or the number of Directors who are to retire by rotation at that meeting.

The Board or any committee authorised by the Board may from time to time appoint one or more Directors to hold any employment or executive office for such period (subject to the provisions of the Act) and on such terms as they may determine and may also revoke or terminate any such appointment.

(D) Retirement of Directors

At every annual general meeting, there shall retire from office any Director who shall have been a Director at each of the two preceding annual general meetings and who was not appointed or re-elected by the Company in a general meeting at, or since, either such annual general meeting. A retiring Director shall be eligible for re-election. A Director retiring at a meeting shall, if he is not re-elected at such meeting, retain office until the conclusion of the meeting or adjourned meeting at which he is due to retire. Where a Director is a non-executive director and has been in office for nine years or more he shall retire from office at every annual general meeting.

Subject to the provisions of the Articles, at the meeting at which a Director retires the Company can pass an ordinary resolution to re-elect the Director or to elect some other eligible person in his place.

(E) Removal of Directors by special resolution

the Company may by special resolution remove any Director before the expiration of his period of office.

(F) Vacation of office

The office of a Director shall be vacated if:

- (i) (not being an executive Director holding office for a fixed term) he resigns his office by notice in writing delivered to the registered office of the Company or submitted to a meeting of the Board or (being an executive Director holding office for a fixed term) his resignation in writing is accepted by the Board;
- (ii) either:
 - (a) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months; or
 - (b) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have.
- (iii) without leave, he is absent from meetings of the Board (whether or not any alternate Director appointed by him attends) for six consecutive months, and the Board resolves that his office is vacated;
- (iv) he becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (v) he is removed from office pursuant to the Articles or by virtue of any provision of statute or prohibited by law from being a Director;
- (vi) being an executive Director, he ceases to be the holder of executive office; or

- (vii) all the other Directors unanimously resolve that he be removed as a Director.

If the office of a Director is vacated for any reason, he must cease to be a member of any committee or sub-committee of the Board.

(G) Alternate director

Any Director may appoint any person to be his alternate and may at his discretion remove such an alternate Director. If the alternate Director is not already a Director, the appointment, unless previously approved by the Board, shall have effect only upon and subject to being so approved.

(H) Proceedings of the Board

Subject to the provisions of the Articles, the Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and, unless so fixed at any other number, shall be two. A meeting of the Board at which a quorum is present shall be competent to exercise all the powers, authorities and discretions vested in or exercisable by the Board.

The Board may appoint a Director to be the chairman or a deputy chairman. Questions arising at any meeting of the Board shall be determined by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

All or any of the members of the Board may participate in a meeting of the Board by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to speak to and hear each other. A person so participating shall be deemed to be present at the meeting and shall be entitled to vote and to be counted in the quorum.

The Board may delegate any of its powers, authorities and discretions (with power to sub delegate) to any committee, consisting of such person or persons as it thinks fit, provided that the majority of persons on any committee or sub-committee must be Directors. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions contained in the Articles for regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations imposed by the Board.

(I) Remuneration of Directors

Each of the Directors shall be paid a fee at such rate as may from time to time be determined by the Board, but the aggregate of all such fees so paid to the Directors shall not exceed £250,000 per annum or such higher amount as may from time to time be decided by ordinary resolution of the Company. Any Director who is appointed to any executive office shall be entitled to receive such remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Board or any committee authorised by the Board may decide, either in addition to or in lieu of his remuneration as a Director. In addition, any Director who performs services which in the opinion of the Board or any committee authorised by the Board go beyond the ordinary duties of a Director, may be paid such extra remuneration as the Board or any committee authorised by the Board may determine. Each Director may be paid his reasonable travelling, hotel and incidental expenses of attending and returning from meetings of the Board, or committees of the Board or of the Company or any other meeting which as a Director he is entitled to attend, and shall be paid all expenses properly and reasonably incurred by him in the conduct of the Company's business or in the discharge of

his duties as a Director. The Company may also fund a Director's expenditure on defending proceedings (whether civil or criminal) as provided in the Act, or in connection with any application for relief from liability made by a Director under the Act.

(J) Pensions and gratuities for Directors

The Board or any committee authorised by the Board may exercise the powers of the Company to provide benefits either by the payment of gratuities or pensions or by insurance or in any other manner for any Director or former Director or his relations, dependants or persons connected to him, but no benefits (except those provided for by the Articles) may be granted to or in respect of a Director or former Director who has not been employed by or held an executive office or place of profit under the Company or any of its subsidiaries or their respective predecessors in business without the approval of an ordinary resolution of the Company.

(K) Permitted interests of Directors

Subject to the provisions of the Act, and provided he has declared the nature of his interest to the Board as required by the Act, a Director is not disqualified by his office from contracting with the Company in any manner, nor is any contract in which he is interested liable to be avoided, and any Director who is so interested is not liable to account to the Company or the members for any benefit realised by the contract by reason of the director holding that office or of the fiduciary relationship thereby established.

