

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you are strongly advised to seek your own personal financial advice as soon as possible from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate 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, another appropriately authorised independent financial adviser in your own jurisdiction. The whole of this Document should be read, but your attention is in particular drawn to the section entitled "Risk Factors" at Part III of this Document.

If you have sold or otherwise transferred, or you sell or otherwise transfer, all of your holding of Existing Ordinary Shares held in certificated form prior to the ex-entitlement date, please send this Document and, if appropriate, the accompanying personalised Application Form at once to the purchaser or transferee or to the stockbroker, bank or other agent through or by whom the sale or transfer was or is effected, for onward delivery to the purchaser or transferee, except that such documentation should not be sent into a Restricted Jurisdiction or other jurisdiction where doing so may constitute a violation of local securities laws or regulations. If you have sold or otherwise transferred or sell or otherwise transfer Existing Ordinary Shares held in an uncertificated form prior to the ex-entitlement date, a claim transaction will automatically be generated by Euroclear which, on settlement, will transfer the appropriate number of Open Offer Shares comprised in an Open Offer Entitlement to the purchaser or transferee through CREST. If you have sold or otherwise transferred, sell or otherwise transfer some only of your Existing Ordinary Shares held in certificated form before the ex-entitlement date you should retain these documents and immediately consult the stockbroker, bank or other agent through or by whom the sale or transfer was effected and refer to the instructions regarding split applications as set out in the Application Form.

The release, publication or distribution of this Document, the Application Form and/or the transfer of Open Offer Entitlements through CREST or otherwise in any jurisdiction other than the United Kingdom may be restricted by the applicable laws or regulations of that jurisdiction and this Document does not form part of any offer or invitation to sell or issue or the solicitation of any offer to purchase or subscribe for Open Offer Shares in any jurisdiction where such offer, invitation or solicitation is unlawful. Persons in jurisdictions other than the United Kingdom into whose possession this Document comes should inform themselves about and observe any such applicable legal or regulatory requirements in such jurisdiction. Any failure to do so may constitute a violation of the securities laws of any such jurisdiction.

A copy of this Document and a copy of the investor presentation made to potential placees can be found on the Company's website www.omgplc.com. Neither the content of the Company's website nor any website assessable by hyperlinks to the Company's website is incorporated in, or forms part of this Document.

This Document is not a prospectus for the purposes of the Prospectus Rules. Accordingly, this Document has not been, and will not be, reviewed or approved by the Financial Conduct Authority of the United Kingdom (in its capacity as UK Listing Authority or otherwise) pursuant to sections 85 and 87 of FSMA, the London Stock Exchange or any other authority or regulatory body and has not been approved for the purposes of Section 21 FSMA.

Your attention is drawn to the Letter from the Chairman of OMG plc in Part I of this Document and which contains the Directors unanimous recommendations that you vote in favour of the Resolutions to be passed at the General Meeting.

The Existing Ordinary Shares are admitted to trading on AIM. Application will be made for the New Ordinary Shares to be admitted to trading on the AIM market of the London Stock Exchange ("AIM"). AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the UK Listing Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. **This Document does not comprise an admission document under the AIM Rules and the London Stock Exchange has not itself examined or approved the contents of this Document. The rules of AIM are less demanding than those of the Official List. It is emphasised that no application is being made for admission of the New Ordinary Shares to the Official List. The New Ordinary Shares will not be dealt on any other recognised investment exchange and no other such application will be made.** Subject to certain conditions being satisfied, including the passing of the Resolutions at the General Meeting, it is anticipated that Admission will become effective and that dealings in the New Ordinary Shares will commence on AIM at 8.00 a.m. on 22 July 2013.

OMG plc

(incorporated and registered in England and Wales under number 3998880)

Placing of 27,586,208 Placing Shares, Open Offer to Shareholders of up to 3,473,616 Open Offer Shares at an Issue Price of 29 pence per New Ordinary Share and Notice of General Meeting

N+1 Singer

Nominated Adviser, Broker and Underwriter

N+1 Singer, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as nominated adviser and broker exclusively for OMG plc in relation to the Fundraising and will not be acting for or responsible to anyone other than OMG plc (whether or not a recipient of this Document) for providing the protections afforded to clients of N+1 Singer nor for providing advice in relation to the Fundraising nor the contents of this Document. N+1 Singer's responsibilities as the Company's nominated adviser and broker are owed solely to London Stock Exchange and are not owed to the Company or to any Director or to any other person in respect of his decision to acquire shares in the Company in reliance on any part of this Document.

Apart from the responsibilities and liabilities, if any, which may be imposed on N+1 Singer by FSMA or the regulatory regime established thereunder, N+1 Singer accepts no responsibility whatsoever for, and makes no representation or warranty, express or implied, as to the contents of this Document including its accuracy, completeness or verification, or for any other statement made or purported to be made by it, or on behalf of it, the Company or any other person, in connection with the Company or the Fundraising and nothing in this Document shall be relied upon as a promise or representation in this respect, whether as to the past or the future. N+1 Singer accordingly disclaims all and any responsibility or liability whatsoever, whether arising in tort, contract or otherwise (save as above), which it might otherwise have in respect of this Document or any such statement, except for the responsibilities and liabilities, if any, which may be imposed on it by FSMA or the regulatory regime established thereunder.

The latest time and date for acceptance and payment in full under the Open Offer is 11.00 a.m. on 16 July 2013. The procedure for application and payment for Qualifying Shareholders is set out in paragraph 3 of Part II of this Document, and, where relevant, in the accompanying Application Form.

Notice of the General Meeting of OMG plc, to be held at 2.00 p.m. on 19 July 2013 at the offices of OMG plc, 14 Minns Business Park, Oxford, OX2 0JB, is set out at the end of this Document. A Form of Proxy is enclosed for use by Shareholders in connection with the meeting. To be valid, Forms of Proxy should be completed or submitted electronically, in accordance with the instructions printed thereon. Completed Forms of Proxy should be posted in the accompanying reply paid envelope (for use only in the UK) addressed to PXS or delivered by hand (during normal business hours only) to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU or submitted electronically, as soon as possible but in any event by no later than 2.00 p.m. on 17 July 2013. Completion and return, or submission electronically, of the Form of Proxy will not preclude Shareholders from attending and voting at the General Meeting or any adjournment thereof should they so wish.

Investors should only rely on the information contained in this Document. No person has been authorised to give any information or make any representations other than those contained in this Document and, if given or made, such information or representation must not be relied upon as having been so duly authorised.

Copies of the Document will be available free of charge from the Company's website (www.omgplc.com) and at the offices of OMG plc, 14 Minns Business Park, West Way, Oxford OX2 0JB during normal business hours on any weekday (public holidays excepted) for at least one month after Admission.

