

**THIS APPLICATION FORM IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. THIS APPLICATION FORM IS PERSONAL TO THE SHAREHOLDER(S) NAMED IN IT AND MAY NOT BE ASSIGNED, TRANSFERRED OR SPLIT (EXCEPT TO SATISFY BONA FIDE MARKET CLAIMS). IT IS NOT A NEGOTIABLE DOCUMENT AND CANNOT BE TRADED.** If you are in any doubt about the contents of this document or as to what action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 ("FMSA") (as amended) if you are a resident of the United Kingdom or, if not, another appropriately authorised independent professional adviser. This Application Form should be read in conjunction with the circular sent to Shareholders of the Company (other than certain shareholders in a Restricted Jurisdiction) dated 19 March 2021 (the "Circular") accompanying this personalised Application Form. Capitalised terms not defined in this Application Form shall have the same meanings as set out in the Circular. If you sell or transfer or have sold or otherwise transferred all your Ordinary Shares held in certificated form before 18 March 2021 being the date on which the Ordinary Shares are marked "ex" the entitlement to the Open Offer by the London Stock Exchange, you should complete Box 10 on page 4 and send this Application Form, the Circular and the

reply paid envelope (for use from within the UK only) to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee as soon as possible as the benefits arising under the Open Offer may be claimed from you by the purchaser/ transferee except that this Application Form and the Circular should not be forwarded or transmitted in or into the United States of America, Australia, Canada, Japan, the Republic of South Africa, New Zealand or any other jurisdiction where the extension or availability of the Open Offer would breach any applicable law or regulations (each as "**Restricted Jurisdiction**").

Allotment No:

Investor Code

<b>Box 1</b>
Name(s) and address(es) of registered holder(s)

## TO BE COMPLETED BY APPLICANT(S)

INSTRUCTIONS REGARDING COMPLETION OF THIS APPLICATION FORM AND TRANSFER, SPLITTING AND CONSOLIDATION ARE SET OUT ON PAGE 3

Cheques should be made payable to 'Link Market Services Limited re XLMedia Plc open offer A/C' and crossed "A/C payee only"			
<b>Box 6</b> Number of Open Offer Shares for which application is being made pursuant to your Basic Entitlements (not exceeding the number set out in Box 4)	<b>Box 7</b> Number of additional Open Offer Shares (if any) for which application is being made under the Excess Application Facility*	<b>Box 8</b> Total number of Open Offer Shares for which application is being made (Total of Boxes 6 and 7)	<b>Box 9</b> Amount enclosed (at £0.40 per Open Offer Share applied for) (Box 8 x £0.40)
			£
<b>Box 3</b> Number of Ordinary Shares registered in your name(s) at 6.00 p.m. on 16 March 2021 (the "Record Date")	<b>Box 4</b> Your entitlement to Open Offer Shares (rounded down to the nearest whole number) (your "Basic Entitlement(s)")	<b>Box 5</b> Amount payable if you apply for your Basic Entitlement of Open Offer Shares set out in Box 4 (Box 4 x £0.40)	
			£

\* Applications under the Excess Application Facility may be scaled back at the Directors' discretion.

# XLMedia plc

(Incorporated in Jersey under registered number 114467)

**Open Offer to Qualifying Shareholders of XLMedia plc of up to 7,503,200 Open Offer Shares at 40 pence per Open Offer Share**

**Applications together with payment in full must be received by Link Group, Corporate Actions, 10th Floor, Central Square, 29 Wellington Street Leeds, LS1 4DL no later than 11.00 a.m. on 1 April 2021.**

Application will be made for the Open Offer Shares to be admitted to AIM. It is expected that Admission will become effective and that dealings in the Open Offer Shares will commence at 8.00 a.m. on 7 April 2021. Before completing this Application Form, please refer to the notes on page 3 of this Application Form.

Questions relating to this Application Form should be referred to Link Group, Corporate Actions, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL (telephone 0371 664 0321) until the date of the General Meeting. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Link Group cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes. Copies of the Circular will be available free of charge from the Company's registered office (12 Castle Street, St Helier, Jersey, JE2 3RT, during normal business hours on each day (excluding Saturday, Sunday and public holidays)) until the date of the General Meeting.

