THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document and the action you should take, you are recommended to seek your own advice immediately from a person who is duly authorised under the Financial Services and Markets Act 2000 (as amended) ("FSMA") who specialises in advising on the acquisition of shares and other securities.

Application will be made for the whole of the issued and to be issued ordinary share capital of Plutus Resources plc to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the Ordinary Shares on AIM will commence on 22 August 2014.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the official list of the United Kingdom Listing Authority ("Official List").

A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser.

Each AIM company is required pursuant to the AIM Rules for Companies to have a nominated adviser. The nominated adviser is required to make a declaration to the London Stock Exchange on Admission in the form set out in Schedule Two to the AIM Rules for Nominated Advisers.

The London Stock Exchange has not itself examined or approved the contents of this document.

The whole text of this document should be read. Your particular attention is drawn to the risk factors set out in Part II of this document. The whole of this document should be read in light of those risk factors. The rules of AIM are less demanding than those of the Official List.

Neither the UK Listing Authority nor London Stock Exchange plc has examined or approved the contents of this document. It is emphasised that no application is being made for admission of the Ordinary Shares to the Official List. The Ordinary Shares are not dealt on any regulated market and no application has been or is being made for the Ordinary Shares to be admitted to any such exchange.

This document, which comprises an admission document required by the AIM Rules for Companies has been drawn up in accordance with the AIM Rules for Companies. This document does not contain an offer of transferable securities to the public within the meaning of section 102B of the FSMA and does not constitute, and is not required to constitute a prospectus for the purposes of section 85(1) of the FSMA.

PLUTUS RESOURCES PLC

(Incorporated and registered in England and Wales with registered number 05859612)

ACQUISITION OF PLUTUS ENERGY LIMITED
PLACING OF 133,333,335 ORDINARY SHARES AT 0.6 PENCE PER ORDINARY SHARE
CHANGE OF NAME TO PLUTUS POWERGEN PLC
CHANGES TO THE BOARD
CONVERSION OF LOAN NOTES
NOTICE OF GENERAL MEETING
AND
ADMISSION TO TRADING ON AIM

Nominated Adviser and Broker

The New Ordinary Shares will, on issue, rank *pari passu* with the Ordinary Shares and will rank in full for all dividends and other distributions declared, paid or made after the issue in respect of Ordinary Shares.

SP Angel Corporate Finance LLP is authorised and regulated in the United Kingdom by the FCA and is acting as Nominated Adviser and Broker for the purposes of the AIM Rules for Companies exclusively for the Company and as placing agent to Plutus Energy Limited in connection with the Placing only and to no one else in connection with the matters described herein and will not be responsible to any other person for providing the protections afforded to customers of SP Angel Corporate Finance LLP, or for advising any other person on the contents of this document or any matter referred to herein. The responsibilities of SP Angel Corporate Finance LLP, as Nominated Adviser, are owed solely to the London Stock Exchange and are not owed to the Company or to any Director or Shareholder or to any other subsequent purchaser of any of the Ordinary Shares and accordingly no duty of care is accepted in relation to them. No representation or warranty, express or implied, is made by SP Angel Corporate Finance LLP as to, and no liability whatsoever is accepted by SP Angel Corporate Finance LLP in respect of, any of the contents of this document (without limiting the statutory rights of any person to whom this document is issued).

Notice convening a General Meeting of the Company to be held at the offices of DMH Stallard LLP, 6 New Street Square, London EC4A 3BF on 21 August 2014 at 10.00 a.m. is set out at the end of this document. A Form of Proxy accompanies this document. To be valid, the Form of Proxy accompanying this document must be completed and returned so as to be received at the offices of the Company's registrars, Share Registrars Limited, 9 Lion and Lamb Yard, Farnham, Surrey, GU9 7LL not later than10.00 a.m. on 19 August 2014. The completion and depositing of a Form of Proxy will not preclude Shareholders from attending and voting in person at the General Meeting should they wish to do so.

If you have any questions relating to the notice of General Meeting and the completion and return of the Form of Proxy, please telephone Share Registrars Limited between 9.00 a.m. and 5.30 p.m. (London time) Monday to Friday on 01252 821390 from within the UK or +44 1252 821390 if calling from outside the UK. Calls to the 01252 821390 number cost your normal service provider's network fees. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Proposals nor give any financial, legal or tax advice.

Copies of this document will be available free of charge during normal business hours on any weekday (except Saturdays, Sundays and public holidays) at the offices of SP Angel Corporate Finance LLP, Prince Frederick House, 35-39 Maddox Street, London W1S 2PP from the date of this document and for a period of at least one month from Admission.

The Ordinary Shares have not been, nor will they be, registered under the US Securities Act of 1933 (as amended) or under any applicable securities laws of any state of the United States, Canada, the Republic of South Africa or Japan. The Ordinary Shares may not be offered or sold or delivered, directly or indirectly, in or into the United States of America, Canada, Australia, the Republic of South Africa or Japan. This document must not be mailed or otherwise distributed or sent to or into the United States of America, Canada, the Republic of South Africa or Japan. This document does not constitute an offer for, or the solicitation of an offer to subscribe for, any of the Ordinary Shares, in respect of any person in any jurisdiction to whom it is unlawful to make such an offer or solicitation in such jurisdiction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

No person is authorised, in connection with the Placing, to give any information or make any representation other than as contained in this document and, if given or made, such information or representation must not be relied upon as having been authorised by the Company or its respective directors or professional advisers. No Ordinary Shares have been marketed to, nor are any available for purchase in whole or in part by, the public in the United Kingdom or elsewhere in connection with the Placing. This document does not constitute an offer to sell or an invitation to any such person to subscribe for or purchase any Ordinary Shares.

The distribution of this document in certain jurisdictions may be restricted by law. No action has been taken by the Company or by SP Angel Corporate Finance LLP that would permit a public offer of Ordinary Shares or possession or distribution of this document where action for that purpose is required. 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.

Holding Ordinary Shares may have implications for overseas shareholders under the laws of the relevant overseas jurisdictions. Overseas shareholders should inform themselves about and observe any applicable legal requirements. It is the responsibility of each overseas shareholder to satisfy himself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, or the compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes due in such jurisdiction.

FORWARD LOOKING STATEMENTS

Certain statements in this document are "forward looking statements'. These forward looking statements are not based on historical facts but rather on management's expectations regarding the Company's future growth, results of operations, performance, future capital and other expenditures (including the amount, nature and sources of funding thereof), competitive advantages, business prospects and opportunities. Such forward looking statements reflect management's current beliefs and assumptions and are based on information currently available to management. Forward looking statements involve significant known and unknown risks and uncertainties. A number of factors could cause actual results to differ materially from the results discussed in the forward looking statements including risks associated with vulnerability to general economic market and business conditions, competition, environmental and other regulatory changes, actions by governmental authorities, the availability of capital markets, reliance on key personnel, uninsured and underinsured losses and other factors, many of which are beyond the control of the Company. Although the forward looking statements contained in this document are based upon what management believes to be reasonable assumptions the Company cannot assure investors that actual results will be consistent with these forward looking statements.

RESPONSIBILITY STATEMENT

The Existing Directors and Proposed Directors, whose names appear on page 6 of this document, and the Company accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Existing Directors, the Proposed Directors and the Company (each of whom has taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

CONTENTS

PLACING STATISTICS

Number of Existing Ordinary Shares in issue as at the date of this document	164,255,215
Placing Price per Ordinary Share	0.6 pence
Number of Placing Shares being issued or transferred pursuant to the Placing	133,333,335
Placing Shares as a percentage of the Enlarged Share Capital	27.30
Number of Initial Consideration Shares being issued pursuant to the Acquisition	80,833,333
Initial Consideration Shares as a percentage of the Enlarged Share Capital	16.55
Number of Ordinary Shares being issued pursuant to the conversion of the Loan Notes, Debt for Equity Conversion, the Fee Shares and the Bonus Shares	130,725,000
Ordinary Shares being issued pursuant to the conversion of the Loan Notes, Debt for Equity Conversion, the Fee Shares and the Bonus Shares as a percentage of the Enlarged Share Capital	26.77
Number of Ordinary Shares in issue on Admission (Enlarged Share Capital)	488,313,550
New Ordinary Shares as a percentage of the Enlarged Share Capital	66.36
Number of Deferred Consideration Shares	100,000,000
Number of Warrants and Options in issue on Admission	49,540,000
Fully diluted share capital on Admission	637,853,550
Gross proceeds of the Placing	£800,000
Market capitalisation of the Company on Admission (at the Placing Price following the Acquisition and the Placing)	£2.93 million
Current International Security Identification Number ("ISIN") and ISIN on Admission	GB00B1GDWB47
Tradeable Instrument Display Mnemonic ("TIDM") following the change of name to Plutus PowerGen plc	PPG

Note: the figures above assume no Options are exercised on or before Admission.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document	5 August 2014
Latest time and date for receipt of Form of Proxy	10.00 a.m. on 19 August 2014
General Meeting	10.00 a.m. on 21 August 2014
Completion of the Acquisition, issue and/or transfer of the Initial Consideration Shares and Placing Shares and Admission to trading becomes effective and commencement of dealings in Ordinary Shares	22 August 2014
CREST accounts credited in respect of Ordinary Shares	22 August 2014
Despatch of definitive share certificates	By 8 September 2014

Note: All references to times in this timetable are to London times and each of the times and dates are indicative only and may be subject to change. Any such change will be notified by an announcement on a regulatory information service.

EXISTING DIRECTORS, PROPOSED DIRECTORS, SECRETARY AND ADVISERS

Existing Directors	Charles Ronald Spencer Tatnall	*Chief Executive Officer (Proposed Executive Chairman)*
	James Timothy Chapman Longley	*Chief Financial Officer*
	Josephine Dixon	*Non-Executive Director*
Proposed Directors	Philip Leonard Stephens	*Proposed Chief Executive Officer*
	Paul Lazarevic	*Proposed Chief Operating Officer*
	all of: 27/28 Eastcastle Street, London W1W 8DH	
Company Secretary	James Longley	
Registered Office	27/28 Eastcastle Street London W1W 8DH	
Nominated Adviser and Broker	**SP Angel Corporate Finance LLP** Prince Frederick House 35-39 Maddox Street London W1S 2PP	
Auditors and Reporting Accountants	**Welbeck Associates Limited** 30 Percy Street London W1T 2DB	
Solicitors to the Company as to English law	**DMH Stallard LLP** 6 New Street Square London EC4A 3BF	
Solicitors to the Nominated Adviser and Broker	**Memery Crystal LLP** 44 Southampton Buildings London WC2A 1AP	
Registrars	**Share Registrars Limited** Suite E, First Floor 9 Lion and Lamb Yard Farnham Surrey GU9 7LL	
Principal Bankers	**HSBC Bank plc** 16 King Street London WC2E 8JF	
Website at the date of this document	www.plutusresourcesplc.com	
Website from Admission	www.plutuspowergen.com	

DEFINITIONS

The following words and expressions apply throughout this document unless the context requires otherwise:

"**£**", "**British pound sterling**", "**pence**" and "**p**"	lawful currency for the time being of the United Kingdom;
"**Accounts**"	the statutory audited financial statements of the Company including the consolidated financial statements for the Enlarged Group following Admission;
"**Acquisition Agreement**"	the agreement dated 5 August 2014 pursuant to which the Company has conditionally agreed to acquire the entire issued share capital of Plutus Energy not already owned by it, further details of which are set out in paragraph 12.1.3 of Part VI of this document;
"**Acquisition**"	the proposed acquisition of the share capital of Plutus Energy not already owned by the Company, further details of which are set out in paragraph 12.1.3 of Part VI of this document;
"**Act**"	the Companies Act 2006, as amended;
"**acting in concert**"	shall bear the meaning ascribed thereto in the City Code;
"**Acts**"	the Companies Act 1985 and the Companies Act 2006, as amended;
"**Admission**"	the admission of the Enlarged Share Capital to trading on AIM becoming effective in accordance with the AIM Rules;
"**Admission Document**"	this document dated 5 August 2014;
"**AIM**"	the AIM Market of the London Stock Exchange;
"**AIM Rules for Companies**"	the AIM Rules for Companies published by the London Stock Exchange, as amended from time to time;
"**AIM Rules for Nominated Advisers**"	the AIM Rules for Nominated Advisers published by the London Stock Exchange, as amended from time to time;
"**AIM Rules**"	the rules applicable to AIM as published by the London Stock Exchange from time to time;
"**Applicable Employees**"	as defined in the AIM Rules for Companies;
"**Articles**"	the articles of association of the Company as at the date of this document;
"**Audit Committee**"	the audit committee of the Board, details of which are set out in paragraph 16 of Part I of this document;
"**Board**" or "**Directors**"	the directors of the Company from Admission, being the Existing Directors and the Proposed Directors whose names appear on page 6 of this document;
"**Bonus Shares**"	26,666,666 Ordinary Shares to be issued to Charles Tatnall and James Longley on Admission in lieu of cash bonuses due in respect of successful completion of the Acquisition;
"**Call Option**"	the agreements which entitle Paul Lazarevic and Philip Stephens to each acquire an aggregate of 16,000,000 Ordinary Shares from Charles Tatnall, James Longley and Paternoster during the

	period commencing 12 months from Admission and up to 18 months from Admission, further details of which are set out in paragraph 20.15 Part VI of this document;
"**Capacity Market**"	the capacity market provides a regular retainer payment to reliable forms of capacity in return for such capacity being available when electricity supply is squeezed;
"**City Code**"	the UK City Code on Takeovers and Mergers (as amended from time to time);
"**Company**" or "**Plutus Resources**"	Plutus Resources plc, a company incorporated in England and Wales with registered number 05859612;
"**Completion**"	completion of the Acquisition;
"**Concert Party**"	the members of the concert party, further details of which are set out in paragraph Part V of this document;
"**Conditions**"	the conditions to the Acquisition being *inter alia* (i) the Resolutions being passed at the General Meeting, and (ii) Admission;
"**Connected Person**"	so far as could be known from reasonable investigation, a person connected with an individual or company within the meaning of sections 252 to 255 of the Act;
"**Consideration Shares**"	the Initial Consideration Shares and the Deferred Consideration Shares;
"**Corporate Governance Code**"	the UK Corporate Governance Code published by the UK Financial Reporting Council, the latest edition of which was published in September 2012;
"**Covenantors**"	each of Charles Tatnall, James Longley and the Vendors;
"**CREST**"	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear which facilitates the transfer of title to shares in uncertificated form (as defined in the CREST Regulations);
"**CREST Regulations**"	the Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended;
"**Debt for Equity Conversion**"	the conversion of a loan made to the Company into Ordinary Shares further details of which are set out in paragraph 12.1.5 of Part VI of this document;
"**Deferred Consideration**"	the deferred consideration (if any) payable under the terms of the Acquisition Agreement, further details of which are set out in paragraph 12.1.3 of Part VI of this document;
"**Deferred Consideration Shares**"	up to a maximum of 100,000,000 Ordinary Shares, which may be issued to the Vendors in satisfaction of the Deferred Consideration;
"**Deferred Shares**"	the deferred shares of £0.049 each in the share capital of the Company;
"**Disclosure and Transparency Rules**"	the disclosure and transparency rules made by the FCA in exercise of its functions as competent authority;

"**Earnings Per Share**"	earnings per share, calculated by dividing Net Profits for the relevant Financial Year by the weighted average number of Ordinary Shares outstanding of the Company during that Financial Year;
"**EEA**"	the European Economic Area, being the European Union, Iceland, Liechtenstein and Norway;
"**EMI Options**"	enterprise management incentive options granted under the EMI Scheme or under separate standard EMI option agreements which satisfy the provisions under Schedule 5 Income Tax (Earnings and Pensions) Act 2003;
"**EMI Scheme**"	the Plutus Resources Plc share option scheme 2013;
"**EIS**"	Enterprise Investment Scheme, a scheme designed by HMRC to help smaller higher-risk trading companies to raise finance by offering a range of tax reliefs to investors who purchase new shares in those companies;
"**EIS Investors**"	investors seeking EIS tax relief;
"**Enlarged Group**"	the Company and the Plutus Energy Group together;
"**Enlarged Share Capital**"	the entire issued ordinary share capital of the Company upon Admission as enlarged by the issue of the New Ordinary Shares;
"**Euroclear**"	Euroclear UK & Ireland Limited, a company incorporated under the laws of England and Wales;
"**Existing Board**" or "**Existing Directors**"	the directors of the Company as at the date of this document whose names appear on page 6 of this document;
"**Existing Concert Party**"	Charles Tatnall, James Longley, Paternoster, Richard Hoblyn, Robert Savill and Andrew Galloway;
"**Existing Share Capital**" or "**Existing Ordinary Shares**"	the 164,255,215 ordinary shares of 0.1 pence each in issue at the date of this document;
"**FCA**"	the Financial Conduct Authority of the United Kingdom;
"**Fee Shares**"	20,000,000 Ordinary Shares to be issued to Charles Tatnall and James Longley on Admission in lieu of cash remuneration due to them;
"**Financial Year**"	the Company's financial year ending on 30 April each year;
"**First Loan Note Instrument 2013**"	the instrument dated 14 January 2013 which constituted the First Loan Notes 2013;
"**First Loan Notes 2013**"	the unsecured 10 per cent. loan notes 2013 constituted by the Company pursuant to the First Loan Note Instrument 2013 for £100,000 of such loan notes;
"**Form of Proxy**"	the form of proxy which is enclosed with this document for use by holders of Existing Ordinary Shares in connection with the General Meeting;
"**FSMA**"	the Financial Services and Markets Act 2000 (as amended);

"**General Meeting**"	the general meeting of the Company convened for 10.00 a.m. on 21 August 2014 at the offices of DMH Stallard LLP, 6 New Street Square, New Fetter Lane, London EC4A 3BF, notice of which is set out at the end of this document;
"**Grid**"	the high-voltage electric power transmission network in the UK, connecting power stations and major substations and ensuring that electricity generated anywhere in England, Scotland and Wales can be used to satisfy demand elsewhere;
"**Group**"	the Company and its Subsidiaries;
"**GW**"	giga watts;
"**HMRC**"	H.M. Revenue & Customs;
"**Independent Director**"	Josephine Dixon;
"**Independent Shareholders**"	the Shareholders other than those in the Concert Party;
"**Initial Consideration**" or "**Initial Consideration Shares**"	the 80,833,333 Ordinary Shares to be issued, credited as fully paid, pursuant to the Acquisition Agreement;
"**Investing Company**"	an investing company as defined in the AIM Rules for Companies;
"**Investing Policy**"	the Company's investing policy as set out in the circular to Shareholders dated 28 December 2012 and as approved by Shareholders on 14 January 2013;
"**IP**"	intellectual property;
"**Irrevocable Undertakings**"	the irrevocable undertakings provided by certain Shareholders, the key terms of which are summarised in paragraph 23 of Part I of this document;
"**kW**"	kilo watts;
"**Loan Notes**"	the First Loan Notes 2013 and the Second Loan Notes 2013;
"**Lock-in Deeds**"	the lock-in deeds dated 5 August 2014 made between the Directors, Paternoster, the Company and SP Angel, further details of which are contained in paragraph 12.1.7 of Part VI of this document;
"London & Devonshire Trust"	London & Devonshire Trust Limited, a private property company with projects and portfolios across London and the South West of England;
"**London Stock Exchange**"	London Stock Exchange plc;
"**MW**"	mega watts;
"**National Grid**"	National Grid plc and its subsidiaries (as applicable), a British multinational electricity and gas utility company;
"Net Profits"	the net profit from continuing activities of the Enlarged Group following Admission for the relevant Financial Year before taxation as determined in accordance with generally accepted accounting principles and specified in the Accounts for that Financial Year;
"**New Ordinary Shares**"	the 324,058,335 new Ordinary Shares to be issued pursuant to the Proposals, the Fee Shares and the Bonus Shares;

"**Notice of General Meeting**"	the notice convening the General Meeting set out at the end of this document;
"**Official List**"	the Official List of the UKLA;
"**OFGEM**"	the Office of Gas and Electricity Markets, which regulates the electricity and gas markets in Great Britain;
"**Optionholders**"	holder(s) of Options;
"**Options**"	share options to subscribe for new Ordinary Shares granted under the EMI Scheme, details of which are set out in paragraph 5 of Part VI of this document;
"**Ordinary Shares**"	ordinary shares of 0.1 pence each in the share capital of the Company;
"**Panel**"	the Panel on Takeovers and Mergers;
"**Paternoster**"	Paternoster Resources plc;
"**Placees**"	the subscribers for the Placing Shares;
"**Placing**"	the proposed placing of the Placing Shares at the Placing Price pursuant to the Placing Agreement;
"**Placing Agreement**"	the conditional agreement between the Company, Plutus Energy, SP Angel, the Existing Directors and the Proposed Directors, further details of which are set out in paragraph 12.1.1 of Part VI of this document;
"**Placing Price**"	0.6 pence per Placing Share;
"**Placing Shares**"	112,500,002 new Ordinary Shares and 20,833,333 existing Ordinary Shares currently owned by Plutus Energy Limited to be issued or transferred pursuant to the Placing;
"**Plutus Energy**"	Plutus Energy Limited, a company incorporated in England and Wales with registered number 08836957;
"**Plutus Energy Directors**"	James Longley, Philip Stephens and Charles Tatnall;
"**Plutus Energy Group**"	Plutus Energy and its subsidiaries;
"**Plutus Energy Shareholders**"	holders of Plutus Energy Shares;
"**Plutus Energy Shares**"	the 10,000,000 ordinary A shares of £0.001 each and 3,333,334 ordinary B shares of £0.001 each in the capital of Plutus Energy;
"**Power Purchase Agreement**" or "**PPA**"	a contract between two parties, one who generates electricity for the purpose (the seller) and one who is looking to purchase electricity (the buyer). The agreement will define the commercial terms of such an arrangement;
"**Private Wire Networks**"	localised electricity grids, that although connected to the local distribution networks, have privately owned central plants that produce electricity. This enables it to operate a stand-alone supply in the event of the national grid failing;
"**Proposals**"	the Acquisition, change of name, Placing, conversion of the Loan Notes, Debt for Equity Conversion and the issue of Ordinary Shares and Warrants described in this document;

"**Proposed Directors**"	the proposed directors whose names appear on page 6 of this document;
"**QCA Code**"	the Corporate Governance Code for Small and Mid-Size Quoted Companies 2013, as published by the Quoted Companies Alliance;
"**Registrar**"	Share Registrars Limited;
"**Relationship Agreement**"	the agreement between the Company, SP Angel and each of the Covenantors governing the relationship between the Company and the Covenantors, details of which are set out in paragraph 12.1.8 of Part VI of this document;
"**Remuneration Committee**"	the remuneration committee of the Board, details of which are set out in paragraph 16 of Part I of this document;
"**Resolutions**"	the resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting, which begins on page 90 of this document and reference to a "Resolution" shall be the relevant resolution set out in the Notice of General Meeting;
"**Rule 9**"	Rule 9 of the City Code;
"**Second Loan Note Instrument 2013**"	the instrument dated 23 October 2013 which constituted the Second Loan Notes 2013;
"**Second Loan Notes 2013**"	the unsecured 10 per cent. loan notes 2013 constituted by the Company pursuant to the Second Loan Note Instrument 2013 for up to £150,000 of such loan notes;
"**Share Dealing Code**"	the code on dealings in the Company's securities adopted by the Company;
"**Shareholders**" or "**Members**"	holders of Existing Ordinary Shares and Deferred Shares;
"**SP Angel**"	SP Angel Corporate Finance LLP, the Company's nominated adviser and broker;
"**SPVs**"	special purpose vehicles to be established by the Enlarged Group for the purpose of developing and building flexible power generation facilities;
"**STOR**"	Short Term Operating Reserves (back-up power);
"**STOR Framework Agreement**"	a short-term operating reserves framework agreement with National Grid which providers of STOR power must sign onto before tendering for STOR capacity contracts;
"**Subsidiary**" or "**Subsidiaries**"	a subsidiary undertaking (as defined by section 1162 of the Act) of the Company or Plutus Energy, as applicable;
"**Triad Payments**"	transmission network payments;
"**TWh**"	terrawatt-hours;
"**UKLA**"	the Financial Conduct Authority acting in its capacity as the competent authority for the purposes of Part VII of FSMA;
"**UK**" or "**United Kingdom**"	United Kingdom of Great Britain and Northern Ireland;
"US" or **"United States"**	the United States of America, its territories and possessions and any other areas subject to its jurisdiction, any states of the United States and the District of Columbia;

"**Vendors**"	the sellers of the issued share capital of Plutus Energy not already owned by the Company, namely Philip Stephens and Paul Lazarevic;
"**VISA Immigration Funds**"	funds established to assist those outside the EEA and Switzerland wishing to apply for a UK tier 1 (investor) visa, the requirements of which include a minimum investment of £1,000,000 in an active and trading UK registered company;
"**Voting Rights**"	means the right to receive notice of, attend (in person or by proxy or by corporate representative), speak (in person or by corporate representative) and to cast (in person or by proxy or by corporate representative) one vote per share at general meetings of the Company;
"**Warrant Instrument**"	the warrant instrument executed by the company on 5 August 2014;
"**Warrantholder(s)**"	holder(s) of Warrants; and
"**Warrants**"	the 40,000,000 warrants which entitle the registered holder thereof to subscribe for one Ordinary Share at any time until 2 years after Admission, the terms of which are set out in paragraph 12.1.4 of Part VI of this document.