Notice to overseas persons:

The New Ordinary Shares have not been and will not be registered under the United States Securities Act of 1933, as amended, or under the applicable securities laws of any state or other jurisdiction of the United States or qualified for distribution under any applicable securities laws in any other Restricted Jurisdiction. The New Ordinary Shares may not be offered, sold, taken up, resold, transferred or delivered, directly or indirectly, within, into or in the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with the securities laws of any state or other jurisdiction of the United States. The New Ordinary Shares are being offered and sold either (i) outside the United States in offshore transactions within the meaning of and in accordance with the safe harbour from the registration requirements in Regulation S under the Securities Act or (ii) in the United States in private placement transactions not involving any public offering in reliance on the exemption from the registration requirements of Section 5 of the Securities Act provided by Section 4(2) of the Securities Act or another applicable exemption therefrom. There will be no public offer of the New Ordinary Shares in the United States.

N+1 Singer makes no representation or warranty to any offeree or purchaser of the New Ordinary Shares regarding the legality of any investment in the securities by such offeree or purchaser under the laws applicable to such offeree or purchaser. Each investor should consult with his or her own advisers as to the legal, tax, business, financial and related aspects of a purchase of the New Ordinary Shares. The contents of this Document are not to be construed as legal, financial, business or tax advice.

None of the New Ordinary Shares, the Application Form, the Form of Proxy, this Document nor any other document connected with the Fundraising have been or will be approved or disapproved by the United States Securities and Exchange Commission or by the securities commissions of any state or other jurisdiction of the United States or any other regulatory authority, nor have any of the foregoing authorities or any securities commission passed upon or endorsed the merits of the offering of the New Ordinary Shares, the Application Form, the Form of Proxy or the accuracy or adequacy of this Document or any other document connected with the Fundraising. Any representation to the contrary is a criminal offence.

Notwithstanding anything to the contrary herein, each prospective investor may disclose to any and all persons, without limitation of any kind, the US federal income tax treatment and tax structure of the Company and of the transactions contemplated by the Company. For this purpose, "tax structure" shall mean any fact that may be relevant to understanding the purported or claimed US federal tax treatment of the transaction; provided that none of the following shall for this purpose constitute tax treatment or tax structure information: the name of or other identifying information relating to the performance of the Company or its operations.

Not all Shareholders will be Qualifying Shareholders. Subject to certain exceptions. Shareholders in the United States or who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, any other Restricted Jurisdiction will not qualify to participate in the Fundraising and will not be sent an Application Form or a placing letter or otherwise be permitted to participate in the Fundraising. The attention of Overseas Shareholders is drawn to paragraph 6 of Part II of this Document.

Cautionary note regarding forward-looking statements:

This Document contains statements about OMG plc that are or may be "forward-looking statements". All statements, other than statements of historical facts, included in this Document may be forward-looking statements and are subject to, *inter alia*, the risk factors described in Part III of this Document. Without limitation, any statements preceded or followed by, or that include, the words "targets", "plans", "believes", "expects", "aims", "intends", "will", "may", "should", "anticipates", "estimates", "projects", "would", "could", "continue" or words or terms of similar substance or the negative thereof, are forward-looking statements. Forward-looking statements include statements relating to the following: Management's strategic vision, aims and objectives; the Company's ability to find partners for the development and commercialisation of its products; the effect of competition; trends in results of operations; margins; and exchange rates. These forward-looking statements are not guarantees of future performance and have not been reviewed by the auditors of OMG plc. These forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of any such person, or industry results, to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements are based on numerous assumptions regarding the present and future business strategies of such persons and the environment in which each will operate in the future. Investors should not place undue reliance on such forward-looking statements and, save as is required by law or regulation (including to meet the requirements of the AIM Rules and the Disclosure and Transparency Rules), OMG plc does not undertake any obligation to update publicly or revise any forward-looking statements (including to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based). All subsequent oral or written forward-looking statements attributed to OMG plc or any persons acting on its behalf are expressly qualified in their entirety by the cautionary statement above. All forward-looking statements contained in this Document are based on information available to the Directors of OMG plc at the date of this Document, unless some other time is specified in relation to them, and the posting or receipt of this Document shall not give rise to any implication that there has been no change in the facts set forth herein since such date.

Basis on which information is presented

Various figures and percentages in tables in this Document, including financial information, have been rounded and accordingly may not total. As a result of this rounding, the totals of data presented in this Document may vary slightly from the actual arithmetical totals of such data.

In this Document, references to "pounds sterling", "£", "pence" and "p" are to the lawful currency of the United Kingdom.

Third party information

Where third party information has been used in this Document, the source of such information has been identified. The Company takes responsibility for compiling and extracting, but has not independently verified, market data provided by third parties or industry or general publications and takes no further responsibility for such data.

References to defined terms

Certain terms used in this Document are defined and certain technical and other terms used in this Document are explained at the section of this Document under the heading "Definitions".

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

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DIRECTORS AND ADVISERS

Directors	Anthony James Joseph Simonds-Gooding – <i>Non-Executive Chairman</i> Nicholas Paul Bolton – <i>Chief Executive Officer</i> David Anthony Deacon – <i>Chief Financial Officer</i> Julian Ralph Windyer Morris – <i>Deputy Chairman</i> Catherine Lindsay Robertson – <i>Group Executive Director and Company Secretary</i> Jonathon Reeve – <i>Non-Executive Director</i> Adrian Courtney Carey – <i>Non-Executive Director</i>
Registered Office	14 Minns Business Park West Way Oxford OX2 0JB
Company Website	www.omgplc.com
Company Secretary	Catherine Lindsay Robertson
Nominated Adviser & Broker	N+1 Singer One Bartholomew Lane London EC2N 2AX
Solicitors to the Company	Goodman Derrick LLP 10 St Bride Street London EC4A 4AD
Solicitors to the Nominated Adviser	Osborne Clarke LLP One London Wall London EC2Y 5EB
Registrars	Capita IRG plc Northern House Woodsome Park Fenay Bridge Huddersfield HD8 0LA
Public Relations Adviser to the Company	FTI Consulting Holborn Gate 26 Southampton Buildings London WC2A 1PB