The attention of Overseas Shareholders (being the holders of Ordinary Shares who are resident outside the United Kingdom including those in a Restricted Jurisdiction) is drawn to paragraph 6 of Part 3 of the Circular entitled "Overseas Shareholders" and to the representations and warranties given by applicants in the Circular and this Application Form.

<b>Box 2</b>	
<b>SIGNATURE BOX – FOR USE ONLY BY PERSON(S) NAMED IN BOX 1 ABOVE. ONLY SIGN THIS FORM IF YOU ARE APPLYING FOR OPEN OFFER SHARES IN CERTIFICATED FORM.</b>	<b>N.B. ALL JOINT HOLDERS MUST SIGN THIS BOX. If you are not the person(s) named in Box 1 above please see Box 11 on page 4.</b>
<b>First/sole holder OR Director (if a body corporate, i.e. a company)</b>	Joint holders (if any) OR Director/witness (if a body corporate, i.e. a company)
	(2) Signature .....
	(3) Signature .....
(1) Signature .....	(4) Signature .....
	Date .....

**BY SIGNING THIS BOX I/WE DECLARE THE I/WE AM/ARE MAKING THE APPLICATION FOR OPEN OFFER SHARES ON THE TERMS AND CONDITIONS SET OUT ON PAGE 2 OF THIS APPLICATION FORM AND IN THE CIRCULAR (INCLUDING THE UNDERTAKINGS, REPRESENTATIONS AND WARRANTIES SET OUT IN THIS APPLICATION FORM AND THE CIRCULAR)**

