

THIS DOCUMENT (THE "CIRCULAR") IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this Circular and/or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if you are not in the United Kingdom, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your ordinary shares in Tiso Blackstar Group SE ("**Shares**"), please immediately forward this Circular to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of Shares, please immediately contact your stockbroker, bank or other agent through whom the sale or transfer was effected.

Tiso Blackstar Group SE

(the "**Company**" or "**Tiso Blackstar**")

(Registered in Malta with registered number SE4)

Proposed transfer of the registered office of the Company to the United Kingdom

Notice of Annual General Meeting

Notice of the Annual General Meeting, to be held at 3rd Floor, Avantech Building, St. Julian's Road, San Gwann, SGN 2805, Malta at 10:00 a.m. (CET) on 23 December 2015, is set out at the end of this document.

Copies of this document, the Form of Proxy and the Form of Direction are available to view, download and print on the "Publications" section of the Company's website at www.tisoblackstar.com and are also available for collection, free of charge, during normal business hours on any Business Day up until close of the Annual General Meeting from the offices of the Company at 3rd Floor, Avantech Building, St. Julian's Road, San Gwann, SGN 2805, Malta. Unless you have sold or transferred all your Shares, you are recommended to retain this Circular for reference.

The Form of Proxy should be completed and returned to the Company's Registrars in accordance with the instructions printed on it as soon as possible.

Certificated Shareholders and own-name registered dematerialised Shareholders who trade their shares on AltX of the JSE and are registered on the South African part of the register of members are strongly urged to send their signed Form of Proxy to South African Transfer Secretaries, Link Market Services South Africa Proprietary Limited, 13th Floor, Rennie House, 19 Ameshoff Street, Braamfontein, 2001 (PO Box 4844, Johannesburg, 2000) to be received by no later than 18 December 2015 at 10:00 a.m. (SAST).

Certificated Shareholders who trade their shares on AIM of the London Stock Exchange and are not registered on the South African part of the register of members are strongly urged to send their signed Form of Proxy to Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU to be received by no later than 18 December 2015 at 8:00 a.m. (BST), so as to enable the Form of Proxy to be forwarded on your behalf to the Company no later than 21 December 2015 at 10:00 a.m. (CET).

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Transfer Proposal filed with the Maltese Registry of Companies	12 October 2015
Transfer Proposal published on the website of the Maltese Registry of Companies	22 October 2015
Notice of the Annual General Meeting of the Company, the Transfer Proposal, the Transfer Report and the Forms of Proxy for the Annual General Meeting posted to Shareholders	20 November 2015
Time by which holders of Depository Interests who wish to attend the Annual General Meeting are requested to provide their letter of corporate representation to the Depository, Capita IRG Trustees (Nominees) Limited	8:00 a.m. GMT, on 16 December 2015
Latest time for issuer's agent RA10 to receive any message from holders of Depository Interests wishing to instruct Capita or to amend an instruction to a previously submitted direction via the CREST system	8:00 a.m. GMT, on 18 December 2015
<i>For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message.</i>	
Latest time for Forms of Direction and the powers of attorney or other authority (if any) under which they are signed to be delivered to Capita Asset Services by post	8:00 a.m. GMT, on 18 December 2015
Time by which dematerialised Shareholders registered on the South African sub-register (other than own-name registered dematerialised shareholders) who wish to attend the Annual General Meeting are required to provide a copy of their letter of representation to the Company	8:00 a.m. SAST, on 18 December 2015
Signed Forms of Proxy from certificated Shareholders and own-name registered dematerialised shareholders who are registered on the South African part of the register of members should reach Link Market Services South Africa Proprietary Limited	10:00 a.m. SAST, on 18 December 2015
For dematerialised Shareholders registered on the South African sub-register, the time by which the CSDP or broker must provide all voting instructions to the transfer secretaries	10:00 a.m. SAST, on 21 December 2015
Signed Forms of Proxy (other than those referred to above) must reach the Company	10:00 a.m. CET, on 21 December 2015
Annual General Meeting	10:00 a.m. CET, on 23 December 2015
Transfer expected to become effective	In or around May 2016
Cancellation of ISIN	In or around May 2016
Suspension from trading and termination of depository interest arrangements with Capita plc	In or around May 2016
Issue of new ISIN	In or around May 2016

The times and dates set out in the expected timetable of principal events above, and mentioned throughout this document, may be adjusted by the Company and, if appropriate, details of the new times and dates will be notified to the Shareholders by an announcement through a Regulatory Information Service ("**RIS**") and the Stock Exchange News Service ("**SENS**").

DEFINITIONS

The following definitions apply throughout this Circular unless the context otherwise requires:

"AIM"	the Alternative Investment Market, a market of the LSE
"AltX"	the Alternative Exchange of the JSE
"Annual General Meeting" or "AGM"	the annual general meeting of the Company to be held at 3rd Floor, Avantech Building, St. Julian's Road, San Gwann, SGN 2805 at 10:00 a.m. CET on 23 December 2015 (and any adjournment thereof) for the purposes of considering the Resolutions, notice of which is set out at the end of this document
"Articles"	the articles of association of the Company as of the date of this Circular
"Board" or "Board of Directors"	the board of directors of the Company, the administrative organ of the Company
"CET"	Central European Time
"Circular"	this Circular dated 20 November 2015 relating to the proposed transfer of the registered office of the Company to the United Kingdom
"Company" or "Tiso Blackstar"	Tiso Blackstar Group SE, a Societas Europaea registered and incorporated in Malta with registration number SE4
"Companies House"	the Registrar of Companies for England and Wales
"CREST"	the relevant system (as defined in the Securities Regulations) for the paperless settlement of security transfers and the holding of securities in Uncertificated Form in respect of which Euroclear UK & Ireland Limited is the Operator (as defined in the Securities Regulations)
"Depository"	Capita IRG Trustees Limited
"Depository Agreements"	the agreement for the provision of depository and custody services in respect of the Depository Interests entered into on 11 May 2012 between the Company and the Depository
"Depository Interest"	a depository interest in respect of an Ordinary Share
"Directors"	the directors of the Company, from time-to-time, and each a "Director"
"EC Treaty"	the Treaty establishing the European Community
"ECR"	the European Public Limited Liability Company Regulations 2004 (SI 2326/2004)
"Equity Securities"	shares in the Company of whatever class or any other securities that can be converted or exchanged into, or which carry the right to subscribe for, shares of whatever class in the Company

“Euro” or “€”	the lawful currency of the member states of the European Union that adopt the single currency in accordance with the EC Treaty
“European Economic Area”	the Member States of the European Union and three of the four European Free Trade Area states: Iceland, Liechtenstein, Norway and Switzerland
“Form of Direction”	the form of direction to be used by holders of Depositary Interests in connection with the Annual General Meeting which is contained in Section 4 of Part 4 of this Circular
“Form of Proxy”	the form of proxy to be used by Shareholders in connection with the Annual General Meeting, which is contained in Section 3 of Part 4 of this Circular
“GMT”	Greenwich Mean Time
“Group”	the Company and all of its subsidiaries
“JSE”	JSE Limited (registration no. 2005/022939/06), a public company incorporated in accordance with the laws of the Republic of South Africa licensed as an exchange under the Financial Markets Act 2012 of South Africa
“LSE” or “London Stock Exchange”	London Stock Exchange plc
“£”	pounds Sterling, the lawful currency of the United Kingdom
“Malta”	The Republic of Malta
“Maltese Registry of Companies”	the Companies Registry for Malta
“Member State”	a member state of the European Union
“New Articles”	the proposed new articles of association of the Company, a summary of which is set out at Schedule 2 of Part 3 to this Circular, proposed to be adopted upon completion of the Transfer
“Notice of Annual General Meeting”	the notice convening the Annual General Meeting which is contained in Part 4 of this Circular
“OECD”	Organisation for Economic Co-operation and Development
“plc”	public limited company under the UK Companies Act 2006
“Resolutions”	the resolutions to be proposed at the Annual General Meeting
“SAST”	South Africa Standard Time
“SDRT”	Stamp Duty Reserve Tax

“SE”	<i>Societas Europaea</i> or European Company, a public limited liability company created pursuant to and in accordance with the terms of the SE Regulation
“SE Regulation”	Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company
“Securities Regulations”	The Uncertificated Securities Regulations 2001
“Shares”	the ordinary shares in the Company of €0.76 each in the share capital of the Company
“Shareholders”	holders of shares of any class in the capital of the Company from time-to-time
“South Africa”	the Republic of South Africa
“TBCL”	Tiso Blackstar (Cyprus) Limited (Company No. 177097), a private company incorporated in accordance with the laws of Cyprus
“TBCL Transfer”	the transfer of TBCL's registered office from Cyprus to the UK following: (i) the conversion of TBCL into a public limited company registered in Cyprus; (ii) the incorporation of a new plc as a subsidiary of the Company; and (iii) the merger of the public limited company registered in Cyprus and the plc to form an SE registered in Cyprus
“Transfer”	the transfer of the registered office of the Company from Malta to the United Kingdom on the terms set out in the Transfer Proposal
“Transfer Proposal”	the proposal for the Transfer contained at Part 2 of the Circular
“Transfer Report”	the report in respect of the Transfer prepared by the Board pursuant to Article 8(3) of the SE Regulation, explaining and justifying the legal and economic aspects of the Transfer and explaining the implications of the Transfer for Shareholders and creditors of the Company, contained at Part 3 of the Circular
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“ZAR”	South African Rand, the lawful currency of South Africa

PART 1

LETTER FROM THE CHAIRMAN

20 November 2015

Dear Shareholder,

Proposed transfer of European operations from Malta and Cyprus to the United Kingdom

1. TRANSFER OF THE REGISTERED OFFICE OF THE COMPANY AND TISO BLACKSTAR (CYPRUS) LIMITED ("TBCL") TO THE UNITED KINGDOM

1.1 Introduction

The Board has resolved to propose to Shareholders that the registered office of the Company be moved to the United Kingdom. The Board has also resolved to take all steps necessary to move the registered office of TBCL to the United Kingdom ("**TBCL Transfer**"), with such transfer to take effect before the transfer of registered office of Tiso Blackstar ("**Transfer**") although the two transfers will be inter-conditional such that the TBCL Transfer will not complete until the Directors are comfortable that all substantive conditions to the Transfer have been satisfied.

1.2 Reasons for the Transfer Proposals

Tiso Blackstar is currently subject to the laws and regulations of Malta and is dual listed with a primary listing on AIM of the LSE and a secondary listing on AltX of the JSE. In addition, TBCL, the Company's wholly owned subsidiary which holds most of the Group's investments is incorporated in Cyprus.

Locating the Company and TBCL in the United Kingdom will enable its business operations to be located in the same jurisdiction as its primary listing and, the Board believes this will ensure a better understanding of the Group's structure by investors. The proposed Transfer and proposed TBCL Transfer are also expected to remove inefficiencies and complications in the current operations of the Tiso Blackstar holding structure, reducing the multiplication of audit, legal and administrative costs that currently exist as a result of being present in Malta and Cyprus and listed in London and Johannesburg.

Finally, in light of recent favourable changes to the tax regime in the United Kingdom, the Board believes that the Transfer of the Company's and TBCL's tax residency to the United Kingdom would not be disadvantageous from a tax perspective.

2. OVERVIEW OF THE TRANSFER PROPOSAL

2.1 Reasons for the Transfer Proposal

The Board has given careful consideration to the proposal that the Company be transferred from Malta to a more suitable jurisdiction in the European Union pursuant to Article 8 of the SE Regulation.

The Board considers that shareholder protections under English law are very comprehensive and that the United Kingdom offers a sound and attractive corporate environment in which the Company will continue to develop.

Tiso Blackstar Group SE

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Malta Registered number SE4

Directors: DK Adomakoh, AD Bonamour, NL Sowazi, JB Mills, RT Wight and M Ernzer
www.tisoblackstar.com

2.2 **Overview of process**

The Transfer Proposal was filed at the Maltese Registry of Companies on 20 October 2015 and published in the Maltese Government Gazette on 22 October 2015. A copy of the Transfer Proposal is set out in Part 2 of this Circular. The Company has also produced a Transfer Report explaining the legal and economic impact of the Transfer on the Company and for Shareholders. This is set out in Part 3 of this Circular.

In addition to the Resolutions customarily proposed at the Annual General Meeting, additional Resolutions will be proposed at the Annual General Meeting to deal with the following matters related to the Transfer: (i) to change the Company's registered office to the United Kingdom, (ii) to adopt the New Articles, and (iii) to appoint English auditors for the Company from completion of the Transfer (together, the "**Transfer Resolutions**").

It is proposed that, conditional on the Transfer becoming effective, the Company's Articles be replaced with the New Articles which will no longer include the provisions of the Company's Articles that were required in order to comply with the corporate law of Malta and reflect those of a listed public limited company incorporated and regulated in England and Wales. The adoption of the New Articles will not materially impact or prejudice the rights of Shareholders in comparison to their existing rights under the Articles.

A summary of the provisions of the proposed New Articles is set out in Schedule 2 to Part 3 of this Circular and a comparison of the existing legal regime governing the Company and English company law is set out in Schedule 1 to Part 3 of this Circular.

If the Resolutions approving the Transfer are passed but subject to the completion of the TBCL Transfer, the Company will proceed to comply with certain procedural requirements to implement the Transfer, including the filing of documents which are required to effect the Transfer at the Maltese Registry of Companies and at Companies House. Following this, the Registrar of Companies in Malta will issue a certificate confirming that all actions and formalities in respect of the Transfer have been completed. This certificate must then be delivered to Companies House. The Transfer will become effective when Companies House registers the Company in England and Wales.

Subject to the provisions of the SE Regulation, an SE is treated as if it were a public limited liability company formed in accordance with the law of the Member State in which it has its registered office. After the Transfer, the Company will be regarded as a public limited company governed by the laws of England and Wales as subject to the SE Regulation.

The members of the Board shall continue in their positions after the Transfer.

2.3 **Employee Involvement**

The Company has two employees: the current Company Secretary, who is currently resident in Malta and who has agreed to emigrate to the UK following the Transfer, and the Company's current Chief Financial Officer on whom the Transfer will have no impact.

2.4 **Creditor Involvement**

In order to protect the interest of its creditors, the Company has notified its creditors (of whose claim and address it is aware) of the Transfer and their right to examine the Transfer Proposal and Transfer Report at the Company's registered office and, on request, to obtain copies of the Transfer Proposal and the Transfer Report. The creditors will have a statutory period of three months from the date of publication of

receipt of a certified extract of the minutes of the AGM by the Maltese Registry of Companies on its website and in a daily newspaper within which they may object to the Transfer.

At present, the known creditors of the Company comprise professional advisers, consultants and service providers. Each of the creditors has been informed of the proposed Transfer.

2.5 **Certain consequences of the Transfer**

The European Commission published the Alternative Investment Fund Managers Directive ("**AIFMD**"), designed to regulate the managers of private equity, hedge and certain other types of investment funds, on 1 July 2011. Tiso Blackstar has obtained a legal opinion from Maltese counsel which concluded that Tiso Blackstar does not qualify as an alternative investment fund under Maltese law and accordingly is not subject to AIFMD. However, investors, counterparties and other service providers to the Company have shown a lack of understanding of the Maltese implementation of AIFMD, and the Board believes that this lack of understanding has reduced investor interest in the Company and made it more difficult for the Company to conduct business.