A Director may hold any other office or place of profit with the Company in conjunction with his office of Director and may be paid such extra remuneration for so doing as the Board may decide, either in addition to or in lieu of any remuneration provided for by other Articles. A Director may also be or become a director or other officer of, or otherwise interested in, or contract with any company promoted by the Company or in which the Company may be interested and shall not be liable to account to the Company or the members for any benefit received by him, nor shall any such contract be liable to be avoided.

A Director may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services.

(L) Restrictions on voting

No Director may vote on or be counted in the quorum in relation to any resolution of the Board concerning his own appointment, or the settlement or variation of the terms or the termination of his own appointment, as the holder of any office or place of profit with the Company or any other company in which the Company is interested save to the extent permitted specifically in the Articles. Except as mentioned below, no Director may vote on, or be counted in a quorum in relation to any resolution of the Board in respect of any contract in which he is to his knowledge materially interested and, if he does so, his vote shall not be counted. These prohibitions do not apply where that material interest arises only from one or more of the following matters:

- (i) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of the Company or any of its subsidiary undertakings;
- (ii) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Company or any of its subsidiary undertakings for which the Director has assumed responsibility in whole or part and

whether alone or jointly with others under a guarantee or indemnity or by the giving of security;

- (ii) the resolution relates to the giving to him of any other indemnity which is on substantially the same terms as indemnities given or to be given to all of the other Directors and/or to the funding by the Company of his expenditure on defending proceedings or the doing by the Company of anything to enable him to avoid incurring such expenditure where all other directors have been given or are to be given substantially the same arrangements;
- (iii) The resolution relates to a subscription by him, or an agreement for him to subscribe, for shares or other securities of the Company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such shares or securities;
- (iv) the resolution relates to the purchase or maintenance for any Director or Directors of insurance against any liability;
- (v) his interest arises by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any shares in or debentures or other securities of the Company for subscription, purchase or exchange;
- (vi) the resolution relates to an arrangement for the benefit of the employees and Directors and/or former employees and former Directors of the Company or any of its subsidiary undertakings, and/or the members of their families (including a spouse or civil partner or a former spouse or former civil partner) or any person who is or was dependent on such persons, including but without being limited to a retirement benefits scheme and an employees' share scheme, which does not accord to any Director any privilege or advantage not generally accorded to the employees and/or former employees to whom the arrangement relates; or
- (vii) the resolution relates to a transaction or arrangement with any other company in which he is interested, directly or indirectly (whether as director or shareholder or otherwise) provided that he is not the holder of or beneficially interested in 1 per cent. or more of any class of the equity share capital of that company and not entitled to exercise 1 per cent. or more of the voting rights available to members of the relevant company (and for the purpose of calculating the said percentage there shall be disregarded (i) any shares held by the Director as a bare or custodian trustee and in which he has no beneficial interest, (ii) any shares comprised in any authorised unit trust scheme in which the Director is interested only as a unit holder, and (iii) any shares of that class held as treasury shares).

Subject to the Act, the Company may by ordinary resolution suspend or relax the above provisions to any extent or ratify any transaction not duly authorised by reason of a contravention of such provisions.

(M) Borrowing powers

Subject to the Articles and the Act, the business of the Company will be managed by the Board who may exercise all the powers of the Company, whether relating to the management of the business of the Company or not. In particular, the Board may exercise all the powers of the Company to borrow money and to mortgage or charge any of its undertaking, property, assets (present and future) and uncalled capital and to issue debentures and other securities

and to give security for any debt, liability or obligation of the Company or of any third party. The Board must restrict the borrowings of the Company and exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiary undertakings so as to secure that the aggregate principal amount from time to time outstanding of all borrowings by the group (exclusive of borrowings within the group) shall not, without the previous sanction of an ordinary resolution of the Company, exceed £10 million.

(N) Indemnity of Directors

Subject to the provisions of the Act, the Company may indemnify any Director of the Company against any liability and may purchase and maintain for any Director of the Company insurance against any liability.

5.12 Dividends

The profits of the Company available for dividend in accordance with the Act and determined to be distributed shall be applied in the payment of dividends to the members in accordance with their respective rights and priorities. The Company may by ordinary resolution declare dividends accordingly. Subject to the rights of persons (if any) entitled to ordinary shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid up on the Ordinary Shares in respect whereof the dividends are paid, but no amount paid up on a share in advance of calls shall be treated as paid up on the Ordinary Shares; all dividends shall be apportioned and paid *pro rata* according to the amounts paid up on the Ordinary Shares during any portion or portions of the period in respect of which the dividend is paid, except that if any share is issued on terms providing that it shall rank for dividend as if paid up (in whole or in part) as from a particular date such share shall rank for dividend accordingly.