PART I

LETTER FROM THE EXISTING BOARD

PLUTUS RESOURCES PLC

(Incorporated and registered in England and Wales No. 05859612)

Existing Directors:

Charles Tatnall
(Chief Executive Officer and Proposed Executive Chairman)

James Longley
(Chief Financial Officer)

Josephine Dixon
(Non-Executive Director)

Registered office:

27/28 Eastcastle Street
London
W1W 8DH

5 August 2014

To the Shareholders and Members, and for information only to the Optionholders

Dear Shareholder,

Acquisition of Plutus Energy Limited

Placing of 133,333,335 Ordinary Shares at 0.6 pence per Ordinary Share

Change of name to Plutus PowerGen Plc

Changes to the Board

Conversion of Loan Notes

Notice of General Meeting

and

Admission to trading on AIM

1. Introduction and background

The Company has today entered into a conditional agreement to acquire the entire issued and to be issued share capital of Plutus Energy that it does not already own. Plutus Energy is a company that was established in January 2014 for the purpose of generating power from flexible stand-by power generation farms and generating revenues through the sale of this power to large energy supply companies during periods of peak electricity demand or Grid instability.

In addition, the Enlarged Group has conditionally raised £800,000 pursuant to the Placing. Further details of the Placing and use of proceeds are set out in paragraph 10 of this Part I.

The Acquisition constitutes a reverse takeover under the AIM Rules for Companies. As a result, the Company is seeking, *inter alia*, Shareholder approval for the Acquisition at the General Meeting, the notice of which is set out at the end of this document. Irrevocable Undertakings to vote in favour of the Resolutions to be proposed at the General Meeting have been obtained, details of which are set out in paragraph 23 of this Part I.

The Company was incorporated on 27 June 2006 as IPSO Holdings plc and was initially admitted to trading on AIM on 7 March 2007. The Company was set up to commercialise the IP of universities and other research institutes, particularly in the areas of life sciences, environmental sciences and technology. Following a period of financial difficulty, the Company announced a proposed fundraising and demerger on 28 December 2012. The proposed demerger, which constituted a fundamental change to the business of the Company, was approved by Shareholders on 14 January 2013. In early February 2013, the

fundraising and demerger was complete and the Company changed its name to Plutus Resources plc. Following completion of the proposals the Company no longer held any operating assets and as such became an Investing Company, actively seeking investments in the natural resources or similar sectors.

The Company continued to search for acquisitions and/or investments in the natural resources or similar sectors in accordance with its Investing Policy. A number of proposals were reviewed and on 16 January 2014, the Existing Board (other than Josephine Dixon who was appointed subsequently) announced that the Company had acquired a 25 per cent. interest in Plutus Energy Limited (formerly Attune Energy Limited).

On 31 January 2014, the Company announced that it had entered into a letter of intent for the acquisition of the remaining 75 per cent. of Plutus Energy with the consideration to be satisfied through the issuance of new Ordinary Shares to the shareholders of Plutus Energy. As the proposed acquisition of Plutus Energy would constitute a reverse takeover under the AIM Rules the Ordinary Shares were suspended from trading on AIM at 7.30 a.m. on 31 January 2014 pending the completion of the Acquisition by the Company.

As a consequence of the Acquisition constituting a reverse takeover under the AIM Rules for Companies, the Company is required to apply for re-admission of the Enlarged Group to trading on AIM. It is expected that Admission will take place on 22 August 2014 assuming the Resolutions are approved.

Resolutions will be proposed at the General Meeting to approve the Acquisition and effect, amongst other matters, the Placing and the change of the Company's name to Plutus PowerGen Plc.

This document, which comprises an admission document for the purposes of the AIM Rules, sets out the reasons for the Acquisition, explains why the Existing Directors consider the Proposals to be in the best interests of the Company and its Shareholders as a whole, and asks Shareholders to vote in favour of the Resolutions which will be proposed at the General Meeting of Shareholders to be held at the offices of DMH Stallard LLP, 6 New Street Square, New Fetter Lane, London EC4A 3BF on 21 August 2014 at 10.00 a.m., notice of which is set out at the end of this document.

It is important for Shareholders to note that if the Proposals are not approved at the General Meeting then Admission will not occur and the Company's shares will be cancelled from trading on AIM.

2. Information on Plutus Energy Limited

Plutus Energy was established on 8 January 2014 for the purpose of generating power from flexible stand by electricity generation sites and to generate revenues through the sale of this power to established national energy suppliers during periods of peak electricity demand or Grid instability.

Plutus Energy has a management team with expertise in the building and operation of flexible power generation projects, a demonstrable track record of securing EIS funding for the fixed cost element of the construction of diesel generation sites, obtaining planning permission with suitable connectivity to the Grid as well as successfully tendering for National Grid contracts for this form of specialised energy sales.

The Directors believe that the market opportunity arises from the constraints inherent in the National Grid's electricity transmission network where flexible power generation has an increasing role to play particularly as fossil fuel power stations continue to close and it will be many years before new nuclear power stations will be built in the UK.

Whilst Plutus Energy has yet to generate revenues, the business plan of the Enlarged Group assumes that within 12 months from Admission, and subject to securing the necessary funding and planning permissions, it will have secured contracts for construction, on-going tendering and operations & management of STOR facilities for individually established special purpose vehicles, which will be part owned by the Enlarged Group. In addition, the Enlarged Group intends to enter into service contracts for the tender and operations of STOR capacity for business to business energy efficiency companies.

3. Information on the flexible power generation market

The market in the UK for flexible power generation is believed by the Directors to be growing for the following reasons:

- ***Supply side volatility is increasing***

  The renewable generation mix in the UK is changing in response to the EU Climate and Energy Package, which was signed in April 2009 and is legally binding. It commits the UK to deliver 15 per cent. renewable energy by 2020. To achieve this, the UK government set itself a target of producing 30 per cent. of the UK's generation from renewable sources. Projections from the Department for Energy and Climate Change ("DECC"), which are shown in Figure 1 below, estimate the UK will achieve 36 per cent. of electricity from renewables by 2020, falling to 33 per cent by 2030 as planned nuclear power stations come on stream.

  UK historic and projected electricity supply by fuel type 2000-2020 (TWh)

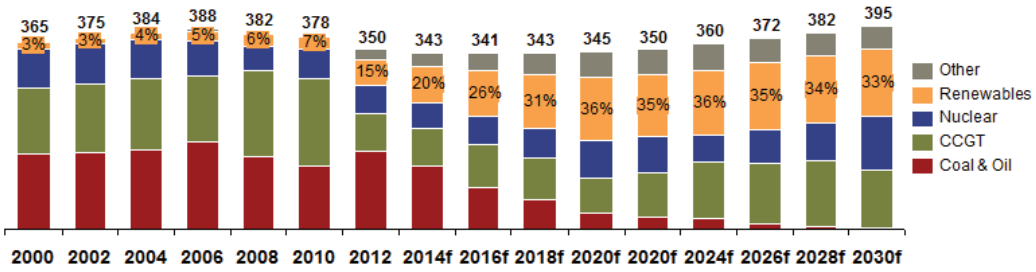

  Figure 1. (Source: DUKES 2012, DECC, National Grid)

  A range of UK government policy instruments are being used to encourage the transition to renewable energy. Principal amongst these are the Large Combustion Plant Directive ("LCPD"), the Carbon Price Floor and the Industrial Emissions Directive. OFGEM itself predicts a further tightening of supply-demand margin.

  For example, the LCPD will bring about the early closure of 11.7GW of oil and coal generation, a capacity that equates to a loss of up to 51TWh, or c.14 per cent., of generation per annum until 2025. Crucially, as renewable energy sources in the UK are largely made up of wind and solar, this means that the renewable capacity displacing higher carbon sources of generation is increasing the volatility of energy supply. In turn, the need for large consumers and National Grid to secure access to alternative reliable energy sources for balancing supply is increasing significantly.

- ***The supply-demand margin is tightening***

  Despite growing UK government and consumer focus on energy saving measures, demand for power continues to grow at a time when renewable capacity is not replacing fully the lost higher carbon capacity forced off as a result of policy, this places a premium on access to flexible generation capacity. With old capacity coming offline and new capacity being slow to come online, there is a very real threat of a capacity margin squeeze as shown in Figure 2 below. This risk was recently highlighted by the retiring OFGEM chief executive when he said, "We have to face the likelihood that avoiding power shortages will also carry a price... Within three years we will see reserve margin of generation fall from below 14 per cent. to below 5 per cent. That is uncomfortably tight."

Ofgem's Capacity Margin Forecast

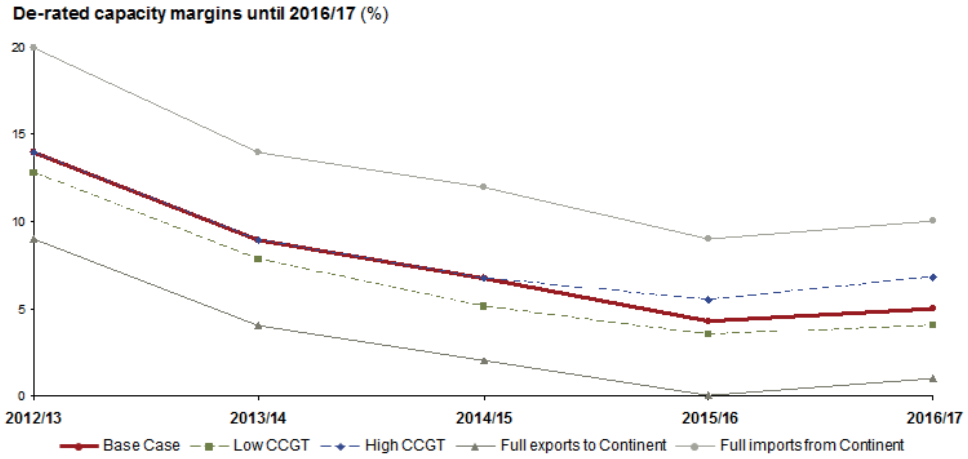

Figure 2. (Source: OFGEM)

As the capacity margin continues to tighten, the Directors expect that energy prices will become more volatile, as will the risk of energy supply companies not being able to balance their own energy book. In turn, the Directors believe this will place a premium on access to flexible power generation capacity.

- ***Alternative balancing technologies are not available at scale in the timeframe required***

The new energy market design intends to introduce the means by which demand can participate in the balancing markets and new technologies, such as frequency response, can contribute by affecting demand at times of need. However, while these markets and technologies are emerging, they remain relatively unproven or not yet at scale.

The significance of not having enough options or tools available to meet demand is a 'brownout' – where voltage is reduced – or a 'black-out' – where power is simply cut. The probability of these events occurring is illustrated in Figure 3 below.

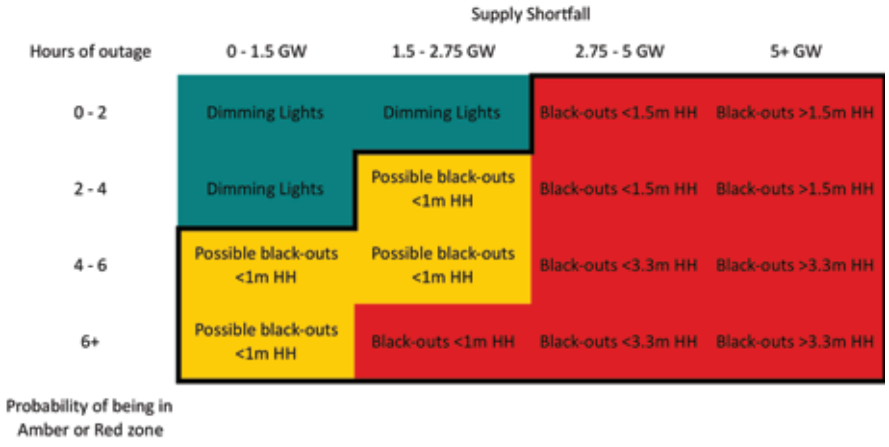

Figure 3. (Source OFGEM)

4. Strategy of the Enlarged Group

4.1 *The business model*

The Enlarged Group is being formed to provide the management infrastructure and expertise to build a group of companies which intend to operate power plants to provide flexible electricity generation in the UK. It is planned that these power plants will generate electricity from containerised, modular diesel generators and the electricity generated will be sold to a utility company via a Power Purchase Agreement ("PPA").

Plutus Energy is expected to have an equity interest in and receive fees from the management of the entities established to manage each flexible power generation project that it builds such as Joint Ventures and SPVs. It may also receive third party fees for other consultancy projects in connection with the flexible power generation business.

Generating electricity from diesel generators is expensive, and not competitive in the normal wholesale electricity market. For this reason, the Enlarged Group intends to provide short-term flexible operating capacity to address two specific markets within the UK electricity market, namely STOR and Triad:

- STOR is the scheme under which the National Grid contracts with flexible generators of electricity to provide Short Term Operating Reserve (i.e. back-up power) where the National Grid identifies that it is likely to have a short-term requirement for additional power. The amount of STOR capacity needed varies depending on the time of year, week and day; split into a number of seasons; each season containing defined hours in the day (known as "Availability Windows").

- Triad is the scheme under which the National Grid recharges the cost of using the electricity network to users of the network (distribution/supply companies) by pro-rating this cost across the users of the network during the three half hour periods of peak demand during a year. These distribution/supply companies will pay flexible generators of electricity a significant premium for electricity that they can supply during these three half-hour periods to avoid being charged this Triad cost.

The Company's business model is not unique; there are already a number of companies that provide Triad and STOR services using diesel generators, for example Greenfrog Power Limited. However, the Directors believe that the time is well suited a new entrant into this market for the following reasons:

- The need for flexible power generation is increasing as a result of imbalance being brought into the UK electricity network due to existing, reliable power generation (e.g. nuclear and coal) being decommissioned and being replaced, in part, by less predictable renewable power generation. The requirement for STOR generation capacity across the UK is forecast to increase as the UK's energy infrastructure changes over the next decade to 8GW in 2025.

- The intended installed capacity of the Enlarged Group's power plants is immaterial to both the overall UK electricity markets and the Triad and STOR markets in which the Company intends to operate.

- Although the timing and the final structure of the impending UK Electricity Market Reform ("EMR") remains unclear, it appears likely that electricity generators will face much greater penalties than they do under the current arrangements if they are unable to provide electricity for which they have contracted to supply. Utility companies have indicated that, where this is the case, they will likely look to secure a reserve of flexible generation power plants that they could call on to provide back-up power if their main power plants fail to operate.

- It is also generally accepted that flexible power generation whether diesel or gas will receive capacity payments in the new market and values in the range of circa £40,000 per MW have been stated. Whilst the Directors believe it is prudent not to rely on any revenue from these payments, they will review the Enlarged Group's commercial strategy once the capacity mechanism has been finalised.

4.2 ***Securing revenue contracts***

STOR

In order to be able to tender for the STOR service, a STOR Framework Agreement must first be entered into between the National Grid and the prospective service provider. This will give effect to the standard contract terms in force at that time, in respect of any accepted tender(s). The STOR

Framework Agreement lists the assets that a STOR provider may wish to tender at some stage in the future and tenders may only be submitted in respect of electricity generating assets listed in a STOR Framework Agreement.

There are two forms of the STOR service:

- Committed Service

  The provider must make the STOR service available for all availability windows within the contracted term. There are permitted exclusions when a particular asset is technically unable to provide the STOR service due to maintenance or plant breakdown or where an asset has been removed by the STOR provider in advance of an availability window.

- Flexible Service

  Flexible Service providers have greater freedom as to how many hours they wish to make the STOR service available, and when that availability is offered. However, National Grid may choose to reject Flexible Service availability and, provided the rejection is issued in the defined timescale, the National Grid will not make availability payments for rejected Flexible Service availability. Flexible Service makes up the majority of tender rejections.

There are three tender rounds run each year by the National Grid for STOR service. The tender process works on a rolling basis and is driven by price and reliability of the STOR asset. STOR providers are currently only able to contract for short-term contracts (no longer than two years).

As illustrated in Figure 4 below, the National Grid transparently discloses the results of the tender process following each tender round. There are three points in the year where the Company can submit process and this combination enables the Company to submit tenders with an understanding of where other companies in the market are tendering.

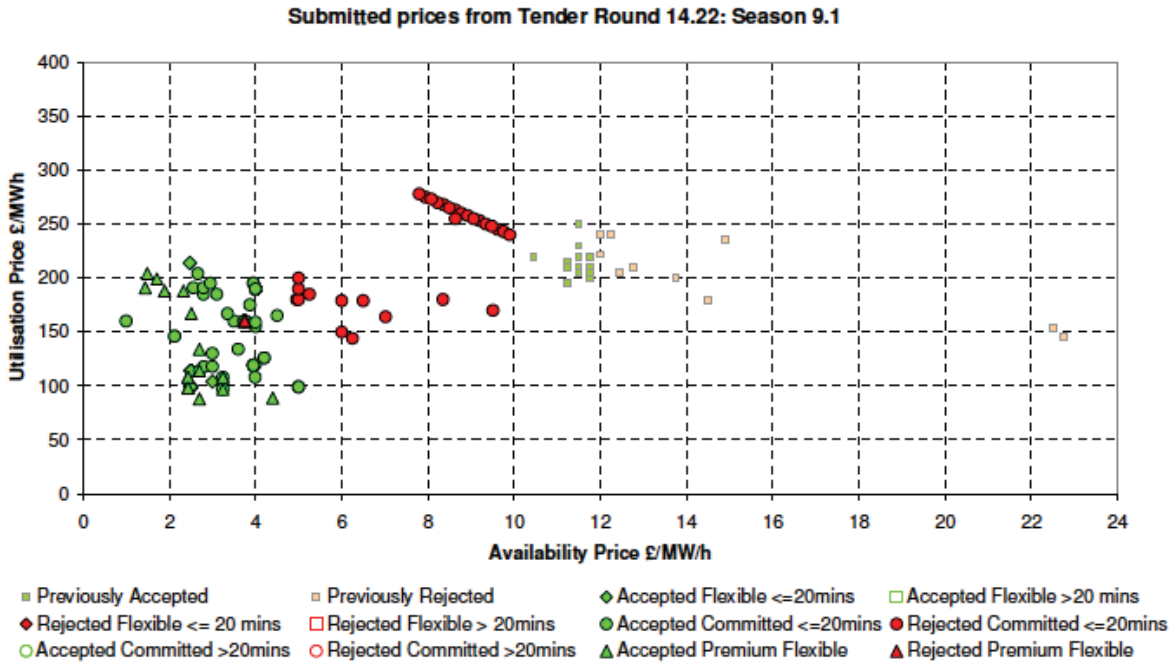

Figure 4. (Source: National Grid plc published tender results)

Triad

Triad demand is measured as the average demand on the Grid over three peak half hours between November and February (inclusive). In April of each year, each licensed electricity supplier is charged a fee for the peak load it imposed on the Grid during those three peak half hours of the previous winter. Exact charges vary depending on the distance from the centre of the network, but the Directors believe that in South West England it is likely to be circa £40,000/MW for 2015–16. This is a means for National Grid to recover its costs, and to impose an incentive on users to

minimise consumption at peak, thereby easing the need for investment in the system. This is the main source of income which National Grid uses to cover its costs and these charges are commonly also known as Transmission Network Use of System charges ("TNUoS").

A Triad Avoidance payment is associated with reducing the demand on the transmission network during a Triad period. Flexible power generators are paid the Triad amount every time its generators operate during a Triad event. Payment is achieved by entering into a negotiated Power Purchase Agreement ("PPA") with a major electricity supplier. The power generator receives 95 per cent. of the Triad charge under a PPA.

Triad costs are rising steeply at present, with a compound annual growth rate ("CAGR") of 8 to10 per cent. over the last five years. This high level of inflation is due to the significant Grid upgrade works that have been required over recent years to maintain the existing network and to make the changes that are necessary for the reduction in coal and nuclear generation expected over the next 10 years and the increase in renewable energy generation.

The directors of Plutus Energy have approached several utility companies as part of the market research it has performed and these utility companies have confirmed that they would be willing to enter into long term Power Purchase Agreements ("PPAs") for the Company's power and that these PPAs include pricing for electricity provided during a Triad period.

Table 1 below shows the tariffs for 1 MW of electricity generated during the Triad periods per year

National Grid Triad Factors 2013–2016

Triad Zone	*2013 – 14*	*2014 – 15*	*2015 – 16*
South East	£32,830	£37,660	£40,360
London	£34,080	£38,550	£43,000
Southern	£33,750	£38,790	£40,880
South West	£33,550	£38,700	£40,610

Table 1. (Source: National Grid plc published data)

4.3 ***Technology***

The technology to be employed by the Enlarged Group is simple, proven and widely available.

The Enlarged Group intends to acquire high quality diesel-fuelled generators for its power plants. Plutus Energy has sought out the most cost effective diesel option. It is generally expected that the size of the diesel generating set will be 400kW, although other options will be considered especially when space is a constraint. A 400kW diesel generating set is considered by the Directors to be the most cost effective (on a cost per MW basis) type of generator on the market suitable for the Enlarged Group's purposes.

There are a number of highly reliable and well known diesel engine manufacturers, including Cummins Inc., Mitsubishi Engine North America, Inc. and Caterpillar Inc. and the Company intends to acquire engines from these manufacturers where possible. Diesel engines can be matched to any variety of alternators and these will be reviewed on a case-by-case basis subject to price and quality.

The Directors believe the technology which Plutus Energy proposes to use to be of high quality and very reliable. Reliability is a key requirement and viewed more favourably by the National Grid as part of the tender process.

Regardless of the size and type of diesel generator, each generating set will be delivered as a containerised solution including fuel storage, remote start facilities and remote diagnostic functions to detect, for example, when fuel is running low or when oil changes are required. The diesel engines will run on 'red diesel' and when operating at full output have enough diesel to run for approximately 4 hours. A bunded diesel storage tank will be kept on site containing sufficient diesel to run the entire plant at full output for a further 8 hours.

The Directors believe that diesel generators are preferable for a number of reasons. The technology is well established, with a number of suppliers, good availability of parts and technical know-how, and some banks may be willing to lend against the assets. There is a reasonable correlation between diesel prices and electricity prices, providing an overall hedge to the business plan. Operations and maintenance are low and performed by the Original Equipment Manufacturers (OEMs) and/or by the installation contractor.

Service and preventative maintenance can be contracted for a period of one to five years. Service and maintenance contracts can be entered into with providers of the diesel generators. The Company will assess on a case-by-case basis the quality of service and price associated with providing such services and where appropriate tender out to the market to seek the best value for maintenance services.

4.4 ***Funding of projects***

The Directors intend to build plants in increments of a maximum of 20MW. This is for two reasons:

- The planning thresholds – and therefore construction timescales – are reduced, meaning that planning can be more quickly secured on suitable land; and
- The emissions fall below a European threshold, thereby reducing compliance costs and risk.

The exact cost of establishing a 20MW plant will depend on the specific characteristics of the selected sites. However, the Directors expect that, typically, each 20MW project will cost in the region of £5 million to develop and construct. Typically this cost can be broken down as follows:

Component/activity	*Approximate percentage of total cost*
Diesel Generators	45–50%
Electrical Equipment	25–30%
Electrical Connection	<10%
Civil Engineering/Construction	10–15%

Source: Company estimates

It is the strategy of the Company to establish an individual Special Purpose Vehicle ("SPV") for each flexible power generation project that it builds. It is intended that each SPV will be part owned by Plutus Energy and part owned by third party investors. In exchange for its shareholding in the SPV, Plutus Energy shall provide it with site identification expertise, project management and implementation services, and expert knowledge in relation to the building of the flexible power generation project. Plutus Energy will also manage the tender process for STOR and Triad contracts on behalf of the SPV. It is proposed that third party investors shall provide the majority of the funding required for the project, with the balance to be provided as debt finance.

Plutus Energy has had a number of discussions with potential investors in relation to the proposed SPV project structure and in particular the Directors believe the structure proposed is attractive to EIS Investors.

In this regard, the Company has sought comfort from HMRC that the proposed structure would qualify for EIS tax relief and such comfort has been forthcoming, subject to usual conditions.

The Company has entered into a Letter of Intent ("LOI") with Rockpool Investments LLP, an investment adviser which offers a specialist EIS portfolio service to its clients. Pursuant to the terms of the LOI, Rockpool Investments LLP has agreed to seek to arrange investment in an SPV established by the Company, such funding to be used to enable the SPV to develop and build a flexible electricity generation facility and to provide working capital to support the SPVs operations. The investment remains subject to contract, due diligence and approval by Rockpool Investments LLP's investment committee. Further details of the terms of the LOI are set out in paragraph 12.1.9 of Part VI of this document.

The structure of the SPV for each flexible power generation project will vary, however based on discussions with potential investors, an illustrative example of a proposed structure is set out below.

Illustrative example of a flexible power generation project SPV structure
(Source: Company estimates)

Funding Structure:

Uses	*£*	*Sources*	*£*
Capital Expenditure	5,000,000	EIS Investors	3,400,000
Working capital, fees and contingency	400,000	Asset finance facility	2,000,000
Total	5,400,000	**Total**	5,400,000

Ownership profile:

	Fully diluted ownership of SPV
Plutus Energy	45.0%
EIS Investors	45.0%
Carried interest of introducer of EIS Investors	10.0%
	100.0%

Other terms:

- Profits of the SPV are distributed pro-rata to the fully diluted ownership of the SPV.
- Plutus Energy will propose two or three directors to the board of the SPV and the EIS Investors shall have the right to nominate one director to the board of the SPV.