## APPLICATION LETTER

To: XLMedia plc

1. I/We, being the registered holder(s) on the Record Date of the number of Ordinary Shares set out in Box 3 (or the beneficial owner of any of those Ordinary Shares by virtue of a *bona fide* market claim), hereby apply for the number of Open Offer Shares inserted in Box 8 and agree to accept the same on the terms and subject to the conditions set out in the Circular and this Application Form and subject to the articles of association of the Company. If no number is inserted in Box 8 (or if a number is inserted in Box 8 which is inconsistent with the amount of the remittance accompanying this Application Form and shown in Box 9), I/we agree that I/we shall be deemed to have applied for the higher of (i) the number of Open Offer Shares shown in Box 4 or (ii) such number of Open Offer Shares at 40 pence per Open Offer Share for which payment accompanies this Application Form.
2. Subject to paragraph 1, should I/we have applied for a greater number of Open Offer Shares in Box 8 than my/our pro rata entitlement set out in Box 4, then I/we acknowledge and agree that the actual number of Open Offer Shares applied for by me/us may be scaled back in the event that applications received from Qualifying Shareholders are in excess of the available number of Open Offer Shares.
3. I/We enclose a cheque payable to "Link Market Services Limited re XLMedia Plc open offer A/C" crossed "A/C payee only" for the sum inserted in Box 9, being the amount payable in full on application for such Open Offer Shares rounded up to the nearest whole penny.
4. In consideration of your agreement to deal with my/our application for the aggregate number of Open Offer Shares applied for or deemed to be applied for in this Application Form and subject to the terms and conditions of the Open Offer set out in Part 3 of the Circular, I/we undertake that this application shall be irrevocable and agree that the completion and return of this Application Form with its accompanying payment shall constitute a conditional contract between me/us and the Company which shall become binding upon receipt by Link Group of this Application Form and the accompanying remittance and the Open Offer becoming or being declared unconditional in all respects. I/We acknowledge that the Company reserves the right to treat any application not strictly complying with the terms and conditions of this Application Form and the terms and conditions of the Open Offer set out in Part 3 of the Circular as nevertheless valid. I/We acknowledge that the Company reserves the right, in its absolute discretion, to reject any application or purported application under the Open Offer in the circumstances described in the Circular.
5. I/We request and authorise the Company or its agents to send to me/us a definitive certificate in respect of the Open Offer Shares for which this application is accepted by post at my/our risk to the address given above or to the agent whose name appears in Box 12 and to procure my/ our name(s) to be placed on the register of members of the Company as holder(s) of the said Open Offer Shares. Pending the issue of definitive certificates, transfers will be certified against the register of members of the Company.
6. I/We represent and warrant that due completion of this Application Form accompanied by a sterling cheque or banker's draft constitutes a warranty that the cheque or banker's draft will be honoured on first presentation and that this shall constitute a fundamental term of the application and that this application may be deemed invalid if such cheque or banker's draft is not so honoured. I/We acknowledge that you reserve the right to instruct Link Group to seek special clearance of cheques to allow the Company to obtain value for remittance at the earliest opportunity.
7. I/We authorise the Company and/or its agents to present the enclosed sterling cheque on receipt and to withhold definitive share certificates pending clearance thereof. In the event that any of the conditions of the Open Offer or banker's draft set out in the Circular are not fulfilled by 1 April 2021 (or such later date as is notified in accordance with the terms and conditions of the Open Offer), I/we authorise the Company or its agents to return that part of the application money which relates to the Excess Entitlement not allotted to me/us as a result of the scaling back without payment of interest to me/us by post at my/our risk either to the address given above or to the agent whose name appears in Box 12 on page 4.
8. In the event that the number of Open Offer Shares applied for by me/us is scaled back in accordance with the terms and conditions of the Open Offer, I/we authorise the Company or its agents to return that part of the application money which relates to the Excess Entitlement not allotted to me/us as a result of the scaling back without payment of interest to me/us by post at my/our risk either to the address shown in Box 1 or to the agent whose name appears in Box 12 on page 4.
9. By lodging this Application Form, I/we undertake to provide such information as may be required by Link Group to comply with the provisions of the Money Laundering Regulations 2007, the money laundering provisions of the Criminal Justice Act 1993 and the Proceeds of Crime Act 2002. Failure to provide the relevant information within a reasonable period of time following a request for verification of identity (but in any event by 11.00 a.m. on 1 April 2021) may result in rejection of an application, in which event the monies payable on application will be returned without interest at my/ our risk to the account of the drawee bank or building society from which sums were originally debited (but in each case without prejudice to any rights the Company may have to take proceedings in respect of loss or damage suffered or incurred by it as a result of my/our failure to produce satisfactory evidence as aforesaid).
10. I/We acknowledge that the Company reserves the right to alter the dates and times referred to in the Application Form and accept applications under the Open Offer at any time prior to 11.00 a.m. on 1 April 2021.
11. I/We represent and warrant that I am/we are not (i) applying on behalf of any Shareholder, who is a citizen or resident or which is a corporation, partnership or other entity created or organised in or under any laws of any Restricted Jurisdiction and I am/we are not applying with a view to offering, selling, re selling, transferring or delivering any of the Open Offer Shares which are the subject of this application to, or for the benefit of, a Shareholder who is a citizen or resident or which is a corporation, partnership or other entity created or organised in or under any laws of any Restricted Jurisdiction except where proof satisfactory to the Company has been provided to the Company that I am/we are able to accept the invitation by the Company free of any requirement which it (in its absolute discretion) regards as unduly burdensome, nor acting on behalf of any such person on a non discretionary basis nor a person otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares.
12. I/We represent and warrant that I am/we are not and/nor am I/are we applying as nominee or agent for a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred to in Section 93 (depository receipts) or Section 96 (clearance services) of the Finance Act 1986.
13. I/We confirm that in making this application I am/we are not relying on any information or representation in relation to the Company other than that contained in the Circular and I/we agree that no person responsible solely or jointly for the Circular or any part thereof or involved in the preparation thereof shall have any liability for any such other information or representation not so contained and I/we further agree that, having had the opportunity to read the Circular, I/we shall be deemed to have had notice of all the information concerning the Group set out in the Circular.
14. I/We represent and warrant that I am/we are not in breach of the provisions of paragraph 1 of the section headed "Instructions for Transfer and Splitting" on page 3 of this Application Form.