Upon the Transfer becoming effective, Tiso Blackstar will become subject to AIFMD as implemented in the UK. The Board intends to apply for authorisation from the UK Financial Conduct Authority ("**FCA**") and, pending receipt of such authorisation, will enter into arrangements with Sapia Partners LLP (trading as Lawson Conner) which is regulated by the FCA to enable the Company to conduct business under the authorisation of Lawson Conner.

Tiso Blackstar is likely to incur materially increased compliance, regulatory, operational and administrative costs as a result of being authorised by the FCA. However, the Board believes that the benefits of increased investor interest and greater understanding of the Tiso Blackstar regulatory environment will more than justify these increased costs.

Securities issued by non-UK incorporated companies cannot themselves be held electronically (i.e. in uncertificated form) or transferred in the CREST system. Accordingly, to enable investors to be able to settle and pay for interests in the Shares through the CREST system, the Company currently has in place arrangements pursuant to which Capita IRG Trustees Limited, the Depositary, holds, through a custodian, the Shares for Shareholders wishing to settle and pay for interests through the CREST system and has issued dematerialised Depositary Interests representing the underlying Shares which are held on trust for the holders of the Depositary Interests. Following the Transfer, the Company will become a UK incorporated company and its Shares will be able to be held electronically and transferred in the CREST system. As such, following the transfer, the Depositary Agreements will be terminated and holders of Depositary Interests will have the Depositary Interests in their CREST accounts substituted with Shares.

Upon the Transfer becoming effective, the UK City Code on Takeovers and Mergers (the "**City Code**") shall apply to the Company as a public limited company with its registered office in the UK. The City Code lays down minimum rules for the regulation of takeovers of companies to which the City Code applies. As well as general principles applying to the conduct of takeovers and basic rules for making an offer, the City Code contains provisions that restrict frustrating action both pre and post bid, disclosure requirements and compulsory acquisition procedures for dealing with minority shareholders (sell-out and squeeze-out provisions).

Under the City Code, if an acquisition of Shares were to increase the aggregate holding of an acquirer and its concert parties to an interest in Shares carrying 30 percent or more of the voting rights in the Company, the acquirer and, depending upon the circumstances, its concert parties, would be required (except with the consent of the Panel on Takeovers and Mergers) to make a cash offer for the outstanding Shares in the Company at a price not less than the highest price paid for the Shares in the Company by the acquirer or its concert parties during the previous 12 months. A similar obligation to make such a mandatory offer would also arise on the acquisition of Shares by a person holding (together with its concert parties) Shares carrying between 30 to 50 percent of the voting rights in the Company if the effect of such acquisition were to increase that person's percentage of the voting rights.

Under the UK Companies Act 2006, if an offeror were to acquire, or unconditionally contract to acquire, 90 percent of the shares to which the offer relates and 90 percent of the voting rights attached to those shares, within three months of the last day on which its offer can be accepted, it could compulsorily acquire the remaining 10 percent. It would do so by sending a notice to outstanding Shareholders telling them that it will compulsorily acquire their shares and then, six weeks later, it would execute a transfer of the outstanding shares in its favour and pay the consideration to the Company, which would hold the consideration on trust for outstanding Shareholders. The consideration offered to the Shareholders whose shares are compulsorily acquired under the Companies Act must, in general, be the same as the consideration that was available under the takeover offer.

The UK Companies Act 2006 would also give 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 percent of the Shares to which the offer relates, any holder of shares to which the offer related who had not accepted the offer could, 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 one month of that right arising. The offeror may impose a time limit on the rights of minority Shareholders to be bought out, but that period cannot end less than three months after the end of the acceptance period. If a Shareholder exercises his/her rights, the offeror is bound to acquire those shares on the terms of the offer or on such other terms as may be agreed.

3. OVERVIEW OF THE TBCL TRANSFER PROPOSAL

The Directors have also considered the migration of TBCL, the Company's wholly owned subsidiary which holds most of the Group's investments and is incorporated in Cyprus. In order to migrate TBCL and its tax residency, TBCL will need to be converted into an SE and subsequently transfer its registered office to the UK. This will require the re-registration of TBCL as a public limited company in Cyprus and the merger of TBCL with a recently incorporated wholly owned subsidiary of the Company registered in England and Wales as a public limited company. The merged entity will then transfer its registered office to the UK and the Company and its subsidiary will then be located in the same jurisdiction.

4. NOTICE OF ANNUAL GENERAL MEETING

Notice of the Company's Annual General Meeting that is to be held at the registered office of the Company at 3rd Floor, Avantech Building, St. Julian's Road, San Gwann, SGN 2805 Malta on 23 December 2015 at 10.00 a.m. (CET) is set out in Section 1 of Part 4 of this Circular.

The following items are also included in Part 4 of this Circular:

- Section 2: An explanation of certain Resolutions at the AGM; and
- Section 3: A Form of Proxy (for use by registered Shareholders only); and
- Section 4: A Form of Direction (for use by holders of Depository Interests only to direct how the Depository exercises votes at the Annual General Meeting on their behalf).

Shareholders and holders of Depository Interests are recommended to read the notes to the Notice of Annual General Meeting as these set out other rights of Shareholders or holders of Depository Receipts, as the case may be, and further requirements which you should check to ensure your Form of Proxy or Form of Direction (as the case may be) will be valid.

5. RECOMMENDATION

The Board considers that the proposals set out in this Circular, including the Transfer and the Resolutions to be proposed at the Annual General Meeting, are in the best interests of the Company and Shareholders as a whole.

Accordingly, the Board unanimously recommends that Shareholders vote in favour of all the Resolutions to be proposed at the Annual General Meeting, as they intend to do or procure in respect of their own beneficial holdings of Shares which in aggregate amount to 9,543,308 Shares representing approximately 3.6 percent of the Shares in issue as at the date of this Circular.

Shareholders should note that, notwithstanding the passing of the Resolutions to be proposed at the Annual General Meeting in respect of the Transfer, there can be no guarantee that the Transfer will take place.

Yours faithfully,

David Adomakoh
Chairman

PART 2
TRANSFER PROPOSAL

Date 12 October 2015

TISO BLACKSTAR GROUP SE

TRANSFER PROPOSAL

in accordance with Article 8(2) of Council Regulation (EC) No. 2157/2001
on the Statute for a European Company for the transfer of the registered
office of Tiso Blackstar Group SE from Malta to the United Kingdom

Submitted to the Maltese Registry of Companies

Subject to Shareholder approval

Tiso Blackstar Group SE, a Societas Europaea registered under the laws of Malta with registered number SE4 whose registered office is at 3rd Floor, Avantech Building, St. Julian's Road, San Gwann, SGN 2805, Malta ("**Tiso Blackstar**" or "**Company**") has made this Transfer Proposal on 12 October 2015 pursuant to Article 8(2) of Council Regulation (EC) No 2157/2001 of 8 October 2001 (the "**SE Regulation**").

1. PROPOSED TRANSFER OF REGISTERED OFFICE

- 1.1 It is proposed that the Company should transfer its registered office from Malta to the United Kingdom (the "**Transfer**") pursuant to Article 8(1) of the SE Regulation. The proposed registered office in the United Kingdom is 12 Conduit Street, London, W1S 2XH.
- 1.2 Upon the transfer of its registered office to the United Kingdom, the Company intends to become tax resident in the United Kingdom.

2. BACKGROUND TO AND REASONS FOR THE TRANSFER

- 2.1 The board of directors of the Company, the administrative organ of the Company ("**Board**") believes that the Transfer to the United Kingdom will simplify the administration of the Company and will provide the Company with significant corporate and administrative benefits.
- 2.2 The United Kingdom has been chosen as the most appropriate jurisdiction to which the registered office of the Company should be transferred because it will enable its business operations and primary listing to operate from a single jurisdiction and ensure ease of understanding by investors of the structure. This will remove inefficiencies and complications in the operation of the Company. Further, it will reduce the multiplication of audit, legal and administrative costs that currently exist as a result of being present in Malta and listed in alternative jurisdictions. In addition, in light of favourable changes to the tax regime in the United Kingdom the Board believes that the Transfer of the Company's tax residency to the United Kingdom would not be disadvantageous from a tax perspective.
- 2.3 According to the SE Regulation, a European Company is treated in the same way as a public limited company formed in accordance with the laws of the Member State in which it has its registered office. Prior to the Transfer, the Company is subject to Maltese law and to the SE Regulation (the SE Regulation being directly applicable in all European Economic Area countries). After the Transfer and in accordance with the SE Regulation, the Company will be regarded as a public limited liability company governed by the laws of England and Wales and the SE Regulation.
- 2.4 It is therefore proposed to transfer the registered office of the Company to the United Kingdom. The Company's Board has prepared a separate Transfer Report ("**Transfer Report**") pursuant to Article 8(3) of the SE Regulation, explaining and justifying the legal and economic aspects of the Transfer and explaining the implications of the Transfer for holders of shares of any class in the capital of the Company ("**Shareholders**") and creditors of the Company.

3. COMPANY NAME, NEW REGISTERED OFFICE AND STATUTES OF TISO BLACKSTAR GROUP SE

- 3.1 The Company's name will remain as "Tiso Blackstar Group SE" immediately after the Transfer.
- 3.2 The Company's registered office following the Transfer will be 12 Conduit Street, London, W1S 2XH.

- 3.3 In connection with the Transfer, it is proposed to adopt New Articles of Association ("**New Articles**"). The New Articles will meet the requirements of English law and will not include provisions that were required in order to comply with the corporate law of Malta. These New Articles will be appended to the Transfer Report.
- 3.4 A comparison of the existing Maltese legal regime governing the Company and English company law will be set out in the Transfer Report.

4. REGULATORY IMPLICATIONS OF THE TRANSFER

- 4.1 The European Commission published the Alternative Investment Fund Managers Directive ("**AIFMD**"), designed to regulate the managers of private equity, hedge and certain other types of investment funds, on 1 July 2011. Tiso Blackstar has obtained a legal opinion from Maltese counsel which concluded that Tiso Blackstar does not qualify as an alternative investment fund under Maltese law and accordingly is not subject to AIFMD. However, investors, counterparties and other service providers to the Company have shown a lack of understanding of the Maltese implementation of AIFMD, and the Board believes that this lack of understanding has reduced investor interest in the Company and made it more difficult for the Company to conduct business.
- 4.2 Upon the Transfer becoming effective, Tiso Blackstar will become subject to AIFMD as implemented in the UK and will, from that date, become subject to AIFMD. The Board intends to apply for authorisation from the UK Financial Conduct Authority ("**FCA**") and, pending receipt of such authorisation, will enter into arrangements with Sapia Partners LLP (trading as Lawson Conner) which is regulated by the FCA to enable the Company to conduct business under the authorisation of Lawson Conner.
- 4.3 Tiso Blackstar is likely to incur materially increased compliance, regulatory, operational and administrative costs as result of being authorised by the FCA. However, the Board believes that the benefits of increased investor interest and greater understanding of the Tiso Blackstar regulatory environment will more than justify these increased costs.
- 4.4 The contents of this Transfer Proposal are not required to be, and have not been, approved by Sapia Partners LLP or any other authorised person within the meaning of the Financial Services and Markets Act 2000.

5. IMPLICATIONS OF THE TRANSFER FOR EMPLOYEES

The Company has two employees: the current Company Secretary, who is currently resident in Malta and who has agreed to emigrate to the UK following the Transfer, and the Company's current Chief Financial Officer on whom the Transfer will have no impact.

6. PROPOSED TIMETABLE FOR THE TRANSFER

- 6.1 The Board proposes that the Transfer be approved, in accordance with Articles 8(6) and 59(1) of the SE Regulation, at the next Annual General Meeting of the Company ("**Annual General Meeting**").
- 6.2 It is currently expected that the Annual General Meeting will be held on or about 28 December 2015.
- 6.3 If the Transfer is approved by the requisite majority of the Shareholders, being not less than 75 percent in nominal value of the shares represented and entitled to vote at the Annual General Meeting and at least 51 percent in nominal value of all the

shares entitled to vote at the Annual General Meeting, it is expected that the Transfer will take effect on or around 25 May 2016.

6.4 A proposed timetable for the Transfer is set out in Schedule 1 to this Transfer Proposal.

7. PROTECTION OF SHAREHOLDERS AND CREDITORS

7.1 Protection of Shareholders

7.1.1 The proposed Transfer cannot take place if the Shareholders do not approve the Transfer at the Annual General Meeting.

7.1.2 In accordance with Article 8(4) of the SE Regulation, the Shareholders will be entitled, at least one month before the Annual General Meeting, to examine this Transfer Proposal and the Transfer Report.

7.1.3 Securities issued by non-UK incorporated companies cannot themselves be held electronically (i.e. in uncertificated form) or transferred in the CREST system. Accordingly, to enable investors to be able to settle and pay for interests in the ordinary shares of €0.76 each in the share capital of the Company ("**Shares**") through the CREST system, the Company currently has in place arrangements pursuant to which Capita IRG Trustees Limited holds, through a custodian, the Shares for Shareholders wishing to settle and pay for interests through the CREST system and has issued dematerialised depository interests in respect of these Shares ("**Depository Interests**") representing the underlying Shares which are held on trust for the holders of the Depository Interests. Following the Transfer, the Company will no longer be a non-UK incorporated company and the Shares will be able to be held electronically and transferred in the CREST system. As such, following the transfer the agreements for the provision of depository services and custody services in respect of the Depository Interests entered into on 11 May 2012 between the Company and Capita IRG Trustees Limited will be terminated because the Depository Interests will no longer be required and the Shares will be held directly through CREST.

7.2 Protection of creditors

In order to protect the interest of its creditors:

7.2.1 The Company shall notify its creditors (of whose claim and address it is aware) of the Transfer and their right to examine the Transfer Proposal and Transfer Report at the Company's registered office and, on request, to obtain copies of the Transfer Proposal and Transfer Report, not later than one month before the Annual General Meeting, in accordance with Article 8(4) of the SE Regulation; and

7.2.2 The creditors will have a statutory period of three months from the date of publication of receipt of a certified extract of the minutes of the Annual General Meeting by the Maltese Registry of Companies on its website and in a daily newspaper in Malta within which they may object to the Transfer.

8. TRANSFER

Pursuant to Article 8(10) of the SE Regulation, the Transfer shall take effect on the date on which the Company is registered by Companies House which is currently expected to be on or around 25 May 2016. Following such registration, Companies House will notify the Maltese Registry of Companies to remove Tiso Blackstar from the Maltese Register of Companies.