5.13 Untraced shareholders

The Company may sell any certificated shares in the Company on behalf of the holder of, or person entitled by transmission to, the shares at the best price reasonably obtainable at the time of sale if:

- (i) the shares have been in issue throughout the period of 12 years immediately preceding the date of publication of the advertisements referred to in paragraph (iii) below or the first of the two advertisements to be published if they are published on different dates (the “Qualifying Period”) and at least three cash dividends have become payable on the shares during that period and no cash dividend payable on the shares has either been claimed or satisfied in the manner specified in the Articles at any time during the period beginning on the commencement of the Qualifying Period and ending on the date when the requirements of paragraphs 5.13(i) to (iii) have been satisfied (the “**Relevant Period**”);
- (ii) the Company has not at any time during the Relevant Period received any communication from the holder of, or person entitled by transmission to, the shares; and
- (iii) the Company has published two advertisements, one in a newspaper with a national circulation and the other in a newspaper circulating in the area in which the last known postal address of the holder of, or person entitled by transmission to, the shares (or the postal address at which service of notices may be effected under the Articles) is located, giving notice of its intention to sell the shares and a period of three months has elapsed from the date of publication of the advertisements or of the last of the two advertisements to be published if they are published on different dates.

The net proceeds of sale shall belong to the Company and, upon their receipt, the Company shall become indebted to the former holder of, or person entitled by transmission to, the shares for an amount equal to the net proceeds.

5.14 *Ownership threshold*

There are no provisions in the Articles governing the ownership threshold above which Shareholder ownership must be disclosed. Shareholders will, however, be required to disclose Shareholder ownership in accordance with the Act and the Disclosure and Transparency Rules.

6. Squeeze-out and Sell-out

6.1 *Squeeze-out*

Under the Act, if a person who has made a general offer to acquire shares were to acquire 90 per cent. of the shares to which the offer relates and 90 per cent. of the voting rights carried by those shares before the expiry of three months from the last day on which the offer can be accepted, it could then compulsorily acquire the remaining ten per cent. It would do so by sending a notice to outstanding Shareholders telling them that it will compulsorily acquire their shares and then, six weeks later, executing a transfer of the outstanding shares in its favour and paying the consideration to the Company, which would hold the consideration on trust for outstanding Shareholders. The consideration offered to the Shareholders whose shares are compulsorily acquired under the Act must, in general, be the same as the consideration that was available under the takeover offer.

6.2 *Sell-out*

The Act gives minority Shareholders in the Company a right to be bought out in certain circumstances by a person who has made a general offer as described in paragraph 6.1 above. If, at any time before the end of the period within which the offer can be accepted, the offeror holds or has agreed to acquire not less than 90 per cent. of the shares in the Company and 90 per cent. of the voting rights in the Company, any holder of shares who has not accepted the offer can, by a written communication to the offeror, require it to acquire those shares.

The offeror is required to give such Shareholder notice of his right to be bought out within one month of that right arising. The offeror may impose a time limit on the rights of minority Shareholders to be bought out, but that period cannot end less than three months after the end of the acceptance period.

If a Shareholder exercises his rights, the offeror is entitled and bound to acquire those shares on the terms of the offer or on such other terms as may be agreed.

7. Directors' Options

Other than pursuant to the Warrant Instrument, which is described in paragraph 22.4 of this Part V, the Directors do not currently hold any options in the share capital of the Company.

8. Working capital

The Company is of the opinion that, taking into account the Net Proceeds, the working capital available to the Company is sufficient for its present requirements, that is for at least 12 months from the date of this Document.

9. Directors

9.1 The Directors currently hold the following directorships and have held the following directorships within the five years prior to the publication of this Document:

Charles Tatnall

Current Directorships

Fandango Holdings Ltd
KI Power Limited
Papillon Holdings Plc
Plutus Energy Limited
Plutus PowerGen Plc
Spencer Chapman Limited
Stranger Holdings plc
Strategic Holdings Limited
Tatbels Limited

Past Directorships

Plutus Investors Limited
Yum Energy Limited
Yum Management Limited

Timothy Cottier

Current Directorships

Bolly Investments Ltd
City Breweries Ltd
Daniel Higson Ltd
Fandango Holdings Ltd
Kinloch and Ormiston Investments Ltd
Kinloch Commercial Finance Ltd
Kinloch Corporate Finance Ltd.
Liverpool Investments Ltd
Plutus PowerGen plc (AIM listed company ref: PPG)
White Star Investments (Liverpool) Ltd

Past Directorships

Jarrow Brewery Ltd
Jarrow Brewing Company Ltd
Jarrow Innovations Ltd
Leisurely Lunch Ltd
Westpennant Ltd

9.2 Receiverships and liquidations

- a) Timothy Cottier was formerly a director of Leeds Trust Plc which was subject to a members' liquidation in 1993. Mr Cottier had provided a personal guarantee in respect of Leeds Trust Plc and following the members liquidation of Leeds Trust plc entered into an Individual Voluntary Agreement ('IVA') with creditors in 1994. The IVA was completed in June 1999, subsequent to a settlement payment in line with the agreed terms of the IVA.
- b) Timothy Cottier was appointed a non-executive director of Jarrow Brewery Ltd on 1 September 2014 and resigned on 2 April 2015. On 30 April 2015, Jarrow Brewery Ltd entered into a creditors' voluntary liquidation and appointed a liquidator. The business of Jarrow Brewery Ltd was subsequently sold to investors for £200,000 in a prepack arrangement dated 15 May 2015. The estimated deficiency as regards members was approximately £670,000.
- c) Charles Tatnall was formerly a director of Maceworth Ltd, a company that went into compulsory liquidation in 1990 and was dissolved in 1995. The approximate loss to creditors was £160,000.