**NOTE: If you cannot give the warranties above, you may not make this application.**

**INSTRUCTIONS FOR AND NOTES ON COMPLETION OF THIS APPLICATION FORM**

1. If you wish to apply for Open Offer Shares you must complete Boxes 6, 7, 8 and 9 and then sign where indicated in Box 2 on page 1 or in Box 11 on page 4 (as applicable) and return this Application Form, together with a remittance for the sum inserted by you in Box 9 (as applicable) so as to arrive with Link Group, Corporate Actions, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4D not later than 11.00 a.m. on 1 April 2021. All joint holders must sign. If you do not wish to apply for Open Offer Shares, you need take no further action but in any event you are urged to complete your proxy vote.
2. Your Basic Entitlement is shown in Box 4. If you wish to apply for more Open Offer Shares than your Basic Entitlement, then enter in Box 7 the number of additional Open Offer Shares you would like to apply for, complete Box 8 and enter in Box 9 the relevant amount payable for the total number of Open Offer Shares you are applying for. Excess applications will be satisfied to the extent that corresponding applications by other Qualifying Shareholders are not made or are made in aggregate for less than the total number of Open Offer Shares being offered by the Company. However, applications under the Excess Application Facility may be scaled back in such manner as the Company shall, in its absolute discretion, determine if applications are received for more than the available Open Offer Shares.
3. All payments must be in pounds sterling and cheques or duly endorsed banker's drafts should be made payable to "Link Market Services Limited Re XLMedia plc open offer A/C" and crossed "A/C payee only". Cheques must be drawn on a bank or building society or branch of a bank or building society in the United Kingdom or Channel Islands which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques and banker's drafts to be cleared through the facilities provided by any of those companies or committees and must bear the appropriate sort code in the top right hand corner. Third party cheques may not be accepted with the exception of building society cheques or banker's drafts where the building society or bank has confirmed the name of the account holder by stamping and endorsing the back of the building society cheque or banker's draft on the reverse to such effect. Applications will be subject to the UK verification of identity requirements which are contained in the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017.
4. A corporation should execute the Application Form under seal or as a deed or sign it under the hand of a duly authorised official who should state his capacity. In the case of joint holders, all must sign. If this Application Form is signed under a power of attorney, such power of attorney or a duly certified copy thereof must accompany this Application Form.
5. This Application Form may be transferred, split or consolidated, but only in connection with *bona fide* market claims. Instructions for transfer, splitting and consolidation are set out below.
6. It is expected that certificates in respect of Open Offer Shares will be despatched to the registered address of the sole or first named Shareholder shown above or, where Box 10 has been completed, to the address of the person shown in Box 11 by 14 April 2021. Where the Basic Entitlements shown in Box 4 have been deposited into CREST it is expected that the relevant Open Offer Shares will be credited to the relevant CREST stock account as soon as possible after 8.00 a.m. on 7 April 2021.
7. All applications in respect of the Open Offer, all acceptances thereof and all contracts resulting from such acceptances will be governed by and construed in accordance with the laws of England and Wales.

No person receiving a copy of the Circular and/or this Application Form in any territory other than the UK may treat the same as constituting an invitation or offer to him, nor should he in any event use such Application Form unless, in the relevant territory, such an invitation or offer could lawfully be made to him or such Application Form could lawfully be used and any transaction resulting from such use could be effected, without contravention of any registration or other legal or regulatory requirements. It is the responsibility of any person (including, without limitation, custodians, agents, nominees and trustees) outside the UK wishing to apply for Open Offer Shares to satisfy himself as to the full observance of the laws of any relevant territory in connection therewith, including obtaining any governmental or other consents that may be required or paying any issue, transfer or other taxes due in such territory or observing any other formalities needing to be observed in such territory. Neither the Company nor any of its respective representatives is making any representation to any offeree or purchaser of the Open Offer Shares regarding the legality of an investment in the Open Offer Shares by such offeree or purchaser under the laws applicable to such offeree or purchaser. The attention of Shareholders in any territory other than the UK is drawn to the restrictions on applications set out in the Circular.