As well as EIS Investors and conventional asset financing possibilities, joint venture funding of SPVs from strongly-capitalised landlords is actively being discussed and pursued by the Company. Additionally, funding the capital requirement of the SPVs from VISA Immigration Funds is being actively pursued by the Enlarged Group. In this regard an arrangement letter with a broker for a Visa Immigration Fund has been received and Plutus Energy is currently engaged in discussions with two blue-chip asset finance organisations for the provision of debt funding.

5. Securing of suitable sites

Plutus Energy is currently engaged in discussions with prospective landlords for the securing of potential sites for the planned power plants. To date Plutus Energy has received draft heads of terms from London & Devonshire Trust for:

- two sites located in Plymouth and Cirencester which the Directors hope will be able to host plants generating up to 80MW of energy; and
- securing sites with strong Grid connection prospects in South West England and South Wales.

Plutus Energy has entered into discussions with a second landlord with the aim of securing sites to achieve generation of 60MW of energy in Southampton.

Furthermore, Plutus Energy has entered into heads of terms with Associated British Ports, a UK port operator with the scope for the provision of an initial site producing 20MW of energy with the possibility to increase to 60MW in the future.

Further details of the draft heads of terms with London & Devonshire Trust and Associated British Ports are set out in paragraphs 12.2.2 and 12.2.3 of Part VI of this document.

6. Principal terms of the Acquisition

On 5 August 2014, the Company entered into the Acquisition Agreement, pursuant to which it conditionally agreed to acquire the entire issued share capital of Plutus Energy that it does not already own for a purchase price of £485,000 to be satisfied by the issue of the Initial Consideration Shares by the Company to the Vendors, *pro rata* to their respective holdings in Plutus Energy. The Initial Consideration Shares will be credited as fully paid and will represent 16.55 per cent. of the Enlarged Share Capital.

In addition, Deferred Consideration of up to 50,000,000 Ordinary Shares at 0.6p per share for each of the Vendors may become payable depending upon the occurrence prior to, the fourth anniversary of Admission of either (a) the Earnings Per Share exceeding (i) 0.1575 pence in respect of 25,000,000 Deferred Consideration Shares for each of the Vendors or (ii) 0.297 pence in respect of 50,000,000 Deferred Consideration Shares for each of the Vendors (less any Deferred Consideration Shares allotted and issued pursuant to (i)), or (b) a takeover bid is made for the entire issued and unissued share capital of the Company and is declared unconditional in all respects at a price per Ordinary Share of 1.5 pence or more.

Completion of the Acquisition Agreement is subject to the passing of the Resolutions by Shareholders at the General Meeting and Admission. Further details of the Acquisition Agreement are set out in paragraph 12.1.3 of Part VI of this document.

7. Reasons for the Acquisition

As previously stated by the Company, the Existing Directors examined a number of investment proposals and were pleased to announce the acquisition of 25 per cent. of Plutus Energy in January 2014.

The Directors believe that the market opportunity for the Plutus Energy business arises from the constraints inherent in the National Grid electricity transmission network where flexible power generation has an increasing role to play particularly when power stations continue to close and it will be many years before new nuclear and other power stations will be built in the UK.

The Directors believe that the Acquisition provides investors with the opportunity to participate in a company that will provide flexible electricity generation in the UK. It is expected that the Enlarged Group will generate revenue by being available to provide electricity at very short notice to customers that are expected to include the National Grid, UK electricity utilities and major consumers of electricity.

The Directors believe that the Acquisition will benefit the Company and its Shareholders due to the following features:

- Asset-backed infrastructure investment in a topical business area – greater than 50 per cent. of the invested capital will be in the underlying generation assets
- Revenue stability – key revenues are expected to be derived through long-term and/or repeatable contracts with large, stable counterparties
- The deployment of stable and proven technology will lead to lower operational risk
- There is the opportunity for growth in emerging markets such as Private Wire Networks and the Capacity Market

Further information on Plutus Energy is set out in paragraph 2 of this Part I. Further details of the Acquisition Agreement are set out in paragraph 12.1.3 of Part VI of this document.

8. Existing Directors, Proposed Directors and Employees

As at the date of this document the Existing Board consists of Charles Tatnall, James Longley and Josephine Dixon. With effect from Admission, Philip Stephens and Paul Lazarevic shall be appointed to the Board. On Admission the Board will comprise five directors, including four executive directors and one non-executive director. Details of the Existing Directors and Proposed Directors are set out below.

8.1. ***Existing Directors***

Charles Tatnall (aged 50), Chief Executive Officer (Proposed Executive 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, 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. Charles 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. Charles 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.

James Longley (aged 55), Chief Financial Officer and Company Secretary

Mr Longley is a chartered accountant whose career has been focussed on venture capital, private equity and building growth companies. His earlier career was with Arthur Andersen, Creditanstalt-Bankverein Merchant Banking and Touche Ross Corporate Finance. In 1990 he co-led the £10.5m management buy-in of The Wilcox Group, one of the UK's leading aluminium alloy tipping trailer manufacturers. He was also co-founder, director and chief financial officer of BioProgress Technology International, Inc., a VMS and drug delivery system developer using proprietary films, processes and formulations. It was a NASD quoted and regulated company from 1997 to 2002 and was subsequently listed on AIM.

Mr Longley was also a co-founder, director, chief financial officer of PhotoBox Limited from 2000 to 2006, a company that then merged with its French counterparts, Photoways to create Europe's leading online photo-finishing business. The group now enjoys a turnover in excess of £175 million and has over 25 million unique users. Private equity investors include Highland Capital Partners and Index Ventures. It acquired Moonpig.com in 2011 for circa £120 million.

Concurrently, for much of his career, Mr Longley has acted and continues to act for and invest in many small to medium businesses together with consultancy and non-executive director roles.

Josephine (Jo) Dixon (aged 54), Non-Executive Director

Josephine Dixon has over ten years' experience as a non-executive of listed companies. Miss Dixon is currently a non-executive director and senior independent director of Worldwide Healthcare Trust PLC, she is non-executive director and audit committee chairman of Baring Emerging Europe PLC, Standard Life Equity Income Trust PLC and JP Morgan European Investment Trust PLC. Miss Dixon is also a non-executive director of Strategic Equity Capital plc.

Miss Dixon is a qualified Chartered Accountant having trained with Touche Ross in London. She has experience in an executive capacity in financial services, principally at Natwest where Miss Dixon held a number of senior roles in both the management of the investment bank and the main bank working directly for the chief executive officer. In 1995 she became finance director of Newcastle United where, having ensured there was a sound financial management system, raised debt to support a significant growth strategy. She played a key role in the successful London Stock Exchange flotation raising £54m in equity. She has subsequently been commercial director of UK Europe Middle East division of Serco Group and has held a number of interim finance director roles and consultancy positions in differing sectors.

8.2. ***Proposed Directors***

Philip (Phil) Stephens (aged 49), Proposed Chief Executive Officer

Mr Stephens has a strong track record in the electricity sector having held numerous senior roles in the energy and infrastructure marketplace. This includes a major UK generator, where he was responsible for the businesses transition from a national electricity generator to a premium low carbon energy supplier. As partner in global consulting firms, Phil's background is in energy utilities, leading practices and projects in North America, Europe and Asia Pacific. He has worked with large and small organisations in roles as diverse as interim strategy director to commercial due diligence and post-acquisition value realisation for private equity investors.

Mr Stephens is currently a director of a STOR business, building a 20MW plant in South West England, but has held numerous senior roles in the energy and infrastructure market, including listed entities:

- Head of commercial – British Energy Group plc. Phil led the development of British Energy Group plc's low carbon product, including board & regulatory sign-off, first sales and independent third party verification regime. This product has gone on to form the basis of EDF's Blue+ domestic product post acquisition of British Energy Group plc.
- Group commercial director – Mears Group plc. A listed social housing & domiciliary care business with revenues of £650 million. Phil signed an exclusive agreement with British Gas to provide energy and low carbon services to social housing, initially exploiting the fee-in tariffs and moving to waste-to-power projects.
- Asia Pacific energy & utilities leader – PA Consulting Group. Phil led the development of the world's first nodal electricity market, including development of a Financial Transmission Rights (FTR) regime as well as advising on asset management plans as part of regulatory representations.

Paul Lazarevic (aged 50), Proposed Chief Operating Officer

Paul Lazarevic has a long track record in the electricity sector including most recently as the chief executive officer of Grid balancing technology company, RLtec. Prior to that he was head of corporate sales at RWE AG where he was responsible for a £1.5bn operation, which included sales and operations to the UK's major industrial and commercial users such as J Sainsbury's plc, BT Group plc and Lafarge cement. Prior to that, Paul spent eight years at ExxonMobil where his experience varied from project managing the design and construction of embedded refinery power generation projects in the USA and Far East, to setting up a gas trading operation in the UK and running a risk management team.

8.3. ***Employees***

On Admission, it is anticipated that the Enlarged Group will have no employees, other than the Existing Directors and the Proposed Directors.

9. Current trading, prospects and significant trends

Financial information on the Company and Plutus Energy are set out in Parts III and IV of this document.

Plutus Resources currently has no operations and the Enlarged Group has no operating history in the flexible power generation business. However, the Proposed Directors have significant experience of the flexible power generation market. As at the date of this document, the Company and Plutus Energy have made the following progress in implementing the proposed strategy:

Funding

- Letter of Intent from Rockpool Investments LLP
- Arrangement letter with a broker for a VISA Immigration Fund
- Positive discussions with two blue-chip asset finance organisations for provision of debt financing

Sites

- Draft heads of terms with London & Devonshire Trust for:
    - Sites in Plymouth and Cirencester (with the potential of hosting circa 80MW)
    - Securing sites with strong Grid connection prospects in South West England and South Wales
- Positive discussions with a second landlord with regards to sites in Southampton capable of hosting circa 60MW.
- Draft heads of terms with Associated British Ports, a UK port operator with regards to an initial site capable of hosting circa 20MW.

STOR Framework Agreement

- Plutus Energy has entered into a STOR Framework Agreement with National Grid and has successfully tendered for a total of 30MW of STOR capacity across two sites (subject to certain terms and conditions). Further information on the agreement with National Grid is set out in paragraph 12.2.1 in Part VI of this document.

The Directors intend to develop the Enlarged Group and its assets as set out in paragraph 4 of this Part I headed "Strategy of the Enlarged Group".

Save as disclosed in this document, there have been no significant trends concerning the development of the business of the Company or Plutus Energy.

10. Details of the Placing and use of proceeds

The Company has conditionally raised £800,000 before expenses from the Placing, by the issue or transfer of the Placing Shares at 0.6 pence per Share.

The Placing Shares will rank *pari passu* in all respects with the Ordinary Shares including the right to receive all dividends and other distributions declared, paid or made after the date of issue. The Placing, which is not underwritten or guaranteed, is conditional, *inter alia*, upon the Acquisition completing and Admission becoming effective.

The Company, Plutus Energy, the Existing Directors and the Proposed Directors have entered into the Placing Agreement with SP Angel pursuant to which SP Angel has conditionally agreed to act as agent for the Company and Plutus Energy and to use its reasonable endeavours to procure subscribers or purchasers for the Placing Shares at the Placing Price. The Placing is conditional, *inter alia*, upon Admission becoming effective on or about 22 August 2014 or such later date as agreed between the Company and SP Angel. Further details of the Placing Agreement are set out in paragraph 12.1.1 of Part VI of this document.

It is intended that the proceeds of the Placing shall be applied to the working capital requirement of the Group as follows:

Use of proceeds	*£ million*
Costs associated with being a public company traded on AIM	0.15
Directors' salaries	0.23
Cash expenses attributable to the transaction	0.30
Other	0.12
Total	0.80

Shareholders should be aware that third party investors will be required to provide the necessary funding to each SPV that will be established to build and operate the Enlarged Group's flexible electricity generation projects. Further information on the proposed structuring and funding of each flexible power generation project is set out in paragraph 4.4 of this Part I.

Should the Company identify suitable acquisitions or opportunities for growth it may require substantial additional capital in the future. The Board will consider the most appropriate funding mechanism at the relevant time which could include the issue of further equity or debt finance.

11. Admission to AIM, Dealings and CREST

Application will be made to the London Stock Exchange for the Enlarged Share Capital to be admitted to trading on AIM. It is expected that Admission will take place, and dealings in the Enlarged Share Capital on AIM will commence, on 22 August 2014.

CREST is a paperless settlement procedure enabling securities to be evidenced otherwise than by a certificate and transferred otherwise than by a written instrument in accordance with the CREST Regulations.

The Articles permit the holding and transfer of Ordinary Shares to be evidenced in uncertificated form in accordance with the CREST Regulations. The Existing Ordinary Shares can already be transferred by means of the CREST system and it is expected that the New Ordinary Shares will also be transferable by means of the CREST system.

12. Lock-in and orderly market arrangements

In compliance with the AIM Rules for Companies, the Directors have agreed not to, and to procure that their respective associates will not, dispose of any interests in Ordinary Shares held by them (if any) for 12 months following Admission.

For the following 12 month period after the initial one year lock-in period, the Directors have agreed not to, and to procure that their respective associates will not, dispose of any interest in Ordinary Shares held by them (if any) unless such disposals are effected through the Company's broker or in the agreed manner so as to ensure an orderly market in the Ordinary Shares.

In addition, Paternoster has agreed not to, and to procure that its associates will not, dispose of any interests in Ordinary Shares held by it for 12 months following Admission.

The restrictions on the disposal of Ordinary Shares contained in the Lock-in Deeds do not apply in certain circumstances permitted under the AIM Rules for Companies. Further details of the Lock-in Deeds can be found in paragraph 12.1.7 of Part VI of this document.

13. Relationship Agreement

The Company has entered into the Relationship Agreement with the Covenantors and SP Angel as the Covenantors will, on Admission, own 167,166,667 Ordinary Shares representing approximately 34.23 per cent. of the Enlarged Share Capital and will therefore be the majority and controlling shareholders of the Company. Under the terms of the Relationship Agreement, for so long as they collectively hold at least 30 per cent. of the Company's issued share capital, the Covenantors are obliged to ensure that the Company is capable of carrying on its business independently of them and, consequently, this agreement places certain restrictions on them as the controlling shareholders of the Company to ensure this independence. Further details of the Relationship Agreement are set out in paragraph 12.1.8 of Part VI of this document.

14. City Code and Concert Party

The City Code is issued and administered by the Panel. The City Code applies to all takeover and merger transactions, however effected, where the offeree company is, *inter alia*, a listed or unlisted public company incorporated in the United Kingdom. The Company is such a company and Shareholders are entitled to the protections afforded by the City Code.

Under Rule 9 of the City Code, any person who acquires an interest (as defined in the City Code) in shares which, taken together with shares in which he and persons acting in concert with him are already interested, carry 30 per cent. or more of the voting rights in a company which is subject to the City Code is normally required to make a general offer to all the remaining shareholders to acquire their shares.

Similarly, when any person, together with persons acting in concert with him, is interested in shares which, in aggregate, carry not less than 30 per cent. of the voting rights of a company but does not hold shares carrying more than 50 per cent. of such voting rights, a general offer will normally be required if any further interest in shares is acquired by any such person, or any person acting in concert with him, which increases the percentage of shares carrying voting rights in which he is interested.

An offer under Rule 9 must be made in cash (or with a full cash alternative) at a price not less than the highest price paid by the person required to make the offer, or any person acting in concert with him, for any interest in shares of the company during the 12 months prior to the announcement of the offer.

Rule 9 of the Code further provides, amongst other things, that where any person who, together with persons acting in concert with him holds over 50 per cent. of the voting rights of a company, acquires an interest in shares which carry additional voting rights, then they will not generally be required to make a general offer to the other shareholders to acquire the balance of their shares.

Under the City Code, a concert party arises where persons who, pursuant to an agreement or understanding (whether formal or informal), co-operate to obtain or consolidate control (as defined below) of a company or to frustrate the successful outcome of an offer for a company. Control means holding, or aggregate holdings, of shares carrying 30 per cent. or more of the voting rights of the company, irrespective of whether the holding or holdings give de facto control. There is an Existing Concert Party holding a potential interest in a total of 163,940,000 Ordinary Shares, representing 73.12 per cent. of the issued Ordinary Share capital of the Company as it would be following the conversion of Loan Notes and exercise of Options currently held by the Existing Concert Party. The interests of the members of the Existing Concert Party in the Ordinary Share capital of the Company was previously the subject of a waiver granted in respect of Rule 9 and approved by Shareholders by way of a written resolution in December 2012.

The Panel considers that the Concert Party has come into being as a result of the Proposals and the Call Option. The Concert Party will have an interest in up to 496,265,002 Ordinary Shares on Admission, representing up to 77.80 per cent. of the Ordinary Share capital of the Company as enlarged by the conversion of Loan Notes, exercise of Options and Warrants, and the issue of the Consideration Shares and Placing Shares.

Shareholders should note that, following Admission, the Concert Party will hold over 50 per cent. of the voting rights of the Company and will therefore be entitled to increase its interest in the voting rights of the Company without incurring a further obligation under Rule 9 to make a general offer although, individual members of the Concert Party will not be able to increase their interests in the voting rights of the Company through or between a Rule 9 threshold without Panel consent.

Further information in relation to the Concert Party is set out in Part V of this document.

15. Change of name

To reflect the proposed changes to the Company, its management and its operations as a result of the Acquisition, it is proposed that the Company will change its name to Plutus PowerGen Plc pursuant to Resolution 4 in the Notice of General Meeting.

16. Corporate governance

The Company is not required to comply with the Corporate Governance Code or QCA Code. However, the Directors recognise the importance of sound corporate governance. The Board intends to continue, following Admission, so far as is practicable for a company of its size, to implement certain corporate governance recommendations. Details are provided below.

The Board will meet regularly and is responsible for formulating, reviewing and approving the Enlarged Group's strategy, budgets, performance, major capital expenditure and corporate actions. On Admission, the Company will have in place an audit committee, a remuneration committee and an AIM Rules Compliance Committee with formally delegated rules and responsibilities.

Audit Committee

The Audit Committee will have the primary responsibility of monitoring the quality of internal controls and ensuring that the financial performance of the Enlarged Group is properly measured and reported on. It will receive and review reports from the Enlarged Group's management and external auditors relating to the interim and annual accounts and the accounting and internal control systems in use throughout the Enlarged Group. The Audit Committee will meet not less than twice in each financial year and will have unrestricted access to the Enlarged Group's external auditors. On Admission, the Audit Committee will comprise Josephine Dixon, James Longley and Philip Stephens; Josephine Dixon will chair the committee.

Remuneration Committee

The Remuneration Committee will review the performance of the executive directors and make recommendations to the Board on matters relating to their remuneration and terms of service. The Remuneration Committee will also make recommendations to the Board on proposals for the granting of share options and other equity incentives pursuant to any employee share option scheme or equity incentive plans in operation from time to time. The Remuneration Committee will meet as and when necessary. In exercising this role, the members of the Remuneration Committee shall have regard to the recommendations put forward in the QCA Code and, where appropriate, the UK Corporate Governance Code guidelines. On Admission, the Remuneration Committee will comprise Josephine Dixon, James Longley and Philip Stephens; Josephine Dixon will chair the committee.

Nominations Committee

In view of the size of the Board, the responsibility for proposing and considering candidates for appointment to the Board will be retained by the Board.

AIM Rules Compliance Committee

An AIM Rules Compliance Committee will be established on Admission. The committee will ensure that procedures, resources and controls are in place with a view to ensuring the Company's compliance with the AIM Rules. The committee will also ensure that each meeting of the Board includes a discussion of AIM matters and assess (with the assistance of the Company's Nominated Adviser and other advisors) whether the Directors are aware of their responsibilities under the AIM Rules from time to time.

The committee will seek to ensure that all announcements made have been verified and approved by the Company's Nominated Adviser. The committee will have particular responsibility for questioning the Directors in the event of any unusual, substantial movement in the Company's share price.

The committee will monitor the Company's compliance with the AIM Rules and seek to ensure that the Company's Nominated Adviser is maintaining contact with the Company on a regular basis.

On Admission, the AIM Rules Compliance Committee will comprise Josephine Dixon, Paul Lazarevic and Charles Tatnall; Josephine Dixon will chair the committee.

Share Dealing Code

The Board intends to comply, and to procure compliance, with Rule 21 of the AIM Rules for Companies relating to dealings in the Company's securities by the Directors and other Applicable Employees. To this end, the Company has adopted a code for directors' dealings appropriate for a company whose shares are admitted to trading on AIM and will take all reasonable steps to ensure compliance by the directors and any relevant employees.

Anti-Corruption and Bribery Policy

On Admission the Board will adopt an anti-corruption and bribery policy (the "Bribery Policy"). The Bribery Policy applies to all directors and employees of the Company (and the Group) and generally sets out their responsibilities in observing and upholding a zero tolerance position on bribery and corruption as well as providing guidance to those working for the Company on how to recognise and deal with bribery and corruption issues and the potential consequences. The Bribery Policy details a zero tolerance approach which must be communicated to all contractors and business partners in all business dealings. Training on the Bribery Policy forms part of the induction process for all new employees.

17. Dividend Policy

The Company has not paid any dividends since its incorporation. The Board intends to devote the Company's cash reserves to financing the development of the Enlarged Group in the short to medium term and intends in the longer term to commence the payment of dividends only when the Board considers it commercially prudent to do so, having regard to the availability of distributable reserves.

18. Share Options and Warrants

The Board believes that it is important that directors, employees and consultants of the Company are appropriately and properly incentivised. To this end, the Company has established the EMI Scheme under which eligible persons have been invited to participate and following Admission will continue to be invited to participate at the discretion of the Remuneration Committee.

Warrants have also been issued to certain Directors with effect from Admission.

Further details of the EMI Scheme and Warrants are summarised in paragraphs 5 and 12.1.4 respectively of Part VI of this document.

19. Taxation

Your attention is drawn to the taxation section contained in paragraph 19 of Part VI of this document. These details are, however, intended only as a general guide to the current tax position under UK taxation law. If you are in any doubt as to your tax position, or are subject to tax in jurisdictions other than the UK you are strongly advised to consult your own independent financial adviser immediately.

20. Risk factors & further information

Your attention is drawn to the Risk Factors set out in Part II and to the section entitled "Forward Looking Statements" on page 2 of this document. Prospective investors should, in addition to all other information set out in this document, carefully consider the risks described in those sections before making a decision of whether to invest in the Company.

Your attention is drawn to Parts II to VI of this document which provide additional information on the Company and the matters described in this Part I.

21. General Meeting

A notice convening the General Meeting is set out on pages 90 to 92 of this document, which is to be held at the offices of DMH Stallard LLP, 6 New Street Square, New Fetter Lane, London EC4A 3BF at 10.00 a.m. on 21 August 2014, for the purpose of considering, and if thought fit, passing the following Resolutions:

Resolution 1, the Acquisition Resolution, will be proposed as an ordinary resolution and seeks to:

(a) approve the Acquisition for the purposes of Rule 14 of the AIM Rules for Companies; and

(b) authorise the Directors to allot the Initial Consideration Shares and the Deferred Consideration Shares.

The Acquisition Agreement is conditional upon the passing of all Resolutions.

Resolution 2 will be proposed as an ordinary resolution and is conditional upon the passing of Resolution 1 and seeks to generally authorise the Directors to allot Ordinary Shares or grant rights to subscribe for or convert any securities into Ordinary Shares up to a maximum nominal amount of £444,500, such amount representing the Ordinary Shares being issued pursuant to the conversion of the Loan Notes and any interest thereon, the Debt for Equity Conversion, the Placing, the Fee Shares, the Bonus Shares, the Warrants and a general authority for additional headroom for the Company representing approximately one-third of the Enlarged Share Capital. The authority shall expire on the conclusion of the next annual general meeting or 21 August 2015 whichever is the earlier.

Resolution 3 will be proposed as a special resolution and is conditional upon the passing of Resolutions 1 and 2 and seeks to empower the Directors to disapply statutory pre-emption rights generally up a maximum nominal amount of £625,334 representing the New Ordinary Shares, the Fee Shares, the Bonus Shares and general authority for additional headroom for the Company representing approximately one-third of the Enlarged Share Capital. This authority shall expire on the conclusion of the next annual general meeting or 21 August 2015 whichever is the earlier.

Resolution 4 will be proposed as a special resolution to change the name of the Company from Plutus Resources Plc to Plutus PowerGen Plc. The resolution is conditional upon the passing of Resolution 1.

To be passed, the Resolutions proposed to be passed as ordinary resolutions will require a simple majority, and the Resolutions proposed to be passed as special resolutions will require a majority of not less than 75 per cent. of those Shareholders voting in person or on a poll by proxy in favour of the relevant Resolution.

None of the Proposals will be implemented unless all of the Resolutions are passed and become unconditional in accordance with their terms (save as to matters which involve interconditionality).

22. Action to be taken

Enclosed with this document you will find the Form of Proxy for use by Shareholders in connection with the General Meeting. Whether or not you intend to be present at the General Meeting, Shareholders are asked to complete, sign and return the Form of Proxy to the Registrar as soon as possible but in any event so as to arrive no later than 10.00 a.m. on 19 August 2014. The completion and return of a Form of Proxy will not preclude Shareholders from attending at the General Meeting and voting in person should they wish to do so. Accordingly, whether or not Shareholders intend to attend the General Meeting, they are urged to complete and return the Form of Proxy as soon as possible.

It is important for Shareholders to note that if the Proposals are not approved at the General Meeting then Admission will not occur and the Company's shares will be cancelled from trading on AIM.