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2013

Record Date and time for entitlements under the Open Offer	28 June
Announcement of the Fundraising and posting of Circular, Application Forms and Form of Proxy	2 July
Existing Ordinary Shares marked 'ex' by the London Stock Exchange	2 July
Open Offer Entitlements and Excess Open Offer Entitlements credited to stock accounts in CREST of Qualifying CREST Shareholders	3 July
Recommended latest time for requesting withdrawal of Open Offer Entitlements and Excess Open Offer Entitlements from CREST	4.30 p.m. on 10 July
Latest time for depositing Open Offer Entitlements and Excess Open Offer Entitlements into CREST	3.00 p.m. on 11 July
Latest time and date for splitting of Application Forms (to satisfy bona fide market claims only)	3.00 p.m. on 12 July
Latest time and date for receipt of Forms of Proxy and electronic proxy appointments via the CREST system	2.00 p.m. on 17 July
Latest time and date for receipt of completed Application Forms and payment in full under the Open Offer or settlement of relevant CREST instruction (as appropriate)	11.00 a.m. on 16 July
General Meeting	2.00 p.m. on 19 July
Results of the Fundraising announced through the RIS	by 8.00 a.m. on 22 July
Admission of and commencement of dealings in the New Ordinary Shares	8.00 a.m. on 22 July
New Ordinary Shares credited to CREST stock accounts	asap after 8.00 a.m. on 22 July
Despatch of definitive share certificates for New Ordinary Shares	within 14 days of Admission

Notes:

- (1) References to times in this Document are to London time (unless otherwise stated).
- (2) If any of the above times or dates should change, the revised times and/or dates will be notified by an announcement through an RIS.
- (3) The dates and timing of the events in the above timetable and in the rest of this Document is indicative only and may be subject to change.
- (4) In order to subscribe for Open Offer Shares under the Open Offer, Qualifying Shareholders will need to follow the procedure set out in Part II of this Document and, where relevant, complete the accompanying Application Form. If Qualifying Shareholders have any queries on the procedure for acceptance and payment, or wish to request another Application Form, they should contact Capita Registrars on 0871 664 0321 from within the UK or +44 20 8639 3399 if calling from outside the UK between 9.00 a.m. and 5.30 p.m. (London time) Monday to Friday. Calls to the 0871 664 0321 number cost 10 pence per minute (including VAT) plus your service provider's network extras. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide any financial, legal or tax advice.

FUNDRAISING STATISTICS

Market price per Existing Ordinary Share ⁽¹⁾	32 pence
Discount to Existing Ordinary Shares ⁽²⁾	9.4 per cent.
Number of Existing Ordinary Shares in issue ⁽²⁾	72,945,951
Entitlement under the Open Offer	1 Open Offer Share for every 21 Existing Ordinary Shares
Price of each New Ordinary Share	29 pence
Number of Open Offer Shares to be offered by the Company	up to 3,473,616
Number of Placing Shares to be offered by the Company	27,586,208
Maximum proceeds of the Open Offer (before expenses) ⁽³⁾	£1.0 million
Maximum proceeds of the Placing (before expenses)	£8.0 million
Maximum Enlarged Share Capital following Admission ⁽³⁾	104,005,775
Maximum percentage of Enlarged Share Capital represented by the New Ordinary Shares ⁽³⁾	29.9 per cent.
Estimated net proceeds of the Fundraising ⁽³⁾	£8.2 million
Estimated expenses	£0.8 million
Ordinary Share ISIN	GB0030312788
Open Offer Basic Entitlements ISIN	GB00BBP6JD51
Open Offer Excess Applications ISIN	GB00BBP6JG82

Notes:

- (1) Mid-market price on AIM on 1 July 2013, being the last Business Day prior to the announcement of the Fundraising.
- (2) As at 1 July 2013, being the last Business Day prior to the announcement of the Fundraising.
- (3) Assuming full take up of the Open Offer and no further exercise of options under the Company's share option schemes.

DEFINITIONS

“Acquisition”	the acquisition by the Company of 100 per cent. of the issued share capital of Mayrise
“Act”	the Companies Act 2006
“Admission”	the admission of the New Ordinary Shares to trading on the AIM market of the London Stock Exchange
“AIM”	the Alternative Investment Market, a market operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies published by the London Stock Exchange in June 2009 (as amended) governing the admission to and the operation of AIM
“Application Form”	the personalised application form on which Qualifying non-CREST Shareholders (other than certain Overseas Shareholders) may apply for Open Offer Shares under the Open Offer
“Autographer”	an automatic wearable camera, manufactured and marketed by OMG Life
“Basic Entitlement”	the entitlement of Qualifying Shareholders to apply for Open Offer Shares on the basis of 1 Open Offer Share for every 21 Existing Ordinary Shares held and registered in their names on the Record Date
“Business Day”	a day (other than a Saturday or Sunday) on which commercial banks are open for general business in London, England
“Capita Registrars”	a trading name of Capita Registrars Limited
“certificated form”	not in an uncertificated form
“Closing Price”	the closing middle market quotation of a share as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange
“Combined Group”	means the Group and Mayrise following the completion of the Acquisition
“Company” or “OMG plc”	OMG plc (registered number 3998880)
“CREST”	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations)
“CREST Manual”	the rules governing the operation of CREST, consisting of the CREST Reference Manual, CREST International Manual, CREST Central Counterparty Service Manual, CREST Rules, Registrars Service Standards, Settlement Discipline Rules, CREST Courier and Sorting Services Manual, Daily Timetable, CREST Application Procedures and CREST Glossary of Terms (all as defined in the CREST Glossary of Terms promulgated by Euroclear on 15 July 1996, as amended) as published by Euroclear
“CREST member”	a person who has been admitted by Euroclear as a system-member (as defined in the CREST Regulations)

“CREST Participant”	a person who is, in relation to CREST, a system-participant (as defined in the CREST Regulations)
“CREST payment”	shall have the meaning given in the CREST Manual issued by Euroclear
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755) (as amended)
“CREST sponsor”	a CREST Participant admitted to CREST as a CREST sponsor
“CREST sponsored member”	a CREST member admitted to CREST as a sponsored member (which includes all CREST personal members)
“Dealing Day”	a day on which the London Stock Exchange is open for business in London
“Directors” or “Board”	the directors of the Company whose names appear on page 4 of this Document
“Document”	this document which, for the avoidance of doubt, does not comprise a prospectus (under the Prospectus Rules) or an admission document (under the AIM Rules)
“enabled for settlement”	in relation to Open Offer Entitlements, enabled for the limited purpose of settlement of claim transactions and USE transactions
“Enlarged Share Capital”	the issued ordinary share capital of the Company immediately following completion of the Placing and the Open Offer
“EU”	the European Union
“Euroclear”	Euroclear UK & Ireland Limited, the operator of CREST
“Excess Application Facility”	the facility for Qualifying Shareholders to apply for Excess Shares in excess of their Basic Entitlements subject to the terms and conditions set out in Part II of this Document
“Excess Applications”	any applications for Excess Shares pursuant to the Excess Application Facility
“Excess Open Offer Entitlements”	in respect of each Qualifying CREST Shareholder who has taken up his Basic Entitlement in full, the entitlement (in addition to the Basic Entitlement) to apply for Excess Shares up to the number of Open Offer Shares credited to his stock account in CREST pursuant to the Excess Application Facility, which may be subject to scaling down according to the Directors’ discretion
“Excess Shares”	Open Offer Shares which may be applied for in addition to the Basic Entitlement
“Existing Ordinary Shares”	each Ordinary Share in issue as at the Record Date
“FCA”	the Financial Conduct Authority
“Form of Proxy”	the form of proxy accompanying this Document for use in connection with the General Meeting
“FSMA”	the Financial Services and Markets Act 2000 (as amended)
“Fundraising”	together the Placing and the Open Offer