**INSTRUCTIONS FOR TRANSFER AND SPLITTING**

1. If you have sold or otherwise transferred all of the Ordinary Shares shown in Box 3 on page 1 prior to the Ex-entitlement Date (18 March 2021) you should complete the declaration in Box 10 on page 4 and send this Application Form to the purchaser or transferee or to the stockbroker, banker or other agent through whom the sale was effected on your behalf. Box 11 on page 4 must be completed by the person(s) to whom the shares have been sold if he/she/they wish(es) to apply on this Application Form for Open Offer Shares in certificated form. If, however, such person(s) would prefer to receive Open Offer Shares in uncertificated form, the Basic Entitlements shown in Box 4 must first be deposited into CREST in accordance with the procedures referred to in the paragraph headed "Instructions for Depositing the Open Offer Shares into CREST" below.
2. Split Application Forms may be obtained on surrender of this Application Form by post or by hand to Link Group, Corporate Actions, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL with Box 10 on page 4 duly completed. The number of Open Offer Shares to be included in each such split Application Form must be stated in a separate letter and the aggregate must equal the number shown in Box 4 on page 1. Box 10 on page 4 of each split Application Form will be marked "Declaration of Sale duly made". The latest time and date for splitting is 3.00 p.m. on 30 March 2021.
3. If you are entitled to make an application for the number of Open Offer Shares in Box 4 on page 1 by virtue of a *bona fide* market claim and Box 10 on page 4 is marked "Declaration of Sale duly made", you should, if you wish to apply for Open Offer Shares in certificated form, complete Box 11 on page 4 and submit this Application Form in accordance with the instructions above. If, however, you would prefer to take up the Open Offer through CREST, the Basic Entitlements shown in Box 4 of this Application Form must first be deposited into CREST in accordance with the procedures referred to in the paragraph headed "Instructions for Depositing the Open Offer Shares into CREST" below. If this is the case, Box 11 on page 4 should not be completed.

**INSTRUCTIONS FOR CONSOLIDATION**

These instructions should be followed when it is desired to register in the name of one holder (or joint holders) all the Basic Entitlements under the Open Offer represented by several Application Forms which have been received in settlement of *bona fide* market claims and it is wished to receive Open Offer Shares in certificated form. If, however, you would prefer to receive Open Offer Shares in uncertificated form, the Basic Entitlements shown in Box 4 must first be deposited into CREST in accordance with the procedures referred to in the paragraph headed "Instructions for Depositing the Open Offer Shares into CREST" below.

1. Each Application Form must be duly completed and the Application Forms should be sorted into serial number order (lowest first) by reference to the serial number shown on page 1.
2. Details of each Application Form (including the first Application Form (the "Principal Form")) should be inserted in serial number order (lowest first) in the Consolidation Listing Form in Box 14 on page 4 on the Principal Form and the serial number of the Principal Form should be inserted in the space provided at the foot of the Consolidation Listing Form on each of the remaining Application Forms. If the spaces in the Consolidation Listing Form on the Principal Form are not sufficient, the particulars should be listed on separate sheets and attached to the Principal Form.
3. All the Application Forms should be lodged for registration in one batch with the Principal Form on top and the others in serial number order (lowest first) together with the remittance for the total number of Open Offer Shares applied for.