23. Irrevocable undertakings relating to the Resolutions

It is a condition to completion of the Acquisition and Placing that all of the Resolutions are approved by Shareholders.

Accordingly, the Existing Directors, Plutus Energy, Paternoster and certain other Shareholders have irrevocably undertaken to vote in favour of Resolutions in respect of their own shareholdings. In aggregate, the irrevocable undertakings to vote in favour of the Resolutions held by the Company as at the latest practicable date before the publication of this document amount to 71.93 per cent. of the Existing Share Capital.

24. Related Party Transaction and Recommendation

Plutus Energy is a substantial Shareholder and, accordingly, the Acquisition represents a transaction to which rule 13 of the AIM Rules for Companies applies. The issue of Fee Shares and Bonus Shares to Charles Tatnall and James Longley also represent a related party transaction to which rule 13 of the AIM Rules for Companies applies. The Independent Director considers, having consulted with the Company's nominated adviser, SP Angel, that the terms of the Acquisition and the issue of Fee Shares and Bonus Shares are fair and reasonable insofar as the Shareholders are concerned.

It is important for Shareholders to note that if the Proposals are not approved at the General Meeting then Admission will not occur and the Company's shares will be cancelled from trading on AIM.

Accordingly, the Existing Directors unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting, as they have irrevocably undertaken to do so in respect of their own beneficial shareholdings amounting to, in aggregate, 48,000,000 Existing Ordinary Shares representing 29.22 per cent. of the Existing Share Capital.

Yours faithfully,

Charles Tatnall *Chief Executive Officer* *(Proposed Executive Chairman))*	James Longley *Chief Financial Officer*	Josephine Dixon *Non-Executive Director*

PART II

RISK FACTORS

AN INVESTMENT IN THE COMPANY IS SPECULATIVE AND INVOLVES A HIGH DEGREE OF RISK AND SHOULD ONLY BE MADE BY THOSE WITH THE NECESSARY EXPERTISE TO APPRAISE THE INVESTMENT.

The Enlarged Group has no trading history and is yet to generate revenue or establish operations. Prospective investors should carefully consider all the information in this document including the risks described below. The risks and uncertainties described below are the material risk factors facing the Company which are currently known to the Directors and should be read in conjunction with the other information contained in this document.

Additional risks and uncertainties not presently known or currently deemed immaterial may also have a material adverse effect on the Company's business, results of operations or financial condition. If any or a combination of the following risks materialise, the Company's business, financial condition, operational performance and share price could be materially and adversely affected to the detriment of the Company and the Shareholders. No inference ought to be drawn as to the order in which the following risk factors are presented as to their relative importance or potential effect. The risks are not presented in any order of priority nor are they exhaustive.

No representation is or can be made as to the future performance of the Company and there can be no assurance that the Company will achieve its objectives.

Risks Relating to the Company and its Business

Operating history

The Enlarged Group has no operating history in the flexible power generation business and it is therefore not possible to evaluate its prospects based on past performance. There can be no assurance that the Enlarged Group will fulfil its objectives, produce revenue, operate profitably or provide a return on investment.

Availability of suitable sites

The ability of the Enlarged Group to build flexible power generation projects will depend upon its ability to source suitable sites for such facilities and to secure such sites on commercial terms. Should there be a lack of suitable sites or the cost of running the sites be excessive then this would have a material adverse effect on the Enlarged Group's operations, financial condition and profitability.

Planning permission

There can be no guarantee that any permits, consents or approvals required from third parties in connection with the development of stand-by power generation projects will be issued or granted to the Enlarged Group. Failure to obtain such permits, consents or approvals may affect the Enlarged Group's ability to execute or complete projects. The planning process can be lengthy and delays often occur such that the process may span several accounting periods. Accordingly, there may be delays in realising value from projects.

Ability to tender and win contracts

The success of the Enlarged Group's strategy is dependent on its ability to tender for and win contracts to supply flexible power. Whilst the Board believes the Enlarged Group has a good chance of successfully tendering for such contracts, should competition in the market increase or for any other reason the Enlarged Group be unsuccessful in winning contracts to supply flexible power then this would have a material adverse effect on the Enlarged Group's operations, financial condition and profitability.

Reliance on key customer

Plutus Energy has entered into a STOR Framework Agreement with National Grid and has successfully tendered for a total of 30MW of STOR capacity across two sites. The anticipated long term revenue from this agreement and future anticipated agreements will be material to the Enlarged Group and, in the event that the STOR Framework Agreement is terminated or tenders for STOR Contracts are repeatedly rejected, this could have a material adverse effect on the Enlarged Group.

Volatility of electricity prices

The activities of the Enlarged Group and the viability of its future energy generation projects will be subject to fluctuations in demand and prices for power. The future profitability of the Company and its ability to develop its flexible power generation business will depend on the market price and worldwide consumption of power. Energy prices fluctuate widely and are affected by numerous factors beyond the Company's control, including global supply and demand, political and economic conditions, speculative activities, expectations of inflation, interest rates and currency exchange rate fluctuations. The effect of these factors on the price of energy cannot accurately be predicted.

A significant reduction in global demand for power, leading to a fall in prices, could lead to abandonment of one of more of the Company's projects should such projects prove uneconomical to operate. The abandonment of one or more projects may have a material adverse effect on the Enlarged Group's revenue, earnings and financial position.

Changes in Government policy

Changes in Government or Government policy could affect the return on any investment in the company and may result in a change in tax rates or reliefs.

Government Energy policy towards flexible power generation may become more or less restrictive.

Advances in technology

New technological inventions and significant improvements may render existing STOR technologies and equipment obsolete, although generally such advancements require long lead times and the management team see this as a very low risk.

There is no guarantee of successfully tendering for STOR services on a rolling basis. management believe this represents a low risk due to the highly desired nature of Committed Service and further this risk should be a reducing risk as STOR service requirements are likely to increase over time.

Forward availability and utilisation prices used in projecting financial returns may in reality be higher or lower than originally forecast.

Returns could be higher or lower depending on utilisation payments. Such payments are subject to unquantifiable electricity market supply and demand conditions.

Operating costs

Diesel costs used in projecting financial returns may in reality be higher or lower than originally forecast.

Inflation forecasts used in projecting financial returns may in reality be higher or lower than originally forecast.

Competition

The Company's business model is not unique; there are already a number of companies that provide Triad and STOR services using diesel generators. Therefore the Enlarged Group may face increasing competition from larger companies, with more financial resources, who may enter the market and be able to compete more effectively than the Enlarged Group.

Political risk

The flexible power generation industry is subject to national and regional regulatory oversight, such as national and local regulations relating to building codes, safety, environmental protection, utility interconnection and metering and related matters. These regulations and policies have been modified in the past and may be modified in the future.

Energy pricing

Although large amounts of electricity generated by energy facilities are expected to be sold pursuant to Power Purchase Agreements or standard offer contracts, excess power capacity of certain facilities may be sold in the open market. As a result, returns will, in part, depend upon prices paid for energy sold in the open market. Such pricing will vary over time. Over the long term, fluctuations in market prices may impact adversely the returns to the Company.

Reliance on strategic relationships

In conducting its business, the Enlarged Group will rely on continuing existing strategic relationships and forming new ones with National Grid and other utility providers. While the Enlarged Group has no reason to believe otherwise, there can be no assurance that its existing relationships will continue to be maintained or that new ones will be successfully formed.

Reliance on SPV funding

The Enlarged Group's business model depends on the ability of the Enlarged Group to raise debt and/or equity funding for SPVs, established or to be established, for the purpose of generating power from flexible stand-by power generation farms. There can be no guarantee that the Enlarged Group will be able to raise debt or equity funding for these SPVs or that it will be possible to raise debt or equity funding on terms that are commercially viable in the context of the business model envisaged for the Enlarged Group.

Dependence on key personnel and management risks

The Company's business is dependent on retaining the services of a small management team and the loss of a key individual could have an adverse effect on the future of the Enlarged Group's business. The Enlarged Group's future success will also depend in large part upon its ability to attract and retain highly skilled personnel. There can be no assurance that the Enlarged Group will be successful in attracting and retaining such personnel.

There can be no assurance that the Company will be able to manage effectively the expansion of its operations or that of the Enlarged Group's current personnel, systems, procedures and controls will be adequate to support the Enlarged Group's operations. Any failure of management to manage effectively the Enlarged Group's growth and development could have a material adverse effect on the Company's business, financial condition and result of operations.

Equipment failure

There is a risk of equipment failure due to wear and tear, design or operator error, among other things which could adversely affect the Enlarged Group's business, with a consequential effect on the financial position of the Enlarged Group. In particular, any operational stoppages due to equipment failure may result in the Enlarged Group being unable to fulfil its obligation to its customers which will impact on the revenue and profitability of the Enlarged Group. In addition, if the cost of maintaining key equipment is materially higher than anticipated, this will have a negative effect on the Enlarged Group's financial condition.

Health and safety risks

A violation of health and safety laws or the failure to comply with the instructions of relevant health and safety authorities could lead to, among other things, a temporary shutdown of all or a proportion of any future operations or the imposition of costly compliance procedures. This could have a material adverse effect on the Enlarged Group's operations and/or financial condition.

Environmental liability

There can be no guarantee that the Company will not incur unexpected liabilities such as clean-up costs and fines for environmental pollution in respect of stand-by power generation sites acquired or leased by the Enlarged Group.

Change of control

The Ordinary Shares may be acquired by a strategic purchaser. The acquisition price may not reflect the underlying value of the assets controlled by the Company.

Changes in taxation legislation may adversely affect the Enlarged Group

Any change in the Enlarged Group's tax status or in taxation legislation in the UK, or elsewhere could affect the value of the Enlarged Group's business and the Enlarged Group's ability to achieve its stated objectives, or alter the post tax returns to Shareholders. Statements in this document concerning the taxation of the Enlarged Group and UK Shareholders are based upon current UK tax law and practice which are in principle subject to change that could adversely affect the ability of the Enlarged Group to meet its stated objectives.

Prospective investors are urged to consult their tax advisers with respect to their particular tax situations and the tax effects of an investment in the Company.

Insurance

The Enlarged Group plans to insure the risks it considers appropriate for the Enlarged Group's needs and circumstances, and in line with industry norms. However, the Enlarged Group may elect not to have insurance for certain risks, either due to the high premium costs associated with those risks or for various other reasons, including an assessment that the risks are remote. No assurance can be given that the Enlarged Group will be able to obtain insurance coverage at reasonable rates (or at all), or that any coverage it obtains and the proceeds of an insurance will be adequate and available to cover any claims arising. In the event that insurance coverage is not available or the Enlarged Group's insurance is insufficient to cover any losses, claims and/or liabilities incurred the Enlarged Group's business and operations, financial results or financial position may be disrupted and adversely affected.

The payment by the Enlarged Group's insurers of any insurance claims may result in increases in the premiums payable by the Enlarged Group for its insurance cover and adversely affect the Enlarged Group's financial performance. In the future, some or all of the Enlarged Group's insurance coverage may become unavailable or prohibitively expensive.

Exposure to interest rate changes

The Enlarged Group expects to finance a significant part of its project development costs by borrowing. Borrowings will expose the Enlarged Group to movements in interest rates, and the possibility that, if the value of revenue from stand-by power generation projects falls, the Enlarged Group's repayment commitments may exceed the capital value of its assets.

Project development risks

The Company intends to pursue an aggressive growth strategy, subject to the availability of funding, which will include the establishment of multiple flexible power generation projects. Such strategy brings with it certain risks and will place additional demand on the Enlarged Group's management, financial and operational resources. If the Company is unable to manage its growth effectively, its business, operations or financial condition may deteriorate.

There can be no assurances that the Company will be able to identify, complete and integrate suitable acquisitions successfully. The Company may incur significant costs in assessing suitable businesses which may ultimately not be acquired. Acquiring new businesses can place significant strain on management, employees, systems and resources and can take significant time to negotiate with all relevant parties.

Additionally the acquired business may not perform in line with expectations to justify the expense of the acquisition or may not be readily integrated with the Enlarged Group's existing business structures and as such may not provide the envisaged synergies and associated cost savings.

There can be no assurance that the Enlarged Group will be able to manage effectively the expansion of its operations or that the Enlarged Group's current personnel, systems, procedures and controls will be adequate to support the Enlarged Group's operations. This includes, among other things, the Enlarged Group managing the acquisition of required land tenure, infrastructure development and other related issued affecting local populations, their cultures and religions. Any failure of the Board to manage effectively the Enlarged Group's growth and development could have a material adverse effect on the Enlarged Group's business, financial condition and results of operations. There is no certainty that all or, indeed, any of the elements of the Enlarged Group's current strategy will develop as anticipated and that the Enlarged Group will be profitable.

The Enlarged Group's objectives may not be fulfilled

The ability of the Board to implement the Enlarged Group's strategy could be adversely affected by changes in the economy and/or industries in which it operates. Although the Enlarged Group has a clearly defined strategy and the Board is optimistic about the Enlarged Group's future plans, there can be no guarantee that its objectives will be achieved on a timely basis or at all. In particular, further projects and/or opportunities may not be available or of the quality or in the number required to satisfy the Enlarged Group's requirements and therefore the anticipated development or growth of the Enlarged Group may not be achieved. The Enlarged Group's ability to attract new growth opportunities is also dependent on the maintenance of its reputation.

Risks relating to EIS qualifying investment in SPVs

Whilst EIS advance assurance is being sought from HMRC in relation to the EIS Investors' investments in the SPVs, neither the Directors nor the Company can provide any warranty or guarantee in this regard or any warranty or guarantee that, if EIS relief is given, such EIS relief will not be withdrawn.

If the SPV does not satisfy the criteria for maintaining a Qualifying Trade (as defined by HMRC), then this could prejudice the EIS-qualifying status of the SPV and therefore the tax benefits available to EIS Investors under the EIS. Should EIS-qualifying status of the SPV be called into question then the Enlarged Group may find it very difficult to attract new EIS Investors to invest in the SPVs. If the SPVs are not sufficiently funded the flexible power generation projects will not be able to proceed and the Company's growth strategy will be effected and this would have a negative effect on the Company's financial position and prospects.

General Investor Risks

Suitability, share price volatility and liquidity

A prospective investor should consider with care whether an investment in the Company is suitable for him in light of his personal circumstances and the financial resources available to him. An investment in the Ordinary Shares is highly speculative and, accordingly, an investment in the Company should only be made by investors capable of evaluating the risks and merits of such investment and who have sufficient resources to bear any loss which may result from the investment. Prospective investors should therefore consult an independent financial adviser authorised under the FSMA before investing if you are in the United Kingdom or, if not, another appropriately authorised independent adviser who specialises in advising on the acquisition of shares and other securities.

Investment in the Company should not be regarded as short-term in nature. There can be no guarantee that any appreciation in the value of the Company's assets or business will occur or that the objectives of the Company will be achieved. Investors may not get back the full amount initially invested. The price of shares and the income derived from them can go down as well as up. Past performance is not necessarily a guide to the future. There is also the possibility that the market value of an investment in the Company may not reflect the true underlying value of the Company.

Changes in economic and other market conditions including, for example, interest rates, rates of inflation, industry conditions, competition, political and diplomatic events and trends, tax laws, natural disasters, terrorist attacks political unrest and other factors could substantially and adversely affect an investment in the Ordinary Shares and the Company's prospects, regardless of operating performance.

Notwithstanding the fact that an application will be made for the Ordinary Shares to be admitted to trading on AIM, this should not be taken as implying that there will be a "liquid" market in the Ordinary Shares. The market for shares in smaller public companies is less liquid than for larger public companies. Therefore, an investment in the Company may be difficult to realise. The Ordinary Shares will not be listed on the Official List. Investments in shares traded on AIM carry a higher degree of risk than investments in shares quoted on the Official List.

Shareholders may sell their Ordinary Shares in the future to realise their investment. Sales of substantial amounts of these Ordinary Shares following Admission, or the perception that these sales could occur, could materially adversely affect the market price of the Ordinary Shares available for sale compared to the demand to buy Ordinary Shares. Such sales may also make it more difficult for the Company to sell equity securities in the future at a time and price that is deemed appropriate.

The price for the Ordinary Shares may be volatile and influenced by many factors, some of which are beyond the control of the Company. For example, the performance of the overall share market, other Shareholders buying or selling large numbers of Ordinary Shares, changes in legislation or regulations and general economic, political or regulatory conditions. Prospective investors should be aware that the value of the Ordinary Shares may go down as well as up and that the market price of the Ordinary Shares may not reflect the underlying value of the Enlarged Group. Investors may, therefore, realise less than, or lose all of, the original value of their investment.

Market perception

Market perception of flexible power generation companies may change which could impact on the value of investors' holdings and impact on the ability of the Company to raise further funds by issue of further shares in the Company.

Possible adverse economic conditions

A deterioration in the Western European or global economies and/or economic issues within the European Union could have an adverse effect on the economy of the UK.

Dividends

There can be no assurance as to the level of future dividends. The declaration, payment and amount of any future dividends of the Company are subject to the discretion of the Directors, and will depend on, among other things, the Company's earnings, financial position, cash requirements and availability of profits. A dividend may never be paid and at present, there is no intention to pay a dividend. At present, the Company's dividend policy is that all funds available for distribution should be reinvested in the business of the Company.

Share options and warrants

As detailed in paragraphs 5 and 12.4.1 of Part VI of this document, the Company has issued Options and Warrants to, amongst others, the Directors. The Company may, in the future, issue further share options and/or warrants to subscribe for Ordinary Shares to certain advisers, employees, Directors, senior management and consultants of the Enlarged Group. The exercise of any such share options and warrants would result in a dilution of the shareholdings of other investors.

Dilution of Shareholders' interests

The Company may need to raise substantial additional funds in the future to finance its activities, investments and/or acquisitions. Failure to obtain sufficient financing for the Enlarged Group's activities and future projects may result in delay and indefinite postponement of the Enlarged Group's business. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Enlarged Group and might involve substantial dilution to Shareholders.

If additional funds are raised through the issuance of new equity or equity-linked securities of the Company other than on a *pro rata* basis to existing Shareholders, the percentage ownership of the Shareholders may be significantly reduced, Shareholders may experience subsequent dilution and/or such securities may have preferred rights, options and pre-emption rights senior to the Ordinary Shares.

The Directors intend that the Company should be able to issue new Ordinary Shares as consideration for further acquisitions and/or raise additional working capital for the Company as required. Insofar as such new Ordinary Shares are not offered first to existing Shareholders, then their interests in the Company will be diluted.

Shareholding of the Concert Party

Subject to the restrictions contained in the Relationship Agreement, following Admission up to 77.80 per cent. of the Enlarged Share Capital will be controlled by the Concert Party. As long as the Concert Party owns a majority of the Ordinary Shares, it will be able to, among other things, propose and pass without support from Independent Shareholders all ordinary resolutions of the Company including, but not limited to, the election and removal of directors, proposed amendments to the Articles, which govern the rights attaching to the Ordinary Shares, and approval of acquisitions or disposals of significant subsidiaries or assets or other significant corporate transactions required to be subject to majority shareholder consent.

The Concert Party will also be able to control or exert significant influence on all of the Company's policy decisions and its strategic direction. Independent Shareholders will benefit from minority shareholder protection to the extent prescribed under English law.

Economic, political, judicial, administrative, taxation or other regulatory factors

The Company may be adversely affected by changes in economic, political, judicial, administrative, taxation or other regulatory factors, in the areas in which the Company may operate and hold its assets, as well as other unforeseen matters, including, but not limited to sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

Whilst the Company will make every effort to ensure it has robust commercial agreements covering its activities, there is a risk that the Company's activities may be adversely impacted by economic or political factors, such as the imposition of additional taxes and charges, cancellation or suspension of licences, permits or consents, expropriation, war, terrorism, insurrection and changes to laws governing energy generation and operations. There is also the possibility that the terms of any agreement the Company holds or enters into may be changed.

Shareholder taxation

The tax consequences to each Shareholder of owning Ordinary Shares will depend, *inter alia*, on tax laws in the jurisdiction in which that Shareholder is resident or domiciled. Potential investors should consult their professional advisers on the possible tax consequences of subscribing for, buying, holding, selling or transferring Ordinary Shares under the laws of their country of citizenship, residence or domicile.

General taxation

This document has been prepared in accordance with current UK tax legislation, practice and concession and interpretation thereof. Any change in the Enlarged Group's tax status or the tax applicable to a holding of the Company's Ordinary Shares or in taxation legislation or its interpretation, could affect the value of the investments held by the Enlarged Group, affect the Enlarged Group's ability to provide returns to Shareholders and/or alter the post-tax returns to Shareholders. It should be noted that the information contained in Part VI of this document relating to the taxation of the Enlarged Group and its investors is based upon current tax law and practice which is subject to legislative change. The taxation of an investment in the Company depends on the individual circumstances of investors, including, *inter alia*, tax laws in the jurisdiction in which that Shareholder is resident or domiciled. Potential investors should consult their professional advisers on the possible tax consequences of subscribing for, buying, holding, selling or transferring Ordinary Shares under the laws of their country of citizenship, residence or domicile.

Forward looking statements

Certain statements within this document, including those contained in Part I of this document, constitute forward looking statements. These forward looking statements are not based on historical facts but rather on management's expectations regarding the Company's future growth, results of operations, performance, future capital and other expenditures (including the amount, nature and sources of funding thereof), competitive advantages, strategy, business prospects and opportunities. Such forward looking statements involve unknown risks, uncertainties and other factors which may cause the actual results, achievements or performance of the Enlarged Group to be materially different from any future results, achievements or performance expressed or implied by such forward looking statements.

A number of factors could cause actual results to differ materially from the results discussed in the forward looking statements, including risks associated with vulnerability to general economic market and business conditions, competition, environmental and other regulatory changes, actions by governmental authorities, the availability of capital markets, reliance on key personnel, uninsured and underinsured losses, changes in development plans, the other risks described in this Part II and other factors, many of which are beyond the control of the Company.

Given these uncertainties, prospective investors are cautioned not to place any undue reliance on such forward looking statements. There can be no assurance that the results and events contemplated by the forward looking statements contained in this document will, in fact, occur. These forward looking statements are correct only as at the date of this document. The Company will not undertake any obligation to release publicly any revisions to these forward looking statements to reflect events, circumstances or unanticipated events occurring after the date of this document except as required by law or by regulatory authority.

The risks noted above do not necessarily comprise all those faced by the Company and are not intended to be presented in any assumed order of priority.

There may be special risks if an investor holds Ordinary Shares in certain jurisdictions. At this time, the Company does not intend to make accommodations regarding its financial information to assist any holders with their tax obligations.

The investment described in this document is speculative and may not be suitable for all recipients of this document. Potential investors are accordingly advised to consult a person authorised under the FSMA who specialises in advising in investments of this kind before making any investment decisions. A prospective investor should consider carefully whether an investment in the Company is suitable in the light of his personal circumstances and the financial resources available to him.

PART III

HISTORICAL FINANCIAL INFORMATION ON PLUTUS RESOURCES PLC

In accordance with AIM Rule 28, the London Stock Exchange has authorised the omission of financial information required by section 20.1 of Annex I of the Prospectus Rules from this document. The annual report and accounts for Plutus Resources plc for the three years ended 30 April 2014, 30 April 2013 and 30 April 2012 can be accessed on the Company's website at:

http://www.plutusresourcesplc.com/investors/our_results.php

PART IV

ACCOUNTANT'S REPORT AND HISTORICAL FINANCIAL INFORMATION ON PLUTUS ENERGY LIMITED

5 August 2014

The Partners
SP Angel Corporate Finance LLP
Prince Frederick House
35-39 Maddox Street
London
W1S 2PP

The Directors
Plutus Resources plc
27/28 Eastcastle Street
London
W1W 8DH

Dear Sirs

Plutus Energy Limited ("PEL")

We report on the financial information set out below relating to PEL. This financial information has been prepared for inclusion in the Admission Document of the Company ("the Admission Document") on the basis of the accounting policies set out in Note 2 to the financial information. This report is required by the AIM Rules and is given for the purpose of complying with Schedule 2 of Section 20.2 of Annex 1 to the AIM Rules and for no other purpose.

Responsibilities

The Directors of PEL are responsible for preparing the financial information on the basis of preparation set out in Notes 1 and 2 to the financial information and in accordance with International Financial Reporting Standards.

It is our responsibility to form an opinion as to whether the financial information gives a true and fair view, for the purposes of the Admission Document, and to report our opinion to you.

Basis of opinion

We conducted our work in accordance with Standards for Investment Reporting issued by the Auditing Practices Board 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 judgments made by those responsible for the preparation of the financial information and whether the accounting policies are appropriate to the entity'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

In our opinion, the financial information gives, for the purposes of the Admission Document, a true and fair view of the state of affairs of PEL as at the dates stated and of its profits, cash flows and changes in equity for the periods then ended in accordance with the basis of preparation set out in Note 2 and in accordance with International Financial Reporting Standards.

Declaration

For the purposes of Paragraph (a) of Schedule 2 of the AIM Rules we are responsible for this report as part of the Admission Document 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 Admission Document in compliance with Schedule Two of the AIM Rules.

Yours faithfully

Welbeck Associates
Chartered Accountants & Registered Auditors
30 Percy Street
London
United Kingdom
W1T 2DB

Welbeck Associates is regulated by the Institute of Chartered Accountants in England and Wales.