Schedule 1 to the Transfer Proposal

Proposed Transfer Timetable

<i>Date</i>	<i>Transfer step</i>
13 October 2015	Transfer Proposal filed with the Maltese Registry of Companies.
On or about 21 October 2015	Maltese Registry of Companies to publish a notice of receipt of the Transfer Proposal on its website.
On or about 23 November 2015	Notice of the Annual General Meeting of the Company, the Transfer Proposal, the Transfer Report and the Forms of Proxy for the Annual General Meeting passed to Shareholders
On or about 28 December 2015 (at least two months after the publication of the Transfer Proposal)	Annual General Meeting of shareholders to approve the Transfer.
On or about 29 December 2015	A certified extract of the minutes of the AGM filed with the Maltese Registry of Companies
On or about 15 January 2016	Maltese Registry of Companies to publish a notice of receipt of certified extract of the minutes of the AGM on its website and in a daily newspaper in Malta
April 2016 (at least three months after the publication of the notice of receipt of the certified extract of the minutes of the AGM)	Application made to the Maltese Registry of Companies, for preliminary certificate attesting to completion of the Transfer acts and formalities (the " Maltese Transfer Certificate ").
May 2016	Maltese Transfer Certificate is granted by the Maltese Registry of Companies.
May 2016	Application for registration is made by the Company to Companies House.
May 2016	Issue of certificate of registration by Companies House.
May 2016	Removal of registration of the Maltese Registry of Companies.

All dates are estimations based on current expectations (in particular estimations as to how long Companies House and the Maltese Registry of Companies will take to process documents) and are subject to change.

PART 3

REPORT JUSTIFYING THE TRANSFER

Date 20 November 2015

TISO BLACKSTAR GROUP SE

TRANSFER REPORT

in accordance with Article 8(3) of Council Regulation (EC) No. 2157/2001 on the Statute for a European Company for the transfer of the registered office of Tiso Blackstar Group SE from Malta to the United Kingdom

1. BACKGROUND

- 1.1 This Transfer Report has been prepared by the Board of the Company pursuant to Article 8(3) of the SE Regulation.
- 1.2 The purpose of the Transfer Report is to explain and justify the legal and economic aspects of the proposed transfer of the Company's registered office from Malta to the United Kingdom and to explain the implications of the Transfer on Shareholders, creditors and employees.
- 1.3 The Company was incorporated in the United Kingdom on 20 June 1989 as a private limited company with registered number 2396996. It was re-registered as a public limited company on 1 November 1989. On 27 June 2011, Tiso Blackstar was re-registered as an SE formed by way of transformation pursuant to Article 2(4) of the SE Regulation with registered number SE000030. On 2 May 2012, the Company became registered under the laws of Malta with registered number SE4 and with its registered office at 3rd Floor, Avantech Building, St. Julian's Road, San Gwann, SGN 2805, Malta.
- 1.4 The Company's current seat of incorporation is Malta, and the Member State which is its country of origin is Malta.
- 1.5 The Transfer will become effective when Companies House issues a certificate of registration.
- 1.6 After the Transfer, Companies House is required to submit information about the Transfer for publication in the official gazette of the European Union. Third parties will be bound by the Transfer with effect from such publication.

2. LEGAL ASPECTS OF THE TRANSFER

2.1 *Justification for the Transfer*

Tiso Blackstar is currently subject to the laws and regulations of Malta. Tiso Blackstar's shares are currently admitted to trading on AIM and on AltX.

The Board of Directors believe that the Transfer will simplify the administration of the Company and will provide the Company with significant corporate and administrative benefits. The United Kingdom has been chosen as the most appropriate jurisdiction to which the registered office of the Company should be transferred because it will enable its business operations and primary listing to operate from a single jurisdiction and ensure ease of understanding by investors of the structure. This will remove inefficiencies and complications in the operation of the Company. Further, it will reduce the multiplication of audit, legal and administrative costs that currently exist as a result of being present in Malta and listed in alternative jurisdictions. In addition, in light of favourable changes to the tax regime in the United Kingdom, the Board believes that the Transfer of the Company's tax residency to the United Kingdom would not be disadvantageous from a tax perspective.

2.2 *Applicable laws*

According to the SE Regulation, an SE is treated in the same way as a public limited company formed in accordance with the laws of the Member State in which it has its registered office. Prior to the Transfer, the Company is subject to Maltese law and to the SE Regulation (the SE Regulation being directly applicable in all European Economic Area countries). After the Transfer and in accordance with the SE Regulation, the Company will be regarded as a public limited liability company governed by the laws of England and Wales and the SE Regulation. The Company

shall not cease to exist as a result of the Transfer and the Transfer shall not result in the winding up of the Company or in the creation of a new legal person.

2.3 **Transfer Proposal**

The Board has prepared a Transfer Proposal pursuant to Article 8(2) of the SE Regulation (the "**Transfer Proposal**"). The Transfer Proposal was filed and registered with the Maltese Registry of Companies and the Notice of Receipt of the Transfer was published on the website of the Maltese Government Gazette on 22 October 2015. The implementation of this Transfer is conditional upon TBCL Transfer.

3. **ECONOMIC ASPECTS OF THE TRANSFER**

- 3.1 The Board has considered which jurisdiction will best offer Tiso Blackstar an optimal regime including the benefits of lower administrative, legal and audit costs and a stable, developed legal system. The Board favours transferring Tiso Blackstar's registered office and its tax residency to the UK, due to the favourable changes to its corporation tax regime, and lower administrative, legal and audit costs from being established in a single jurisdiction.
- 3.2 The Board accordingly believes that the Transfer, coupled with the establishment of its head office and tax residency in the UK, will simplify the administration of the Group. In particular the Board believes that the Transfer will lead to a reduction in administrative expenses and professional fees, including without limitation, the costs of carrying out the audit for the Group.

4. **IMPLICATIONS OF THE TRANSFER FOR SHAREHOLDERS**

- 4.1 Following the Transfer, Tiso Blackstar will be subject to the laws of England and Wales and will be treated in the same way as a public limited company established under the laws of England and Wales. Company law differences between Malta and England and Wales do not materially prejudice Shareholders. A general comparison of certain relevant laws that currently apply to the Company and England and Wales is set out in the Schedule 1 to this Transfer Report. Upon the Transfer becoming effective, the UK City Code on Takeovers and Mergers shall apply to the Company as a public limited company with its registered office in the UK.
- 4.2 Securities issued by non-UK incorporated companies cannot themselves be held electronically (i.e., in uncertificated form) or transferred in the CREST system. Accordingly, to enable investors to be able to settle and pay for interests in the Shares through the CREST system, the Company currently has in place arrangements pursuant to which Capita IRG Trustees Limited, the Depository, holds, through a custodian, the Shares for Shareholders wishing to settle and pay for interests through the CREST system and has issued dematerialised Depository Interests representing the underlying Shares which are held on trust for the holders of the Depository Interests. Following the Transfer, the Company will become a UK incorporated company and its Shares will be able to be held electronically and transferred in the CREST system. As such, following the transfer, the Depository Agreements will be terminated and upon such termination, holders of Depository Interests will have the Depository Interests in their CREST accounts substituted with Shares.
- 4.3 Shareholders should consult their own tax advisers for advice in respect of any tax consequences for them as a result of the Transfer. However, your attention is drawn to the non-exhaustive summary of certain tax consequences of the implementation of the Transfer for Shareholders set out in Schedule 3 to this Transfer Report.

5. IMPLICATIONS OF THE TRANSFER FOR THE COMPANY

Following the Transfer, the Company will be tax resident in the UK and will be subject to UK corporation tax on its worldwide income.

6. IMPLICATIONS OF THE TRANSFER FOR EMPLOYEES

The Company has two employees: the current Company Secretary, who is currently resident in Malta and who has agreed to emigrate to the UK following the Transfer, and the Company's current Chief Financial Officer on whom the Transfer will have no impact.

7. IMPLICATIONS OF THE TRANSFER FOR CREDITORS

7.1 The Transfer is not expected to have any effect on the Company's creditors, although the Company will be governed by the laws of England and Wales, rather than Maltese law following completion of the Transfer and therefore, for example, the insolvency law and procedure of England and Wales will apply to the Company.

7.2 In order to protect the interest of its creditors, the Company:

7.2.1 has notified its creditors of the Transfer by depositing a copy of the Transfer Proposal with the Maltese Registry of Companies. As noted above, notice of receipt of the Transfer Proposal was published by the Maltese Registry of Companies on its website on 22 October 2015, in accordance with Regulation 68(1) of the ECR. The creditors will have a statutory period of three months from the date of publication of receipt of the certified extract of the minutes of the AGM by the Maltese Registry of Companies on its website and in a daily newspaper in Malta within which to object to the Transfer; and

7.2.2 has notified in writing, on or before 20 November 2015, each of its creditors of whose claim and address it is aware of the Transfer and of their right to examine the Transfer Proposal and this Transfer Report at the Company's registered office and, on request, to obtain copies of the Transfer Proposal and this Transfer Report, in accordance with Regulation 56(1) of the ECR.

Schedule 1 to Transfer Report

Comparison between existing legal regime governing the Company and the legal regime of England and Wales

The Company is a Societas Europaea, a European public limited liability company incorporated and registered in Malta. Prior to the transfer of its registered office to England and Wales (the "Transfer"), it is governed by Maltese law as well as the European Council Regulation (EC) No. 2157/2001 of 8 October 2001.

Subject to the provisions of the SE Regulation, an SE is generally treated as if it were a public limited liability company formed in accordance with the law of the Member State in which it has its registered office. Accordingly, following the Transfer it will be governed by the law of England and Wales and the SE Regulation.

The rights and status of shareholders of an SE incorporated in England and Wales are substantially comparable to those of shareholders in a SE incorporated in Malta, due to similarities between the company laws of each jurisdiction.

The following is a comparison of certain key aspects of the legal regime that currently applies to the Company and company law of England and Wales as it relates to public companies as at the date of this document. The summary is not intended to address all possible differences but is an overview only. With respect to English law, this analysis focuses on the provisions of the Companies Act 2006 (the "**Act**"). With respect to Maltese law, this analysis focuses on the provisions of the UK Companies Act, Cap. 386 of the Laws of Malta (the "**Maltese Act**").

This comparison does not look at applicable insolvency law or practice, the rules of any applicable stock exchange, tax law and treatment or any law other than general company law as it applies to the Company.

	<i>English Law (which will apply to the Company once the Transfer is effective)</i>	<i>Current Legal Requirements Maltese Law (which currently apply to the Company)</i>
Special Resolutions	<p>Certain matters, generally those which are material to the nature of the company, require the passing of special resolutions. Special resolutions require the approval of 75 percent of members' votes cast at a general meeting.</p> <p>Amongst other things, the following matters must be approved by special resolution:</p> <ul style="list-style-type: none"> • change of the company's name; • variation of the company's articles of association; • disapplication of shareholders' statutory pre-emption rights (see below); • a solvent winding up or dissolution of the company; • a reduction of the company's share capital; • the purchase by the company of its own shares; or • the transfer of the company's registered office to another EU country. 	<p>Extraordinary resolutions require the approval of:</p> <ul style="list-style-type: none"> • not less than 75 percent in nominal value of the shares represented and entitled to vote at the general meeting; and • at least 51 percent (or possibly higher if required by the Statutes) in nominal value of all the shares entitled to vote at the general meeting. <p>If one majority is obtained but not both, the members may convene another general meeting within 30 days – at that meeting, the Resolution is approved by either:</p> <ul style="list-style-type: none"> • 75 percent in nominal value of the shares represented and entitled to vote; or • A simple majority if more than half in nominal value of the shares with the right to vote are represented. <p>Amongst other things, extraordinary resolutions are required for:</p> <ul style="list-style-type: none"> • the increase or decrease of the company's authorised share capital; • any changes to the Memorandum and Articles of the company, including any change of name of the company; • any reduction of the issued capital of the company; • the winding up of the company;

	<i>English Law (which will apply to the Company once the Transfer is effective)</i>	<i>Current Legal Requirements Maltese Law (which currently apply to the Company)</i>
Special Resolutions <i>(continued)</i>		<ul style="list-style-type: none"> • the registration of the company as continued/ transferred in an approved country or jurisdiction as if it had been incorporated or registered under the laws of that other country or jurisdiction; and • the subdivision and consolidation of shares. <p>The Articles also provide for a number of instances in which an extraordinary resolution is required.</p>
Ordinary Resolutions	<p>For all other matters requiring shareholder approval, an ordinary resolution must be passed. Ordinary resolutions require the approval of a simple majority of members' votes cast at a general meeting.</p> <p>Amongst other things, the following matters must be approved by ordinary resolution:</p> <ul style="list-style-type: none"> • appointing or removing the company's auditors; • the sub-division or consolidation of share capital; or • authorising the Board to allot securities. <p>While removal of a member of the Board can be effected by an ordinary resolution, special notice must be given of the intention to do so. The director will then have the right to be heard at a general meeting on such proposed resolution.</p> <p>A director may also be removed by a special resolution.</p>	Substantially the same as the English Law position.

	<i>English Law (which will apply to the Company once the Transfer is effective)</i>	<i>Current Legal Requirements Maltese Law (which currently apply to the Company)</i>
Allotment of shares	<p>The powers of the Board to allot shares are restricted by the terms of the authority granted by shareholders to the Board to allot shares as well as the shareholders' rights of pre-emption (discussed below).</p> <p>There is no longer a concept of "Authorised Share Capital" under English law.</p>	<p>The concept of "Authorised Share Capital" still exists under Maltese law.</p> <p>Shareholders may empower the directors to allot shares in certain limited circumstances. Such authorisation can be granted for a maximum period of five years but can consequently be renewed by five year periods.</p> <p>Furthermore, no allotment shall be made of any share of a public company offered to the public for subscription unless:</p> <p>(a) the amount stated in the prospectus as the minimum amount which, in the opinion of the directors, shall be raised by the issue of share capital in order to provide for the preliminary expenses, purchase of property and working capital as specified in the prospectus has been subscribed and paid in cash; and</p> <p>(b) the capital is subscribed in full, whether or not in cash, or the conditions stated in the offer for allotment, where the offer is not fully subscribed, are satisfied.</p>
Shareholders' statutory pre-emption rights	<p>The Act provides that, prior to an allotment of equity securities for cash, those securities must first be offered to existing shareholders in proportion to their existing holding.</p> <p>These rights may be excluded or varied by a special resolution.</p>	<p>The Maltese Act provides that prior to an allotment of shares, those shares are first to be offered on a pre-emptive basis to shareholders in proportion to the share capital held by them.</p> <p>However, the Articles provide that the right of pre-emption will not apply to a particular allotment of shares if there are to be wholly or partly paid up otherwise than in cash.</p>

	<i>English Law (which will apply to the Company once the Transfer is effective)</i>	<i>Current Legal Requirements Maltese Law (which currently apply to the Company)</i>
Shareholders' statutory pre-emption rights <i>(continued)</i>		<p>The Articles also allow the members to withdraw or restrict pre-emption rights in relation to a particular allotment by extraordinary resolution of the general meeting, at which the directors are to present a written report indicating the reasons for restriction or withdrawal of the right of pre-emption and justifying the proposed issue price.</p> <p>The members may also, by an extraordinary resolution of the general meeting, authorise the board of directors to restrict or withdraw the right of pre-emption with respect to a particular allotment of shares if the board is authorised to issue shares as described above.</p>
Notice of shareholder meetings	<p>General meetings may be called on 14 days' notice. General meetings of traded companies, which the Company will become, are not permitted to be held on short notice in any situation other than a general meeting that is adjourned.</p>	<p>Under Maltese law, there is a mandatory minimum notice period of 14 days.</p> <p>The Articles provide that not less than 21 days' notice is required for an annual general meeting or for any other general meeting at which extraordinary resolutions are to be proposed.</p> <p>Other general meetings require not less than 14 clear days' notice be given.</p> <p>The notice period may be waived if agreed to by all shareholders.</p>

	<i>English Law (which will apply to the Company once the Transfer is effective)</i>	<i>Current Legal Requirements Maltese Law (which currently apply to the Company)</i>
Quorum for general shareholder meeting	The New Articles provide that two persons entitled to attend and to vote on the business to be transacted, each being a shareholder present in person or a proxy for a shareholder or a duly authorised representative of a corporation which is a shareholder, shall be a quorum. The Articles provide that two persons entitled to vote and present in person or proxy shall constitute a quorum.	The Articles provide that two persons entitled to vote and present in person or proxy shall constitute a quorum.
Shareholder proposals	English law provides that the holders of 5 percent of the shares in issue can requisition a shareholders meeting. Shareholders who hold at least 5 percent of the voting shares or not fewer than 100 shareholders holding shares (on which an average of £100 has been paid up), can requisition a Resolution or "matter" to be considered at the company's annual general meeting and require the company to circulate notice of it and an accompanying 1,000 word statement to shareholders.	Maltese law provides that the holders of 10 percent of the shares in issue which have voting rights can requisition an extraordinary shareholders meeting. The Articles provide the one or more shareholders who together hold at least 5 percent of the Company's issued share capital shall have the right to request that one or more additional items be put on the agenda of any general meeting of the Company. Any such request is to be accompanied by a justification or a draft Resolution to be adopted at the general meeting.
Alteration of class rights	The New Articles provide that if at any time there are different classes of shares, the rights attaching to a class of shares may (unless otherwise provided by the terms of issue of the shares of that class) be varied if 75 percent of the holders of the relevant class consent by a special resolution passed at a separate general meeting of the holders of the class or by written consent.	The Articles provide that if at any time there are different classes of shares, the rights attached to any class may be varied with the sanction of an extraordinary resolution passed at separate meetings of the holders of the shares of the said class and of any other class affected thereby.