**INSTRUCTIONS FOR DEPOSITING THE OPEN OFFER SHARES INTO CREST**

1. The Basic Entitlements set out in Box 4 may be converted into uncertificated form, that is, into CREST (whether you are the registered holder of the Ordinary Shares set out in Box 3 or are entitled to the Basic Entitlements in Box 4 by virtue of a *bona fide* market claim). Subject as provided in paragraph 2 below, normal CREST procedures (except for the last time for stock deposits) apply in relation to any such conversion. You are recommended to refer to the CREST Manual for details of such procedures. If you are a CREST sponsored member, you should contact your CREST sponsor. In this case, the Application Form should not be signed on page 1.
2. If you are the registered holder(s) of the Ordinary Shares set out in Box 3, the CREST Deposit Form contained in Box 13 should be completed and then this Application Form should be deposited by you or your CREST sponsor (as appropriate) with the CREST Courier and Sorting Service (CCSS). In addition, the normal CREST Stock Deposit procedures will need to be carried out, except that (a) it will not be necessary to complete and lodge a separate CREST Transfer Form (prescribed under the Stock Transfer Act 1963) with the CCSS and (b) only the total number of Basic Entitlements shown in Box 4 may be deposited into CREST. You may deposit some only of the Basic Entitlements shown in Box 4 into CREST where you have sold part of your existing holding of Ordinary Shares prior to the Ex-entitlement Date (18 March 2021) only once you have applied for a split Application Form in accordance with the instructions in the paragraph headed "Instructions for Transfer and Splitting" above. If you are entitled to the Basic Entitlements shown in Box 4 by virtue of *bona fide* market claim, the declaration in Box 10 must have been completed or (in the case of a split Application Form) marked "Declaration of Sale duly made", the CREST deposit form in Box 13 completed and the form deposited with the CCSS in accordance with the instructions above. If Basic Entitlements represented by more than one Application Form received in settlement of *bona fide* market claims are to be deposited, the CREST Deposit Form in Box 13 in each Application Form must be completed and the forms deposited. Box 10 in each Application Form must have been completed by the registered holder(s) whose name(s) appear in Box 1 but the Consolidation Listing Form should not be used.
3. A holder of the Basic Entitlements shown in Box 4 who is proposing to convert such entitlements into uncertificated form (whether they are to be converted into uncertificated form in the name(s) of the registered holder of the Ordinary Shares set out in Box 1 or in the name of the beneficial owner of those Ordinary Shares by virtue of a *bona fide* market claim) should ensure that the conversion procedures are implemented in sufficient time to enable the person holding or acquiring the Basic Entitlements in CREST following the conversion to take all the necessary steps in connection with applying under the Open Offer prior to 11.00 a.m. on 1 April 2021. In particular, having regard to processing times in CREST and on the part of the Receiving Agent, the latest time for depositing an Application Form with the CCSS if you are entitled by virtue of a *bona fide* market claim in order to enable you to take all necessary steps in connection with applying under the Open Offer prior to 11.00 a.m. on 1 April is 3.00 p.m. on 30 March 2021.
4. When Box 10 and the CREST Deposit Form have been duly signed, the title to the Basic Entitlements shown in Box 4 will cease forthwith to be transferable by delivery and you will be unable to satisfy a claim to apply under the Open Offer by delivery of this Application Form. Furthermore, entries in Box 11 will not be recognised or acted upon by the Receiving Agents. All transfers of the Basic Entitlements to satisfy *bona fide* market claims must be effected through the means of the CREST system once such rights have been deposited into CREST.

**NOTE: Deposit of this Application Form with the CREST Deposit Form in Box 13 duly completed purporting to be signed by the person(s) whose name(s) appear(s) in Box 1 or Box 12 on page 4, duly signed by the person(s) whose name(s) appear(s) in Box 1 or marked "Declaration of Sale duly made" and the CREST Deposit Form in Box 13 duly completed shall be conclusive evidence in favour of the Company and the Receiving Agents of: (i) the rights of the person(s) named in the CREST Deposit Form to be registered as the holder(s) of the Basic Entitlements shown in Box 4; and (ii) the authority of the person(s) completing Box 11 (if appropriate) or the CREST Deposit Form. All documents will be despatched by post at the risk of the person(s) entitled to them.**

**Box 10**

I/We hereby declare that I/we have sold or otherwise transferred either all or part of the holding of Ordinary Shares set out in Box 3 on page 1 prior to the Ex-entitlement Date and surrender this Application Form on the terms set out in note 2 under "Instructions for Transfer and Splitting" on page 3.

Signature (1) .....

Signature (2) .....

Signature (3) .....

Signature (4) .....