“General Meeting”	the general meeting of the Company to be held at 2.00 p.m. on 19 July 2013 at the offices of OMG plc, 14 Minns Business Park, Oxford, OX2 0JB
“Group”	the Company and its subsidiaries
“Horizons”	Yotta’s proprietary web-based mapping application for the highways sector designed to enable asset management data to be represented in graph or other forms, and to be analysed and utilised as appropriate
“ISIN”	International Securities Identification Number
“Issue Price”	29 pence per New Ordinary Share
“London Stock Exchange”	London Stock Exchange plc
“Mayrise”	Mayrise Services Limited (registered number 2837898)
“Member Account ID”	the identification code or number attached to any member account in CREST
“N+1 Singer”	Nplus1 Singer Advisory LLP
“New Ordinary Shares”	up to 31,059,824 new Ordinary Shares to be issued pursuant to the Placing and Open Offer
“Official List”	the Official List of the FCA
“OMG Life”	OMG Life Limited (registered number 6592118)
“OMG” or “Company”	OMG plc (registered number 3998880)
“Open Offer”	the conditional offer made by the Company to Qualifying Shareholders of Open Offer Shares on the terms and conditions set out in this Document and, where relevant, in the Application Form
“Open Offer Entitlements”	the entitlements of Qualifying Shareholders to participate in the Open Offer
“Open Offer Shares”	up to 3,473,616 new Ordinary Shares to be issued pursuant to the Open Offer
“Ordinary Shares”	ordinary shares of 0.25p each in the capital of the Company
“Overseas Shareholders”	Shareholders with registered addresses in, or who are citizens, residents or nationals of, jurisdictions outside the UK
“Participant ID”	the identification code or membership number used in CREST to identify a particular CREST member or other CREST Participant
“Placees”	investors in the Placing
“Placing”	the conditional issue and allotment at the Issue Price of the Placing Shares to the Placees further described in this Document
“Placing Agreement”	the placing agreement dated 1 July 2013 between N+1 Singer and the Company relating to the Placing, the principal terms of which are summarised in paragraph 6.1 of Part IV of this Document
“Placing Shares”	the 27,586,208 new Ordinary Shares to be issued pursuant to the Placing

“Prospectus Rules”	the Prospectus Rules made in accordance with EU Prospectus Directive 2003/71/EC
“Qualifying CREST Shareholders”	Qualifying Shareholders holding Existing Ordinary Shares in uncertificated form
“Qualifying non-CREST Shareholders”	Qualifying Shareholders holding Existing Ordinary Shares in certificated form
“Qualifying Shareholders”	Shareholders whose names appear on the register of members of the Company on the Record Date as holders of Existing Ordinary Shares and who are eligible to be offered Open Offer Shares under the Open Offer in accordance with the terms and conditions set out in this Document
“Qualifying Shareholder’s Entitlement”	a Qualifying Shareholder’s <i>pro rata</i> entitlement to Open Offer Shares
“Record Date”	the record date for the Open Offer, being 28 June 2013
“Registrars”	Capita Registrars Limited (registered number 2605568)
“Resolutions”	the resolutions set out in the notice of the General Meeting
“Restricted Jurisdiction”	the United States, Australia, Canada, Japan, New Zealand and the Republic of South Africa
“RIS”	a regulatory information service as defined by the Financial Conduct Authority Listing Rules
“Securities Act”	the US Securities Act of 1933, as amended
“Shareholders”	the holders of Existing Ordinary Shares in the Company
“Share Purchase Agreement”	the share purchase agreement between Andrew Hunt and Mark Clarke (1), Yotta Limited (2) and OMG (3) plc regarding Mayrise dated 2 July 2013
“Sterling”	pounds sterling, the basic unit of currency in the UK
“Takeover Code”	the City Code on Takeovers and Mergers issued by the Takeover Panel
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“UK Listing Authority”	the UK Listing Authority, being the FCA acting as competent authority for the purposes of Part V of FSMA
“uncertificated form”	recorded on the relevant register or other record of the share or other security as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by way of CREST
“United States” or “US”	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
“US Exchange Act”	the US Securities Exchange Act of 1934, as amended
“VAT”	value added tax
“Yotta”	Yotta Limited (registered number 05844012) trading as Yotta DCL

PART I

LETTER FROM THE CHAIRMAN OF OMG PLC

Directors:

Anthony James Joseph Simonds-Gooding – *Non-Executive Chairman*
Nicholas Paul Bolton – *Chief Executive Officer*
David Anthony Deacon – *Chief Financial Officer*
Julian Ralph Windyer Morris – *Deputy Chairman*
Catherine Lindsay Robertson – *Group Executive Director and Company Secretary*
Jonathon Reeve – *Non-Executive Director*
Adrian Courtney Carey – *Non-Executive Director*

Address:

14 Minns Business Park
West Way
Oxford
OX2 0SB
Registered Number:
3998880

2 July 2013

To holders of Ordinary Shares and, for information only, to holders of options or warrants over Ordinary Shares.

Dear Shareholder

**Proposed Placing of 27,586,208 Placing Shares and Open Offer
of up to 3,473,616 Open Offer Shares at an Issue Price
of 29 pence per New Ordinary Share**

1. INTRODUCTION

The Company today announced a share issue to raise up to approximately £9.0 million (before expenses) through the issue of up to 27,586,208 New Ordinary Shares by way of a Placing at 29 pence per Ordinary Share to certain institutional investors and Directors and up to a further 3,473,616 New Ordinary Shares to be issued through an Open Offer at 29 pence per New Ordinary Share. It is the intention of the Directors that the proceeds of the Placing will be used for two purposes:

- to acquire 100 per cent. of the issued share capital in Mayrise. Mayrise is a business engaged in the development, maintenance and sale of information systems to local authorities in the UK. The consideration for the Acquisition comprises an initial amount of £5.3 million in cash, payable at completion, and consideration of up to £0.7 million in cash, payment of which is contingent on Mayrise's 2012 EBITDA being agreed with the Company in accordance with the Share Purchase Agreement. The consideration assumes net assets of at least £1.7 million. Any excess will be subject to a further net asset adjustment payment. After deduction of Mayrise's cash, having made an allowance for the working capital needs of the business, the net consideration payable for the Acquisition is expected to be no more than £4.3 million; and
- to provide OMG Life with the necessary funding to exploit opportunities in the Autographer market.