	<i>English Law (which will apply to the Company once the Transfer is effective)</i>	<i>Current Legal Requirements Maltese Law (which currently apply to the Company)</i>
Registered office	<p>English law permits the company's registered office to be at any place in England and Wales and to be moved within England and Wales by a Resolution of the Board.</p> <p>As the company is a SE, it can transfer its registered office to another member country within the EU, subject to approval of shareholders and compliance with the requirements of the SE Regulation.</p>	<p>Maltese law permits the company's registered office to be at any place in Malta and to be moved within Malta by a Resolution of the Board.</p> <p>As the company is an SE, it can transfer its registered office to another member state within the EU, subject to approval of shareholders and compliance with the requirements of the SE Regulation.</p>
Quorum for Board meetings	<p>Under the New Articles, the quorum necessary for the transaction of business by the Board shall be fixed by the Board, but until determined, shall be three directors physically present.</p>	<p>Under the Articles, the quorum necessary for the transaction of business by the Board shall be fixed by the Board, but until determined shall be two directors physically present and constituting a majority of those directors participating at that meeting.</p>
Major interests in shares	<p>Subject to certain limited exceptions, any person holding 3 percent or more of the company's voting rights, for as long as the company is admitted to trading, is required to notify the extent of that voting right and any whole percentage change in their voting rights.</p>	<p>There are no applicable "Qualifying Shareholder" thresholds for the SE under the Maltese Act.</p>

	<i>English Law (which will apply to the Company once the Transfer is effective)</i>	<i>Current Legal Requirements Maltese Law (which currently apply to the Company)</i>
Compulsory acquisition on a takeover	<p>An offeror who acquires 90 percent or more of the shares of a public company to which the offer relates may, subject to compliance with the relevant provisions of the Act, become entitled to acquire the remaining outstanding shares.</p> <p>In such circumstances, a shareholder may also require the offeror to acquire his or her shares under the terms of the offer. A shareholder can give notice to the bidder if the shareholder has made an application to the court that the bidder should not be entitled to acquire his shares.</p>	<p>There are no mandatory 'squeeze out' requirements under Maltese law except in relation to takeovers of companies admitted to trading on a regulated market in Malta. There is no "general" application of the Maltese takeover rules to the company other than in limited circumstances contemplated by the Takeover Directive (Directive 2004/25/EC).</p>
Unfair prejudice action	<p>A shareholder may apply to the court by petition for an order on the ground that the company's affairs are being or have been conducted in a manner which is unfairly prejudicial to the interests of its shareholders, including at least himself or herself or that any actual or proposed act or omission of the company is or would be so prejudicial.</p>	<p>Substantially the same as the English Law position.</p>

	<i>English Law (which will apply to the Company once the Transfer is effective)</i>	<i>Current Legal Requirements Maltese Law (which currently apply to the Company)</i>
Dissenters' rights	<p>Subject to certain conditions, shareholders may make an application to the court for relief, in certain limited circumstances, including:</p> <ul style="list-style-type: none"> • where shareholders representing not less than 5 percent of the company's issued share capital object to an application by a public company to be re-registered as a private company; • where shareholders of not less than 15 percent of the class in question object to a proposed variation of the rights attaching to such class of shares; and • in a takeover situation where the offeror has acquired 90 percent of the issued share capital of a company and a shareholder objects to his or her shares being compulsorily acquired by the offeror. 	<p>Subject to certain conditions, shareholders may make an application to the court for relief, in certain limited circumstances, including:</p> <ul style="list-style-type: none"> • in the case of shareholders objecting to an application by a public company to be re-registered as a private company, the company shall be required to redeem the shares held by the dissenting members, if they so request, on such terms as may be agreed, or as the court on a demand of either the company or the dissenting members, thinks fit to order; and • where shareholders of not less than 15 percent of the class in question object to a proposed variation of the rights attaching to such class of shares.
Derivative actions	<p>A minority of shareholders can bring an action in their own name, seeking a remedy on behalf of a company in respect of a wrong done to it. Derivative actions are generally only permitted for negligence, default, breach of duty, or breach of trust by a member of the Board.</p> <p>Proceedings are generally brought by the company in its own name and as such derivative actions are exceptional.</p>	<p>Derivative actions are possible under Maltese law where there is a fraud on the minority and the wrongdoers are in control of the company thereby preventing the company itself bringing the action in its own name.</p>

	<i>English Law (which will apply to the Company once the Transfer is effective)</i>	<i>Current Legal Requirements Maltese Law (which currently apply to the Company)</i>
Application of Takeover Code	The UK City Code on Takeovers and Mergers will apply to the company as it will be a Societas Europaea with its registered office in the UK and with its securities admitted to trading on AIM.	The takeover rules of the Malta Financial Services Authority apply in relation to takeover bids when all or some of the securities of the offeree company are admitted to trading on a regulated market in Malta. There is no "general" application of the Maltese takeover rules to the company other than in limited circumstances contemplated by the Takeover Directive (Directive 2004/25/EC).
Financial Assistance	<p>The following constitute unlawful financial assistance:</p> <ul style="list-style-type: none"> • Assistance given by a public company for the purpose of an acquisition of shares in that public company; • Assistance given by a subsidiary (whether public or private) of a public company for the purpose of an acquisition of shares in the public company; • Assistance given by a public subsidiary for the purpose of an acquisition of shares in its private holding company; • Assistance given by a company or its subsidiaries to reduce or discharge a liability incurred for the purpose of an acquisition of shares in that company if, at the time the assistance is given, that company is a public company; and • Assistance given by a public company subsidiary to reduce or discharge a liability incurred for the purpose of the acquisition of shares in its private holding company. <p>A whitewash procedure is not available under English law.</p>	Substantially the same as the English Law provision.

Schedule 2 to the Transfer Report

Summary of New Articles

1. Memorandum and Articles

The following is a summary of the New Articles. It is proposed the New Articles will be adopted at the Annual General Meeting and will become effective upon the Transfer becoming effective.

1.1 Definitions

Unless otherwise defined below, words and expressions in this summary shall bear the definition given in this Circular.

"arm's length sale"	is a sale that the Board is satisfied is a bona fide sale of the whole of the beneficial ownership of the shares to a party unconnected with the holder or with any person appearing to be interested in such shares and shall include a sale made by way of or in pursuance of acceptance of a takeover offer and a sale made through a recognised investment exchange or any other stock exchange outside the United Kingdom. For this purpose, an associate (within the definition of that expression in any statute relating to insolvency in force at the date of adoption of this article) shall be included amongst the persons who are connected with the holder or any person appearing to be interested in such shares;
"Companies Acts"	means every statute (including any orders, regulations or other subordinate legislation made under it from time-to-time in force concerning companies in so far as it applies to the Company);
"paid up"	means paid up or credited as paid up;
"person with a 0.25 percent interest"	means a person who holds, or is shown in any register or record kept by the Company under the Companies Acts as having an interest in, shares in the Company which comprise in total at least 0.25 percent in number or nominal value of the shares of the Company (calculated exclusive of any shares held as treasury shares), or of any class of such shares (calculated exclusive of any shares of that class held as treasury shares), in issue at the date of service of the restriction notice;
"the register"	means the register of members of the Company; and
"restriction notice"	means a further notice given by the Company to the holder of shares in the Company where the holder of those shares in the Company, or any other person appearing to be interested in shares, has failed to comply within the relevant period with any statutory notice in respect of those shares or, in purported compliance with such a notice, has made a statement which is false or inadequate in a material particular.

References to a **meeting** shall not be taken as requiring more than one person to be present if any quorum requirement can be satisfied by one person.

Words importing one gender shall include all genders.

Headings are included only for convenience and shall not affect meaning.

1.2 **Articles**

(A) *Unrestricted objects*

The objects of the Company are unrestricted.

(B) *Limited Liability*

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

(C) *Change of Name*

The New Articles allow the Company to change its name by Resolution of the Board. This is in addition to the Company's statutory ability to change its name by special resolution under the Act.

(D) *Share Rights*

Subject to any rights attached to existing shares, shares may be issued with such rights and restrictions as the Company may by ordinary Resolution decide, or (if there is no such Resolution or so far as it does not make specific provision) as the Board may decide. Such rights and restrictions shall apply as if they were set out in the Articles. Redeemable shares may be issued, subject to any rights attached to existing shares. The Board may determine the terms and conditions and the manner of redemption of any redeemable share so issued. Such terms and conditions shall apply to the relevant shares as if they were set out in the Articles.

(E) *Voting Rights*

Members will be entitled to vote at a general meeting or class meeting, whether on a show of hands or a poll, as provided in the applicable statutes. The UK Companies Act 2006 provides that:

- (i) on a show of hands, every member present in person has one vote and every proxy present who has been duly appointed by one or more members will have one vote, except that a proxy has one vote for and one vote against if the proxy has been duly appointed by more than one member and the proxy has been instructed by one or more members to vote for and by one or more other members to vote against. For this purpose, the Articles provide that, where a proxy is given discretion as to how to vote on a show of hands, this will be treated as an instruction by the relevant member to vote in the way that the proxy decides to exercise that discretion; and
- (ii) on a poll, every member has one vote per share held by him and he may vote in person or by one or more proxies. Where he appoints more than one proxy, the proxies appointed by him taken together shall not have more extensive voting rights than he could exercise in person.

This is subject to any special terms as to voting which are given to any shares or on which shares are held.

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.

(F) *Restrictions*

No member shall be entitled to vote at any general meeting or class meeting in respect of any share held by him if any call or other sum then payable by him in respect of that share remains unpaid or if a member has been served with a restriction notice after failure to provide the Company with information concerning interests in those shares required to be provided under the Companies Acts.

(G) *Dividends and Other Payments*

Subject to the provisions of the Companies Acts, the Company may by ordinary resolution from time-to-time declare dividends not exceeding the amount recommended by the Board. Subject to the Companies Acts, the Board may pay interim dividends, and also any fixed rate dividend, whenever the financial position of the Company, in the opinion of the Board, justifies such payment. If the Board acts in good faith, it is not liable to holders of shares with preferred or *pari passu* rights for losses arising from the payment of interim or fixed dividends on other shares.

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 percent interest (as defined in the New Articles) if such a person has been served with a restriction notice (as defined in the New Articles) after failure to provide the Company with information concerning interests in those shares required to be provided under the Companies Acts.

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

The Board may, if authorised by an ordinary resolution of the Company, offer ordinary shareholders (excluding any member holding shares as treasury shares) in respect of any dividend the right to elect to receive ordinary shares by way of scrip dividend instead of cash.

Any dividend unclaimed after a period of 12 years from the date when it was declared or became due for payment shall be forfeited and revert to the Company.

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

(H) *Variation of Rights*

Subject to the Companies Acts, rights attached to any class of shares may not be varied except with the written consent of the holders of not less than three-fourths in nominal value of the issued shares of that class (calculated 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 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.

(I) *General Meetings*

The New Articles rely on the Act provisions dealing with the calling of general meetings. Under the UK Companies Act 2006, an annual general meeting must be called by notice of at least 21 days. Upon listing, the Company will be a "traded company" for the purposes of the UK Companies Act 2006 and as such will be required to give at least 21 days' notice of any other general meeting unless a special resolution reducing the period to not less than 14 days has been passed at the immediately preceding annual general meeting or at a general meeting held since that annual general meeting or, pending the Company's first annual general meeting, at any general meeting. Notice of a general meeting must be given in hard copy form, in electronic form, or by means of a website and must be sent to every member and every director. It must state the time, date and place of the meeting and the general nature of the business to be dealt with at the meeting. As the Company will be a traded company, the notice must also state the website address where information about the meeting can be found in advance of the meeting, the voting record time, the procedures for attending and voting at the meeting, details of any forms for appointing a proxy, procedures for voting in advance (if any are offered), and the right of members to ask questions at the meeting. In addition, a notice calling an annual general meeting must state that the meeting is an annual general meeting.

(J) *Transfer of Shares*

The shares are in registered form. Any shares in the Company may be held in uncertificated form and, subject to the New Articles, title to uncertificated shares may be transferred by means of a relevant system. Provisions of the New 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 New 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 signed 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 can 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:

- (i) 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;
- (ii) is in respect of only one class of share; and
- (iii) 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 Uncertificated Securities Regulations 2001 and where, in the case of a transfer to joint holders, the number of joint holders to whom the uncertificated share is to be transferred exceeds four.

The Board may decline to register a transfer of any of the Company's certificated shares by a person with a 0.25 percent interest if such a person has been served with a restriction notice after failure to provide the Company with information concerning interests in those shares required to be provided under the Companies Acts, unless the transfer is shown to the Board to be pursuant to an arm's length sale.

(K) *Sub-division of Share Capital*

Any Resolution authorising the Company to sub-divide any of its shares may determine that, as between the shares resulting from the sub-division, any of them may have a preference or advantage or be subject to any restriction as compared with the others.

(L) *Entitlement to Speak and Attend*

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.

(M) *Directors*

- (i) Number of directors
The directors shall be not less than two and not more than 15 in number. The Company may by ordinary resolution vary the minimum and/or maximum number of directors.
- (ii) Directors' shareholding qualification
A director shall not be required to hold any shares in the Company.
- (iii) 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 reappointment by shareholders.

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 and on such terms as they may determine and may also revoke or terminate any such appointment.