**ALL JOINT HOLDERS MUST SIGN**

SIGN Number of shares sold:

**Box 12**

Name and address of person or agent lodging this Application Form (if other than the person named in Box 1 on page 1 or Box 11) and/or to whom the definitive share certificate or cheque (if any) should be sent

Name .....

Address .....

FCA licence number, if applicable:

**Box 11**

**NOT FOR USE BY THE PERSON(S) NAMED ON PAGE 1  
TO BE COMPLETED BY PURCHASER(S)/TRANSFEREE(S) WHO WISH TO RECEIVE OPEN OFFER SHARES IN  
CERTIFICATED FORM**

In the event of the sale or transfer of any of the Ordinary Shares set out in Box 3, this Box 11 should be completed by the purchaser(s) or transferee(s) of the Ordinary Shares and shall constitute an application on the terms and conditions set out herein and in the Circular (including the undertakings, representations and warranties set out in this Application Form and in the Circular) and subject to the memorandum and articles of association of the Company.

1. Forename(s) (in full) .....  
(State Mr, Mrs, Miss or title)  
Surname .....

Address .....

.....Postcode .....

Signature ..... Date .....

2. Forename(s) (in full) .....  
(State Mr, Mrs, Miss or title)  
Surname .....

Signature ..... Date .....

3. Forename(s) (in full) .....  
(State Mr, Mrs, Miss or title)  
Surname .....

Signature ..... Date .....

4. Forename(s) (in full) .....  
(State Mr, Mrs, Miss or title)  
Surname .....

Signature ..... Date .....

**I/We declare that the above application is made by me/us as the result of a bona fide market claim.**

**Box 13  
CREST DEPOSIT FORM**

Before completing this Application Form, please refer to the notes on page 3. This form should only be completed by either (i) the person(s) named in Box 1 (where such person(s) is/are a CREST member) if he wishes to convert the Basic Entitlements shown in Box 4 of this Application Form into uncertificated form (that is, to deposit them in CREST); or (ii) the person (or persons jointly) entitled to the Basic Entitlements by virtue of a bona fide market claim and who (being a CREST member) wish(es) to hold the Basic Entitlements shown in Box 4 of this Application Form in uncertificated form and in such case Box 10 above must have been duly completed or have been marked "Declaration of Sale duly made". Do not complete Box 11 if you are completing the CREST Deposit Form.

Counter Location Stamp (a)	SDRN (b) Bar Code or Reference
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Full name(s) of the person(s) who wish(es) to convert Basic Entitlement to uncertificated form. Such person(s) must be a CREST member(s)

Participant ID (d)

Member Account ID (d)

Stamp of depositing CREST participant(s) (e)

To the Directors of the Company  
I/We (being the person(s) lodging this form) request you to enter on the relevant register of securities that the Basic Entitlement shown in Box 4 are held in uncertificated form by the CREST member specified above as a result of conversion of such Basic Entitlement into uncertificated form.

Notes for completion of this form

(a) The Counter Location Stamp identifies the CCSS Counter where this letter has been processed and is applied by the Counter.

(b) No address is required as the CREST member will be identifiable by its participant ID.

(c) Insert the participant ID of the CREST member to whom this letter has been transferred and the member account ID under which the Open Offer Entitlements will be held in CREST.

(d) This should contain the Broker ID of the depositing CREST participant.

The depositing CREST participant by delivering this letter to Euroclear authorises Euroclear to deliver this letter to the Company and agrees to be deemed for all purposes to be the person(s) actually delivering this letter. Euroclear is delivering this letter at the direction and on behalf of the depositing CREST participant whose stamp appears herein and does not in any manner or to any extent warrant or represent the validity, genuineness or correctness of the instructions contained herein or the genuineness of the signature(s) of the transferor(s).

**For consolidation purposes centre over box**

**Box 14  
CONSOLIDATION  
LISTING FORM  
(Instructions on page 3)**

Total number of Application Forms	Total number of Open Offer Shares
Allotment number of Principal Form	

**Box 15  
STAMP OF SELLING BROKER OR OTHER AGENT**

**Box 16  
STAMP OF BUYING BROKER OR OTHER AGENT**