HISTORICAL FINANCIAL INFORMATION ON PLUTUS ENERGY LIMITED FOR THE PERIOD FROM 8 JANUARY 2014 TO 30 APRIL 2014

Statement of Comprehensive Income from 8 January 2014 to 30 April 2014

	Notes	£
Continuing operations		
Administrative expenses		(2,500)
Other expenses		—
Operating loss		(2,500)
Finance costs		—
Loss before taxation		(2,500)
Taxation	4	—
Loss for the year and total comprehensive income		(2,500)

Statement of Financial Position as at 30 April 2014

	Notes	*£*
Current Assets		
Available for sale investments	5	125,000
Trade and other receivables	6	10,000
Cash and cash equivalents	7	—
TOTAL ASSETS		135,000
Shareholders' equity		
Ordinary shares	8	13,333
Share premium	8	121,667
Retained losses		(2,500)
Deficit attributable to the owners of PEL		132,500
Current Liabilities		
Trade and other payables	9	2,500
TOTAL EQUITY AND LIABILITIES		135,000

Statement of cash flows from 8 January 2014 to 30 April 2014

	Notes	£
Loss before tax		(2,500)
Operating cash flow before movements in working capital		(2,500)
(Increase in receivables)		(10,000)
Increase in payables		2,500
Net cash used in operating activities		(10,000)
Investing activities		
Investment		(125,000)
Net cash used in investing activities		(125,000)
Financing activities		
Proceeds of share issues		135,000
Net cash generated from financing activities		135,000
Net increase in cash and cash equivalents		—
Cash and cash equivalents brought forwards		—
Cash and cash equivalents carried forward	7	—

Statement of changes in equity from 8 January 2014 to 30 April 2014

	Share Capital £	*Share Premium* £	*Profit and Loss Account* £	*Total Equity* £
Balance at 8 January 2014	—	—	—	—
Loss for the period		—	(2,500)	(2,500)
Issue of Capital	13,333	121,667	—	135,000
Balance at 30 April 2014	13,333	121,867	(2,500)	(2,300)

Notes to the Historical Financial Information Statement for the period from 8 January 2014 to 30 April 2014

1. General Information

Plutus Energy Limited ("PEL") was incorporated in England and Wales under the Companies Act 2006 as a private limited company on 8 January 2014. PEL is in the development stage and has not yet commenced principal operations. PEL's principal business activities will be that of a company focussing on generating power from flexible stand by power generation farms and generating revenues through the sale of this power to established national energy suppliers during periods of peak electricity demand of grid instability.

Plutus Energy Limited is a Private Limited Company incorporated in England and Wales (Registration Number 08836957). The address of the registered office is The Chapel, Reigate Road, Leatherhead, KT22 8RA.

These historical financial information statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and on the going concern basis, which assumes that PEL will be able to realise its assets and discharge its liabilities in the normal course of operations. PEL has no current source of operating revenues and its capacity to operate as a going concern in the near-term will likely depend on its ability to identify and complete both purchase agreements with the power generation farms and sale agreements with potential customers. There can be no assurance that PEL will be able to complete on suitable opportunities, in which case it may be unable to meet its obligations. Should PEL be unable to realise on its assets and discharge its liabilities in the normal course of business, the net realisable value of its assets may be materially less than the amounts recorded on the statement of financial position.

2. Principal Accounting Policies

The Principal Accounting Policies applied in the preparation of these Historical Financial Information Statements are set out below. These Policies have been consistently applied to all periods presented, unless otherwise stated.

2.1 ***Basis of Preparation of Historical Financial Information Statements***

The Historical Financial Information of Plutus Energy Limited for the period ended 30 April 2014, as set out in this Part IV, has been prepared by the Directors of Plutus Energy Limited.

The Historical Financial Information does not constitute statutory accounts within the meaning of section 434 of Companies Act 2006. The Directors of PEL are solely responsible for preparation of this Historical Financial Information.

The Historical Financial Information Statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) and IFRIC interpretations as adopted by the European Union applicable to companies reporting under IFRSs. The Historical Financial Information Statements have also been prepared under the historical cost convention.

The preparation of historical financial information statements in conformity with IFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying PEL's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the Historical Financial Information Statements are disclosed later in these accounting policies.

The historical financial information statements are presented in sterling (£), rounded to the nearest pound.

2.2 ***Statement of compliance***

The historical financial information statements comply with International Financial Reporting Standards as adopted by the European Union. At the date of authorisation of these historical financial information statements, the following Standards and Interpretations affecting PEL, which have not been applied in these historical financial information statements were in issue, but not yet effective:

		Effective for accounting periods beginning on or after:
IFRS 2,8,16,24,36	Amendments resulting from Annual improvements 2010-2012 Cycle	1 July 2014
IFRS 3,13, IAS 40	Amendments resulting from Annual improvements 2011-2013 Cycle	1 July 2014
IFRS 7	Deferral of mandatory effective date of IFRS 7 and amendments to transition disclosures	1 January 2015
IFRS 9	Deferral of mandatory effective date of IFRS 9 and amendments to transition disclosures	1 January 2015
IFRS 10	Consolidated Financial Statements – Amendments for investment entities	1 January 2014
IFRS 11	Joint arrangements	1 January 2014
IFRS 12	Disclosure of Interests in Other Entities – Amendments for investment entities	1 January 2014
IAS 19	Employee Benefits – Amended to clarify the requirements that relate to how contributions from employees or third parties that are linked to service should be attributed to periods of service	1 July 2014
IAS 27	Amendments for investment entities	1 January 2014
IAS 28	Investment in associates	1 January 2014
IAS 32	Financial Instruments: Presentation – Amendments to application guidance on the offsetting of financial assets and financial liabilities	1 January 2014
IAS 36	Impairment of assets	1 January 2014
IAS 38	Amendments resulting from Annual improvements 2010-2012 Cycle	1 July 2014
IAS 39	Financial Instruments: Recognition and Measurement – Amendments for novation of derivatives	1 January 2014
IFRIC 21	Levies	1 January 2014

The Directors anticipate that the adoption of the above Standards and Interpretations in future periods will have little or no impact on the historical financial information statements of PEL.

In preparing the financial information PEL has not applied the following new and revised IFRSs that have been issued but are not yet effective:

IFRS 9	Financial Instruments[1]
Amendments to IAS 1	Deferred Tax – Recovery of Underlying Assets[2]

1 Effective for annual periods beginning on or after 1 January 2015

2 Effective for annual periods beginning on or after 1 July 2013

2.3 ***Significant accounting estimates and judgements***

The preparation of these historical financial information statements in conformity with IFRS requires management to make judgments and estimates that affect the reported amounts of assets and liabilities at the date of the historical financial information statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these judgments and estimates.

The historical financial information statements include judgments and estimates which, by their nature, are uncertain. The impacts of such judgments and estimates are pervasive throughout the historical financial information statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognised in the period in which the estimate is revised and the revision affects both current and future periods.

2.4 ***Available for sale investments***

Investments are initially measured at fair value plus incidental acquisition costs. Subsequently, they are measured at fair value in accordance with IAS 39. In respect of quoted investments, this is either the bid price at the period end date or the last traded price, depending on the convention of the exchange on which the investment is quoted, with no deduction for any estimated future selling cost. Unquoted investments are valued by the directors using primary valuation techniques such as recent transactions, last price and net asset value.

Investments are recognised as available-for-sale financial assets. Gains and losses on measurement are recognised in other comprehensive income except for impairment losses and foreign exchange gains and losses on monetary items denominated in a foreign currency, which are recognised directly in profit or loss. Where the investment is disposed of or is determined to be impaired the cumulative gain or loss previously recognised in other comprehensive income is reclassified to profit or loss.

PEL assesses at each period end date whether there is any objective evidence that a financial asset or group of financial assets classified as available-for-sale has been impaired. An impairment loss is recognised if there is objective evidence that an event or events since initial recognition of the asset have adversely affected the amount or timing of future cash flows from the asset. A significant or prolonged decline in the fair value of a security below its cost shall be considered in determining whether the asset is impaired.

When a decline in the fair value of a financial asset classified as available-for-sale has been previously recognised in other comprehensive income and there is objective evidence that the asset is impaired, the cumulative loss is removed from other comprehensive income and recognised in profit or loss. The loss is measured as the difference between the cost of the financial asset and its current fair value less any previous impairment.

2.5 ***Foreign currency***

The historical financial information statements are presented in pounds sterling, which is the functional currency of PEL.

Transactions in currencies other than the functional currency are recorded at the rates of the exchange prevailing on dates of transactions. At each financial position reporting date, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at each reporting date. Non-monetary items denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date the fair value was determined. PEL has not engaged in any non-monetary transactions as of 30 April 2014.

2.6 ***Taxation***

Tax expense represents the sum of the tax currently payable and deferred tax.

Taxable profit differs from net profit reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. PEL's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the year end date.

Deferred tax is the tax expected to be payable or recoverable on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each year end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and where they relate to income taxes levied by the same taxation authority and PEL intends to settle its current tax assets and liabilities on a net basis.

2.7. ***Financial instruments***

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument to another entity. Financial assets and financial liabilities are recognised on the statement of financial position at the time PEL becomes a party to the contractual provisions. Upon initial recognition, financial instruments are measured at fair value. Measurement in subsequent periods is dependent on the classification of the financial instrument. The only financial assets currently held by PEL are the investments designated as available for sale and the trade and other receivables.

These instruments are classified into one of the following five categories: fair value through profit or loss, held-to-maturity, loans and receivables, available-for-sale, or financial liabilities at amortised cost. Instruments are classified as current if they are assumed to be settled within one year, otherwise they are classified as non-current.

As at the year end, PEL had no financial instruments other than the investments designated as available for sale and the other receivables.

2.8 ***Fair value of financial instruments***

PEL holds investments that have been designated as available for sale on initial recognition. Where practicable PEL determines the fair value of these financial instruments that are not quoted (Level 3), using the most recent bid price at which a transaction has been carried out. These techniques are significantly affected by certain key assumptions, such as market liquidity. Other valuation methodologies such as discounted cash flow analysis assess estimates of future cash flows and it is important to recognise that in that regard, the derived fair value estimates cannot always be substantiated by comparison with independent markets and, in many cases, may not be capable of being realised immediately.

2.9 ***Loans and receivables***

Loans and receivables from third parties are initially recognised at fair value and subsequently carried at amortised cost using the effective interest rate method.

2.10 ***Equity***

Equity comprises the following:

- "Share capital" represents the nominal value of equity shares.
- "Share premium" represents premiums received on the initial issuing of the share capital. Any transaction costs associated with the issuing of shares are deducted from share premium, net of any related income tax benefits.
- "Retained losses" Retained losses include all current (and prior) period results as disclosed in the statement of comprehensive income.

3. Segmental reporting

For the period covered by the financial information, there were no separate reportable operating segments used by management for internal reporting purposes.

4. Taxation

	Period ended 30 April 2014 £
Taxation components	
Loss on ordinary activities before tax	(2,500)
Tax effects	
Loss on ordinary activities multiplied by rate of corporation tax of 20% in the UK	(500)
Unutilised tax losses carried forward	500
Total current tax	—
Total deferred tax	—

The unutilised tax losses of PEL available for set off against future taxable profits are estimated to be £2,500.

PEL has not recognised a deferred tax asset in respect of these losses as there is insufficient evidence of future taxable profits. The potential deferred tax on losses is £500.

5. Available for sale investments

	Period ended 30 April 2014 £
Investments brought forward	—
Additions	125,000
Investments at cost carried forward	125,000
Market value adjustment	—
Market value of investments carried forward	125,000
Categorised as:	
Level 1	125,000
Level 3	—

The table above sets out the fair value measurements using the IFRS 7 fair value hierarchy. Categorisation within the hierarchy has been determined on the basis of the lowest level of input that is significant to the fair value measurement of the relevant asset as follows:

Level 1 – valued using quoted prices in active markets for identical assets.

Level 2 – valued by reference to valuation techniques using observable inputs other than quoted prices included within Level 1.

Level 3 – valued by reference to valuation techniques using inputs that are not based on observable market data.

The valuation techniques used by PEL are explained in the accounting policy note, "Available For-Sale Investments".

6. Trade and other receivables

	£
Unpaid share capital	10,000

The fair value of trade and other receivables is considered by the directors not to be materially difference to the carrying amounts.

7. Cash and cash equivalents

	£
Amounts held on solicitors client deposit	—

The fair value of cash and cash equivalents is considered by the directors not to be materially difference to the carrying amounts.

8. Share capital

	Number of shares No.	*Nominal value* £	*Share premium* £
Allotted and called up:			
On incorporation 1 ordinary share of £1 pound each	1	1	—
Share capital reorganisation of A Ordinary shares to £0.001 each	1,000	1	
Share issue in the period of A Ordinary shares	9,999,000	9,999	—
Share issue in the period of B Ordinary shares	3,333,333	3,333	121,667
As at 30 April 2014:			
A Ordinary shares of £0.001p each	10,000,000	10,000	
B Ordinary shares of £0.001p each	3,333,333	3,333	121,667

On incorporation, the issued share capital of PEL was £1, represented by 1 ordinary share of £1 each.

A capital reorganisation took place during the period that had the following conditions. Every £1 share was converted into 1000 ordinary shares of £0.001p each.

In addition 9,999,000 new ordinary A shares of £0.001p each at a price of £0.001p each raising a total of £10,000. As at the period end these shares remained unpaid.

On 16 January 2014, PEL raised £125,000 through the placing of 3,333,333 new ordinary B shares of £0.001p each at a price of £0.0375p each.

9. Trade and other payables

	£
Accruals and deferred income	2,500

The fair value of trade and other payables is considered by the directors not to be materially different to the carrying amounts.

10. Commitments

There are no commitments or contingent liabilities other than disclosed elsewhere in this report.

11. Capital Management

The capital of PEL consists of shareholders' equity. PEL's objectives when managing capital are to safeguard PEL's ability to continue as a going concern in order to pursue acquisition opportunities and to maintain optimal returns to shareholders and benefits for other stakeholders.

PEL manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, PEL may attempt to issue new shares or debt, dispose of assets, or adjust the amount of cash and cash equivalents.

Management reviews its capital management approach on an on-going basis and believes that this approach, given the relative size of PEL, is reasonable. There were no changes in PEL's approach to capital management during the period ended 30 April 2014. PEL is not subject to externally imposed capital requirements.

12. Risk Management

a) ***Credit risk***

All of PEL's cash will be held with well-known and established financial institutions. As such, management considers credit risk related to these financial assets to be minimal.

PEL's maximum credit risk exposure is limited to the carrying value of its cash and subscriptions receivable. At 30 April 2014, PEL had no material amounts deemed to be uncollectible.

b) ***Interest rate risk***

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. PEL does not have a material exposure to this risk as there are no outstanding debt facilities.

c) ***Liquidity risk***

Liquidity risk is the risk that PEL will not be able to meet its financial obligations as they fall due. PEL ensures, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, without incurring unacceptable losses or harm to PEL's reputation.

PEL utilises authorisation for expenditures to further manage capital expenditures and attempts to match its payment cycle with available cash resources.

d) ***Foreign currency risk***

PEL is exposed to foreign currency fluctuations on its cash which is denominated in British pounds as well as its consulting expenses which are denominated in British pounds.

13. Related Party Transactions

There are no related party transactions to disclose relating to PEL.

14. Post Balance Sheet Events

There are no post balance sheet events to report.

15. Ultimate Controlling Party

PEL considers that there is no ultimate controlling party.

PART V

INFORMATION IN RELATION TO THE CONCERT PARTY

1. Background to the Existing Concert Party and the Concert Party

Under the City Code, a concert party arises where persons who, pursuant to an agreement or understanding (whether formal or informal), co-operate to obtain or consolidate control (as defined below) of a company or to frustrate the successful outcome of an offer for a company. Control means holding, or aggregate holdings, of shares carrying 30 per cent. or more of the voting rights of the company, irrespective of whether the holding or holdings give de facto control. There is an Existing Concert Party holding a potential interest in a total of 163,940,000 Ordinary Shares, representing 73.12 per cent. of the issued Ordinary Share capital of the Company as it would be following the conversion of Loan Notes and exercise of Options currently held by the Existing Concert Party. The Existing Concert Party comprises Charles Tatnall, James Longley, Paternoster, Richard Hoblyn, Robert Savill and Andrew Galloway. The interests of the members of the Existing Concert Party in the Ordinary Share capital of the Company was previously the subject of a waiver granted in respect of Rule 9 and approved by Shareholders by way of a written resolution in December 2012.

The Panel considers that the Concert Party has come into being as a result of the Proposals and the Call Option. The Concert Party will have an interest in up to 496,265,002 Ordinary Shares on Admission, representing up to 77.80 per cent. of the Ordinary Share capital of the Company as enlarged by the conversion of Loan Notes, exercise of Options and Warrants, and the issue of the Consideration Shares and Placing Shares.

2. Current interests in the Ordinary Shares of the Concert Party

The Concert Party is comprised of the following members and their current interests in the Ordinary Share capital of the Company as at the date of this document are set out adjacent to their name in the following table:

Name	*Ordinary Shares*	*Options*	*Loan Notes*	*Total interest in the Ordinary Share capital of the Company*	*Percentage of Ordinary Shares**
Charles Tatnall	28,000,000	4,770,000	—	32,770,000	13.59
James Longley	20,000,000	4,770,000	—	24,770,000	10.27
Paternoster Resources plc	40,000,000	—	40,000,000	80,000,000	33.17
Richard Hoblyn	8,000,000	—	—	8,000,000	3.32
Robert Savill	6,000,000	—	10,400,000	16,400,000	6.80
Andrew Galloway	2,000,000	—	—	2,000,000	0.83
Vernon Taylor	—	—	3,000,000	3,000,000	1.24
Graham Hobson	—	—	4,000,000	4,000,000	1.66
Tracey Edwards	—	—	5,000,000	5,000,000	2.07
Benn Vincent-Brown	—	—	2,000,000	2,000,000	0.83
John Alton	—	—	1,000,000	1,000,000	0.41
Paul Lazarevic	—	—	—	—	—
Philip Stephens	—	—	—	—	—
Plutus Energy Limited	20,833,333	—	—	20,833,333	8.64
Simon Moxon	—	—	—	—	—
Barney Cordell-Lavarack	—	—	2,000,000	2,000,000	0.83
Daniel Stephenson	—	—	—	—	—
Total	124,833,333	9,540,000	67,400,000	201,773,333	83.66

* based on 241,195,215 Ordinary Shares, being the diluted share capital as at the date of this document.

The maximum interest of each member of the Concert Party in the Ordinary Share capital of the Company following Admission is set out below:

Name	*Ordinary Shares immediately prior to Admission*	*Loan Note conversion*	*Loan Note interest conversion*	*Debt for equity conversion*	*Fee Shares*	*Bonus shares*	*Options*	*Warrants*	*Initial Consideration Shares*	*Deferred Consideration Shares*	*Placing shares*	*Total interest in the Ordinary Share capital of the Company*	*Percentage of issued Ordinary Shares on Admission‡*
Charles Tatnall	28,000,000	—	—	—	10,000,000	13,333,333	4,770,000	20,000,000	—	—	4,166,667	80,270,000	12.58
James Longley	20,000,000	—	—	—	10,000,000	13,333,333	4,770,000	20,000,000	—	—	4,166,667	72,270,000	11.33
Paternoster Resources plc	40,000,000	40,000,000	6,000,000	—	—	—	—	—	—	—	8,333,334	94,333,334	14.79
Richard Hoblyn	8,000,000	—	—	—	—	—	—	—	—	—	—	8,000,000	1.25
Robert Savill	6,000,000	10,400,000	866,667	—	—	—	—	—	—	—	—	17,266,667	2.71
Andrew Galloway	2,000,000	—	—	—	—	—	—	—	11,500,000	—	—	13,500,000	2.12
Vernon Taylor	—	3,000,000	250,000	—	—	—	—	—	—	—	—	3,250,000	0.51
Graham Hobson	—	4,000,000	333,333	—	—	—	—	—	—	—	—	4,333,333	0.68
Tracey Edwards	—	5,000,000	291,667	8,500,000	—	—	—	—	—	—	—	13,791,667	2.16
Benn Vincent-Brown	—	2,000,000	166,667	—	—	—	—	—	—	—	—	2,166,667	0.34
John Alton	—	1,000,000	83,333	—	—	—	—	—	—	—	—	1,083,333	0.17
Paul Lazarevic	—	—	—	—	—	—	—	—	30,000,000	50,000,000	—	80,000,000	12.54
Philip Stephens	—	—	—	—	—	—	—	—	30,000,000	50,000,000	4,166,667	84,166,667	13.20
Plutus Energy Limited	20,833,333	—	—	—	—	—	—	—	—	—	(20,833,333)	—	—
Simon Moxon	—	—	—	—	—	—	—	—	833,333	—	2,000,000	2,833,333	0.44
Barney Cordell-Lavarack	—	2,000,000	166,667	—	—	—	—	—	8,500,000	—	—	10,666,667	1.67
Daniel Stephenson	—	—	—	—	—	—	—	—	—	—	8,333,334	8,333,334	1.31
Total	124,833,333	67,400,000	8,158,334	8,500,000	20,000,000	26,666,666	9,540,000	40,000,000	80,833,333	100,000,000	10,333,336	496,265,002	77.80

‡ based on an issued share capital of 637,853,550 Ordinary Shares, being the fully diluted share capital on Admission.

In addition to the interests disclosed in the previous table, Paul Lazarevic and Philip Stephens each hold 16,000,000 Call Options over Ordinary Shares held by other members of the Concert Party, namely Charles Tatnall, James Longley and Paternoster Resources Plc, further details of which are set out in paragraph 20.15 of Part VI of this document. In the event that the Call Options are exercised, the interests of these members of the Concert Party would be as follows:

Name	*Total interest in the Ordinary Share capital following Admission*	*Ordinary Shares subject to Call Options*	*Total interest in the Ordinary Share capital following Call Option exercise*	*Percentage of issued Ordinary Shares on Admission ‡*
Charles Tatnall	80,270,000	(7,000,000)	73,270,000	11.49
James Longley	72,270,000	(5,000,000)	67,270,000	10.55
Paternoster Resources Plc	94,333,334	(20,000,000)	74,333,334	11.65
Paul Lazarevic	80,000,000	16,000,000	96,000,000	15.05
Philip Stephens	84,166,667	16,000,000	100,166,667	15.70

‡ based on an issued share capital of 637,853,550 Ordinary Shares, being the fully diluted share capital on Admission.

2. Description of certain members of the Concert Party

In addition to the members of the Existing Concert Party, certain other persons are deemed to be acting in concert with the members of the Existing Concert Party as a result of the Proposals, the Call Option and by virtue of their connections and relationships with them. The Concert Party includes certain Directors of the Company and other Shareholders.

Brief descriptions of the Directors and key Shareholders who are members of the Concert Party are set out below. Other Shareholders who are members of the Concert Party are named in the table on page 55 of this document.

a. ***Charles Tatnall***

Mr Tatnall is Chief Executive Officer of the Company and the Proposed Executive Chairman. He joined the Board of the Company on 1 February 2013. A biography for Charles Tatnall is set out in paragraph 8.1 of Part I of this document.

b. ***James Longley***

Mr Longley is Chief Financial Officer of the Company. He joined the Board of the Company on 1 February 2013. A biography for James Longley is set out in paragraph 8.1 of Part I of this document.

c. ***Paternoster Resources plc***

Paternoster is a public limited company established in England and Wales in 1932. It is an AIM quoted investing company with interests in a number of businesses in the natural resources sector, including Plutus Resources. The chairman of Paternoster Resources plc, Nicholas Lee was a director of the Company from 1 February 2013 to 16 August 2013.

d. ***Philip Stephens***

Mr Stephens is co-founder and 37.5 per cent. shareholder of Plutus Energy. On Admission Mr Stephens will become a director and Chief Executive Officer of the Company. A biography for Philip Stephens is set out in paragraph 8.2 of Part I of this document.

e. ***Paul Lazarevic***

Mr Lazarevic is co-founder and 37.5 per cent. shareholder of Plutus Energy. On Admission Mr Lazarevic will become a director and Chief Operating Officer of the Company. A biography for Paul Lazarevic is set out in paragraph 8.2 of Part I of this document.

f. ***Plutus Energy Limited***

A company incorporated in England and Wales in 2014 for the purpose of establishing a flexible power generation business. Plutus Energy was founded by Philip Stephens and Paul Lazarevic. Plutus Resources owns 25 per cent. of Plutus Energy and Plutus Energy owns 20,833,333 Ordinary Shares in Plutus Resources. On Admission the 20,833,333 Ordinary Shares owned by Plutus Energy will be placed with Placees as part of the Placing, further details of which are set out in paragraph12.1.1 Part VI.

PART VI

ADDITIONAL INFORMATION

1. Responsibility statement

1.1. The Existing Directors and Proposed Directors, whose names appear on page 6 of this document, and the Company accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Existing Directors, the Proposed Directors and the Company (each of whom has taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. The company

2.1. The Company was incorporated and registered in England and Wales on 27 June 2006 as a public limited company with the name IPSO Holdings Plc and registered number 05859612. The Company obtained its Section 117 certificate to commence business on 27 February 2007. The Company changed its name to IPSO Ventures plc on 27 February 2007 by a special resolution of its Shareholders. The Company changed its name to Plutus Resources Plc on 1 February 2013 by a special resolution of its Shareholders.

2.2. Subject to the passing of Resolution 5 at the General Meeting (which is conditional on Completion), the Company's name will be changed to Plutus PowerGen Plc.