- (iv) Retirement of directors
At every annual general meeting of the Company, any director:
- (a) who has been appointed by the Board since the last annual general meeting, or
 - (b) who held office at the time of the two preceding annual general meetings and who did not retire at either of them, or
 - (c) who has held office with the Company, other than employment or executive office, for a continuous period of nine years or more at the date of the meeting, shall retire from office and may offer himself for reappointment by the members.

- (v) Removal of directors by special resolution
The Company may by special resolution remove any director before the expiration of his period of office.

- (vi) Vacation of office
The office of a director shall be vacated if:
- (a) he resigns or offers to resign and the Board resolves to accept such offer;
 - (b) his resignation is requested by all of the other directors and all of the other directors are not less than three in number;
 - (c) he is or has been suffering from mental ill health or he becomes a patient for the purpose of any statute relating to mental health and the Board resolves that his office be vacated;
 - (d) he is absent without the permission of the Board from meetings of the Board (whether or not an alternate director appointed by him attends) for six consecutive months and the Board resolves that his office is vacated;
 - (e) he becomes bankrupt or compounds with his creditors generally;
 - (f) he is prohibited by law from being a director;
 - (g) he ceases to be a director by virtue of the Companies Acts; or
 - (h) he is removed from office pursuant to the Articles.

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

- (vii) 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.

- (viii) Proceedings of the Board
Subject to the provisions of the New 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 three. 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 and may at any time remove him from that office. 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 be counted in the quorum.

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

(ix) Remuneration of directors

Each of the directors shall be paid a fee at such rate as may from time-to-time be determined by the Board, but the aggregate of all such fees so paid to the directors shall not exceed £600,000 per annum or such higher amount as may from time-to-time be decided by ordinary resolution of the Company. In addition, any director who performs services which in the opinion of the Board or any committee authorised by the Board go beyond the ordinary duties of a director, may be paid such extra remuneration as the Board or any committee authorised by the Board may determine. Any director who is appointed to any executive office shall be entitled to receive such remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Board or any committee authorised by the Board may decide, either in addition to or in lieu of his remuneration as a director. 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 other costs and 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 or former director's expenditure and that of a director or former director of any holding company of the Company for the purposes permitted under the Companies Acts and may do anything to enable a director or a former director or a director or former director of any holding company of the Company to avoid incurring such expenditure as provided in the Companies Acts.

(x) Conflicts of interest requiring Board authorisation

The Board may authorise any matter which would otherwise involve a director breaching his duty under the Companies Acts to avoid actual or potential conflicts of interest. A director seeking authorisation in respect of a conflict shall declare to the Board the nature and extent of his interest in a conflict as soon as is reasonably practicable. The director shall provide the Board with such details of the relevant matter as are necessary for the Board to decide how to address the conflict together with such additional information as may be requested by the Board.

Any director (including the relevant director) may propose that the relevant director be authorised in relation to any matter the subject of a conflict. Such proposal and any authority given by the Board shall be effected in the same way that any other matter may be proposed to and resolved upon by the Board under the provisions of the Articles save that:

- (a) the relevant director and any other director with a similar interest shall not count towards the quorum nor vote on any Resolution giving such authority; and
- (b) the relevant director and any other director with a similar interest may, if the other members of the Board so decide, be excluded from any Board meeting while the conflict is under consideration.

Where the Board gives authority in relation to a conflict:

- (a) the Board may (whether at the time of giving the authority or subsequently) (i) require that the relevant director is excluded from the receipt of information, the participation in discussion and/or the making of decisions (whether at meetings of the Board or otherwise) related to the conflict; and (ii) impose upon the relevant director such other terms for the purpose of dealing with the conflict as it may determine;
- (b) the relevant director will be obliged to conduct himself in accordance with any terms imposed by the Board in relation to the conflict;
- (c) the Board may provide that where the relevant director obtains (otherwise than through his position as a director of the Company) information that is confidential to a third party, the director will not be obliged to disclose that information to the Company, or to use or apply the information in relation to the Company's affairs, where to do so would amount to a breach of that confidence;
- (d) the terms of the authority shall be recorded in writing (but the authority shall be effective whether or not the terms are so recorded); and
- (e) the Board may revoke or vary such authority at any time, but this will not affect anything done by the relevant director prior to such revocation in accordance with the terms of such authority.

If a director is in any way directly or indirectly interested in a proposed contract with the Company or a contract that has been entered into by the Company, he must declare the nature and extent of that interest to the directors in accordance with the Companies Acts.

Provided he has declared his interest in accordance with the New Articles, a director may:

- (a) be party to, or otherwise interested in, any contract with the Company or in which the Company has a direct or indirect interest;
- (b) hold any other office or place of profit with the Company (except that of auditor) in conjunction with his office of director for such period and upon such terms, including as to remuneration, as the Board may decide;
- (c) act by himself or through a firm with which he is associated in a professional capacity for the Company or any other company in which the Company may be interested (otherwise than as auditor);
- (d) be or become a director or other officer of, or employed by or otherwise be interested in any holding company or subsidiary company of the Company or any other company in which the Company may be interested; and
- (e) be or become a director of any other company in which the Company does not have an interest and which cannot reasonably be regarded as giving rise to a conflict of interest at the time of his appointment as a director of that other company.

A director shall not, by reason of his office or of the fiduciary relationship thereby established, be liable to account to the Company for any remuneration, profit or other benefit realised by reason of his having any type of interest authorised or permitted under the Articles and no contract shall be liable to be avoided on the grounds of a director having any type of interest authorised or permitted under the Articles.

(xi) Restrictions on voting and voting requirements

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 has an interest, and, if he does so, his vote shall not be counted, but this prohibition shall not apply to any Resolution where that interest cannot reasonably be regarded as likely to give rise to a conflict of interest or where that interest arises only from one or more of the following matters:

- (a) the giving to him of any guarantee, indemnity or security in respect of money lent or obligations undertaken by him or by any other person at the request of or for the benefit of the Company or any of its subsidiary undertakings;
- (b) the giving to a third party of any guarantee, indemnity or security in respect of a debt or obligation of the Company or any of its subsidiary undertakings for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security;

- (c) the giving to him of any other indemnity where all other directors are also being offered indemnities on substantially the same terms;
- (d) the funding by the Company of his expenditure on defending proceedings or the doing by the Company of anything to enable him to avoid incurring such expenditure where all other directors are being offered substantially the same arrangements;
- (e) where the Company or any of its subsidiary undertakings is offering securities in which offer the director is or may be entitled to participate as a holder of securities or in the underwriting or sub-underwriting of which the director is to participate;
- (f) any contract in which he is interested by virtue of his interest in shares or debentures or other securities of the Company or by reason of any other interest in or through the Company;
- (g) any contract concerning any other company (not being a company in which the director has a Relevant Interest (as defined below)) in which he is interested directly or indirectly whether as an officer, shareholder, creditor or otherwise howsoever;
- (h) any contract concerning the adoption, modification or operation of a pension fund, superannuation or similar scheme or retirement, death or disability benefits scheme or employees' share scheme which relates both to directors and employees of the Company or of any of its subsidiary undertakings and does not provide in respect of any director as such any privilege or advantage not accorded to the employees to which the fund or scheme relates;
- (i) any contract for the benefit of employees of the Company or of any of its subsidiary undertakings under which he benefits in a similar manner to the employees and which does not accord to any director as such any privilege or advantage not accorded to the employees to whom the contract relates; and
- (j) any contract for the purchase or maintenance of insurance against any liability for, or for the benefit of, any director or directors or for, or for the benefit of, persons who include directors.

A company shall be deemed to be one in which a director has a Relevant Interest if and so long as (but only if and so long as) he is to his knowledge (either directly or indirectly) the holder of or beneficially interested in 1 percent or more of any class of the equity share capital of that company (calculated exclusive of any shares of that class in that company held as treasury shares) or of the voting rights available to members of that company. In relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

Where a company in which a director has a Relevant Interest is interested in a contract, he also shall be deemed interested in that contract.

Subject to the New Articles, the Board may also cause any voting power conferred by the shares in any other company held or owned by the Company or any power of appointment to be exercised in such manner

in all respects as it thinks fit, including the exercise of the voting power or power of appointment in favour of the appointment of the directors or any of them as directors or officers of the other company, or in favour of the payment of remuneration to the directors or officers of the other company. Subject to the Articles, a director may also vote on and be counted in the quorum in relation to any of such matters.

The Company may by ordinary resolution suspend or relax the provisions relating to conflicts of interests to any extent or ratify any transaction not duly authorised by reason of a contravention of such provisions.

(xii) Borrowing and other powers

Subject to the New Articles, the Companies Acts and any directions given by the Company by special resolution, the business of the Company will be managed by the Board who may exercise all the powers of the Company, whether relating to the management of the business of the Company or not. In particular, the Board may exercise all the powers of the Company to borrow money and to mortgage or charge any of its undertaking, property, assets (present and future) and uncalled capital and to issue debentures and other securities and to give security for any debt, liability or obligation of the Company or of any third party

(xiii) Indemnity of directors

To the extent permitted by the Companies Acts, the Company may indemnify any director or former director of the Company or any associated company against any liability and may purchase and maintain for any director or former director of the Company or any associated company insurance against any liability. No director of the Company or of any associated company shall be accountable to the Company or the members for any benefit provided pursuant to the Articles and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company.

Schedule 3 to Transfer Report: Taxation Considerations

PART A: UNITED KINGDOM

1. General

THE FOLLOWING STATEMENTS ARE NOT EXHAUSTIVE, DO NOT CONSTITUTE TAX ADVICE AND ARE INTENDED ONLY AS A GENERAL GUIDE TO CURRENT UK LAW AND HMRC PUBLISHED PRACTICE (WHICH ARE BOTH SUBJECT TO CHANGE AT ANY TIME, POSSIBLY WITH RETROSPECTIVE EFFECT). THEY RELATE ONLY TO CERTAIN LIMITED ASPECTS OF THE UK TAXATION TREATMENT OF SHAREHOLDERS FOLLOWING TRANSFER THE COMPANY BECOMING UK TAX RESIDENT AND ADMISSION AND ARE INTENDED TO APPLY ONLY, EXCEPT TO THE EXTENT STATED BELOW, TO PERSONS WHO ARE RESIDENT AND, IF INDIVIDUALS, DOMICILED IN THE UNITED KINGDOM FOR UK TAX PURPOSES, AND WHO ARE ABSOLUTE BENEFICIAL OWNERS OF THE SHARES (OTHERWISE THAN THROUGH AN INDIVIDUAL SAVINGS ACCOUNT OR A SELF-INVESTED PERSONAL PENSION) AND WHO HOLD THEM AS INVESTMENTS (AND NOT AS SECURITIES TO BE REALISED IN THE COURSE OF TRADE). THEY MAY NOT APPLY TO CERTAIN SHAREHOLDERS, SUCH AS DEALERS IN SECURITIES, INSURANCE COMPANIES AND COLLECTIVE INVESTMENT SCHEMES, SHAREHOLDERS WHO ARE EXEMPT FROM TAXATION AND SHAREHOLDERS WHO HAVE (OR ARE DEEMED TO HAVE) ACQUIRED THEIR SHARES BY VIRTUE OF AN OFFICE OF EMPLOYMENT. SUCH PERSONS MAY BE SUBJECT TO SPECIAL RULES.

ANY PERSON WHO IS IN ANY DOUBT AS TO THEIR TAX POSITION, OR WHO IS SUBJECT TO TAXATION IN ANY JURISDICTION OTHER THAN THE UNITED KINGDOM, SHOULD CONSULT THEIR OWN PROFESSIONAL ADVISERS WITHOUT DELAY.

2. Dividends

2.1 *Individual Shareholders within the charge to UK income tax*

When the Company pays a dividend to a Shareholder who is an individual resident (for tax purposes) in the United Kingdom, the Shareholder should in certain circumstances be entitled to a non-refundable tax credit equal to one-ninth of the dividend received. The dividend received plus the related tax credit (the "**gross dividend**") will be part of the Shareholder's total income for UK income tax purposes and will be regarded as the top slice of that income. However, in calculating the Shareholder's liability to income tax in respect of the gross dividend, the tax credit (which equates to 10 percent of the gross dividend) is set off against the tax chargeable on the gross dividend.

(A) *Starting or Basic Rate Taxpayers*

In the case of a Shareholder who is liable to income tax at the starting or basic rate, the Shareholder will be subject to tax on the gross dividend at the rate of 10 percent. The tax credit should, in consequence, satisfy in full the Shareholder's liability to income tax on the gross dividend.

(B) *Higher Rate Taxpayers*

To the extent that the gross dividend falls above the threshold for the higher rate of income tax but below the threshold for the additional rate of income tax, the Shareholder will be subject to tax on the gross dividend at the rate of 32.5 percent. This means that the tax credit should satisfy only part of the Shareholder's liability to income tax on the gross dividend, so that (to the extent that the gross dividend is taxed at 32.5 percent) the Shareholder will have to account for income tax equal to 22.5 percent of the gross dividend (which equates to 25 percent of the dividend received). For example, assuming the entire gross dividend falls above the higher rate threshold and

below the additional rate threshold, a dividend of £90 from the Company would represent a gross dividend of £100 (after the addition of the tax credit of £10) and the Shareholder would be required to account for income tax of £22.50 on the dividend, being £32.50 (i.e. 32.5 percent of £100) less £10 (the amount of the tax credit).

(C) *Additional Rate Taxpayers*

To the extent that the gross dividend falls above the threshold for the additional rate of income tax, the Shareholder will be subject to tax on the gross dividend at the rate of 37.5 percent. This means that the tax credit should satisfy only part of the Shareholder's liability to income tax on the gross dividend, so that (to the extent that the gross dividend is taxed at 37.5 percent) the Shareholder will have to account for income tax equal to 37.5 percent of the gross dividend (which equates to approximately 30.56 percent of the dividend received). For example, assuming the entire gross dividend falls above the additional rate threshold, a dividend of £90 from the Company would represent a gross dividend of £100 (after the addition of the tax credit of £10) and the Shareholder would be required to account for income tax of approximately £27.50 on the dividend, being £37.50 (i.e. 37.5 percent of £100) less £10 (the amount of the tax credit).

As part of the July 2015 UK Budget, the UK government announced that with effect from 6 April 2016, it will abolish the dividend tax credit and replace it with a new tax free dividend allowance of £5,000 per year for all taxpayers.

2.2 **Corporate Shareholders within the charge to UK Corporation Tax**

United Kingdom resident corporate shareholders will generally not be subject to corporation tax on dividends assuming one of the dividend exemption criteria is met and they do not fall within certain anti-avoidance rules.

2.3 **No Payment of Tax Credit**

A Shareholder (whether an individual or a company) who is not liable to tax on dividends from the Company will not be entitled to claim payment of the tax credit in respect of those dividends.

3. Chargeable gains

3.1 **Individual Shareholders**

A disposal or deemed disposal of Shares may give rise to a chargeable gain (or allowable loss) for the purposes of UK capital gains tax, depending on the circumstances and subject to any available exemption or relief.

No indexation allowance will be available to an individual Shareholder in respect of any disposal of Shares.