9.3 No Director

- (a) has any unspent convictions;
- (b) save as set out in paragraph 9.2 above, has been a director of any company which, at that time or within 12 months after his ceasing to be a director, became bankrupt, had a receiver appointed or was liquidated (other than solvent liquidations); or
- (c) has had any public criticism against him by statutory or regulatory authority.

9.4 Save for their duty to identify an acquisition for Papillon Holdings Plc which falls within the industrial, including the energy sector, and service sectors, and a suitable acquisition for Stranger Holdings Plc, none of the Directors has any potential conflicts of interest between their duties to the Company and their private interests or other duties they may also have. As of 7 July 2017 (being the latest practicable date prior to the publication of this Document), the trading of Papillon Holdings Plc's shares has been suspended at the request of Papillon in connection with a contemplated acquisition.

10. Directors' terms of employment

On 27 June 2017, Tatbels Limited ("Tatbels") entered into an agreement with the Company for the provision of the services of Charles Tatnall as a Director. Under the terms of the agreement, the Company agrees to engage Tatbels and Tatbels agrees to provide the services of Charles Tatnall as a director and will ensure Charles Tatnall is available to the Company to provide such services on the terms of the agreement and the letter of appointment entered into between the Company and Charles Tatnall on 27 June 2017. The agreement between the Company and Tatbels is terminable by either party giving to the other not less than 6 months' prior written notice which may not expire prior to the first anniversary of Admission. In addition, the agreement shall terminate upon termination of the appointment of Charles Tatnall as a director under the terms of the letter of appointment. Under the terms of the

agreement the Company has agreed to pay Tatbels a fee of £3,000 per month exclusive of VAT. Under his letter of appointment, Charles Tatnall will receive £12,000 per annum. The letter of appointment contains provisions for early termination, inter alia, in the event that Charles Tatnall breaches any material term of the letter of appointment. The letter of appointment also contains restrictive covenants for a period of 12 months following the termination of his employment.

On 27 June 2017, Kinloch Corporate Finance Limited (“Kinloch”) entered into an agreement with the Company for the provision of the services of Timothy Cottier as a director and as chief executive officer of the Company. Under the terms of the agreement, the Company agrees to engage Kinloch and Kinloch agrees to provide the services of Timothy Cottier as an executive director and will ensure Timothy Cottier is available to the Company to provide such services on the terms of the agreement and the letter of appointment entered into between the Company and Timothy Cottier on 27 June 2017. The agreement between the Company and Kinloch is terminable by either party giving to the other not less than 6 months’ prior written notice which may not expire prior to the first anniversary of Admission. In addition, the agreement shall terminate upon termination of the appointment of Timothy Cottier as an executive director under the terms of the letter of appointment. Under the terms of the agreement the Company has agreed to pay Kinloch a fee of £3,000 per month exclusive of VAT. Under his letter of appointment, Timothy Cottier will receive £12,000 per annum. The letter of appointment contains provisions for early termination, inter alia, in the event that Timothy Cottier breaches any material term of the letter of appointment. The letter of appointment also contains restrictive covenants for a period of 12 months following the termination of his employment.

Each of the agreements and appointments are conditional upon Admission. The fees payable to the Directors will be paid from the date of Admission and are not dependent on the completion of an acquisition by the Company. Neither the Directors, Tatbels nor Kinloch will receive any additional fees (directly or indirectly) in respect of work carried out in connection with the completion of an Acquisition.

Save as disclosed above, there are no existing or proposed service agreements between any of the Directors and the Company providing for benefits upon termination of employment.

11. Lock-up agreements relating to Directors and selling shareholders

Each of the Directors and Bolly Investments Limited have agreed that they shall not, for a period of 12 months from Admission, without the prior written consent of the Company and Alfred Henry, dispose of any Ordinary Shares held by them.

12. Pension Arrangements

There are no pensions or other similar arrangements in place with the Directors nor are any such arrangements proposed.

13. Employees and Premises

The Company has not had any employees since incorporation and does not own any premises.

14. Subsidiaries

As at 7 July 2017, the latest practicable date prior to publication of this Document, the Company did not have any subsidiary undertakings.

15. Dilution of Ordinary Share Capital

The Placing and Admission will result in the Founder's shareholding of 50,002,000 Ordinary Shares being diluted so as to constitute 37.0 per cent of the Enlarged Share Capital.

16. Related Party Transactions

There are no material related party transactions other than those described in this Part V, which are as follows: Directors' terms of employment (paragraph 10), Directors' lock-up agreements (paragraph 11), the placing agreement in which the Directors provided certain warranties as to the accuracy of the information contained in this Document (paragraph 22.3) and the Warrant Instrument which entitles the Directors to warrants (paragraph 22.4)

17. Capitalisation and Indebtedness

The Company was incorporated on 25 August 2016. It has not as yet commenced operations and no material level of interest income has been received to date. Since incorporation, its expenses have related to professional and associated expenses related to the Admission.