It is the intention of the Directors that any proceeds received by way of the Open Offer will be used to further exploit opportunities in the Autographer market.

The total amount that the Company could raise under the Fundraising is approximately £9.0 million (before expenses), assuming all the Open Offer Entitlements are taken up. The Placing is being fully underwritten by N+1 Singer on, and subject to, the terms of the Placing Agreement. The Open Offer is not underwritten, and accordingly, as set out below, the minimum proceeds under the Fundraising are approximately £8.00 million (before expenses). The Issue Price of 29 pence per New Ordinary Share represents a discount of approximately 9.4 per cent. to the price of 32 pence per share, being the Closing Price of the Company's Ordinary Shares on 1 July 2013.

The Share Purchase Agreement and Placing are conditional upon, *inter alia*, the Resolutions being duly passed at the General Meeting and the Placing Agreement becoming unconditional in all respects (save in relation to any condition in respect of the Share Purchase Agreement becoming unconditional and Admission).

The purpose of this letter is to provide you with information about the background to and the reasons for the Acquisition and the Fundraising and the Resolutions to be proposed at the General Meeting in order to

implement the Fundraising, and further, to explain why the Board considers the Acquisition and the Fundraising to be in the best interest of the Company and its Shareholders as a whole and why the Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, notice of which is set out at the end of this Document.

2. BACKGROUND TO THE FUNDRAISING AND USE OF PROCEEDS

2.1 Yotta – Acquisition of Mayrise

The primary purpose of the Placing is to facilitate the acquisition of Mayrise. Mayrise will become part of Yotta, which is the Group's software and services business specialising in highways technology.

The Directors believe that the combination of Mayrise and Yotta will:

- be immediately earnings enhancing;
- make Yotta profitable – accelerating its platform for future growth;
- further improve Yotta's visibility and recurring revenue base, benefiting from Mayrise's annually recurring software revenues of £1.4 million (as at 31 December 2012);
- extend Yotta's product range, creating a complementary combined product and service offering;
- increase the addressable market, opening up increased sales opportunities within Yotta's core local authority customer base;
- accelerate Yotta's Horizons Software-as-a-Service ("SaaS") market penetration;
- extend the Horizons platform into the utilities market;
- provide opportunities to leverage and cross-sell Mayrise's customer base; and
- secure additional value through skills sharing in support, development and training.

Yotta

Yotta is a company which provides software, services and outsourcing solutions to the public sector highways market. It focuses on the efficient capture of information relating to highway condition, and the existence and condition of related assets. This information is then represented in graphic or other forms, and is analysed, interrogated and otherwise utilised through a combination of both Yotta's Horizons proprietary software and its associated professional services.

Yotta's Horizons software is sold using a SaaS model and provides map-based tools to enable the user to visualise the data that was captured during surveying. The software provides further functionality to enable the user to analyse and interrogate that data and subsequently make decisions to optimise investment in its highways or asset inventory. Yotta experienced significant growth in demand for its Horizons software during the financial year ending 30 September 2012. During this period, the number of customers using the Horizons software increased from 1 to 16. As at 31st March 2013, the number of customers had increased to 22.

Mayrise

Mayrise was formed in 1993. It has built a customer base consisting of 115 customers from the UK's local authorities and public utilities organisations; 113 of these customers pay for annual support services. Mayrise markets, sells and implements its products directly and employs 18 members of staff who are based in Gloucestershire.

Mayrise typically provides software applications to the environmental services departments of local authorities and to utilities companies. The customer utilises the application to record asset information in respect of highways, street works, street lighting, waste management and grounds maintenance. The software can be provided as a standalone application or as a hosted solution. There is also a separate mobile version to allow remote working.

The software operates in conjunction with a database which holds information about the quantity, age and condition of assets that the customer has within its total inventory.

Local authorities are under a statutory obligation to keep a register of street works undertaken or proposed to be undertaken in any street for which they are responsible. Mayrise's "Street Works" module enables a local authority to meet this obligation and, in addition, allows a local authority and public utilities companies to electronically exchange data concerning the scheduling and scale of works carried out on the network of highways.

Mayrise's business has a high quality reputation and is built upon a strong foundation of contracted support revenues. The annual value, as at 31 December 2012, of these contracted payments is approximately £1.4 million per annum with no single customer dependency. The software systems provided by Mayrise enable its customers to fulfil many of their everyday functions, and there is a low level of cancellation or termination by customers. The Directors believe that this reflects both the value represented by Mayrise's products and their functionality. Consequently, contract revenues have been dependable and have grown consistently. In addition, Mayrise typically sells new software licences, professional services, bespoke development and training services throughout each financial year.

The unaudited financial performance of Mayrise over the past four years is as follows:

	<i>Year ended 31 December 2009 £'000</i>	<i>Year ended 31 December 2010 £'000</i>	<i>Year ended 31 December 2011 £'000</i>	<i>Year ended 31 December 2012 £'000</i>
Annual Support Revenues	919	1,008	1,053	1,339
Licence Revenue	488	337	627	300
Other Revenue	146	75	71	303
Total Revenue	<u>1,553</u>	<u>1,420</u>	<u>1,751</u>	<u>1,942</u>
EBITDA	615	527	805	1,033

As at 31 December 2012, Mayrise had net assets of £2.5 million including £2.8 million in cash.

Market addressed by the amalgamated companies

The Acquisition will extend Yotta's product range, creating a complementary combined product and service offering. This will increase the Group's addressable market, opening up increased sales opportunities within its core local authority customer base. There are 232 local authorities in England, Wales, Scotland and Northern Ireland. The software products that each company provides are complementary and no significant overlap of functionality exists between them. Yotta has mainly concerned itself with selling into the highways departments of local authorities, whereas Mayrise has successfully sold to the broader market represented by local authorities' environmental services departments. In addition, Mayrise also serves the public utilities sector, and this presents a further opportunity for Yotta's Horizons software product.