2.3. The liability of the members of the Company is limited.

2.4. The Company's accounting reference date is 30 April.

2.5. The principal legislation under which the Company operates is the Acts, and the regulations made thereunder.

2.6. The Company's registered office is located at 27/28 Eastcastle Street, London W1W 8DH and its principal place of business is located at 2 Fulham Park House, Fulham, London SW6 5AA. The telephone number of the Company's principal place of business is 020 8720 6562.

2.7. The Company has no subsidiaries, save that Plutus Energy will be a wholly owned subsidiary of the Company at Admission.

3. Important events in the development of the company's business

3.1. The Company was incorporated and registered in England and Wales on 27 June 2006 with a view to it becoming a holding company for IPSO Management Limited. IPSO Management Limited was incorporated and registered in England and Wales on 4 April 2005 to commercialise the intellectual property of universities and other research institutes through the establishment of spin-out companies and/or licensing agreements.

3.2. Pursuant to the terms of an agreement entered into on 27 February 2007 between the Company and the then shareholders of IPSO Management, the Company acquired the entire issued share capital of IPSO Management Limited. The Company satisfied the consideration by allotting and issuing to the shareholders of IPSO Management Limited 3,529,370 ordinary shares of £0.05 each in the capital of the Company.

3.3. The Company's ordinary shares were admitted to trading on AIM on 7 March 2007.

3.4. On 3 November 2008 the Company acquired the entire issued share capital of Cambridge Meditech Limited. The Company satisfied the consideration by allotting and issuing to the shareholders of Cambridge Meditech Limited 76,923 ordinary shares of £0.05 each in the capital of the Company and the repayment of directors' loans of £18,500 in cash.

3.5. On 15 October 2012 the Company disposed of IPSO Capital Limited for £23,000 in cash.

3.6. Prior to the demerger referred to below, the Company transferred the entire issued share capital of Cambridge Meditech Limited to IPSO Management Limited the consideration for which was settled by way of an intercompany loan.

3.7. On 31 January 2013 the Company demerged its wholly owned subsidiary IPSO Management Limited. Further details are set out at paragraph 4.2.16 below.

3.8. On 14 January 2014 the Company became an investing company for the purposes of Rule 8 of the AIM Rules, with the following investment policy:

"The Directors intend initially to seek to acquire a direct and/or an indirect interest in projects and assets in the oil and gas sector and within the wider natural resources sector. The Company will focus on opportunities in Europe, North America and Africa but will consider possible opportunities anywhere in the world.

The Company may invest by way of purchasing equity, debt, convertible or other instruments in listed or unlisted companies, outright acquisition or by the acquisition of assets, including the intellectual property, of a relevant business, or by entering into partnerships or joint venture arrangements. Such investments may result in the Company acquiring the whole or part of a company or project (which, in the case of an investment in a company, may be private or listed on a stock exchange, and which may be pre-revenue) and such investments may constitute a minority stake in the company or project in question. The Company will not have a separate investment manager.

The Company may be both an active and a passive investor depending on the nature of the individual investments. Although the Company intends to be a medium to long-term investor, the Directors will place no minimum or maximum limit on the length of time that any investment may be held and therefore shorter term disposal of any investments cannot be ruled out.

There will be no limit on the number of projects into which the Company may invest, and the Company's financial resources may be invested in a number of propositions or in just one investment, which may be deemed to be a reverse takeover pursuant to Rule 14 of the AIM Rules. The Company will carry out an appropriate due diligence exercise on all potential investments and, where appropriate, with professional advisers assisting as required. The Board's principal focus will be on achieving capital growth for Shareholders.

Investments may be in all types of assets and there will be no investment restrictions.

The Company may require additional funding as investments are made and new opportunities arise. The Directors may offer new Ordinary Shares by way of consideration as well as cash, thereby helping to preserve the Company's cash resources for working capital. The Company may, in appropriate circumstances, issue debt securities or otherwise borrow money to complete an investment. The Directors do not intend to acquire any cross-holdings in other corporate entities that have an interest in the Ordinary Shares."

3.9. Under the AIM Rules, the Company's Ordinary Shares were suspended on 31 January 2014 from trading pending publication of this document and the calling of the General Meeting.

4. Share capital of the company

4.1. The issued share capital of the Company on incorporation was £2 divided into 2 ordinary shares of £1 each.

4.2. The following changes in the share capital have occurred between incorporation of the Company and 4 August 2014 (being the latest practicable date prior to publication of this document):

4.2.1. On 27 February 2007 the 2 issued ordinary shares of £1 were sub-divided into twenty ordinary shares of £0.05 each.

4.2.2. On 27 February 2007 the Company acquired the entire issued share capital of IPSO Management Limited. The Company satisfied the consideration by allotting and issuing to the shareholders of IPSO Management Limited 3,529,370 ordinary shares of £0.05 each in the capital of the Company at par.

4.2.3. On 5 March 2007 the Company allotted and issued 5,329,407 ordinary shares of £0.05 each in the capital of the Company at £0.85 per share.

4.2.4. On 5 March 2007 the Company allotted and issued 3,529,410 ordinary shares of £0.05 each in the capital of the Company at par to RAB Special Situations (Master) Fund Limited on the conversion of its convertible loan notes.

4.2.5. On 18 May 2007 the Company allotted and issued 22,346 ordinary shares of £0.05 each in the capital of the Company at £0.895 per share

4.2.6. On 3 November 2008 the Company acquired the entire issued share capital of Cambridge Meditech Limited. The Company satisfied the consideration by allotting and issuing to the shareholders of Cambridge Meditech Limited 76,923 ordinary shares of £0.05 each in the capital of the Company at £0.65 per share.

4.2.7. On 18 November 2008 the Company allotted and issued 92,308 ordinary shares of £0.05 each in the capital of the Company at £0.65 per share.

4.2.8. On 6 November 2009 the Company allotted and issued 450,590 ordinary shares of £0.05 each in the capital of the Company at par.

4.2.9. On 25 March 2010 the Company allotted and issued 11,765 ordinary shares of £0.05 each in the capital of the Company at par.

4.2.10. During the period from 27 July 2010 to 10 September 2010 the Company allotted and issued 3,250,000 ordinary shares of £0.05 each in the capital of the Company at £0.10 per share.

4.2.11. On 30 June 2011 each existing ordinary share of £0.05 each in the capital of the Company was sub-divided into one new ordinary share of £0.001 each in the capital of the Company and one deferred share of £0.049 each in the capital of the Company.

4.2.12. On 30 June 2011 the Company allotted and issued 19,500,000 Ordinary Shares at £0.01 per share.

4.2.13. On 25 August 2011 the Company allotted and issued 1,691,368 Ordinary Shares at £0.01875 per share.

4.2.14. On 2 November 2011 the Company allotted and issued 800,000 Ordinary Shares at £0.0375 per share.

4.2.15. On 7 February 2012 the Company allotted and issued 991,034 Ordinary Shares at £0.01 at par.

4.2.16. On 31 January 2013 the Company demerged its wholly owned subsidiary IPSO Management Limited. The demerger was effected by the bonus issue of "B" shares of £0.035 in the capital of the Company on the basis of one "B" share for each Ordinary Share held by the Company's shareholders. All the shares in Ipso Management Limited were then distributed to the Company's shareholders in consideration for the cancellation of the "B" shares. The required capital reduction was confirmed by the High Court on 30 January 2013.

4.2.17. On 1 February 2013 the Company allotted and issued 104,000,000 Ordinary Shares at £0.025 per share.

4.2.18. On 14 January 2014 the Company acquired 25 per cent. of the issued share capital of Plutus Energy. The Company satisfied the consideration by allotting and issuing to Plutus Energy 20,833,333 Ordinary Shares at £0.006 per share. On Admission the 20,833,333 Ordinary Shares owned by Plutus Energy will be placed with Placees as part of the Placing, further detail of which are out in paragraph 12.1.1 Part VI.

4.3. The number of Ordinary Shares outstanding at 1 May 2013 was 143,421,882 and the number of Ordinary Shares outstanding as at 30 April 2014 was 164,255,215. In the period covered by the financial information set out in Part III of this document more than 10 per cent. of Capital has been paid for with assets other than cash in the year ending 30 April 2014.

4.4. On 29 November 2013 resolutions was passed at the annual general meeting of the Company pursuant to which:

4.4.1. the Directors were generally and unconditionally authorised in accordance with section 551 of the Act to allot Relevant Securities (as defined below) up to an aggregate nominal amount of £240,540, provided that this authority, unless renewed, varied or revoked by the Company in general meeting expires on the date falling 15 months from the date of the passing of the resolution, or if earlier at the annual general meeting of the Company to be held in 2014, save that the Company may at any time before such expiry make an offer or agreement which might require Relevant Securities to be allotted after such expiry and the Directors may allot Relevant Securities to be allotted in pursuance of such offer or agreement notwithstanding that the authority conferred by the resolution had expired. The authority was in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act. In the resolution, 'Relevant Securities' meant any shares in the capital of the Company and the grant of any right to subscribe for, or to convert any security into, shares in the capital of the Company ('Shares') but did not include the allotment of Shares or the grant of a right to subscribe for Shares in pursuance of an employee's share scheme or the allotment of Shares pursuant to any right to subscribe for, or to convert any security into, Shares; and

4.4.2. the Directors were generally empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash as if section 561(1) of the Act did not apply to any such allotment pursuant to the general authority conferred on them by the resolution above (as varied from time to time by the Company in general meeting) PROVIDED THAT such power was limited to:

(a) the allotment of equity securities in connection with a rights issue or any other offer to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

(b) the allotment (otherwise than pursuant to sub paragraph (a) above) of equity securities up to an aggregate nominal amount of £100,000,

and the power conferred by the resolution was in substitution for and to the exclusion of any previous power given to the Directors pursuant to section 570 of the Act and expires on whichever is the earlier of the conclusion of the annual general meeting of the Company held in 2014 or the date falling 15 months from the date of the passing of this resolution (unless renewed varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the power conferred by the resolution had expired.

4.5. The provisions of section 561 of the Act confer on shareholders rights of pre-emption in respect of the allotment of securities which are, or are to be, paid up in cash (other than by way of allotments to employees under any employee share scheme as defined in section 1166 of the Act). Subject to certain limited exceptions and save to the extent authorised pursuant to the resolutions referred to in paragraph 4.4 above or the Notice of General Meeting, unless the approval of shareholders is obtained in a general meeting of the Company, the Company must normally offer Ordinary Shares to be issued for cash to existing shareholders on a *pro rata* basis.

4.6. Save for the allotments referred to in paragraph 4.2 above, since incorporation no capital of the Company has been allotted for cash or for a consideration other than cash.

4.7. Save as described above, the Company has made no further allotments of Ordinary Shares since the date of incorporation.

4.8. The issued fully paid share capital of the Company at the date of this document and immediately following Admission will be as follows:

	Ordinary Shares	
	Issued and fully paid	*Number*
Current	£164,255.22	164,255,215
At Admission	£488,313.55	488,313,550

4.9. Pursuant to the Act, with effect from 1 October 2009, the concept of authorised share capital was abolished and, accordingly, there is no limit on the maximum amount of shares that may be allotted by the Company.

4.10. The Company does not have in issue any securities not representing share capital.

4.11. No shares of the Company are currently in issue with a fixed date on which entitlement to a dividend arises and there are no arrangements in force whereby future dividends are waived or agreed to be waived.

4.12. No commissions, discounts, brokerages or other special terms have been granted by the Company or any other member of the Group in connection with the issue or sale of any share or loan capital of the Company or any of its subsidiaries in the three years immediately preceding the date of this document.

4.13. Save as disclosed in paragraph 5, on Admission no share or loan capital of the Company or any other member of the Group will be under option or will be agreed conditionally or unconditionally to be put under option.

4.14. The ISIN number for the Ordinary Shares is GB00B1GDWB47.

4.15. The Ordinary Shares are in registered form. Following Admission, the Ordinary Shares may be held in either certificated or uncertificated form.

4.16. There are no listed or unlisted securities issued by the Company not representing share capital.

4.17. The currency of the Ordinary Shares is pounds sterling.

4.18. None of the Ordinary Shares have been sold or are available in whole or in part to the public in conjunction with the application for Admission.

4.19. The Deferred Shares have no income or voting rights. The Deferred Shares are not transferable and are held by the secretary of the Company as trustee for the holders. The Deferred Shares effectively have no value. Share certificates are not issuable in respect of the Deferred Shares.

5. Option schemes

5.1. The Company currently operates the EMI Scheme, the key provisions of which are summarised below, under which, as at the date of this document, it had granted Options over 9,540,000 Ordinary Shares to the Existing Directors (other than Josephine Dixon). The number will be subject to change as and when Options are exercised or lapse for leavers. The Options have been granted in the form of separate option agreements in a standard format and are EMI Options under the EMI Scheme.

5.2. The Options granted in March 2013 have an exercise price of £0.00675.

5.3. ***EMI Scheme***

5.3.1. *Summary*

The Company adopted the EMI Scheme on 8 March 2013 to enable the company to grant EMI Options to management and employees under the provisions of Schedule 5 of the Income Tax (Earnings and Pensions) Act 2003. No further EMI Options can be granted under the EMI scheme after 8 March 2023. A summary of the main provisions of the EMI Scheme are as follows.

5.3.2. *Eligibility*

Options may be granted to any employee or Director provided that such person meets the eligibility requirements set out in the EMI legislation.

5.3.3. *Limits*

There is a limit of shares being issued or remaining issuable under the EMI Scheme over a 10 year period. At any time, the total market value (as at the date of the grants) which can be acquired on the exercise of all EMI Options over such shares must not exceed £3,000,000.

5.3.4. *Performance Criteria*

There are no performance conditions on the EMI Options.

5.3.5. *Vesting of the Options*

The EMI Options granted to Charles Tatnall and James Longley vest and become capable of exercise upon the Company completing a reverse takeover as defined in Rule 14 of the AIM Rules (i.e. completion of the Proposals).

5.3.6. *Exercise of the Options*

EMI Options must be exercised within 10 years of grant.

5.3.7. *Leaver Provisions*

The options lapse, *inter alia*, 6 months after an Option holder ceases to be an employee of any Group company because of injury, ill health, disability or redundancy.

5.3.8. *Variation of share capital*

If there is a capitalisation issue, rights issue, open offer, sub-division, consolidation or reduction of capital the EMI Option price or the number of shares over which the EMI Option applies shall be varied as the Board in its reasonable opinion, consider to be fair and appropriate.

5.3.9. *Takeover and change of control*

There are provisions relating to the exercise of the EMI Options within six weeks of a change of control or in the case of a takeover within a reasonable period to be specified by the Board.

5.3.10. *Alterations*

Certain provisions of the EMI Scheme may not be altered without the consent of the Option holders.

5.3.11. *Lapsing of Options*

The EMI Options lapse 10 years from the date of grant, within certain periods of the termination of employment of the holder of the EMI Option and if the EMI Option holder becomes bankrupt or tries to transfer the Options.

5.3.12. Options have been granted as EMI Options to 2 employees, being the Existing Directors, over a total of 9,540,000 Ordinary Shares. Save as noted below, the number of Ordinary Shares subject to such outstanding EMI Options will remain the same immediately following Admission.

6. Articles of association

6.1. ***Memorandum of Incorporation***

By virtue of section 31(1) of the Act, the Company's objects are contained in the Articles and are unrestricted.

6.2. ***Articles of Incorporation***

The Articles contain, among others, provisions to the following effect:

6.2.1. *Objects*

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

6.2.2. *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.

6.2.3. *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.

Redeemable shares may be issued. Subject to the Articles, the Act and other Shareholders' rights, unissued shares are at the disposal of the Board.

6.2.4. *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.

6.2.5. *Restrictions*

No member shall, unless the Board otherwise determines, be entitled in respect of shares held by him to vote at a general meeting of the Company either personally or by proxy, 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 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 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) or where the default shares represent at least 0.25 per cent. of their class (excluding treasury shares) to transfer any shares other than in excepted circumstances.

6.2.6. *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. 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.

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.

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.

6.2.7. *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.

6.2.8. *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 such transfer must not be registered if it is in favour of more than four transferees. 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 the AIM Rules 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; or

(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 must be refused 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 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.

6.2.9. *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.

6.2.10. *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.

6.2.11. *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 be retirement from office of 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.

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.

Philip Stephens, Paul Lazarevic and Josephine Dixon will be required to stand for re-election at the Company's annual general meeting in 2014. Charles Tatnall and James Longely will be required to stand for re-election at the Company's annual general meeting in 2015.

(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) he becomes bankrupt or makes any arrangement or composition with his creditors generally;

(iv) 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;

(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 subdelegate) to any committee, consisting of such person or persons as it thinks fit. The meetings and proceedings of any committee to which the directors delegate any of their powers 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. 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.

(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;

(iii) the resolution relates to the purchase or maintenance for any Director or Directors of insurance against any liability;

(iv) 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;

(v) 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

(vi) 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.

(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.

6.2.12. *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 provisions of the Articles all dividends must be declared and paid for in accordance with the amount paid on the shares and paid in proportion to the amounts paid on the shares during any portions of the period in respect of which the dividend is paid.

6.2.13. *Pre emption rights*

In certain circumstances, shareholders may have statutory pre emption rights under the Act in respect of the allotment of new shares in the Company. These statutory pre-emption rights would require the Company to offer new shares for allotment to existing shareholders on a *pro rata* basis before allotting them to other persons. In such circumstances, the procedure for the exercise of such statutory pre-emption rights would be set out in the documentation by which such shares would be offered to shareholders.

6.2.14. *Distribution of capital and rights to share in any surplus in the event of liquidation*

The holders of the shares are alone entitled to participate in the capital profits available for distribution. On a return of assets on liquidation or otherwise, the assets of the Company remaining after payment of their liabilities will be distributed to the holders of shares.

The liquidator may, with the sanction of an extraordinary resolution and any other sanctions required by the Act, divide amongst the members in specie the whole or any part of the assets of the Company in such manner as he may determine.

6.2.15. *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 Rules.

6.2.16. *Share Offers*

The Company will be subject to the provisions of the City Code, including the rules regarding mandatory takeover offers set out in the City Code. Under Rule 9 of the City Code, when (i) a person acquires shares which, when taken together with shares already held by him or persons acting in concert with him (as defined in the City Code), carry

30 per cent. 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, holds not less than 30 per cent. but not more than 50 per cent. of the voting rights of a company subject to the City Code, and such person, or any person acting in concert with him, acquires additional shares which increases his percentage of the voting rights in the company, then, in either case, that person, together with the persons acting in concert with him, is normally required to make a general offer in cash, at the highest price paid by him or any person acting in concert with him for shares in the company within the preceding 12 months, for all of the remaining equity share capital of the company.

Since the date of incorporation of the Company, there has been no takeover offer (within the meaning of Part 28 of the Act) for any Ordinary Shares.

6.2.17. *Compulsory Purchase*

The Ordinary Shares will also be subject to the compulsory acquisition procedures set out in sections 979 to 991 of the Act. Under section 979 of the Act, where an offeror makes a takeover offer and has, by virtue of acceptances of the offer, acquired or unconditionally contracted to acquire not less than 90 per cent. of the shares to which the offer relates and, in a case where the shares to which the offer relates are voting shares, not less than 90 per cent. of the voting rights carried by those shares, that offeror is entitled to compulsorily acquire the shares of any holder who has not acquired the offer on the terms of the offer.

6.2.18. *Disclosure and Transparency*

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 Rules.

6.2.19. *Squeeze-out*

Under the Act, a person who makes an offer to acquire shares in the Company (an "offeror") may require Shareholders to transfer their shares to the offeror, on the terms of that offer, provided that the offer is approved or accepted by the holders of 90 per cent. or more of the shares to which the offer relates within 3 months of the last day on which the offer can be accepted. In order to enforce this right, the offeror must give notice to any Shareholder not approving or accepting the offer within certain time limits, notifying them of the offeror's wish to acquire their shares in the Company (the "Squeeze-out Notice"). After the expiration of six weeks after the giving of the Squeeze-out Notice, the offeror can require that the Company registers the shares in their name provided that the consideration due to the holders of such shares is delivered to the Company to be held on trust for such Shareholders. The consideration offered to such Shareholders whose shares are acquired compulsory under the Act must, in general, be the same as the consideration that was available under the offer.

6.2.20. *Sell-out*

The Act also gives minority Shareholders in the Company a right to be bought out in certain circumstances by an offeror who had made a takeover offer. If a takeover offer related to all the shares and at any time before the end of the period within which the offer could be accepted the offeror held or had agreed to acquire not less than 90 per cent. of the shares, any holder of the shares to which the offer relates who has not accepted the offer can by a written communication to the offeror require it to acquire those shares.

The offeror would be required to give any Shareholder notice of his right to be bought out within 1 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 3 months after the end of the acceptance period. If a shareholder exercises its rights, the offeror is bound to acquire those shares on the terms of the offer or on such other terms as may be agreed.

7. Interests of the Existing Directors, the Proposed Directors and the Concert Party

7.1. ***Interests in Shares***

References in this paragraph 7 to "relevant securities" means Ordinary Shares and securities convertible into such shares, rights to subscribe therein, options (including traded options) in respect thereof, derivatives referenced thereto and short positions (including a short position under a derivative) therein.

References in this paragraph 7 to "associate" means, in the case of a company, its parent company, its subsidiaries and fellow subsidiaries and any companies in which such companies own or control 20 per cent. or more of the equity capital.

As at the close of business on 4 August 2014 (being the latest practicable date prior to publication of this document), the interests (all of which are beneficial unless otherwise stated) of the Existing Directors and the Proposed Directors in the issued share capital of the Company, which have been notified to the Company or which are required to be entered in the register of members or which are interests of a Connected Person of a Director or a Proposed Director which would, if the Connected Person were a Director or a Proposed Director, be required to be disclosed as aforesaid are set out below. The interests of the members of the Concert Party are set out in Part V.

Name	*Ordinary Shares as at the date of this document*	*% of Existing Ordinary Shares*	*No. of Fee Shares*	*No. of Bonus Shares*	*No. of Initial Consideration Shares*	*No. of Placing Shares*	*Ordinary Shares on Admission*	*% of Enlarged Share Capital*
Charles Tatnall	28,000,000	17.05	10,000,000	13,333,333	Nil	4,166,667	55,500,000	11.37
James Longley	20,000,000	12.18	10,000,000	13,333,333	Nil	4,166,667	47,500,000	9.73
Josephine Dixon	Nil	—	Nil	Nil	Nil	Nil	Nil	—
Paul Lazarevic	Nil	—	Nil	Nil	30,000,000	Nil	30,000,000	6.14
Philip Stephens	Nil	—	Nil	Nil	30,000,000	4,166,667	34,166,667	7.00

Charles Tatnall and James Longley are each being issued with 10,000,000 Fee Shares, which are being issued in lieu of cash remuneration which is due but unpaid.

Charles Tatnall and James Longley are each being issued with 13,333,333 Bonus Shares, which are in lieu of cash bonuses which will become payable in respect of the successful completion of the Acquisition.

7.2. The Directors will, on Admission, be interested in unissued Ordinary Shares of the Company as set out below:

7.2.1 *Options*

Details of the Options as granted on 8 March 2013 are as follows:

Name	*Number of Options*	*Exercise price (pence)*	*Option vesting details*	*Expiry date*
Charles Tatnall	4,770,000	0.675	1,590,000 vested on 8 March 2014, 1,590,000 vest on 8 March 2015 and 1,590,000 vest on 8 March 2016.	8 March 2023
James Longley	4,770,000	0.675	1,590,000 vested on 8 March 2014, 1,590,000 vest on 8 March 2015 and 1,590,000 vest on 8 March 2016.	8 March 2023
Philip Stephens	Nil	n/a	n/a	n/a
Paul Lazarevic	Nil	n/a	n/a	n/a
Josephine Dixon	Nil	n/a	n/a	n/a

7.2.2 *Warrants*

Details of the Warrants to be granted on Admission are as follows:

Name	*Number of Warrants*	*Exercise price (pence)*	*Expiry date*
Charles Tatnall	20,000,000	0.9	Second anniversary of Admission
James Longley	20,000,000	0.9	Second anniversary of Admission
Philip Stephens	Nil	n/a	n/a
Paul Lazarevic	Nil	n/a	n/a
Josephine Dixon	Nil	n/a	n/a

7.2.3 *Deferred Consideration*

Details of Deferred Consideration payable under the terms of the Acquisition Agreement are as follows:

Name	*Number of Deferred Consideration Shares*	*Conditions of issue of the Deferred Consideration Shares*
Charles Tatnall	Nil	n/a
James Longley	Nil	n/a
Philip Stephens	50,000,000	Issue dependent on the occurrence prior to the fourth anniversary of Admission of either (a) the Earnings Per Share exceeding (i) 0.1575 pence in respect of 25,000,000 Deferred Consideration Shares or (ii) 0.297 pence in respect of 50,000,000 Deferred Consideration Shares (less any Deferred Consideration Shares allotted and issued pursuant to (i)), or (b) a takeover bid is made for the entire issued and unissued share capital of the Company and is declared unconditional in all respects at a price per Ordinary Share of 1.5 pence or more.
Paul Lazarevic	50,000,000	Issue dependent on the occurrence prior to the fourth anniversary of Admission of either (a) the Earnings Per Share exceeding (i) 0.1575 pence in respect of 25,000,000 Deferred Consideration Shares or (ii) 0.297 pence in respect of 50,000,000 Deferred Consideration Shares (less any Deferred Consideration Shares allotted and issued pursuant to (i)), or (b) a takeover bid is made for the entire issued and unissued share capital of the Company and is declared unconditional in all respects at a price per Ordinary Share of 1.5 pence or more.
Josephine Dixon	Nil	n/a

7.2.4 *Call Options*

Details of the Call Options are as follows:

Name	*Number of Ordinary Shares subject to Call Options*	*Exercise price (pence)*	*Exercise period*
Philip Stephens	16,000,000	0.6	12 months after Admission for an 18 month period from Admission.
Paul Lazarevic	16,000,000	0.6	12 months after Admission for an 18 month period from Admission.