Capital gains tax will generally be charged at 18 percent to the extent that the total chargeable gains and, generally, total taxable income arising in a tax year, after all allowable deductions (including losses, the income tax personal allowance and the capital gains tax annual exempt amount), are less than the upper limit of the income tax basic rate band. To the extent that any chargeable gains (or part of any chargeable gains) arising in a tax year exceed the upper limit of the income tax basic rate band when aggregated with any such income (in the manner referred to above), capital gains tax will be charged at 28 percent.

3.2 **Corporate Shareholders**

A disposal of Shares may give rise to a chargeable gain (or allowable loss) for the purposes of UK corporation tax, depending on the circumstances and subject to any available exemption or relief. Indexation allowance may reduce the amount of any chargeable gain that is subject to corporation tax but may not create or increase any allowable loss.

4. **Stamp Duty and Stamp Duty Reserve Tax ("SDRT")**

4.1 **General**

Instruments transferring Shares will generally be subject to stamp duty at the rate of 0.5 percent of the amount or value of the consideration given for the transfer (rounded up to the nearest £5.00 where applicable). The transferee normally pays the stamp duty. An exemption from stamp duty is available on an instrument transferring the Shares where the amount or value of the consideration is £1,000 or less and it is certified on the instrument that the transaction effected does not form part of a larger transaction or series of transactions in respect of which the aggregate amount or value of the consideration exceeds £1,000.

An unconditional agreement to transfer Shares will normally give rise to a charge to SDRT at the rate of 0.5 percent of the amount or value of the consideration payable for the transfer, but such liability will be cancelled, or a right to repayment (normally with interest) will arise in respect of the SDRT liability, if the agreement is completed by a duly stamped instrument or an exempt transfer within six years of the date on which the agreement is made (or, if the agreement is conditional, the date on which the agreement becomes unconditional). The purchaser is liable for any SDRT arising.

The statements above are intended as a general guide to the current position. Certain categories of person, including market makers, brokers, dealers and persons connected with depositary arrangements and clearance services are not liable to stamp duty or SDRT and/or may be liable at a higher rate, or may, although not primarily liable for the tax, be required to notify and account for it under the Stamp Duty Reserve Tax Regulations 1986.

4.2 **Crest**

Deposits of Shares into CREST will not generally be subject to SDRT or stamp duty, unless the transfer into CREST is itself for consideration in money or money's worth. Paperless transfers of Shares within the CREST system are generally liable to SDRT, rather than stamp duty, at the rate of 0.5 percent of the amount or value of the consideration payable. CREST is obliged to collect SDRT on relevant transactions settled within the CREST system.

4.3 **Depositary Receipt Systems and Clearance Services**

Where Shares are transferred (in the case of stamp duty) or issued or transferred (in the case of SDRT) (a) to, or to a nominee or an agent for, a person whose business is or includes the provision of clearance services or (b) to, or to a nominee or an agent for, a person whose business is or includes issuing depositary receipts, stamp duty or SDRT (as applicable) will generally be payable at the higher rate of 1.5 percent on the amount or value of the consideration given or, in certain circumstances, the value of the Shares. However, following litigation, HMRC have confirmed that they will no longer seek to apply the 1.5 percent SDRT charge on an issue of shares or securities to a clearance service or depositary receipt system on the basis that the charge is not compatible with EU law. HMRC's view is that the 1.5 percent SDRT or stamp duty charge will continue to apply to a transfer of shares

or securities to a clearance service or depositary receipt system where the transfer is not an integral part of an issue of share capital.

Any liability for stamp duty or SDRT in respect of a transfer into a clearance service or depositary receipt system, or in respect of a transfer within such a service, which does arise, will strictly be accountable for by the clearance service or depositary receipt system operator or their nominee as the case may be. However, this will, in practice, be payable by the participants in the clearance service or depositary receipt system.

There is an exception from the 1.5 percent charge on the transfer to, or to a nominee or agent for, a clearance service where the clearance service has made and maintained an election under section 97A(1) of the Finance Act 1986, which has been approved by HMRC. In these circumstances, a charge to SDRT at the rate of 0.5 percent of the amount or value of the consideration payable for the transfer will arise on any transfer of Shares into such an account and on subsequent agreements to transfer such Shares.

5. Anti-avoidance

The attention of Shareholders who are resident in the UK is also drawn to the provisions of section 13 of the Taxation of Chargeable Gains Act 1992 under which, in certain circumstances, a proportion of capital gains made by a non-UK company can be attributed to a person who holds, alone or together with connected persons, more than 10 percent of the ordinary share capital of the Company.

6. Future Developments

There can be no assurance that future changes in taxation (or interpretation of fiscal policies and laws) will not adversely affect Shareholders and/or the Company.

Fiscal policy and practice is constantly evolving, and at present, the pace of evolution has been quickened due to a number of developments which include, but are not limited to, the Organisation for Economic Co-operation and Development (the "OECD") base erosion and profit shifting project. Fiscal policy and legislation may change, or has or will be implemented, and such changes may or may not be accompanied by a formal announcement by any fiscal authority or the OECD. As a result, there can be no certainty of the tax treatment of the Issuer generally or in the construction of double tax treaties and the operation of the administrative processes surrounding those treaties, which may also be subject to change.

Any person who is in any doubt as to his or her taxation position or who is liable to taxation in any jurisdiction other than the UK should consult his or her professional advisers.

PART B: SOUTH AFRICA

1. South Africa

THE STATEMENTS SET OUT BELOW ARE INTENDED ONLY AS A GENERAL AND NON-EXHAUSTIVE GUIDE TO CURRENT SOUTH AFRICAN TAX LAW AND PRACTICE AND APPLY ONLY TO CERTAIN CATEGORIES OF PERSONS. THE SUMMARY DOES NOT PURPORT TO BE A COMPLETE ANALYSIS OR LISTING OF ALL THE POTENTIAL TAX CONSEQUENCES OF HOLDING TISO BLACKSTAR SHARES. PROSPECTIVE ACQUIRERS OF TISO BLACKSTAR SHARES ARE ADVISED TO CONSULT THEIR OWN PROFESSIONAL TAX ADVISERS CONCERNING THE CONSEQUENCES OF THE ACQUISITION, OWNERSHIP AND DISPOSITION OF TISO BLACKSTAR SHARES. THIS SUMMARY IS BASED UPON CURRENT SOUTH AFRICAN LAW AND SOUTH AFRICAN REVENUE SERVICE PUBLISHED PRACTICE, AS AT THE DATE OF THIS DOCUMENT, EACH OF WHICH MAY BE SUBJECT TO CHANGE, POSSIBLY WITH RETROACTIVE EFFECT. UNLESS SPECIFIED OTHERWISE, THE STATEMENTS APPLY ONLY TO HOLDERS OF TISO BLACKSTAR SHARES WHO ARE RESIDENT SOLELY IN SOUTH AFRICA FOR TAX PURPOSES ("**SOUTH AFRICAN TAX RESIDENT SHAREHOLDERS**"), WHO HOLD THE TISO BLACKSTAR SHARES AS AN INVESTMENT AND WHO ARE THE ABSOLUTE BENEFICIAL OWNERS OF THE TISO BLACKSTAR SHARES AND ANY DIVIDENDS PAID IN RESPECT OF THEM. THE STATEMENTS ARE NOT ADDRESSED TO (I) SPECIAL CLASSES OF SHAREHOLDERS SUCH AS, FOR EXAMPLE, DEALERS IN SECURITIES, BROKER-DEALERS, INSURANCE COMPANIES AND COLLECTIVE INVESTMENTS SCHEMES; (II) SHAREHOLDERS WHO HOLD TISO BLACKSTAR SHARES AS PART OF HEDGING OR CONVERSION TRANSACTIONS; (III) SHAREHOLDERS WHO HAVE (OR ARE DEEMED TO HAVE) ACQUIRED THEIR TISO BLACKSTAR SHARES BY VIRTUE OF AN OFFICE OR EMPLOYMENT; OR (IV) SHAREHOLDERS WHO, DIRECTLY OR INDIRECTLY, CONTROL 10 PERCENT OR MORE OF THE VOTING POWER OF THE COMPANY. SHAREHOLDERS WHO ARE IN ANY DOUBT ABOUT THEIR TAXATION POSITION AND SHAREHOLDERS WHO ARE NOT RESIDENT FOR TAX PURPOSES IN SOUTH AFRICA SHOULD CONSULT THEIR OWN PROFESSIONAL TAX ADVISERS.

1.1 *Taxation of Dividends*

Dividends received by South African Tax Resident Shareholders on Tiso Blackstar Shares constitute foreign dividends under South African tax law and are exempt from South African normal income tax on the basis that Tiso Blackstar is listed on both the London Stock Exchange and the JSE. The exemption from South African tax applies despite the fact that Malta may not levy withholding tax on dividends payable to South African Tax Resident Shareholders.

1.2 *Dividend Tax*

Dividends declared off the South African share register to South African resident Shareholders will be subject to 15 percent dividend tax. If the beneficial owner of the dividend is a South African resident company, such dividend will be exempt from dividend tax.

1.3 *Taxation of Capital Gains*

South Africa will tax capital gains arising on Tiso Blackstar Shares sold by South African Tax Resident Shareholders. Tax is payable on the excess of the net proceeds realised on the sale of Tiso Blackstar Shares over the cost of acquiring such shares. Where the net proceeds realised are less than the cost of the Tiso Blackstar Shares sold, a capital loss will be available to reduce other capital gains realised by the taxpayer in the year of assessment in which the sale takes place. Any remaining loss may be carried forward and set off against capital gains in subsequent years of assessment. In the case of individual taxpayers, 33.3 percent of the capital gain is liable to income tax at the person's maximum marginal tax rate, which cannot exceed 41 percent, with the result that capital gains are generally taxed at an

effective rate of 13.65 percent. Natural persons are entitled to an annual exclusion of R30,000 for the tax year commencing on 1 March 2015. This amount is deducted from the net capital gain or loss realised in the year of assessment, prior to the 33.3 percent of the capital gain being included in taxable income, in the case of taxpayers other than natural persons, 66.6 percent of the capital gain will attract income tax at the taxpayer's applicable tax rate, currently 28 percent for South African companies, and companies therefore pay income tax on capital gains at the rate of 18.6 percent.

1.4 **South African Securities Transfer Tax**

(A) *Tiso Blackstar Shares registered on the UK Register*

Tiso Blackstar Shares registered on the UK Register and that continue to be registered on the UK Register will not be subject to South African Securities Transfer Tax when such Tiso Blackstar Shares are issued or transferred. If a Shareholder wishes to transfer its Tiso Blackstar Shares from the UK Register to the South African Register, such Tiso Blackstar Shares continuing to be held by such Shareholder for itself, then generally (provided the transfer is neither in contemplation of, nor part of a wider transaction involving a sale or transfer of the Tiso Blackstar Shares to a third party) no South African Securities Transfer Tax should arise in respect of such transfer.

(B) *Tiso Blackstar Shares registered on the South African Register*

The Transfer of Tiso Blackstar Shares that are registered on the South African Register, to any other person will attract South African Securities Transfer Tax. This is payable by the purchaser at the rate of 0.25 percent of the greater of the consideration paid for those Tiso Blackstar Shares or their market value.

1.5 **Donations Tax**

Where a South African Tax Resident Shareholder donates or transfers Tiso Blackstar Shares at less than full market value, donations tax at the rate of 20 percent will generally be payable. There is an annual exemption from South African donations tax of R100,000 per annum available to natural persons.

PART 4

NOTICE OF ANNUAL GENERAL MEETING

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any aspect of the proposals referred to in this document, or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other professional adviser.

If you have sold or otherwise transferred all of your shares in the Company, please pass this document together with the accompanying document(s), to the purchaser or transferee, or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares.

Tiso Blackstar Group SE

(registered in Malta with number SE4)

3rd Floor
Avantech Building
St. Julian's Road
San Gwann
SGN 2805
Malta

20 November 2015

To the holders of ordinary shares in Tiso Blackstar Group SE

Dear Shareholder,

Annual General Meeting 2015

In light of the change in the Company's accounting reference date from 31 December to 30 June, the audited accounts in respect of the financial period from 31 December 2014 to 30 June 2015 require approval by Shareholders at an annual general meeting before 31 December 2015. Therefore I am pleased to enclose the notice for the annual general meeting of the Company to be held at 10:00 a.m. CET on Wednesday 23 December 2015 at the registered office of the Company at 3rd Floor, Avantech Building, St. Julian's Road, San Gwann, SGN 2805 Malta (the "**AGM**"). The Notice of AGM is set out in Section 1 of this document.

The following items are also included in this document:

- Section 2: An explanation of certain Resolutions at the AGM;
- Section 3: A Form of Proxy (for use by registered Shareholders only); and
- Section 4: A Form of Direction (for use by holders of Depository Interests only).

Please read the notes to the Notice of Annual General Meeting, as these set out other rights of Shareholders and further requirements which you should check to ensure your proxy vote will be valid.

Tiso Blackstar Group SE

3rd Floor, Avantech Building, St Julian's Road, San Gwann, SGN2805 Malta
+356 2137 3360

Malta Registered number SE4

Directors: DK Adomakoh, AD Bonamour, NL Sowazi, JB Mills, RT Wight and M Ernzer
www.tisoblackstar.com

Recommendation on voting

Your Board believes that each of the Resolutions contained in the Notice is in the best interests of the Company and its Shareholders as a whole and recommends you to vote in favour of them, as your Directors intend to do so in respect of their own beneficial shareholdings.

Yours sincerely,

David Adomakoh
Chairman

SECTION 1: NOTICE OF ANNUAL GENERAL MEETING

TISO BLACKSTAR GROUP SE

(registered in Malta with registered number SE 4)
3rd Floor, Avantech Building,
St. Julian's Road,
San Gwann, SGN 2805,
Malta

Notice is hereby given that the annual general meeting (the "**AGM**") of Tiso Blackstar Group SE (the "**Company**") will be held at 3rd Floor, Avantech Building, St. Julian's Road, San Gwann, SGN 2805, Malta on 23 December 2015 at 10:00 a.m. CET (or shortly thereafter in case of delays) for the following purposes:

To consider and, if thought fit, pass the following Resolutions as extraordinary resolutions:

EXTRAORDINARY RESOLUTIONS WHICH CONSTITUTE SPECIAL BUSINESS

1. Transfer of registered office

Purpose:

To approve: (i) the Transfer Proposal and Transfer Report each as presented to the meeting and initialled by the Chairman of the meeting for the purpose of identification; (ii) the Transfer of the Company to the United Kingdom pursuant to Articles 8 and 59 of the Council Regulation (EC) No 2157/2001 of 8 October 2001 and on the terms set out in the Transfer Proposal; and (iii) that, upon the Transfer, the registered office of the Company will be 12 Conduit Street, London, W1S 2XH, United Kingdom.

Proposal:

That, in line with the Transfer Proposal and Transfer Report, the Company transfer its registered office from Malta to the United Kingdom.

Proposed Text of Extraordinary Resolution:

Whereas:

- (A) It was noted that the Transfer Proposal dated 12 October 2015 was filed at the Maltese Registry of Companies on 20 October 2015 and was published in the Malta Government Gazette on 22 October 2015 (the "**Transfer Proposal**");
- (B) It was noted that the management of the Company drew up a Transfer Report explaining the legal and economic aspect of the Transfer and explained the implications of the cross-border merger for the Company's Shareholders, creditors and employees (the "**Transfer Report**");
- (C) It was noted that the Shareholders were notified on 20 November 2015 of their right to examine the Transfer Proposal and the Transfer Report at the registered office of the Company and, on request, to obtain copies of those documents free of charge; and
- (D) It was proposed that the Company transfers its registered office to the United Kingdom (the "**Transfer**") pursuant to Article 8 of the Council of the European Union's Regulation No 2157/2001 of 8 October 2001 on the Statute for a European Company.