Reasons for the Acquisition

The Directors believe that the Acquisition has compelling strategic and financial logic and represents an attractive opportunity for Yotta to acquire complementary products, create high quality earnings and accelerate its growth.

The Directors believe that the principal benefits of the Acquisition are as follows:

- To extend Yotta's current product range with a complementary solution
Yotta's existing software systems are complementary to those of Mayrise. Yotta and Mayrise together (the "Combined Company") will have a strengthened core market position as well as enhanced revenue opportunities as the two companies share very few software customers. The Combined Company will be able to target markets, which each separate company does not currently address.
- Mayrise, its products and the market in which it operates are familiar to Yotta
Mayrise, its products and its customers are well known to Yotta. The ultimate destination for the data captured through Yotta's surveying activities is asset management systems such as those developed and marketed by Mayrise. This has enabled Yotta to gain valuable experience and insight into these

systems. Yotta is familiar with many of Mayrise's customers through surveying activities which has allowed Yotta to work alongside Mayrise for many years and build a knowledge of it as a business. The Directors believe that this existing knowledge and experience will ease the process of integration and strengthen the influence the Combined Company will have with its customers in a wider marketplace.

- Sales opportunities

Mayrise has a strong reputation within its customer base and operating sector, which has been achieved despite a lack of any significant marketing campaigns. It has differentiated itself from its competitors through the provision of low cost solutions while maintaining comparable functionality to its higher cost competitors. The Directors believe that an opportunity exists to take this strategy and change it gradually to encourage a higher value for the software and a more focussed, scalable sales effort.

- Accelerate Horizons

The Directors believe that the Acquisition will accelerate the success of Yotta's Horizons product, as it will be able to leverage the platform to target a wider market. The Directors believe that the Acquisition would bring enhanced functionality to Yotta's existing product range, and that such functionality would be difficult to add organically due to the high costs which would be involved in developing the relevant knowledge, technology and customer connections.

The Directors believe that acquiring Mayrise will provide this functionality and that, as referred to above, each company's product set will, after integration of the businesses, enhance the commercial appeal of the other and potentially expand the business' addressable market. In addition, the combined customer base offers significant cross-selling potential. Yotta has also identified the potential of the Horizons software to be utilised as a tool within the public utilities sector, and sees the presence of public utilities organisations within Mayrise's customer base as a route to that market.

2.2 OMG Life

The secondary purpose of the Placing is to provide the necessary funding to exploit the current market opportunity for OMG Life's Autographer product.

The Directors believe that the additional money raised will help to:

- expand production volume capability to meet expected demand;
- augment working capital;
- establish first mover brand advantage; and
- accelerate market development.

Autographer, launched in September 2012, is the world's first automatic wearable camera. The camera has been designed to be worn by its user and to create automatically a visual record of the user's life. The picture taking is driven by a proprietary algorithm, which combines the information coming from a number of on-board sensors to decide when the best moment is to take a picture. The pictures that the camera takes can then be viewed and shared in a number of different ways through proprietary software on both a smartphone and a desktop computer.

Since December 2012, over 200 units have been in use in a variety of situations, providing invaluable insight into the use of the product and the capability of the technology and the product has received positive sentiment from early users, certain media and certain on-line forums. Following a period of tuning and enhancement, OMG Life recently announced that volume shipment will commence on 30 July 2013, and that the unit will retail at £399. The product will be available exclusively to buy online through www.autographer.com.

Autographer Market

Autographer will compete in the expanding 'Wearable Technology' market, which includes other products such as Google Glass, the Pebble Watch, Go-Pro's video cameras and the Fitbit activity tracker each of

which are experiencing high demand. Independent forecasts suggest this market might be worth \$6 billion by 2016.

Through market research, the addressable market for Autographer in the UK has been estimated at up to 4.5 million devices. Various potential price points for Autographer have been market researched and this has revealed a relatively inelastic demand curve. As a result, the device will be sold at a premium price reflective of the unique combination of the technology incorporated into the device.

Use of Autographer investment

Given the working capital requirements of the wider Group, the funds which are available to OMG Life currently limit the manufacturing volume to approximately 1500 cameras per month. Additional funding will allow increased production so as to enable OMG Life to fully exploit the expected additional demand for the product in the run-up to Christmas 2013. Furthermore, the company wishes to seize on the opportunity to establish first mover brand advantage in this new market category.

Use of Proceeds

The Company intends to use the net proceeds of the Placing as follows:

	<i>£m</i>
Acquisition of Mayrise	6.0
Accelerate OMG Life growth	2.0

To the extent that further funds are raised via the non-underwritten Open Offer, these will be used to exploit opportunities in the Autographer market.

3. FUTURE ACTIVITIES AND OUTLOOK

The strategy of the Group is to deliver growth by combining a strong core of unique expertise in imaging technology with the other resources necessary (people, money, and marketing) to grow a portfolio of profitable diversified businesses with differentiated products and services. The Directors believe that this will be achieved by applying the most appropriate business model for the specific market in which the Directors have identified a clear opportunity. In one market, this may mean delivering exceptional service enabled by the Group's technology; in another, it may require the integration of technology into a powerful and innovative hardware or software product. The Group believes that its diversified portfolio offers multiple avenues for growth. Technology is at the core of the Group's proposition and its strategy remains "strength in diversity".

Global economic uncertainty remains but the Directors believe that a diversified portfolio of businesses will offer a degree of robustness and opportunity for growth across the Group, the constituent parts of which include:

- Vicon – continued market leadership in motion capture and analysis in the biomechanics, animation and other markets with a stronger product range;
- Yotta – Horizons software, productivity improvements in the Tempest highway surveying vehicle and growing professional services engagements;
- 2d3 – software now being deployed with an opportunity for further licence sales; and
- revenues from OMG Life's Autographer product following a positive response at launch.

4. TERMS OF THE ACQUISITION

The initial consideration for the Acquisition is £5.3 million in cash, payable at completion. Deferred consideration of up to £0.7 million in cash is payable contingent on the Company agreeing Mayrise's 2012 EBITDA and there is a net asset adjustment to the extent that Mayrise's net assets on completion are greater or less than £1,726,000. The deferred consideration is payable at the later of the completion accounts being agreed and the 2012 EBITDA being agreed in accordance with the Share Purchase Agreement.

The Share Purchase Agreement is conditional upon, *inter alia*, the Resolutions being duly passed at the General Meeting and the Placing Agreement becoming unconditional in all respects (save in relation to any condition in respect of the Share Purchase Agreement becoming unconditional and Admission).

The Share Purchase Agreement contains certain warranties, undertakings, indemnities and restrictive covenants from the Vendors to the Company which are in a customary form for such a transaction. The aggregate liability of the Vendors under the warranties shall not exceed the consideration for the Acquisition as detailed in paragraph 1 of Part I.