The Call Options are held over a total of 32,000,000 Ordinary shares currently held by Charles Tatnall (7,000,000 Ordinary Shares), James Longley (5,000,000 Ordinary Shares) and Paternoster (20,000,000 Ordinary Shares), as more particularly described in paragraph 20.15 Part VI of this document.

8. Directors' service agreements/letter of appointment

8.1. On 5 August 2014, Yum Management Limited ("Yum Management") entered into an agreement with the Company for the provision of the services of Charles Tatnall as Executive Chairman. Under the terms of the agreement, the Company agrees to engage Yum Management and Yum Management agrees to provide the services of Charles Tatnall as an executive director and will ensure Charles Tatnall is available to the Company to provide such services on the terms of the agreement and the service agreement entered into between the Company and Charles Tatnall on 5 August 2014. The agreement between the Company and Yum Management 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 an executive director under the terms of the letter of appointment. Under the terms of the agreement the Company has agreed to pay Yum Management a fee of £3,167 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.

8.2. On 5 August 2014, Dearden Chapman Accountants Limited ("Dearden Chapman") entered into an agreement with the Company for the provision of the services of James Longley as Chief Financial Officer. Under the terms of the agreement, the Company agrees to engage Dearden Chapman and Dearden Chapman agrees to provide the services of James Longley as an executive director and will ensure James Longley 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 James Longley on 5 August 2014. The agreement between the Company and Dearden Chapman 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 James Longley as an executive director under the terms of the letter of appointment. Under the terms of the agreement the Company has agreed to pay Dearden Chapman a fee of £3,167 per month exclusive of VAT. Under his letter of appointment, James Longley will receive £12,000 per annum. The letter of appointment contains provisions for early termination, *inter alia*, in the event that James Longley 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.

8.3. On 5 August 2014, PPT Capital Limited ("PPT Capital") entered into an agreement with the Company for the provision of the services of Philip Stephens and Paul Lazarevic as Chief Executive Officer and the Chief Operating Officer respectively. Under the terms of the agreement, the Company agrees to engage PPT Capital and PPT Capital agrees to provide the services of Philip Stephens and Paul Lazarevic as executive director and will ensure Philip Stephens and Paul Lazarevic are available to the Company to provide such services on the terms of the agreement and the letters of appointment entered into between the Company and each of Philip Stephens and Paul Lazarevic on 5 August 2014. The agreement between the Company and PPT Capital 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 Philip Stephens and Paul Lazarevic as executive directors under the terms of the letter of appointments. Under the terms of the agreement the Company has agreed to pay PPT Capital a fee of £6,334 per month exclusive of VAT. Under his letter of appointment, each of Philip Stephens and Paul Lazarevic will receive £12,000 per annum. The letters of appointment contains provisions for early termination, *inter alia*, in the event that Philip Stephens or Paul Lazarevic 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.

8.4. Josephine Dixon has entered into a letter of appointment dated 5 August 2014 to act as a non-executive director of the Company with immediate effect. Pursuant to her letter of appointment she is entitled to receive a fee of £25,000 per annum for their services to the Company. It is expected that she will spend approximately 2 days per month on Company business. The non-executive director's engagement is for an initial period of 1 year and thereafter may be terminated by either party by giving 3 months' written notice.

8.5. Save as set out in paragraphs 8.2 and 8.3 above and paragraphs 8.6 and 8.7 below, none of the Existing Directors nor the Proposed Directors has an existing or proposed service agreement with the Company or Plutus Energy, nor has there been any change in the last six months.

8.6. In February 2013, Charles Tatnall entered into an agreement with the Company for the provision of the services of Charles Tatnall as an executive director. Under the terms of the agreement, the Company agreed to engage Charles Tatnall and Charles Tatnall agreed to provide the services of Charles Tatnall as an executive director and to ensure Charles Tatnall was 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 In February 2013. The agreement between the Company and Charles Tatnall was for an initial term of two years and thereafter terminable by either party giving to the other not less than 6 months' prior written notice which may not expire prior to the second anniversary of commencement. In addition, the agreement would terminate upon termination of the appointment of Charles Tatnall as an executive director under the terms of the letter of appointment. Under the terms of the agreement the Company agreed to pay Charles Tatnall a fee of £500 per day or such other project fee as agreed with the Directors. An additional payment of £3,000 was paid with the first monthly payment for the services of Charles Tatnall in January 2013, prior to the agreement. A commission of 2.5 per cent. of the total amount of shares issued or equivalent, to include, *inter alia*, cash paid or raised concurrently via way of shares or other financial instrument, deferred consideration or loan note or committed by the Company, in consideration for any acquisitions made by the Company. The same commission rate applied to any equity or debt fund raising completed by the Company. Such commission were to be payable in cash or shares or a combination thereof at the option of the Company.Subject to Admission, Charles Tatnall has agreed to waive any entitlement to the payment of 2.5 per cent. commission pursuant to this agreement. Under his letter of appointment, Charles Tatnall received £12,000 per annum. The letter of appointment contained provisions for early termination, *inter alia*, in the event that either party gave the other one month's notice or if Charles Tatnall resigned as a director of the Company for any reason or if he was removed as a director of the Company at a general meeting of the Company. The agreement and letter of appointment shall be replaced by the agreement and letter of appointment referred to in paragraph 8.1 at Admission.

8.7. In February 2013, Dearden Chapman entered into an agreement with the Company for the provision of the services of James Longley as an executive director. Under the terms of the agreement, the Company agreed to engage Dearden Chapman and Dearden Chapman agreed to provide the services of James Longley as an executive director and to ensure James Longley was 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 James Longley in February 2013. The agreement between the Company and Dearden Chapman was for an initial term of two years and thereafter terminable by either party giving to the other not less than 6 months' prior written notice which may not expire prior to the second anniversary of commencement. In addition, the agreement would terminate upon termination of the appointment of James Longley as an executive director under the terms of the letter of appointment. Under the terms of the agreement the Company agreed to pay Dearden Chapman a fee of £500 per day or such other project fee as agreed with the Directors. An additional payment of £3,000 was paid with the first monthly payment for the services of the James Longley in January 2013, prior to the agreement. A commission of 2.5 per cent. of the total amount of shares issued or equivalent, to include, *inter alia*, cash paid or raised concurrently via way of shares or other financial instrument, deferred consideration or loan note or committed by the Company, in consideration for any acquisitions made by the Company. The same commission rate applied to any equity or debt fund raising completed by the Company. Such commission were to be payable in cash or shares or a combination thereof at the option of the Company. Subject to Admission, James Longley has agreed to waive any entitlement to the payment of 2.5 per cent. commission pursuant to this agreement. Under his letter of appointment,

James Longley received £12,000 per annum. The letter of appointment contained provisions for early termination, *inter alia*, in the event that either party gave the other one month's notice or if James Longley resigned as a director of the Company for any reason or if he was removed as a director of the Company at a general meeting of the Company. The agreement and letter of appointment shall be replaced by the agreement and letter of appointment referred to in paragraph 8.2 at Admission.

9. Additional information on the board

9.1. The names of all companies and partnerships outside the Company of which the Existing Directors and Proposed Directors have, at any time in the five years prior to the date of this document, been a director or partner, as appropriate, each of which is currently held unless stated otherwise are as follows:

Director	*Current directorships/partnerships*	*Previous directorships/partnerships*
Paul Lazarevic	Fulcrum Power Limited Fulcrum Power Generation Limited PPT Capital Limited	MBO Energy Limited Open Energi Limited United Wooden Collars Limited
James Longley	Attune Energy 1 Limited Attune Energy 2 Limited Attune Energy 3 Limited Dearden Chapman Accountants Limited In Cloud 9 Limited James Longley Limited Plutus Contractors Limited Plutus Energy Limited Plutus Facilities Management Limited Plutus Investors Limited Plutus Logistics Limited Plutus PowerGen Limited Rosehurst Leasing Ltd Spencer Chapman Limited	Banger Brothers Holdings Limited Bio Organic Fertilisers Limited Dearden Chapman Directors Limited Dearden Chapman Nominees Limited Dearden Chapman Secretaries Limited IBC Offshore Formations Ltd West Highland Asset Management Limited Ovivo Mobile Communications Limited (in liquidation) Waste ID Limited
Philip Stephens	Attune Energy 1 Limited Attune Energy 2 Limited Attune Energy 3 Limited Keystone Power Limited Plutus Energy Limited PPT Capital Limited Wastetofuel Limited Wavestone Therapies Limited	Fuel Perfector Limited Quorator Limited Small Science Limited The Powerline Campaign Limited Water Perfector Limited
Charles Tatnall	Plutus Energy Limited Plutus Investors Limited Spencer Chapman Limited Yum Energy Limited Yum Management Limited	Waste ID Limited
Josephine Dixon	Baring Emerging Europe Plc Dialtime Plus Limited Fanmailuk.com Limited JPMorgan European Investment Trust Plc Market Place Limited Standard Life Equity Income Trust Plc Strategic Equity Capital plc The Road To Happiness Limited Worldwide Healthcare Trust Plc	Eden Regeneration Ltd Sustainable Allendale CIC

9.2. Charles Tatnall was a director of Maceworth Limited which entered into a compulsory liquidation in 1990.

9.3. James Longley entered into an Individual Voluntary Arrangement supervised by Mr. Bennett of Berg Kaprow Lewis in 1999 for a sum of £210,000, which was paid in full.

9.4. James Longley was a director of Ovivo Mobile Communications Limited which has entered into a voluntary creditors liquidation which commenced in May 2014.

9.5. Save as disclosed in paragraphs 9.2 to 9.4 above, none of the Existing Directors or Proposed Directors:

9.5.1. has any unspent convictions in relation to indictable offences;

9.5.2. has been declared bankrupt or has entered into an individual voluntary arrangement;

9.5.3. was a director of any company at the time of or within the 12 months preceding any receivership, compulsory liquidation, creditors' voluntary liquidation, administration, company voluntary arrangement or any composition or arrangement with its creditors generally or any class of its creditors with which such company was concerned;

9.5.4. was a partner in a partnership at the time of or within the 12 months preceding a compulsory liquidation, administration or partnership voluntary arrangement of such partnership;

9.5.5. has had his assets the subject of any receivership or was a partner in a partnership at the time of or within the 12 months preceding any assets thereof being the subject of a receivership; or

9.5.6. has been the subject of any public criticisms by any statutory or regulatory authority (including any recognised professional body) nor has ever been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company.

10. Significant shareholders and transactions in shares

10.1. As at 4 August 2014 (being the latest practicable date prior to the date of this document) the Company had been notified of, or was otherwise aware of the following person(s) who were, directly or indirectly, interested in 3 per cent. or more of the existing share capital of the Company and as they will be following Admission and/or who will be immediately following Admission directly or indirectly interested in 3 per cent. or more of the Enlarged Share Capital of the Company.

Name	*Ordinary Shares as at the date of this document*	*% of Existing Share Capital*	*Ordinary Shares on Admission*	*% of Enlarged Share Capital*
Paternoster	40,000,000	24.35	94,333,334	19.32
Charles Tatnall	28,000,000	17.05	55,500,000	11.37
James Longley	20,000,000	12.18	47,500,000	9.73
Plutus Energy	20,833,333	12.68	Nil	—
Redmayne Nominees Limited	13,900,000	8.47	13,900,000	2.85
Richard Hoblyn	8,000,000	4.87	8,000,000	1.64
Robert Savill	6,000,000	3.65	17,266,667	3.54
Andrew Hobbs	5,740,000	3.49	5,740,000	1.18
Philip Stephens	Nil	—	34,166,667	7.00
Paul Lazarevic	Nil	—	30,000,000	6.14

10.2. Save as disclosed in this paragraph 10, the Company is not aware of any person who as at 4 August 2014 (being the latest practicable date prior to the date of this document), directly or indirectly, has an interest in the Company which represents 3 per cent. or more of its issued share capital. Save as disclosed in this document, the Company is not aware of any persons who as at 4 August 2014 (being the latest practicable date prior to the date of this document), directly or indirectly, jointly or severally, exercise or could exercise control over the Company.

10.3. None of the members of the Concert Party, nor the Directors, nor any associate of these are party to any arrangement, other than the Acquisition Agreement in respect of the equity of Plutus Energy.

10.4. None of the Directors nor any persons named in paragraph 10.1 above has voting rights which are different to any other holder of Ordinary Shares.

11. Employees

On Admission, it is anticipated that the Enlarged Group will have no employees, other than the Existing Directors and the Proposed Directors.

12. Material contracts

Plutus Resources

12.1. The following contracts, not being contracts entered into in the ordinary course of business, have been entered into by the Company or its subsidiaries within the two years immediately preceding the date of this document and are, or may be, material:

12.1.1. *Placing Agreement*

On 5 August 2014, the Company, Plutus Energy, the Existing Directors and the Proposed Directors entered into the Placing Agreement with SP Angel whereby SP Angel has conditionally agreed to use its reasonable endeavours (as agent for the Company and Plutus Energy) to procure subscribers or transferees for the Placing Shares at the Placing Price.

On 14 January 2014 the Company acquired 25 per cent. of the issued share capital of Plutus Energy and the Company satisfied the consideration by allotting and issuing to Plutus Energy 20,833,333 Ordinary Shares at 0.6 pence per share. SP Angel will use its reasonable endeavours to procure placees for the 20,833,333 Ordinary Shares owned by Plutus Energy as part of the Placing, with the proceeds payable for such Ordinary Shares to be for the benefit of the Enlarged Group.

The Placing Agreement is conditional, *inter alia*, upon the Acquisition Agreement becoming unconditional (other than any condition relating to Admission) and not being terminated and Admission taking place on or before 8.00 a.m. on 22 August 2014 or such later date as SP Angel and the Company may agree but in any event not later than 8 September 2014. The Company will, subject to Admission, pay SP Angel a fee of £85,000 plus a commission of 5 per cent., together with all costs and expenses and VAT thereon where appropriate. SP Angel has agreed that £50,000 of the fees due to it may be satisfied by the issue of 8,333,334 new Ordinary Shares. In addition, the Company will be responsible for all other costs and expenses of the application for Admission. The Company, the Existing Directors and the Proposed Directors have given certain warranties as to the accuracy of the information contained in this document and other matters in relation to the Enlarged Group, and the Company has given certain customary indemnities to SP Angel. SP Angel 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 Existing Directors, the Proposed Directors or the Company to comply with their obligations which is or will be in the opinion of SP Angel, materially prejudicial in the context of the Placing.

12.1.2. *Nominated Advisor and Broker Agreement*

A nominated advisor and broker agreement dated 15 July 2014 between the Company (1) and SP Angel (2) pursuant to which the Company has appointed SP Angel to act as nominated advisor and broker to the Company for the purposes of the AIM Rules. The Company has agreed to pay SP Angel a fee of £25,000 per annum for its services as nominated advisor and broker under this agreement rising to £60,000 per annum upon Admission. The agreement contains certain undertakings and indemnities given by the Company and the Directors in respect of, *inter alia*, compliance with all applicable laws and regulations. The agreement continues for a fixed period of one year from the date of the agreement and, thereafter, is subject to termination on the giving of three months' notice.

12.1.3. *Acquisition Agreement*

On 16 January 2014 the Company announced that it had acquired a 25 per cent. interest in Plutus Energy in consideration for 20,833,333 Ordinary Shares issued to Plutus Energy.

On 5 August 2014, the Company and the Vendors entered into the Acquisition Agreement, under which the Vendors have agreed to sell the entire issue share capital of Plutus Energy in consideration for the issue of 80,833,333 Initial Consideration Shares to the Vendors. Completion of the Acquisition is conditional upon, the passing of the Resolutions and Admission.

In addition, Deferred Consideration of up to 50,000,000 Ordinary Shares for each of the Vendors at 0.6p per Ordinary Share, may become payable depending upon the occurrence prior to the fourth anniversary of Admission of either (a) the Earnings Per Share exceeding (i) 0.1575 pence in respect of 25,000,000 Deferred Consideration Shares for each of the Vendors or (ii) 0.297 pence in respect of 50,000,000 Deferred Consideration Shares (less any Deferred Consideration Shares allotted and issued pursuant to (i)) for each of the Vendors, or (b) a takeover bid is made for the entire issued and unissued share capital of the Company and is declared unconditional in all respects at a price per Ordinary Share of 1.5 pence or more.

In the period between exchange and Admission the Vendors must procure that the business of Plutus Energy is carried on in the ordinary and usual course.

The Vendors have given appropriate warranties to the Company in relation to Plutus Energy and its business proportionate to the period that Plutus Energy has been operating. The Company may rescind the Acquisition Agreement for breach of warranty between exchange and completion but thereafter any remedy will be limited to damages.

Whilst the Vendors have each given customary restrictive covenants, nothing in the Acquisition Agreement shall prevent Philip Stephen from being a director and shareholder of Keystone Power Limited and Paul Lazarevic from being a director and shareholder of Fulcrum Power Limited and Fulcrum Power Generation Limited, which are companies that have been, and may continue to be, involved in the STOR sector.

The aggregate liability for each of the Vendors is the sum of £485,000, rising by 0.6 pence for each Deferred Consideration share allotted and issued to the Vendors. Subject to the operation of the terms of the Lock-in Deeds, Plutus Resources may elect to allow the Vendors not to satisfy an agreed warranty claim in cash, providing the Vendor has delivered to Plutus Resources within 5 Business Days of such election the share certificate(s) for, and a power of attorney in favour of Plutus Resources over, the requisite number of Consideration Shares to discharge such liability as provided for in this clause, and in such circumstances Plutus Resources shall have the entitlement to settle such agreed warranty claim by notifying that Vendor that Plutus Resources wishes either to (in its absolute discretion) procure a purchaser for, or repurchase any Consideration Shares owned by the relevant Vendor at such time in order to discharge the liability of the Vendor in respect of such agreed warranty claim, provided that for every Consideration Share sold or repurchased pursuant to this mechanism an amount equal to the 0.6 pence per Consideration Share of the agreed warranty claim shall be deemed to have been discharged. If the Vendor fails to make such election, or deliver the relevant share certificate(s) for his or her relevant number of Consideration Shares and a power of attorney in favour of Plutus Resources over the relevant number of Initial Consideration Shares to Plutus Resources at the same time as such election, as provided above, then for the avoidance of doubt the Vendor shall be required to settle the agreed warranty claim in cash.

It should be noted that there is an agreement in place between the Vendors and Simon Moxon, Barney Cordell-Lavarack and Andrew Galloway pursuant to which 20,833,333 of the Initial Consideration Shares will at the direction of the Vendors upon Admission be issued directly to Simon Moxon, Barney Cordell-Lavarack and Andrew Galloway who are paying the Vendors 0.6 pence per share in cash in return for these 20,833,333 Initial Consideration Shares.

On Admission the 20,833,333 Ordinary Shares owned by Plutus Energy will be placed with Placees as part of the Placing, further detail of which are set out in paragraph 12.1.1 of this Part VI.

12.1.4. *Warrant Instrument*

Pursuant to the Warrant Instrument the Company will, conditional upon Admission, issue an aggregate of 40,000,000 Warrants to the Existing Directors (other than Josephine Dixon). The Warrants may only be exercised in whole until the second anniversary of Admission and will lapse thereafter. The subscription price payable on the exercise of the Warrants is 0.9 pence per Ordinary Share. The Warrants may be transferred in whole to a third party in accordance with the terms of the Warrant Instrument after the first anniversary of Admission. In certain circumstances, there will be an adjustment to the number of Warrants which the warrant holder holds, or the price at which the Warrants may be exercised. Under the terms of the Warrant Instrument the Company is required to keep available sufficient authorities to issue Ordinary Shares pursuant to satisfy the exercise of the Warrants and upon exercise shall apply for such new Ordinary Shares to be admitted to trading on AIM. Ordinary Shares issued pursuant to an exercise of Warrants will rank *pari passu* in all respects with the existing Ordinary Shares save in respect of any rights attaching to the Ordinary Shares by reference to a record date prior to receipt by the Company of a notice of exercise in respect of such Warrants. The Warrants are exercisable in the event that there is an offer made for the Company that is unconditional in all respects the warrant will be exercisable immediately.

12.1.5. *Convertible Loan Note Instruments & Conversion Notices*

The Company created £100,000 First Loan Notes 2013 on 14 January 2013 pursuant to the First Loan Note Instrument 2013. The First Loan Notes 2013 are convertible at the option of a noteholder at 0.25 pence per Ordinary Share. If conversion has not occurred by 14 January 2015 the First Loan Notes 2013 are repayable at their face value. Interest of 10 per cent. per year rolls up to conversion or redemption. The Company has received a conversion notice, conditional upon Admission, in respect of all of the First Loan Notes 2013.

The Company created £137,000 Second Loan Notes 2013 on 23 October 2013 pursuant to the Second Loan Note Instrument 2013. The Second Loan Notes 2013 are convertible at the option of a noteholder at 0.5 pence per Ordinary Share. If conversion has not occurred by 14 January 2015 the Second Loan Notes 2013 are repayable at their face value. Interest of 10 per cent. per year payable quarterly in arrears on January, April, July and October. The Company has received conversion notices, conditional upon Admission, in respect of all of the Second Loan Notes 2013.

The Company also owes £42,500 to Tracey Edwards. The Company has received a conversion notice, conditional upon Admission, to convert this debt into 8,500,000 Ordinary Shares.

12.1.6. *Demerger Agreement*

On 27 December 2012 the Company and IPSO Management Limited entered into a demerger run-off agreement whereby (i) they agreed how to apportion their creditors between themselves, (ii) the Company applied up to £60,000 of the proceeds from the subscription for Ordinary Shares and First Loan Notes 2013 to pay up 38,245,412 ordinary shares of 0.1p each in the capital of IPSO Management Limited to be issued and allotted following the demerger referred to at paragraph 4.2.16 above, and (iii) in consideration for (ii) and the demerger referred to at paragraph 4.2.16 above, IPSO Management Limited agreed to hold the Company harmless from all claims relating to the Company and the interests of IPSO Management Limited in each of Axilica Limited, Biocroí Limited, Cambridge Meditech Limited, IPSol Energy Limited, Medermica Limited, Polyfect Limited, Therakind Limited and Wildknowledge Limited.

12.1.7. *Lock-in Deeds*

Pursuant to lock-in and orderly market agreements dated 5 August 2014 between (1) the Company, (2) SP Angel and (3) each of the Directors and Paternoster, representing in aggregate on Admission 261,500,001 Ordinary Shares and 53.55 per cent. of the Enlarged Share Capital, each of the Directors and Paternoster have agreed that (subject to certain limited exceptions permitted by the AIM Rules for Companies) they will not, and they will use their reasonable endeavours to procure that their associates will not, for a period of twelve months following Admission, dispose of, or agree to dispose of, any interest in Ordinary Shares held by them or their associates. Furthermore, subject to certain limited exceptions the Directors will not, and they will use their reasonable endeavours to procure that their associates will not, dispose of any interest in Ordinary Shares other than through SP Angel and in accordance with the reasonable requirements of SP Angel so as to ensure an orderly market for the issued share capital of the Company for a period of twelve months following the first anniversary of Admission, provided that SP Angel offer competitive terms in the event of any disposal.

12.1.8. *Relationship Agreement*

On 5 August 2014, the Covenantors entered into the Relationship Agreement with the Company and SP Angel whereby conditional on Admission, each of the Covenantors undertook to the Company and SP Angel, *inter alia*, for so long as the Covenantors together (whether alone or together with their related parties and any person or persons with whom they are acting in concert) have an aggregate legal and/or beneficial interest in 30 per cent. or more of the aggregate voting rights attaching to the issued ordinary share capital of the Company from time to time, he shall insofar as he is able (acting reasonably) to:

(a) ensure that each member of the Group is capable at all times of carrying on its business independently of any undue influence of the Covenantors and their related parties;

(b) ensure that the voting rights in respect of any Ordinary Shares in which he has an interest are not voted in favour of any variation to the Company's articles of association which could reasonably be expected to fetter the Company's ability to carry out its business independently of the influence of the Covenantors and their related parties;

(c) ensure that all transactions, agreements or arrangements entered into between a Covenantor or any of his related parties and the Company or any member of its Group (or their enforcement, implementation or amendment) will be made at arm's length and on a normal commercial basis, and that such transactions, agreements or arrangements shall be approved and their enforcement determined by a committee of the directors of the Company that does not include that Covenantor;

(d) ensure that any disputes between any Covenantor or any of his related parties and the Company or any member of its Group (including any matter relating to the terms of the Relationship Agreement) shall be dealt with on behalf of the Company by a committee of the directors of the Company that does not include that Covenantor; and

(e) procure that there is at all times at least one director of the Company who is independent of the Covenantors.

The obligations of each Covenantor shall cease to apply to him at all times when he (together with his related parties and any person or persons with whom he is acting in concert) has a legal and/or beneficial interest in less than 3 per cent. of the aggregate voting rights attaching to the issued ordinary share capital of the Company.