The Company's capitalisation and indebtedness, derived from the last published financial information at the date of this Document is summarised in the table below:

	£
Total Current Debt	
- Guaranteed	-
- Secured	-
- Unguaranteed/Unsecured	-
Total Non-Current Debt (<i>excluding current portion of long-term debt</i>)	
- Guaranteed	-
- Secured	-
- Unguaranteed/Unsecured	-
Shareholder's Equity	
Share capital	50,002
Share premium	-

As at the date of this Document, the Company has cash resources of £50,002.

This is primarily as a result of the material change, and is reflected in the table above, whereby the Company received net proceeds of £50,002 from the issue of 50,002,000 Ordinary Shares of £0.001 each.

18. Sources of cash, liquidity and cash uses

The Company's initial source of cash will be of the Net Proceeds. It will use such cash to fund the ongoing costs and expenses, and the costs and expenses to be incurred in connection with seeking to identify and effect an Acquisition.

The Company expects to incur further costs for due diligence on target companies and businesses, and legal and other professional fees if it completes an Acquisition.

It is possible that, even if further Ordinary Shares are issued as vendor consideration, the Net Proceeds may be insufficient for funding an Acquisition and therefore it is possible that the Company will need to seek additional equity or debt financing or a combination thereof. As it is envisaged that the Company will not receive sufficient support from its existing Shareholders to raise additional equity, new equity investors or debt finance may be required.

The Company's principal use of cash, to include the Net Proceeds, will be to settle the ongoing expenses of the Company prior to an Acquisition and to fund the professional costs in respect of the due diligence and listing in respect of potential acquisitions.

19. Significant Change

Since 8 May 2017 (being the date as at which the financial information contained in Part III(B) has been prepared), there has been no significant change in the financial or trading position of the Company other than the Company allotting 84,000,000 Placing Shares to the Places, subject only to Admission, raising £840,000 (gross) in cash in total and £667,500 (net of Costs). Further information regarding the issue of the Founder Shares and the Placing Shares is set out in Paragraph 2 of this Part V.

20. CREST

CREST is a paperless settlement procedure enabling securities to be evidenced otherwise than by a certificate and transferred otherwise than by a written instrument. The Articles permit the holding of Shares under the CREST system. Accordingly, settlement of transactions in the Ordinary Shares following Admission may take place within CREST if any Shareholder so wishes. However, CREST is a voluntary system and Shareholders who wish to receive and retain share certificates are able to do so.

21. City Code

The City Code will apply to the Company following Admission.

The City Code is issued and administered by the Takeover Panel. The Takeover Panel has been designated as the supervisory authority to carry out certain regulatory functions in relation to takeovers pursuant to the Directive on Takeover Bids (2004/25/EC) (the "Directive"). Following the implementation of the Directive by the Takeovers Directive (Interim Implementation) Regulations 2006, the rules in the City Code which are derived from the Directive now have a statutory basis.

The City Code applies to all takeovers and merger transactions, however effected, where, *inter alia*, the offeree company is a public company which has its registered office in the United Kingdom, the Isle of Man or the Channel Islands, if the company has its securities admitted to trading on a regulated market in the United Kingdom or on any stock exchange in

the Channel Islands or the Isle of Man. The City Code will therefore apply to the Company from Admission and its Shareholders will be entitled to the protection afforded by the City Code.

Under Rule 9 of the City Code, where: (i) any person acquires, whether by a series of transactions over a period of time or not, an interest in shares which (taken together with shares in which persons in which he is already interested and in which persons acting in concert with him are interested) carry 30% or more of the voting rights of a company subject to the City Code; or (ii) any person who, together with persons acting in concert with him, is interested in shares which in the aggregate carry not less than 30% but not more than 50% of the voting rights of such a company, if such person, or any person acting in concert with him, acquires an interest in any other shares which increases the percentage of shares carrying voting rights in which he is interested, then, except with the consent of the Takeover Panel, he, and any person acting in concert with him, must make a general offer in cash to the holders of any class of equity share capital, whether voting or non-voting, and also to the holders of any other class of transferable securities carrying voting rights to acquire the balance of the shares not held by him and his concert party.

Save where the Takeover Panel permits otherwise, an offer under Rule 9 of the City Code must be in cash and at the highest price paid within the 12 months prior to the announcement of the offer for any shares in the company by the person required to make the offer or any person acting in concert with him. Offers for different classes of equity share capital must be comparable; the Takeover Panel should be consulted in advance in such cases.

The Act provides that if an offer is made in respect of the issued share capital of the Company, the offeror is entitled to acquire compulsorily any remaining shares if it has received acceptances amounting to 90% in value of the shares to which the offer relates, subject to the rights of any shareholders who have not accepted the offer to apply to the court for relief. Certain time limits apply.