5. TERMS OF THE PLACING

The Company has conditionally placed up to 27,586,208 New Ordinary Shares at 29 pence per share with existing and new investors to raise £8.0 million before expenses which represents a discount of 9.4 per cent. to the closing middle market price of 32p per Existing Ordinary Share on 1 July 2013, being the latest Dealing Day prior to the publication of this Document. The Placing Shares will represent 26.5 per cent. of the Company's issued ordinary share capital immediately following Admission. The Placing Shares are not subject to claw back and are not part of the Open Offer. The Placing has been underwritten by N+1 Singer, subject to certain conditions set out in the Placing Agreement including the passing of the Resolutions. A summary of the Placing Agreement appears in paragraph 6.1 of Part IV of this Document.

The Issue Price (29p per New Ordinary Share) has been determined following discussion between the Board and N+1 Singer, and on the basis of advice given by N+1 Singer as to the appropriate subscription price in the Placing and Open Offer.

6. DETAILS OF THE OPEN OFFER

The Company is proposing to raise up to approximately £1.0 million (before expenses) pursuant to the Open Offer. The proposed Issue Price of 29 pence per Open Offer Share is the same price as the price at which the Placing Shares are being issued.

The Open Offer is being made on a pre-emptive basis, allowing all Qualifying Shareholders the opportunity to participate. The Open Offer is not underwritten. The Fundraising is not conditional upon the level of applications made to subscribe under the Open Offer. Accordingly, if no applications to subscribe under the Open Offer are received, the total amount that the Company would raise via the Fundraising would be reduced to £8.0 million (before expenses).

The Open Offer provides Qualifying Shareholders with the opportunity to apply to acquire Open Offer Shares at the Issue Price *pro rata* to their holdings of Existing Ordinary Shares as at the Record Date on the following basis:

1 Open Offer Share for every 21 Existing Ordinary Shares

and so on in proportion for any other number of Existing Ordinary Shares then held. Entitlements to apply to acquire Open Offer Shares will be rounded down to the nearest whole number and any fractional entitlement to Open Offer Shares will be disregarded in calculating the Qualifying Shareholder's Entitlement.

The Open Offer is subject to the satisfaction, amongst other matters, of the following conditions on or before 8.00 a.m. on 22 July 2013 (or such later date being not later than 8.00 a.m. on 22 October 2013, as the Company may decide):

- (i) the Placing being unconditional in all respects; and
- (ii) Admission becoming effective by 8.00 a.m. on 22 July 2013, (or such later time or date not being later than 8.00 a.m. on 22 October 2013 as the Company may decide).

In the event that the conditions of the Open Offer are not satisfied or waived, the Open Offer will not proceed and the Open Offer shares will not be issued and all the monies received by the Registrars will be returned to the applicant (without interest) as soon as possible thereafter.

Excess Applications

The Open Offer is structured to allow Qualifying Shareholders to subscribe for Open Offer Shares at the Issue Price *pro rata* to their holdings of Existing Ordinary Shares. Qualifying Shareholders may also make applications in excess of their *pro rata* initial entitlement. To the extent that *pro rata* entitlements to Open Offer Shares are not subscribed by Qualifying Shareholders, such Open Offer Shares will be available to satisfy such Excess Applications. To the extent that applications are received in respect of an aggregate of more than 3,473,616 Open Offer Shares, Excess Applications from Qualifying Shareholders will be scaled back accordingly. However, Excess Applications will be rejected if and to the extent that acceptance would result in a Qualifying Shareholder, together with those acting in concert with him/her for the purposes of the Takeover Code, holding 30 per cent. or more of the issued share capital immediately following Admission.

The Directors will not participate in the Open Offer. Accordingly a minimum of 551,262 Ordinary Shares, being the Open Offer Entitlements of the Directors, will be available to other Qualifying Shareholders by way of Excess Applications as described in paragraph 2 of Part II.

Qualifying Shareholders should note that the Open Offer is not a rights issue. Qualifying non-CREST Shareholders should be aware that the Application Form is not a negotiable document and cannot be traded. Qualifying Shareholders should also be aware that in the Open Offer, unlike in a rights issue, any Open Offer Shares not applied for will not be sold in the market nor will they be placed for the benefit of Qualifying Shareholders who do not apply under the Open Offer.

Settlement and dealings

Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. It is expected that such Admission will become effective and that dealings will commence at 8.00 a.m. on 22 July 2013. Further information in respect of settlement and dealings in the Open Offer Shares is set out in paragraph 7 of Part II of this Document.

Overseas Shareholders

Certain Overseas Shareholders may not be permitted to subscribe for Open Offer Shares pursuant to the Open Offer and should refer to paragraph 3 of Part II of this Document.

CREST Instructions

An application has been made for the Open Offer Entitlements of Qualifying CREST Shareholders to be admitted to CREST. It is expected that the Open Offer Entitlements will be admitted to CREST on 3 July 2013. The Open Offer Excess Entitlements will also be enabled for settlement in CREST on 3 July 2013. Applications through the CREST system will only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim.

If you are a Qualifying non-CREST Shareholder you will have received an Application Form which gives details of your Qualifying Shareholder's Entitlement under the Open Offer (as shown by the number of the Open Offer Shares allocated to you). If you wish to apply for Open Offer Shares under the Open Offer, you should complete the accompanying Application Form in accordance with the procedure for application set out in paragraph 3.1 of Part II of this Document and on the Application Form itself. The completed Application Form, accompanied by full payment, should be returned by post addressed to CAG 1 or by hand (during normal business hours only) to Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to arrive as soon as possible and in any event no later than 11.00 a.m. on 16 July 2013.

If you are a Qualifying CREST Shareholder, no Application Form is enclosed but you will receive a credit to your appropriate stock account in CREST in respect of the Open Offer Entitlement representing your Qualifying Shareholder's Entitlement under the Open Offer. You should refer to the procedure for application set out in paragraph 3.2 of Part II of this Document. The relevant CREST instruction must have settled by no later than 11.00 a.m. on 16 July 2013.

The latest time for applications under the Open Offer to be received is 11.00 a.m. on 16 July 2013. The procedure for application and payment depends on whether, at the time at which application and payment is made, you have an Application Form in respect of your entitlement under the

Open Offer or have an Open Offer Entitlement credited to your stock account in CREST in respect of such entitlement.

If you are in any doubt as to what action you should take, you should immediately seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent professional adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriate authorised independent financial adviser.