12.1.9 *Rockpool Investments LLP letter of intent*

On 18 June 2014, the Company entered into a letter of intent ("LOI") with Rockpool Investments LLP ("Rockpool"), an investment adviser which offers a specialist EIS portfolio service to its clients. Pursuant to the terms of the LOI, Rockpool has agreed to seek to arrange investment in Attune Energy 1 Limited established by Plutus Energy, such

funding to be used to enable Attune Energy 1 Limited to develop and build a flexible electricity generation facility and to provide working capital to support the operations of Attune Energy 1 Limited. The investment remains subject to contract, due diligence and approval by Rockpool's investment committee.

Rockpool's fee is equal to 7 per cent. of the amount subscribed in Attune Energy 1 Limited and the Company will also pay up to 3 per cent. of the amount subscribed by investors in Attune Energy 1 Limited to introducers. A monitoring fee of 2 per cent. per annum of the subscription value of shares in Attune Energy 1 Limited will be payable. Rockpool will also be granted an option to subscribe for shares in Attune Energy 1 Limited equivalent to 10 per cent. of the share capital of Attune Energy 1 Limited.

Exclusivity has been granted to Rockpool as the provider of finance to Attune Energy 1 Limited until 31 December 2014.

Plutus Energy

12.2. The following contracts, not being contracts entered into in the ordinary course of business, have been entered into by Plutus Energy and its subsidiaries within the two years immediately preceding the date of this document and are, or may be, material:

12.2.1. On 14 May 2014, Plutus Energy entered into a short term operating reserve framework agreement with National Grid Electricity Transmission Plc ("National Grid"). The framework agreement has been entered into in respect of two sites in Plymouth and two sites in Cirencester owned or operated by Plutus Energy. The provisions of the agreement apply to each "STOR Tender" submitted by Plutus Energy in respect of each site.

On the issue by National Grid of a STOR Tender Acceptance, this will create a "STOR Contract" for the provision of short term operating reserve upon the terms in the framework agreement, the relevant STOR Tender, STOR Tender Acceptance and the Standard Contract Terms published by the National Grid. If the STOR Tender is dependent upon carrying out any works to the site, the framework agreement outlines the mandatory works that Plutus Energy must provide. If there are any delays completing the works, there is a procedure in place under which Plutus Energy has to provide a "cure plan" to the National Grid; if this is rejected or the cure plan not complied with this may lead to suspension of the contract and ultimately termination. When the works are completed, Plutus Energy will have to run the necessary end-to-end tests to meet capability requirements. Upon completing these they must arrange a mutual date for the National Grid to run another end-to-end test where they will determine if the capability requirement has been met. If the test is run twice and the capability requirements are not met then the National Grid may terminate the STOR Contract by notice in writing to Plutus Energy.

The National Grid's Standard Contract Terms (available on their website) are incorporated by reference. They contain terms upon which, *inter alia*, the National Grid will invite interested parties to submit tenders for the provision of short term operating reserve and terms for the provision of short term operating reserve and payment formula.

The short term operating reserve framework agreement with National Grid came into force on 14 May 2014 and will continue indefinitely until terminated by either party by not less than two months' notice in writing to the other or until earlier termination in accordance with the National Grid's Standard Contract Terms.

As at the date of this document, Plutus Energy has successfully tendered for a total of 30MW of STOR capacity across two sites (subject to certain terms and conditions).

12.2.2. On 4 June 2014, Plutus Energy entered into a heads of terms with Associated British Ports in respect of a proposed grant of lease of approximately 0.61 acres of acres of land adjacent to the Cliff Quay sub-station at the former power station site at Ipswich, to be used for the purpose of a 20MW diesel power project to provide short term operating reserve to the National Grid. The heads of terms are subject to contract and approval of the board of

directors of Associated British Ports. The heads of terms require that the agreement will provide that the lease is completed conditional upon the securing of planning consent, grid connection, and completion of construction and energisation of the power station facility. It is intended that either party may terminate the agreement for lease after 31 December 2015.

The lease term will be for 20 years with a tenant only option to terminate at 15 years subject to 6 months prior written notice. The initial rent will be £50,000 per annum plus VAT. The rent must be paid quarterly. The tenant (Plutus Energy) will be responsible for obtaining all licences, maintenance and repair, and to insure its operations and contents against third party and public liability to a minimum value of £10,000,000.

12.2.3. Plutus Energy has received draft heads of terms from London & Devonshire Trust ("LDT"), which are waiting formal approval of the board of LDT. Pursuant to the draft heads of terms, Plutus Energy intends to lease land in the South West of England and South Wales from LDT under a framework agreement. The term of the framework agreement is to be for three years with two termination clauses indicating that termination occurs only upon the insolvency of Plutus Energy and/or LDT failing to provide any suitable sites within nine months from the start of the agreement.

The obligations upon LDT broadly require them to identify, procure, and provide land suitable for Plutus Energy's power plants and to obtain Grid connection offers. The obligations on Plutus Energy are that they will lease the land from LDT, seek planning permission, and pay LDT a sum equivalent to the costs of the Grid connection. In order for a lease to be granted to Plutus Energy (or a Subsidiary) it must have a balance sheet total of £5 million and have secured a STOR Contract or entered into a PPA.

The term of the lease is 20 years with a break clause at 15 years. The rent structure has various escalators and incentives built in. The base rent will start at £250/MW installed per month (i.e. for a 20MW facility this would equate to £60,000 per year).

In connection with these negotiations, Plutus Energy has been reviewing sites in both Cirencester and Plymouth. A "high level grid connection study" has been carried out by TNEI Services Ltd in respect of Cirencester, Gloucestershire, to evaluate the technical and financial connection options in this area. A site at Plymouth is also under consideration as part of the heads of terms but no further documentation has been entered into in this regard.

13. Dependence on intellectual property

The Existing Directors and Proposed Directors are not aware of any patents, patent applications or other intellectual property rights, licences, industrial, financial, commercial or financial contracts which are of material importance to the Enlarged Group's business or profitability.

14. Litigation

14.1. ***Plutus Resources***

14.1.1. In April 2014, Mr Thornton issued a county court claim against the Company for £10,500 plus £200 costs for outstanding pay. The Company has made a counter-claim for £6,750 plus other associated costs for advances made to Mr Thornton against representations made by him. The Company considers that the claim has no merit.

14.1.2. Other than set out above, the Company is not involved in any governmental, legal or arbitration proceedings which may have or have had in the 12 months preceding the date of this document a significant effect on the Company's financial position or profitability and, so far as the Company is aware, there are no such proceedings pending or threatened against the Company.

14.2. ***Plutus Energy***

Plutus Energy is not involved in any governmental, legal or arbitration proceedings which may have or have had in the 12 months preceding the date of this document a significant effect on Plutus Energy's financial position or profitability and, so far as Plutus Energy is aware, there are no such proceedings pending or threatened against Plutus Energy.

15. No significant change

15.1. ***Plutus Resources***

Save for reciept of a further loan of £7,500 from Tracey Edwards and incurring fees of approximately £0.3 million in respect of the Proposals, there has been no significant or material change in the financial or trading position of the Company since 30 April 2014, the date to which the latest audited financial statements of the Company were prepared.

15.2. ***Plutus Energy***

There has been no significant or material change in the financial or trading position of Plutus Energy since 30 April 2014, the date to which the accountants' report in Part IV was prepared.

16. Enlarged group companies

Plutus Energy is a member of a group of which it is the holding company. Plutus Energy has the following wholly owned subsidiaries, all of which are registered in England and Wales:

Subsidiary	*Issued Share Capital*	*Date of Incorporation*	*Activity*	*Registered Office*
Attune Energy 1 Limited	1 ordinary share of £1	28/02/2014	Dormant	The Chapel Reigate Road Leatherhead KT22 8RA
Attune Energy 2 Limited	1 ordinary share of £1	03/03/2014	Dormant	The Chapel Reigate Road Leatherhead KT22 8RA
Attune Energy 3 Limited	5,000,000 ordinary shares of £0.001	04/03/2014	Dormant	The Chapel Reigate Road Leatherhead KT22 8RA
Plutus Contractors Limited	1 ordinary share of £1	12/04/2013	Dormant	Anchor House 4 Durham Street London SE11 5JA
Plutus Facilities Management Limited	1 ordinary share of £1	13/12/2012	Dormant	Anchor House 4 Durham Street London SE11 5JA
Plutus Logistics Limited	1 ordinary share of £1	13/12/2012	Dormant	Anchor House 4 Durham Street London SE11 5JA

17. Related party transactions

Other than as disclosed in this document as far as the Directors and Proposed Directors are aware, there have been and are currently no agreements or other arrangements between the Enlarged Group and individuals or entities that may be deemed to be related parties, for the period covered by the financial information set out in Parts III and IV of this document.

18. Working capital

In the opinion of the Directors, having made due and careful enquiry, the working capital available to the Enlarged Group will be sufficient for its present requirements, that is for at least twelve months from the date of Admission.

19. Taxation

The following summary, which is intended as a general guide only, outlines certain aspects of current UK tax legislation, and what is understood to be the current practice of HMRC in the UK regarding the ownership and disposal of ordinary shares. This summary is not a complete and exhaustive analysis of all the potential UK tax consequences for holders of Ordinary Shares. It addresses certain limited aspects of the UK taxation position of UK resident, ordinarily resident and domiciled Shareholders who are absolute beneficial owners of their Ordinary Shares and who hold their Ordinary Shares as an investment. This summary does not address the position of certain classes of Shareholders who (together with associates) have a 10 per cent. or greater interest in the Company, or such as dealers in securities, market makers, brokers, intermediaries, collective investment schemes, pension funds or UK insurance companies or whose shares are held under a personal equity plan or an individual savings account or are "employment related securities" as defined in Section 421B of the Income Tax (Earnings and Pensions) Act 2003. Any person who is in any doubt as to his tax position or who is subject to taxation in a jurisdiction other than the UK should consult his professional advisers immediately as to the taxation consequences of their purchase, ownership and disposition of Ordinary Shares. This summary is based on current UK tax legislation.

Plutus Resources is at the date of this document resident for tax purposes in the UK and the following is based on that status.

Shareholders should be aware that future legislative, administrative and judicial changes could affect the taxation consequences described below:

19.1. ***Taxation of Dividends***

No tax will be withheld by the Company when it pays a dividend.

19.2. ***UK resident individuals***

A UK resident individual shareholder who receives a dividend from the Company will be entitled to a tax credit, currently at the rate of 1/9th of the cash dividend paid (or 10 per cent. of the aggregate of the net dividend and related tax credit). The individual is treated as receiving for tax purposes gross income equal to the cash dividend plus the tax credit. The tax credit is set against the individual's tax liability on that gross income. For example, on a cash dividend of £90 an individual would be treated as having received dividend income of £100 and as having paid income tax of £10 (the "associated tax credit"). The gross dividend will be regarded as the top slice of the shareholders income. The lower rate of income tax on dividend income is currently 10 per cent.

An individual shareholder who is not liable to income tax at a rate greater than the basic rate (currently 20 per cent.) will have no income tax to pay in respect of the dividend. The higher rate of income tax on dividends is currently 32.5 per cent. within the 40 per cent. income tax bracket and 37.5 per cent. within the 45 per cent. bracket. This means that an individual shareholder who is taxed on the dividend in the 40 per cent. bracket will have further income tax to pay at a rate of 22.5 per cent. of the gross dividend (or 25 per cent. of the net dividend). An individual shareholder in the 45 per cent. bracket will have further income tax to pay at a rate of 27.5 per cent. of the gross dividend paid (or approximately 30.6 per cent. of the net dividend). UK resident shareholders who do not pay income tax or whose liability to income tax on the dividend and related tax credit

is less than the tax credit, including pension funds, charities and certain individuals are not generally entitled to claim repayment of any part of the tax credit associated with the dividend from HM Revenue & Customs. A UK resident corporate shareholder will not generally be liable to corporation tax on any dividend received from the Company and the dividend received and related tax credit will constitute franked investment income. Whether a shareholder who is not resident in the UK for tax purposes is entitled to a tax credit in respect of dividends paid by the Company and to claim payment of any part of the tax credit will depend, in general, on the provisions of any double taxation convention which exists between the shareholder's country of residence and the UK. A non-UK resident shareholder may also be subject to foreign taxation on dividend income.

19.3. ***UK discretionary trusts***

Trustees of discretionary trusts liable to account for income tax on the income of the trust will be treated as having received gross income equal to the aggregate amount of the dividend and associated tax credit. Trustees will pay tax on dividends received at the rate of 37.5 per cent. As with the additional rate individual shareholders, the 10 per cent. tax credit will be set against the tax liability leaving further tax to pay of 32.5 per cent. of the gross dividend.

19.4. ***UK resident companies***

Shareholders who are within the charge to UK corporation tax will be subject to corporation tax on dividends unless the dividends fall within an exempt class and certain other conditions are met. Whether an exempt class applies and whether other conditions are met will depend upon the circumstances of the particular shareholder, although it is expected that the dividends paid by the Company would normally be exempt.

19.5. ***UK resident exempt funds/charities***

There is no entitlement, for either an exempt fund or charity, to a tax credit and consequently no claim to recover the tax credit will be possible.

19.6. ***Non-UK residents***

Generally, non-UK residents will not be subject to any UK taxation in respect of UK dividend income nor will they be able to recover the associated tax credit, although this will depend upon the existence of, and the terms of, any double taxation treaty between the UK and the country in which such shareholder is resident. Persons who are not resident in the UK should consult their own tax advisers on the possible application of such provisions or what relief or credit may be claimed in the jurisdiction in which they are resident.

19.7. ***Taxation of chargeable gain***

For the purpose of UK tax on chargeable gains, the issue of Ordinary Shares pursuant to the Acquisition will be regarded as an acquisition of a new holding in the share capital of the Company.

The Ordinary Shares so allotted will, for the purpose of tax on chargeable gains, be treated as acquired on the date of allotment. The amount paid for the Ordinary Shares will usually constitute the base cost of a shareholder's holding. If a Shareholder disposes of all or some of his Ordinary Shares a liability to tax on chargeable gains may, depending on their circumstances arise. UK resident individuals and trustees are generally subject to capital gains tax at a current flat rate of 28 per cent. (reduced to 18 per cent. where a gain falls within an individual's unused basic rate income tax band). Gains made by UK resident companies are subject to corporation tax but there is an entitlement to indexation allowance which may reduce the chargeable gain.

A Shareholder who is neither resident nor ordinarily resident in the UK for tax purposes, but who carries on a trade, profession or vocation in the UK through a permanent establishment (where the Shareholder is a company) or through a branch or agency (where the Shareholder is not a company) and has used, held or acquired the Ordinary Shares for the purposes of such trade, profession or vocation or such permanent establishment, branch or agency (as appropriate) will be subject to UK tax on capital gains on the disposal of Ordinary Shares.

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

19.8. ***Stamp duty and stamp duty reserve tax***

No UK stamp duty will be payable on the issue by the Company of Ordinary Shares. Transfers of Ordinary Shares for value will generally give rise to a liability to pay UK ad valorem stamp duty, or stamp duty reserve tax, at the rate in each case of 50 pence per £100 of the amount or value of the consideration (rounded up in the case of stamp duty to the nearest £5). It is proposed to abolish Stamp Duties for shares quoted on AIM from April 2014.

Any person who is in any doubt as to his or her tax position or who may be subject to tax in any jurisdiction other than the United Kingdom should consult his or her own professional adviser.

20. General

20.1. The gross proceeds of the Placing are expected to be £800,000. The total cash costs and expenses relating to Admission and the Placing are payable by the Company and are estimated to amount to approximately £300,000. The net proceeds of the Placing are expected to be £500,000. A further cost of £160,000 in relation to the Acquisition is payable by the Company on Admission. This expense is in relation to cash bonuses due to Charles Tatnall and James Longley on completion of the Acquisition. Such cash bonuses due shall be settled by the issue of 26,666,666 Bonus Shares.

20.2. Other than the current application for Admission and previous trading on AIM, the Ordinary Shares have not been admitted to dealings on any recognised investment exchange nor has any application for such admission been made nor are there intended to be any other arrangements for dealings in the Ordinary Shares.

20.3. SP Angel Corporate Finance LLP has given and not withdrawn its written consent to the inclusion in this document of reference to its name in the form and context in which it appears.

20.4. Welbeck Associates has given and has not withdrawn its written consent to the issue of this document with the inclusion of its name and its reports in Parts III and IV of this document and the references to such reports and its name, in the form and context in which they appear.

20.5. Nexia Smith & Williamson of Imperial House, 18-21 Kings Park Road, Southampton, SO15 280, were the Company's independent auditors for the year to 30 April 2012. Nexia Smith & Williamson is regulated by the Institute of Chartered Accountants of England and Wales.

20.6. Welbeck Associates of 30 Percy Street, London, W1T 2DB are the Company's independent auditors. Welbeck Associates are regulated by the Institute of Chartered Accountants of England and Wales.

20.7. Where information contained in this document has been sourced from a third party this information has been reproduced without material adjustment. So far as the Company and the Directors are aware and are able to ascertain from information provided by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

20.8. The Placing Price represents a premium over nominal value of 0.5 pence per Ordinary Share.

20.9. It is expected that definitive share certificates will be despatched by 8 September 2014. In respect of uncertificated shares it is expected that Shareholders' CREST stock accounts will be credited on 22 August 2014.

20.10. Save as disclosed in this document no person directly or indirectly in the last twelve months received or is contractually entitled to receive, directly or indirectly, from the Company on or after Admission (excluding in either case persons who are professional advisors otherwise than as disclosed in this document and persons who are trade suppliers) any payment or benefit from the

Company to the value of £10,000 or more or securities in the Company to such value or any other benefit to such value or entered into any contractual arrangements to receive the same from the Company at the date of Admission.

20.11. Save as disclosed in this document, the Board is not aware of any exceptional factors which have influenced the Company's or Plutus Energy's activities.

20.12. As far as the Board is aware, there are no known trends, uncertainties, demands, or events that are reasonably expected to have a material effect on the Enlarged Group's prospects for at least the current financial period.

20.13. There are no environmental issues that the Board is aware of which may affect the Enlarged Group's utilisation of its tangible fixed assets.

20.14. Save as disclosed at paragraph 20.15 below, there are no agreements, arrangements or understandings (including any compensation arrangements) that exist between any members of the Concert Party and any of the Existing Directors, Proposed Directors, recent directors, shareholders or recent shareholders of the Company which have any connection with or dependence on the Acquisition.

20.15. Paternoster and each of the Existing Directors (other than Josephine Dixon) have entered into call option agreements dated 5 August 2014, conditional upon Admission, with each of the Proposed Directors, whereby;

20.15.1. Philip Stephens may acquire 3,500,000 Ordinary Shares from Charles Tatnall;

20.15.2. Philip Stephens may acquire 2,500,000 Ordinary Shares from James Longley;

20.15.3. Philip Stephens may acquire 10,000,000 Ordinary Shares from Paternoster;

20.15.4. Paul Lazarevic may acquire 3,500,000 Ordinary Shares from Charles Tatnall;

20.15.5. Paul Lazarevic may acquire 2,500,000 Ordinary Shares from James Longley; and

20.15.6. Paul Lazarevic may acquire 10,000,000 Ordinary Shares from Paternoster

from the period that is 12 months from the date of Admission and prior to the expiry of 18 months from Admission at a price of 0.6 pence per Ordinary Share.

20.16. Save as described in this document, there are no significant investments in progress nor are there any principal future investments upon which the Board have made any firm commitments in relation thereto.

20.17. The accounting reference date of the Company is 30 April. The Company will notify unaudited interim accounts for the six months to 31 October 2014 by 31 January 2015. The Company will publish its audited accounts for the year ended 30 April 2015 on or before 31 October 2014. The Company will notify unaudited interim accounts for the six months to 31 October 2015 by 31 January 2016.

21. Availability of documents for inspection

Copies of the following documents will be available for inspection at the offices of DMH Stallard LLP, 6 New Street Square, New Fetter Lane, London EC4A 3BF during normal working hours on any weekday (excluding Saturdays, Sundays and public holidays) from the date of this document up to and including the date that is one month from the date of Admission. The documents will also be available for inspection at the General Meeting:

21.1. the memorandum and articles of association of the Company and the articles of association of Plutus Energy;

21.2. the financial information on the Company as referred to in Part III of this document;

21.3. the accountants' report by Welbeck Associates on Plutus Energy as set out in Part IV of this document;

21.4. the Proposed Directors' letter of appointment and service agreements referred to in paragraph 8 above;

21.5. the material contracts referred to in paragraph 12 above;

21.6. the letters of consent referred to in paragraphs 20.3 and 20.4 above;

21.7. the Irrevocable Undertakings; and

21.8. this document.

Dated: 5 August 2014

NOTICE OF GENERAL MEETING

PLUTUS RESOURCES PLC (THE "COMPANY")

(Incorporated and registered in England and Wales with registration number 05859612)

NOTICE IS HEREBY GIVEN that a General Meeting of the Company will be held at the offices of DMH Stallard LLP, 6 New Street Square, New Fetter Lane, London EC4A 3BF, on 21 August 2014 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, of which resolutions 1 and 2 will be proposed as ordinary resolutions and resolutions 3 and 4 will be proposed as special resolutions:

ORDINARY RESOLUTIONS

1. THAT:

(a) the proposed acquisition of the issued share capital of Plutus Energy Limited not owned by the Company on the terms of a share purchase agreement dated 5 August 2014 and made between the Company and the Vendors (as defined in the Admission Document dated 5 August 2014 of which this notice forms part (the "**Admission Document**")) be and is hereby approved for all purposes, including without limitation, the purposes of Rule 14 of the AIM Rules for Companies published by London Stock Exchange plc (the "**Acquisition**"); and

(b) the Directors be and are hereby generally and unconditionally authorised (in substitution for any existing authorities) in accordance with section 551 of the Companies Act 2006 ("**Act**"), to exercise all the powers of the Company to allot ordinary shares in the capital of the Company up to an aggregate nominal amount of £180,834 pursuant to the Acquisition provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution or 21 August 2015, whichever is earlier.

2. THAT, conditional upon the passing of Resolution 1 the directors be and hereby are generally and unconditionally authorised in accordance with section 551 of the Act, to exercise all powers of the Company to allot shares or grant rights to subscribe for or convert any securities into shares ("**Rights**") in the Company up to a maximum aggregate nominal amount of £444,500 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution or 21 August 2015, whichever is earlier, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuant of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTIONS

3. THAT, conditional upon passing Resolutions 1 and 2, and in accordance with section 570 and 573 of the Act, the Directors be and they are hereby empowered (in substitution for any existing powers) to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 2 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

(i) in connection with an offer of such securities to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and

(ii) otherwise than pursuant to sub-paragraph (i) above up to a maximum aggregate nominal amount of £625,334,

and shall expire (unless previously revoked, varied or extended by the Company in a general meeting) on the conclusion of the next annual general meeting of the Company after the passing of this resolution or 21 August 2015, whichever is earlier, save that the Company may, before such expiry allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred hereby has expired.

4. **THAT,** conditional upon passing Resolution 1 the name of the Company be changed to Plutus PowerGen Plc.

Dated: 5 August 2014

By Order of the Existing Board

Registered office:
27/28 Eastcastle Street
London
W1E 8DH

Notes:

1. Members are entitled to appoint a proxy to exercise all or any of the rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the company. A Form of Proxy which may be used to make such an appointment and give proxy instructions accompanies this notice. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact Share Registrars Limited on 01252 821390 from within the UK or +44 1252 821390 if calling from outside the UK. Calls to the 01252 821390 number cost your normal service provider's network fees. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Proposals nor give any financial, legal or tax advice
2. A Form of Proxy is enclosed. To be effective, the Form of Proxy, together with any power of attorney or other written authority under which it is signed, or a notarially certified copy or a certified copy in accordance with the Powers of Attorney Act 1971 of such power or written authority must be completed signed and to be valid the proxy must be duly executed and deposited with the Company at the offices of the Company's registrars, Share Registrars Limited, 9 Lion and Lamb Yard, Farnham, Surrey, GU9 7LL, by not later than 10.00 a.m. on 19 August 2014.
3. To be valid any Form of Proxy or other instrument appointing a proxy must be received by post or by hand (during normal business hours only) at Share Registrars Limited, 9 Lion and Lamb Yard, Farnham, Surrey, GU9 7LL no later than 10.00 a.m. on 19 August 2014. The return of a completed Form of Proxy will not prevent a shareholder attending the General Meeting and voting in person if he/she wishes to do so.
4. To be entitled to attend and vote at the General Meeting (and for the purpose of determination by the Company of the votes they may case), shareholders must be registered in the register of members of the Company ("Register of Members") at 10.00 a.m. on 19 August 2014 (or, in the event of any adjournment, 10.00 a.m. on the date which is 48 hours before the time of the adjourned meeting excluding non-working days). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
6. In the case of a corporation, the Form of Proxy must be executed under its common seal or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.
7. A vote withheld option is provided on the Form of Proxy to enable you to instruct your proxy not to vote on any particular resolution. However, it should be noted that a vote withheld in this way is not a "vote" in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution.
8. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cutoff time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy and would like to change the instructions using another hard-copy proxy form, please contact Share Registrars Limited. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
9. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly revoking your proxy appointment to Share Registrars Limited, 9 Lion and Lamb Yard, Farnham, Surrey, GU9 7LL. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. In either case, the revocation notice must be received by Share Registrars Limited no later than 10.00 a.m. on 19 August 2014. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual, CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.

    In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manuals. The message must be transmitted so as to be received by the Company's agent, Share Registrars Limited (CREST Participant ID: 7RA36), no later than 48 hours before the time appointed for the meeting excluding non-working days. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

    CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) should refer to the sections of the CREST Manual concerning practical limitations of the CREST system and timings.

    The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.