22. Material contracts

22.1 Pursuant to an engagement letter dated 2 March 2017 between the Company (1) and Turner Pope (2), Turner Pope has agreed to assist in co-ordinating the Placing, which includes acting as placing agent, using reasonable endeavours to procure potential Placees and acting as corporate broker to the Company following Admission.

In consideration of its services in relation to the Placing and Admission, Turner Pope shall be paid a commission as described in paragraph 22.3 below and a corporate finance fee of £17,000.

In consideration of its services as corporate broker to the Company, Turner Pope shall be entitled to an annual retainer of £50,000 per annum.

The engagement letter can be terminated by either party on 90 days' notice.

22.2 Pursuant to an engagement letter dated 4 November 2016 between the Company (1) and Alfred Henry (2), subject to certain conditions, Alfred Henry agreed to act as the Company's financial adviser, for the purposes of the application for Admission.

The Company has appointed Alfred Henry as sole financial adviser to the Company in connection with Admission and the Placing.

In consideration for its services in relation to the Placing and Admission, and conditional upon completion of the Placing and Admission, Alfred Henry will be paid a fee of £25,000.

It is intended that Alfred Henry shall have an ongoing role as financial adviser and also to act on any potential Reverse Acquisition on a basis to be agreed.

- 22.3 On 27 June 2017, (1) the Company, (2) the Directors, (3) Alfred Henry, and (4) Turner Pope entered into the placing agreement.

The placing agreement is conditional, *inter alia*, upon Admission taking place on or before 8.00 a.m. on 19 July 2017 or such later date as Alfred Henry, Turner Pope and the Company may agree, but in any event not later than 31 July 2017.

In consideration of their agreeing to use reasonable endeavours to procure Places the Company shall pay Turner Pope 6 per cent commission on the gross value of the Placing.

The Company and the Directors have given certain warranties as to the accuracy of the information contained in this document and other matters in relation to the Company, and the Company has given certain customary indemnities to Alfred Henry and Turner Pope. Alfred Henry and Turner Pope may terminate the placing agreement in certain specified circumstances prior to Admission, principally in the event of a material breach of the placing agreement or any of the warranties contained in it or any failure by the Directors or the Company to comply with their obligations which is or will be in the opinion of Alfred Henry and Turner Pope, materially prejudicial in the context of the Placing.

- 22.4 Pursuant to the Warrant Instrument dated 27 June 2017 and executed by the Company, the Company will issue, conditional on Admission, Warrants to the Founders to subscribe at 1.25 pence per Ordinary Share for up to 12.5 million Ordinary Shares each. The Warrants are unlisted and are exercisable up to the third anniversary of Admission in whole or in a minimum aggregate amount of 50,000 Warrants.

- 22.5 Other than the Directors' service agreements and letter of appointment summarised at paragraph 10 above and in this paragraph 22 the Company has not entered into any material contracts.

23. General financial matters

- (a) Since 25 August 2016, being the date of the Company's incorporation, the auditors of the Company have been Jeffrey's Henry LLP. Jeffrey's Henry LLP are Chartered Accountants and Registered Auditors and are based at Finsgate, 5-7 Cranwood Street, London, EC1V 9EE.
- (b) The financial information on the Company set out in Part III(B) of this Document has been audited but does not comprise statutory accounts within the meaning of the Act. To date no statutory accounts of the Company have been produced.

- (c) Save as disclosed in the unaudited pro forma statement of net assets of the Company in Part III(D) of this Document, there are no effects on the assets and liabilities of the Company as a result of the Founder Subscription, the Placing and Admission.

24. Other Information

- (a) There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened, of which the Company is aware) which may have, or have had in the recent past, significant effects on the Company's financial position or profitability.
- (b) There are no patents or other intellectual property rights, licences or particular contracts which are of fundamental importance to the Company's business.
- (c) There are no significant investments in progress.
- (d) No exceptional factors have influenced the Company's activities.
- (e) The expenses of the Admission to Official List are estimated at £172,500, including VAT and are payable by the Company. The estimated Net Proceeds, after deducting fees and expenses in connection with the Admission, are approximately £667,500.
- (f) Jeffreys Henry LLP has given and not withdrawn its consent to the inclusion in this Document of its accountant's report and report on the unaudited pro forma statement of net assets in Part III (A) and (C) respectively in the form and context in which it is included and has authorised the contents of that report for the purposes of Rule 5.5.3R(2)(f) of the Prospectus Rules. In addition Jeffreys Henry LLP has given and not withdrawn its written consent to the issue of this Document with the inclusion herein of the references to its name in the form and context in which they appear.
- (g) Alfred Henry is acting as financial adviser to the Company in relation to Admission and has given and not withdrawn its consent to the inclusion in this Document of the name and references to it in the form and context in which they appear.
- (h) The information in this Document that is sourced from third parties has been accurately reproduced (together with, for the avoidance of doubt, reference to the third-party source) and as far as the Company is aware and able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.
- (i) Copies of this Document and the following documents: the Articles, all reports, letters and other documents referred to in this Document will be available for inspection from the registered office of the Company during normal office hours on any day, Saturdays, Sundays and public holidays excepted. In addition, this Document will be published in electronic form and be available on the Company's website www.fandangoholdingsplc.com.