IT WAS RESOLVED

- (i) To approve the Transfer in accordance with the Transfer Proposal and Transfer Report;

- (ii) That the Company takes all such steps as are necessary or desirable in connection with the Transfer Proposal and in relation to the Transfer; and
- (iii) That any one Director acting alone be and is hereby authorised to sign all such documents and do all such things as may be necessary or as such Director may, in his sole discretion, deem reasonable or desirable and in the best interests of the Company for the purpose of giving effect to the Transfer.

2. Adoption of New Articles of Association

Purpose:

To authorise the adoption of the new articles of association by the Company in place of the existing articles of association with such substitution to take effect upon the completion of the Transfer (but with immediate and instantaneous effect on the occurrence of that event).

Proposal:

That, conditional upon the completion of the Transfer, the new articles of association produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification, a summary of which is set out at Schedule 2 of Part 3 to the circular to shareholders of the Company dated 20 November 2015, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association with effect from the completion of the Transfer.

3. Dis-application of statutory pre-emption rights

Purpose:

To authorise the Directors to restrict or withdraw the Shareholders' statutory pre-emption rights in respect of:

- (A) issues of Shares for cash, and
- (B) the sale of treasury shares by the Company if such statutory pre-emption rights are applicable in relation thereto,

for as long as the Board remains authorised to issue Equity Securities under Resolution 9 (Directors' Authority to Allot and Issue Shares), and, from the date of the AGM to the date of the Transfer pursuant to Article 88(7) of the Companies Act, Cap. 386 of the Laws of Malta, and with effect from the completion of the Transfer (but with immediate and instantaneous effect on the occurrence of that event) as if section 561 of the UK's Companies Act 2006 did not apply to such issue or sale.

Proposal:

That, in substitution for any previous authorisations currently in force, but without prejudice to any allotment of Equity Securities already made or agreed to be made pursuant to such authorities, subject to the passing of Resolution 9 (Directors' Authority to Allot and Issue Shares), and, from the date of the AGM to the date of the Transfer pursuant to Article 88(7) of the Companies Act, Cap. 386 of the Laws of Malta, and with effect from the completion of the Transfer (but with immediate and instantaneous effect on the occurrence of that event) as if section 561 of the UK's Companies Act 2006 did not apply to such issue or sale, and in accordance with Article 4.4 of the Articles, the Board be generally authorised to restrict the statutory pre-emption rights of the Shareholders in respect of new issue of shares for cash by the Company and in respect of the sale of treasury shares by the Company, for as long as the Directors remain authorised to issue Equity Securities, provided that this power shall be limited to the allotment of Equity Securities up to an aggregate nominal amount of €10,195,068. The amount of €10,195,068

represents 5 percent of the entire issued share capital of the Company as of 20 November 2015.

The power granted by this Resolution will expire when the Board no longer remains authorised to issue Equity Securities, save that the Company may, before such expiry, make offers or agreements which would or might require Equity Securities to be allotted after such expiry and the Directors may allot Equity Securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

4. Company's Authority to purchase its own Shares

Purpose:

To authorise the Company to re-purchase its own Shares, from the date of the AGM to the date of the Transfer within the parameter of the Companies Act, Cap. 386 of the Laws of Malta pursuant to Article 13.1.8 of the articles of association of the Company, and, from the completion of the Transfer (but with immediate and instantaneous effect on the occurrence of that event) for the purposes of section 701 of the UK's Companies Act 2006.

Proposal:

That:

- (A) The Company be and is generally and unconditionally authorised pursuant to Article 3.4 of the Articles, and from the date of the AGM to the date of the Transfer in accordance with Article 106 of the Companies Act, Cap. 386 of the Laws of Malta, and with effect from the completion of the Transfer (but with immediate and instantaneous effect on the occurrence of that event) for the purposes of section 701 of the UK's Companies Act 2006, to make market purchases of its own Ordinary Shares, including Depository Interests relating to such Ordinary Shares on such terms and in such manner as the Directors shall determine, provided that:
- (i) the Ordinary Shares to be purchased are fully paid up;
 - (ii) the maximum aggregate number of Ordinary Shares to be acquired is 26,829,126 shares representing a maximum aggregate nominal value of Ordinary Shares of 10 percent of the entire share capital of the Company as at 20 November 2015;
 - (iii) the maximum price which may be paid for each Ordinary Share shall be 5 percent above the average of the middle market quotations for an Ordinary Share on the exchange on which the Ordinary Shares are purchased for the five business days immediately before the day on which the purchase is made (in each case exclusive of expenses);
 - (iv) the minimum price which may be paid for each Ordinary Share shall be one Euro cent; and
 - (v) all conditions and limitations imposed by the Companies Act, Cap. 386 of the Laws of Malta are adhered to including the condition that the nominal value of the Ordinary Shares to be acquired by the Company, including any shares previously acquired by the Company and held by it, shall not exceed 50 percent of the issued share capital of the Company.
- (B) This authority (unless previously revoked, varied or renewed) shall expire on 22 March 2017 or, if sooner, at the end of the next annual general meeting of the Company to be held in 2016 except that in relation to any offers or promises for the purchase of Ordinary Shares made before such date, the contract in relation to such acquisitions may be executed wholly or partly after such date as if such authority has not expired.

To consider and, if thought fit, pass the following Resolutions as ordinary resolutions:

ORDINARY BUSINESS

5. Approval of accounts

To receive and consider the accounts and reports of the Directors, statutory auditor and the independent auditors, and any other documents required by law to be attached or annexed to the stand-alone accounts of the Company for the 6-months ended 30 June 2015 and to the consolidated accounts for the Company and its subsidiaries (the "Group") for the 6-months ended 30 June 2015.

6. Adoption of stand-alone accounts

To adopt the Company's audited stand-alone annual accounts for the 6-months ended 30 June 2015.

7. Adoption of consolidated accounts

To adopt the Group's audited consolidated annual accounts for the 6-months ended 30 June 2015.

8. Appointment of auditors

That, BDO Malta be appointed as the auditors of the Company with effect from the date of the AGM up to the date of the Transfer and, conditional on the Transfer of the Company becoming effective, BDO Malta be removed as the auditors of the Company and BDO LLP be appointed as the auditors of the Company from the date of the Transfer of the Company for the financial year ending 30 June 2016.

ORDINARY RESOLUTION WHICH CONSTITUTES SPECIAL BUSINESS

9. General authority to allot Shares

That the directors be and are generally and unconditionally authorised to allot and issue Equity Securities in the Company up to an aggregate nominal amount of €67,967,119, which represents one-third of the share capital of the Company, in substitution for all previous authorisations currently in force other than the authority given to the Board at the Company's extraordinary general meeting on 23 March 2015. This authority will be valid for a period expiring (unless previously revoked, varied or renewed) on 22 March 2017 or, if sooner, the annual general meeting to be held in 2016, but if the Company has, before such expiry, made an offer or entered into an agreement which would or might require Equity Securities to be allotted after this authority expires, the Directors may allot Equity Securities in pursuance of such offer or agreement as if this authority had not expired.

Resolutions 5 to 9 are ordinary resolutions. Resolutions 1 to 4 are extraordinary resolutions.

The quorum requirement in relation to all Resolutions is at least two Members present or represented at the Annual General Meeting. If the Annual General Meeting is not quorate, it can be adjourned to a date not less than seven and not more than 30 days after the Annual General Meeting as the chairman shall determine.

Ordinary resolutions may be passed at the Annual General Meeting by a member or members holding more than 50 percent of the voting rights attached to shares represented and entitled to vote at the meeting.

Extraordinary resolutions require:

- (A) a 75 percent majority by nominal value of the shares represented at the Annual General Meeting and entitled to vote thereat; and

- (B) a majority vote of at least 51 percent in nominal value of all the shares entitled to vote at the Annual General Meeting.

If one but not both of the majorities for an extraordinary resolution is met, a second meeting may be convened within 30 days to take another vote. At the said second meeting, either one of the following majorities will suffice:

- (A) 75 percent majority by nominal value of the shares represented and entitled to vote at the second meeting; or
- (B) a simple majority in nominal value where more than half in nominal value of all of the shares entitled to vote are represented at the meeting.

By order of the Board

Leanna Isaac
Company Secretary
20 November 2015

Notes:

1. This notice of Annual General Meeting is being mailed to the Members on the Register of Members of the Company. Members registered on the Register of Members as of 11 December 2015 (the "**Record Date**") shall have the right to participate and vote at the Annual General Meeting. Accordingly, the last day to trade for Shareholders on the South African sub-register in order to be able to participate and vote at the meeting is 21 December 2015. Any change to an entry on the Register after the Record Date shall be disregarded in determining the right of any person to attend and vote at the Annual General Meeting.
2. A member entitled to attend and vote may appoint a proxy to attend and vote instead of him/her using the enclosed Form of Proxy; the appointed proxy need not be a member.
3. To be valid, the Form of Proxy must be signed and the signed Form of Proxy must either reach the Company's registered office at 3rd Floor, Avantech Building, St. Julian's Road, San Gwann, SGN 2805, Malta or be emailed to: info@fisoblackstar.com. In either case, by no later than 21 December 2015 at 10:00 a.m. (CET). In order to assist Shareholders:
 - (i) certificated Shareholders and own-name registered dematerialised Shareholders who trade their shares on AltX of the JSE Stock Exchange and are registered on the South African part of the register of members are strongly urged to send their signed Form of Proxy to South African Transfer Secretaries, Link Market Services South Africa (Pty) Limited, 13th Floor, Rennie House, 19 Ameshoff Street, Braamfontein, 2001 (PO Box 4844, Johannesburg, 2000) to be received by no later than 18 December 2015 at 10:00 a.m. (SAST); and
 - (ii) certificated Shareholders who trade their shares on AIM of the London Stock Exchange and are registered on AIM part of the register of members are strongly urged to send their signed Form of Proxy to Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU to be received by no later than 18 December 2015 at 8:00 a.m. (BST), so as to enable the Form of Proxy to be forwarded on your behalf to the Company no later than 21 December 2015 at 10:00 a.m. (CET).
4. Dematerialised Shareholders on the South African sub-register, other than own-name registered dematerialised Shareholders, who wish to attend the Annual General Meeting in person, will need to request their Central Securities Depository Participant ("**CSDP**") or broker to provide them with the necessary letter of representation in terms of the custody agreement entered into between such Shareholders and the CSDP or broker. Dematerialised Shareholders, other than own-name registered dematerialised Shareholders, who are unable to attend the Annual General Meeting and who wish to be represented thereat, must provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between themselves and the CSDP or broker in the manner and time stipulated therein. The CSDP or broker must provide all voting instructions to the transfer secretaries by no later than 21 December 2015 at 10:00 a.m. (SAST).
5. Holders of Depository Interests representing shares in the Company can instruct Capita IRG Trustees Limited, the Depository, or amend an instruction to a previously submitted direction, via the CREST system. The CREST message must be received by the issuer's agent RA10 by 18 December 2015 at 08:00 a.m. (GMT). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. CREST personal members or other CREST sponsored members, and those CREST members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with instructing Capita IRG Trustees Limited via CREST. For further information on CREST procedures, limitations and system timings, please refer to the CREST Manual. We may treat as invalid a direction appointment sent by CREST in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001. In any case, your Form of Direction must be received by the Company's registrars no later than 18 December 2015 at 08:00 a.m. (GMT).
6. Please indicate in the Form of Proxy the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given.
7. A Form of Proxy which may be used to appoint a proxy and give proxy directions accompanies this Notice of Annual General Meeting. If you are a shareholder on AIM sub-register and do not receive a Form of Proxy and believe that you should have one, or if you require additional Forms of Proxy in order to appoint more than one proxy, please contact Capita Asset Services on 0871 664 0300 or from outside the UK +44 208 639 3399. Calls cost 10 pence per minute plus network charges, lines are open 08h30 – 17h30 (GMT) Monday – Friday. If you are a shareholder on the South African sub-register and do not receive a Form of Proxy and believe that you should have one, or if you require additional Forms of Proxy in order to appoint more than one proxy, please contact Link Market Services South Africa (Pty) Limited on +27 11 713 0800, lines are open 08h30 – 16h30 (SAST) Monday – Friday.

8. In order to participate and vote at the Annual General Meeting, a Member being a body corporate, association of persons, foundation or other body of persons, a representative thereof will only be eligible to attend and be admitted to the Annual General Meeting, and to vote thereat, if a Form of Proxy has been (a) duly executed in his/her favour by the competent organ of the entity which he/she represents, and (b) submitted to the Company Secretary in accordance with the procedures set out at note 3 above.
9. Any one of the joint holders of any share for the time being conferring a right to vote may vote either personally or by proxy at any meeting in respect of such share as if he were the sole holder, provided that if more than one of the joint holders is present at any meeting, either personally or by proxy, the person whose name stands first in the register as one of such holders, and no other, shall be entitled to vote in respect of the share.
10. Admission to the Annual General Meeting will commence one hour before the advertised and appointed time.
11. After the Annual General Meeting has proceeded to business, voting documents will continue to be issued until such time as the Annual General Meeting proceeds to vote on the first Resolution of the Agenda whether by show of hands or by poll. Thereafter, no further voting documents will be issued, and admittance to the Annual General Meeting will be discontinued.
12. The following information is also made available to the Members on the Tiso Blackstar Group SE website (www.tisoblackstar.com) located at Publications, AGM Documents section:
 - (i) a copy of this Notice of Annual General Meeting;
 - (ii) the total number of shares and voting rights at the date of the Notice of the Annual General Meeting;
 - (iii) the Company's audited stand-alone annual accounts for the 6-months ended 30 June 2015;
 - (iv) the Group's audited consolidated annual accounts for the 6-months ended 30 June 2015;
 - (v) The proposed new articles of association of the Company; and
 - (vi) the Form of Proxy and Form of Direction for the Annual General Meeting.

SECTION 2: EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

The following information provides additional background information in respect of each Resolution to be proposed that is not ordinary business.

Resolution 1 – Transfer of registered office

This Resolution will authorise the transfer of the registered office of the Company from Malta to the United Kingdom pursuant to Articles 8 and 59 of the Council Regulation (EC) No 2157/2001 of 8 October 2001 and on the terms set out in the Transfer Proposal and the Transfer Report.

Resolution 2 – Adoption of New Articles of Association

This Resolution will authorise the New Articles to be adopted by the Company. The New Articles will only be substituted in place of the existing articles of association upon the completion of the Transfer, but with immediate and instantaneous effect on the occurrence of that event.