7 July 2017

PART VI

NOTICE TO INVESTORS

The distribution of this Document and the Placing may be restricted by law in certain jurisdictions and therefore persons into whose possession this Document comes should inform themselves about and observe any restrictions, including those set out below. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

General

No action has been or will be taken in any jurisdiction that would permit a public offering of the Ordinary Shares, or possession or distribution of this Document or any other offering material in any country or jurisdiction where action for that purpose is required. Accordingly, the Ordinary Shares may not be offered or sold, directly or indirectly, and neither this document nor any other offering material or advertisement in connection with the Ordinary Shares may be distributed or published in or from any country or jurisdiction except under circumstances that will result in compliance with any and all applicable rules and regulations of any such country or jurisdiction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This Document does not constitute an offer to subscribe for any of the Ordinary Shares offered hereby to any person in any jurisdiction to whom it is unlawful to make such offer, or solicitation in such jurisdiction.

This Document has been approved by the FCA as a prospectus which may be used to offer securities to the public for the purposes of section 85 of the FSMA and of the Prospectus Directive. No arrangement has however been made with the competent authority in any other EEA State (or any other jurisdiction) for the use of this Document as an approved prospectus in such jurisdiction and accordingly no public offer is to be made in such jurisdiction. Issue or circulation of this Document may be prohibited in countries other than those in relation to which notices are given below. This Document does not constitute an offer to sell, or the solicitation of an offer to subscribe for or buy, shares in any jurisdiction in which such offer or solicitation is unlawful.

For the Attention of European Economic Area Investors

In relation to each member state of the European Economic Area which has implemented the Prospectus Directive (each, a "**Relevant Member State**"), an offer to the public of the Ordinary Shares may only be made once the prospectus has been passported in such Relevant Member State in accordance with the Prospectus Directive as implemented by such Relevant Member State. For the other Relevant Member States, an offer to the public in that Relevant Member State of any Ordinary Shares may only be made at any time under the following exemptions under the Prospectus Directive, if they have been implemented in that Relevant Member State:

- to legal entities which are authorised or regulated to operate in the financial markets or, if not so authorised or regulated, whose corporate purpose is solely to invest in securities;
- to any legal entity which has two or more of (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than €43,000,000 and (3) an annual net turnover of more than €50,000,000, as shown in its last annual or consolidated accounts;

- to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) in such Relevant Member State; or
- in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of Ordinary Shares shall result in a requirement for the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an "offer to the public" in relation to any offer of ordinary shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and any ordinary shares to be offered so as to enable an investor to decide to purchase or subscribe for the ordinary shares, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State, and the expression "Prospectus Directive" includes any relevant implementing measure in each Relevant Member State.

During the period up to but excluding the date on which the Prospectus Directive is implemented in member states of the European Economic Area, this prospectus may not be used for, or in connection with, and does not constitute, any offer of Ordinary Shares or an invitation to purchase or subscribe for any Ordinary Shares in any member state of the European Economic Area in which such offer or invitation would be unlawful.

The distribution of this prospectus in other jurisdictions may be restricted by law and therefore persons into whose possession this prospectus comes should inform themselves about and observe any such restrictions.

For the Attention of UK Investors

This Document comprises a prospectus relating to the Company prepared in accordance with the Prospectus Rules and approved by the FCA under section 87A of FSMA. This Document has been filed with the FCA and made available to the public in accordance with Rule 3.2 of the Prospectus Rules.

DEFINITIONS

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

“Act”	the Companies Act 2006, as amended
“Acquisition”	means the acquisition by the Company, or by any subsidiary thereof, of a company or a significant interest in a company or business as described in “Part I – Information on the Company, Acquisition Opportunity and Strategy”
“Admission”	the admission of the Ordinary Shares to trading on LSE becoming effective
“Advisers”	Alfred Henry and Turner Pope Investments (TPI) Limited
“Articles”	the articles of association of the Company for the time being
“Board” or “Directors”	the directors of the Company
“Business Day”	a day (other than a Saturday, Sunday or public holiday) when banks in London are open for business
“Alfred Henry”	Alfred Henry Corporate Finance Limited, a member of the London Stock Exchange and authorised and regulated in the conduct of investment business by the FCA
“Change of Control”	following an Acquisition, the acquisition of Control of the Company by any person or party (or any group of persons or parties who are acting in concert)
“City Code”	the UK City Code on Takeovers and Mergers
“Closely Associated Person”	a “person closely associated” as that term is defined in MAR
“Company”	Fandango Holdings plc
“Control”	an interest, or interests, in Ordinary Shares carrying in aggregate 30% or more of the voting rights of a company, irrespective of whether such interest or interests give de facto control
“Costs”	total expenses incurred (or to be incurred) by the Company in connection with the Placing, Admission and incorporation of the Company equalling approximately £172,500
“CREST”	the relevant system (as defined in the CREST Regulations) for paperless settlement of share transfers and holding shares in uncertificated form which is administered by Euroclear
“CREST Regulations”	the Uncertificated Securities Regulations 2001 of the UK (SI 2001/3755) (as amended)

“Default Shares”	Shares which are subject to a notice given by the Company under section 793 of the Act
“Directive”	Directive on Takeover Bids (2004/25/EC)
“Directors”	Charles Tatnall and Timothy Cottier
“Directors’ Letters of Appointment”	the letters of appointment for each of the Directors, details of which are set out in “Part V -Additional Information”
“Disclosure and Transparency Rules” or “DTR”	the Disclosure Rules and Transparency Rules made by the FCA pursuant to section 73A of the FSMA, as amended from time to time
“Document” or “Prospectus”	means this prospectus
“Enlarged Share Capital”	the issued ordinary share capital of the Company following completion of the Placing on Admission
“Euroclear”	Euroclear UK & Ireland Limited, a company incorporated under the laws of England and Wales
“Exchange Act”	United States Securities Exchange Act of 1934
“FCA”	the UK Financial Conduct Authority
“Founders”	Charles Tatnall and Timothy Cottier
“Founder Shares”	the two ordinary shares of £1 subscribed at par by or on behalf of the Founders on incorporation of the Company each of which was subsequently subdivided into 1,000 Ordinary Shares, together with the (a) 50,000,000 Ordinary Shares subscribed for by the Founders at £0.001 on 8 May 2017 and (b) 7,500,000 Ordinary Shares subscribed at £0.01 by the Founders on 27 June 2017, as set out in paragraph 2 of Part V of this Document
“Founder Subscription”	the subscription of the Founder Shares by the Founders
“FSMA”	the Financial Services and Markets Act 2000
“Group”	the Company and its subsidiaries from time to time
“IAS”	International Accounting Standards
“ICSA”	Institute of Chartered Secretaries and Administrators
“IFRIC”	International Financial Reporting Interpretations Committee
“IFRS”	International Financial Reporting Standards as adopted by the European Union
“Listing Rules”	the listing rules made by the FCA pursuant to section 73A of FSMA, as amended from time to time
“London Stock Exchange” or “LSE”	London Stock Exchange plc
“MAR”	the Market Abuse Regulation (EU) No 596/2014
“Net Proceeds”	the funds received in relation to the Founder Subscription, and the Placing less Costs
“Official List”	the Official List of the UK Listing Authority

“Ordinary Shares”	ordinary shares of £0.001 each in the Company
“Placees”	those persons who have signed Placing Letters
“Placing”	the placing of 84,000,000 Ordinary Shares conditional upon Admission
“PDMR”	a “person discharging managerial responsibilities” as that term is defined in MAR
“Placing Agent”	Turner Pope
“Placing Letters”	the letters from potential investors making irrevocable conditional applications for Ordinary Shares under the Placing at 1 pence per Ordinary Share
“Placing Price”	£0.01 per Ordinary Share
“Placing Shares”	the 84,000,000 Ordinary Shares in the capital of the Company which have been issued, subject to Admission, and allotted to the Placees pursuant to the Placing
“Premium Listing”	a Premium Listing under Chapter 6 of the Listing Rules
“Pro Forma Financial Information”	the unaudited pro forma statement of net assets of the Company as at Part III of this Document
“Prospectus Directive”	Commission Regulation (EC) No 809/2004
“Prospectus Rules”	the prospectus rules made by the FCA pursuant to section 73A of the FSMA, as amended from time to time
“Qualifying Period”	the period of 12 years immediately preceding the date of publication of an advertisement relating to the sale of shares belonging to untraced shareholders
“Registrar”	Share Registrars Ltd
“Regulation S”	Regulation S of the Securities Act
“Relevant Member State”	any member state of the European Economic Area which has implemented the Prospectus Directive
“Relevant Period”	the period beginning on the commencement of the Qualifying Period and ending on the date when the requirements under this Prospectus have been satisfied to enable the Company to sell the shares belonging to untraced shareholders
“Reverse Takeover”	a transaction defined as a reverse takeover under Listing Rule 5.6.4 (1) and (2)
“SEC”	United States Securities and Exchange Commission
“Securities Act”	United States Securities Act of 1933 as amended
“Shareholders”	holders of Ordinary Shares
“Standard Listing”	a Standard Listing under Chapter 14 of the Listing Rules
“Takeover Panel”	Panel on Takeovers and Mergers, the regulatory body which administers the City Code on Takeovers and Mergers

“UK Corporate Governance Code”	the UK Corporate Governance Code issued by the Financial Reporting Council in the UK from time to time
“UKLA” or “UK Listing Authority”	the FCA in its capacity as the competent authority for listing in the UK pursuant to Part VI of FSMA
“Voting Rights”	all the voting rights attributable to the capital of a company which are currently exercisable at a general meeting
“Warrants”	warrants created pursuant to the Warrant Instrument to be issued by the Company to subscribe for Ordinary Shares on the terms and conditions set out in the Warrant Instrument
“Warrant Instrument”	the warrant instrument executed by the Company constituting the Warrants described in paragraph 22.4 of Part V
“£” or “UK Sterling”	Pound Sterling