Resolution 3 – Dis-application of pre-emption rights

This Resolution will dis-apply Shareholders' statutory pre-emption rights in relation to the Company's allotment for cash of its own shares pursuant to Resolution 9 or in relation to the Company's sale of its own shares held in treasury from the date of the AGM to the date of the Transfer pursuant to Article 88(7) of the Companies Act, Cap. 386 of the Laws of Malta, and with effect from the completion of the Transfer (but with immediate and instantaneous effect on the occurrence of that event) as if section 561 of the UK's Companies Act 2006 did not apply to such allotment or sale, and shall expire when the Board no longer remains authorised to issue Equity Securities. The dis-application will permit the Board to allot shares for cash pursuant to Resolution 9 or to sell treasury shares, without first offering them to all existing Shareholders pursuant to their statutory pre-emption rights under Article 88 of the Companies Act (Cap. 386 of the Laws of Malta). Any such allotments or sales must be limited to shares with an aggregate nominal value not exceeding €10,195,068, representing 5 percent of the entire issued share capital of the Company as at 20 November 2015.

Resolution 4 – Company's authority to purchase its own shares

The Board is proposing to renew the authority for the Company, from the date of the AGM to the date of the Transfer for the purposes of the Companies Act, Cap. 386 of the Laws of Malta, and with effect from the completion of the Transfer (but with immediate and instantaneous effect on the occurrence of that event) for the purposes of section 701 of the UK's Companies Act, to make market purchases of its own Shares, including depository interests relating to such Shares. In certain circumstances it may be advantageous for the Company to purchase its own Shares and this Resolution seeks authority from Shareholders to make such purchases in the market. The Board considers it to be desirable for this general authority to be available to provide flexibility in the management of the Company's capital resources and to enable the Board to narrow the discount to the Company's net asset value. You are asked to consent to the purchase by the Company of up to a maximum aggregate of 10 percent of the entire issued share capital of the Company as at 20 November 2015 which is a maximum of 26,829,126 Shares.

Resolution 9 – General authority to allot shares

This Resolution will extend the general authority of the directors to allot shares until the Company's next AGM or, if earlier, 22 March 2017. The authority will be in respect of Shares with an aggregate nominal value of €67,967,119, representing one-third of the entire issued share capital of the Company.

SECTION 3: FORM OF PROXY

TISO BLACKSTAR GROUP SE

(registered in Malta with registered number SE4)

3rd Floor, Avantech Building, St. Julian's Road, San Gwann, SGN 2805, Malta
(the "**Company**")

FORM OF PROXY

For use by registered Shareholders at the Annual General Meeting to be held in 3rd Floor, Avantech Building, St. Julian's Road, San Gwann, SGN 2805, Malta on 23 December 2015 at 10:00 a.m. (CET).

Capitalised terms which are used in this Form of Proxy but which are not defined shall have the meaning attributed thereto in the Notice of Annual General Meeting dated 20 November 2015.

Please read the Notice of Annual General Meeting (attached as Part 1 of this document) and the explanatory notes below before completing this form.

HOLDERS OF DEPOSITORY INTERESTS SHOULD COMPLETE THE FORM OF DIRECTION IN SECTION 4 AND SHOULD NOT COMPLETE THIS FORM OF PROXY.

I/We
(Please insert full name in block capitals)

Of
(Please insert address in block capitals)

being (a) member(s) of Tiso Blackstar Group SE (the "**Company**"), hereby appoint the Chairman of the Annual General Meeting,

or (see Note 1)

as my/our proxy in relation to all/..... of my/our shares, to attend and vote for me/us at the Annual General Meeting of the Company to be held on 23 December 2015 at 10:00 a.m. (CET) and at any adjournment of that meeting. I/We direct the proxy to vote in relation to the Resolutions referred to below as follows:

Please indicate by ticking the box if this proxy appointment is one of multiple appointments being made

For the appointment of one or more proxy see Note 1.

Resolutions

Extraordinary Resolutions		For	Against
1.	To approve (i) the Transfer Proposal and Transfer Report as presented to the meeting (ii) the Transfer of the Company to the United Kingdom pursuant to Articles 8 and 59 of the Council Regulation (EC) No 2157/2001 of 8 October 2001 (the SE Regulation) and on the terms set out in the Transfer Proposal; and (iii) that, upon the Transfer, the registered office of the Company will be 12 Conduit Street, London, W1S 2XH, United Kingdom.		
2.	To authorise the adoption of the New Articles by the Company in place of the existing articles of association with such substitution to take effect upon the completion of the Transfer and registration of the registered office of the Company from Malta to the UK (but with immediate and instantaneous effect on the occurrence of that event).		



Extraordinary Resolutions		For	Against
3.	To dis-apply statutory pre-emption rights on the issue of shares and sale of treasury shares by the Company, from the date of the AGM to the date of the Transfer pursuant to Article 88(7) of the Companies Act, Cap. 386 of the Laws of Malta, and with effect from the completion of the Transfer (but with immediate and instantaneous effect on the occurrence of that event) as if section 561 of the UK Companies Act 2006 did not apply to such issue or sale, up to an aggregate nominal amount of €10,195,068.		
4.	To authorise the Company, to purchase its own shares from the date of the AGM to the date of the Transfer within the parameter of the Companies Act, Cap. 386 of the Laws of Malta pursuant to Article 13.1.8 of the articles of association of the Company, and, from the completion of the Transfer (but with immediate and instantaneous effect on the occurrence of that event) for the purposes of section 701 of the UK's Companies Act 2006.		

Ordinary Resolutions		For	Against
5.	To receive and consider the accounts and reports of the Directors, statutory auditor and the independent auditors, and any other documents required by law to be attached or annexed to the stand-alone accounts of the Company for the 6-months ended 30 June 2015 and to the consolidated accounts for the Company and its subsidiaries (the "Group") for the 6-months ended 30 June 2015.		
6.	To adopt the Company's audited stand-alone annual accounts for the 6-months ended 30 June 2015.		
7.	To adopt the Group's audited consolidated annual accounts for the 6-months ended 30 June 2015.		
8.	To approve BDO Malta's appointment as the auditors of the Company with effect from the date of the AGM up to the date of the Transfer and, conditional on the Transfer of the Company becoming effective, BDO Malta's removal as the auditors of the Company and BDO LLP's appointment as the auditors of the Company from the date of the Transfer of the Company for the financial year ending 30 June 2016.		
9.	To grant the Directors of the Company authority to issue and allot shares in respect of a maximum aggregate nominal amount of €67,967,119.		

If you want your proxy to vote in a certain way on the Resolutions specified, please place an "X" in the appropriate box. If you fail to select any of the given options, your proxy can vote as he/she chooses or can decide not to vote at all. The proxy can also do this on any other Resolution that is put to the meeting.

Please indicate below whether or not you intend to be present at the meeting. This information is sought for administrative purposes only and will not affect your right to attend the meeting, notwithstanding any indication to the contrary.

I will be attending the Annual General Meeting

I will not be attending the Annual General Meeting

Signature.....

Date 2015



Notes:

1. To appoint as a proxy a person other than the Chairman of the Annual General Meeting, insert the full name in the space provided. A proxy need not be a member of the Company. You can also appoint more than one proxy, provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. The following options are available:
 - (i) To appoint the Chairman as your sole proxy in respect of all your shares, simply fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
 - (ii) To appoint a person other than the Chairman as your sole proxy in respect of all your shares, delete the words 'the Chairman of the Annual General Meeting (or)' and insert the name and address of your proxy in the spaces provided. Then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
 - (iii) To appoint more than one proxy, you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. If you wish to appoint the Chairman as one of your multiple proxies, simply write 'the Chairman of the Annual General Meeting'. All forms must be signed and should be returned together in the same envelope.
2. If no voting indication is given, the proxy will vote as he thinks fit or, at his discretion, abstain from voting.
3. To be valid, the Form of Proxy must be signed and the signed Form of Proxy must either reach the Company's registered office at 3rd Floor, Avantech Building, St. Julian's Road, San Gwann, SGN 2805, Malta, or be emailed to info@tisoblackstar.com, in either case by no later than 21 December 2015 at 10:00 a.m. (CET). In order to assist Shareholders:
 - (i) certificated Shareholders and own-name registered dematerialised Shareholders who trade their shares on AltX of the JSE and are registered on the South African part of the register of members are strongly urged to send their signed Form of Proxy to South African Transfer Secretaries, Link Market Services South Africa (Pty) Limited, 13th Floor, Rennie House, 19 Ameshoff Street, Braamfontein, 2001 (PO Box 4844, Johannesburg, 2000) to be received by no later than 18 December 2015 at 10:00 a.m. (SAST); and
 - (ii) certificated Shareholders who trade their shares on AIM of the London Stock Exchange and are registered on AIM part of the register of members are strongly urged to send their signed Form of Proxy to Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU to be received by no later than 18 December 2015 at 8:00 a.m. (BST), so as to enable the Form of Proxy to be forwarded on your behalf to the Company no later than 21 December 2015 at 10:00 a.m. (CET).
4. Dematerialised Shareholders on the South African sub-register, other than own-name registered dematerialised Shareholders, who wish to attend the Annual General Meeting in person, will need to request their CSDP or broker to provide them with the necessary letter of representation in terms of the custody agreement entered into between such Shareholders and the CSDP or broker. Dematerialised Shareholders, other than own-name registered dematerialised Shareholders, who are unable to attend the Annual General Meeting and who wish to be represented thereat, must provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between themselves and the CSDP or broker in the manner and time stipulated therein. The CSDP or broker must provide all voting instructions to the transfer secretaries by no later than 21 December 2015 at 10:00 a.m. (SAST).
5. Holders of Depository Interests representing shares in the Company can instruct Capita IRG Trustees Limited, the Depository, or amend an instruction to a previously submitted direction, via the CREST system. The CREST message must be received by the issuer's agent RA10 by on 18 December 2015 at 08:00 a.m. (GMT). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. CREST personal members or other CREST sponsored members, and those CREST members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with instructing Capita IRG Trustees Limited via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. We may treat as invalid a direction appointment sent by CREST in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001. In any case, your Form of Direction must be received by the Company's registrars no later than on 18 December 2015 at 08:00 a.m. (GMT)
6. A corporation must execute the Form of Proxy under either its common seal or the hand of a duly authorised officer or attorney.
7. The Form of Proxy is for use in respect of the Shareholder account specified above only and should not be amended or submitted in respect of a different account.
8. Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the Annual General Meeting should you subsequently decide to do so.

SECTION 4: FORM OF DIRECTION

TISO BLACKSTAR GROUP SE

(registered in Malta with registered number SE4)

3rd Floor, Avantech Building, St. Julian's Road, San Gwann, SGN 2805, Malta
(the "**Company**")

FORM OF DIRECTION

Form of Direction for completion by holders of Depository Interests representing shares on a one for one basis in the Company in respect of the Annual General Meeting of the Company to be held at 3rd Floor, Avantech Building, St. Julian's Road, San Gwann, SGN 2805, Malta on Tuesday on 23 December 2015 at 10:00 a.m. CET.

This Form of Direction is for use by holders of Depository Interests issued by Capita IRG Trustees Limited only.

Capitalised terms which are used in this Form of Direction but which are not defined shall have the meaning attributed thereto in the Notice of Annual General Meeting dated 20 November 2015.

I/We

of

(Please insert full name(s) and address(es) in BLOCK CAPITALS)

being a holder of Depository Interests representing shares in the Company hereby instruct Capita IRG Trustees Limited (the "**Depository**"), to vote for me/us and on my/our behalf in person or by proxy at the 2015 Annual General Meeting of the Company to be held on the above date (and at any adjournment thereof) as directed by an X in the spaces below.

Please indicate with an "X" in the spaces below how you wish your vote to be cast. If no indication is given, you will be deemed as instructing the Depository to abstain from voting on the specified Resolution.

	Extraordinary Resolutions	For	Against
1.	To approve (i) the Transfer Proposal and Transfer Report as presented to the meeting (ii) the Transfer of the Company to the United Kingdom pursuant to Articles 8 and 59 of the Council Regulation (EC) No 2157/2001 of 8 October 2001 (the SE Regulation) and on the terms set out in the Transfer Proposal; and (iii) that, upon the Transfer, the registered office of the Company will be 12 Conduit Street, London, W1S 2XH, United Kingdom.		
2.	To authorise the adoption of the New Articles by the Company in place of the existing articles of association with such substitution to take effect upon the completion of the Transfer and registration of the registered office of the Company from Malta to the UK (but with immediate and instantaneous effect on the occurrence of that event).		
3.	To dis-apply statutory pre-emption rights on the issue of shares and sale of treasury shares by the Company, from the date of the AGM to the date of the Transfer pursuant to Article 88(7) of the Companies Act, Cap. 386 of the Laws of Malta, and with effect from the completion of the Transfer (but with immediate and instantaneous effect on the occurrence of that event) as if section 561 of the Companies Act 2006 did not apply to such issue or sale, up to an aggregate nominal amount of €10,195,068.		

Extraordinary Resolutions		For	Against
4.	To authorise the Company to purchase its own shares, from the date of the AGM to the date of the Transfer within the parameter of the Companies Act, Cap. 386 of the Laws of Malta pursuant to Article 13.1.8 of the articles of association of the Company, and, from the completion of the Transfer (but with immediate and instantaneous effect on the occurrence of that event) for the purposes of section 701 of the UK's Companies Act 2006.		
Ordinary Resolutions		For	Against
5.	To receive and consider the accounts and reports of the Directors, statutory auditor and the independent auditors, and any other documents required by law to be attached or annexed to the stand-alone accounts of the Company for the 6-months ended 30 June 2015 and to the consolidated accounts for the Company and its subsidiaries (the "Group") for the 6-months ended 30 June 2015.		
6.	To adopt the Company's audited stand-alone annual accounts for the 6-months ended 30 June 2015.		
7.	To adopt the Group's audited consolidated annual accounts for the 6-months ended 30 June 2015.		
8.	To approve BDO Malta's appointment as the auditors of the Company with effect from the date of the AGM up to the date of the Transfer and, conditional on the Transfer of the Company becoming effective, BDO Malta's removal as the auditors of the Company and BDO LLP's appointment as the auditors of the Company from the date of the Transfer of the Company for the financial year ending 30 June 2016.		
9.	To grant the Directors of the Company authority to issue and allot shares in respect of a maximum aggregate nominal amount of €67,967,119.		

Signature

Date 2015

Notes:

1. To be effective, this Form of Direction and the power of attorney or other authority (if any) under which it is signed, or a notarially or otherwise certified copy of such power or authority, must be deposited at Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than on 18 December 2015 at 08:00 a.m. (GMT) or 72 hours before the time appointed for holding any adjourned meeting.
2. Any alterations made to this Form of Direction should be initialled.
3. In the case of a corporation this Form of Direction should be given under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
4. Please indicate how you wish your votes to be cast by placing "X" in the box provided. On receipt of this form duly signed, you will be deemed to have authorised the Depository to vote, or to abstain from voting, as per your instructions.

5. Depository Interests held in uncertificated form (i.e. in CREST), representing shares on a one for one basis in the Company, may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual. The CREST message must be received by the issuer's agent RA10 by 18 December 2015 at 08:00 a.m. (GMT).
6. The Depository will appoint the Chairman of the Annual General Meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to Resolutions) which may properly come before the Annual General Meeting.
7. Depository Interest holders wishing to attend the Annual General Meeting should contact the Depository at Capita IRG Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU or by e-mail at custodymgt@capita.co.uk by no later than 16 December 2015 at 08:00 a.m. (GMT) or seven days before the time appointed for holding any adjourned meeting.