7. EFFECT OF THE FUNDRAISING

Upon Admission, and assuming full take up of the Open Offer and no further exercise of options under the Company's share option schemes, the Enlarged Share Capital is expected to be 104,005,775 Ordinary Shares. On this basis, the New Ordinary Shares will represent approximately 29.9 per cent. of the Company's Enlarged Share Capital.

The New Ordinary Shares will, when issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of Admission.

Following the issue of the New Ordinary Shares pursuant to the Placing and the Open Offer, assuming full take up of the Open Offer and no further exercise of options under the Company's share option schemes, Qualifying Shareholders who do not take up any of their Open Offer Entitlements will suffer a dilution of approximately 29.9 per cent. to their interests in the Company. If a Qualifying Shareholder takes up his Open Offer Entitlement in full he will suffer a dilution of approximately 26.5 per cent. to his interest in the Company.

8. CURRENT TRADING AND PROSPECTS

On 30 May 2013 the Company published its interim results for the year ended 30 March 2013. Since then, the Company has traded in line with the Board's expectations.

9. GENERAL MEETING

You will find set out at the end of this Document a notice convening the General Meeting to be held at the offices of OMG plc, 14 Minns Business Park, Oxford, OX2 0JB at 2.00 p.m. on 19 July 2013.

The Resolutions to be proposed at the General Meeting are as follows:

1. an ordinary resolution to authorise the Directors, pursuant to section 551 of the Act, to allot the New Ordinary Shares in relation to the Placing and the Open Offer; and
2. a special resolution, pursuant to section 571 of the Act, to disapply the statutory pre-emption rights on the allotment of equity securities, pursuant to the authority contained in Resolution 1.

The authorities in Resolutions 1 and 2 will expire (unless previously revoked or varied by the Company in general meeting) on the date 15 months from the passing of such Resolutions or at the conclusion of the next annual general meeting, whichever occurs first. The authority and power in Resolutions 1 and 2 are in addition to any like authority or power previously conferred on the Directors.

10. ACTION TO BE TAKEN

In respect of the General Meeting

Shareholders will find attached to this Document a Form of Proxy for use in connection with the General Meeting. The Form of Proxy should be completed and returned in accordance with the instructions thereon so as to be received by the Registrars at PXS, 34 Beckenham Road, Beckenham, BR3 4TU as soon as possible and in any event not later than 48 hours before the time of the General Meeting. Completed Forms of Proxy should be posted in the accompanying reply paid envelope (for use only in the UK) addressed to PXS or delivered by hand (during normal business hours only) to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. Completion and return of the Form of Proxy will not prevent a Shareholder from attending and voting at the meeting should he/she so wish.

In respect of the Open Offer

Qualifying Non-CREST Shareholders wishing to apply for Open Offer Shares or the Excess Shares must complete the Application Form accompanying this Document in accordance with the instructions set out in Part II of this Document and on the Application Form so as to be received no later than 11.00 a.m. on 16 July 2013. If you do not wish to apply for any Open Offer Shares under the Open Offer, you should not complete or return the Application Form. Shareholders are nevertheless requested to complete and return the Form of Proxy.

If you are a Qualifying CREST Shareholder, no Application Form will be sent to you. Qualifying CREST Shareholders will have Open Offer Entitlements and Excess CREST Open Offer Entitlements credited to their stock accounts in CREST. You should refer to the procedure for application set out in paragraph 3.2 of Part II "Details of the Open Offer" of this Document. The relevant CREST instructions must have settled in accordance with the instructions in paragraph 3 of Part II "Details of the Open Offer" of this Document by no later than 11.00 a.m. on 16 July 2013.

Qualifying CREST Shareholders who are CREST sponsored members should refer to their CREST sponsors regarding the action to be taken in connection with this Document and Open Offer.

11. ADDITIONAL INFORMATION

Your attention is drawn to the Risk Factors and Additional Information set out in Parts III and IV of this Document. Shareholders are advised to read the whole of this Document and not rely solely on the summary information presented in this Part I.

12. INTENTIONS OF THE DIRECTORS IN RELATION TO THE PLACING AND OPEN OFFER

Several of the Directors have agreed to subscribe for Placing Shares as follows:

<i>Director</i>	<i>Number of Ordinary Shares to be subscribed for</i>	<i>Number of Ordinary Shares beneficially held immediately following Admission</i>	<i>% of issued Ordinary Shares beneficially held immediately following Admission*</i>
Nicholas Paul Bolton	17,241	399,383	0.40
Adrian Courtney Carey	172,414	172,414	0.17
Anthony James Joseph Simonds-Gooding	517,241	1,036,295	1.03

*Figures based on no take up under the Open Offer

The Directors do not intend to acquire Open Offer Shares pursuant to their respective Open Offer Entitlements.

13. RECOMMENDATION

The Directors believe that the Acquisition and the Fundraising, and therefore the Resolutions, are in the best interests of the Company and Shareholders taken as a whole. As such, the Directors unanimously recommend Shareholders to vote in favour of the Resolutions as the Directors intend to do in respect of their beneficial shareholdings which amount to 11,579,792 Ordinary Shares, representing approximately 15.87 per cent. of the Company's existing issued Ordinary Share capital.

Yours faithfully

Anthony James Joseph Simonds-Gooding
Chairman

PART II

DETAILS OF THE OPEN OFFER

1. Introduction

The Open Offer has been structured so as to allow Qualifying Shareholders to subscribe for Open Offer Shares at the Issue Price *pro rata* to their existing holdings. Qualifying Shareholders may also make applications in excess of their *pro rata* initial entitlement. To the extent that *pro rata* entitlements to Open Offer Shares are not subscribed for by Qualifying Shareholders, such Open Offer Shares will be available to satisfy such Excess Applications, subject to a maximum of 3,473,616 Open Offer Shares in aggregate. To the extent that applications for Basic Entitlements and Excess Shares are received in respect of an aggregate of more than 3,473,616 Open Offer Shares, Excess Applications will be scaled back accordingly and on a *pro rata* basis.

However, Excess Applications will be rejected if and to the extent that acceptance would result in a Qualifying Shareholder, together with those acting in concert with such Qualifying Shareholder for the purposes of the Takeover Code, holding 30 per cent. or more of the Enlarged Share Capital immediately following Admission.

2. The Open Offer

The Company hereby invites Qualifying Shareholders, on the terms and subject to the conditions set out herein and, for Qualifying non-CREST Shareholders, in the accompanying Application Form, to apply to acquire any number of Open Offer Shares (subject to the limit of the number of Excess Shares that can be applied for using the Excess Application Facility) at 29 pence per Open Offer Share (payable in full on application). Qualifying Shareholders will have the right to subscribe for:

1 Open Offer Share for every 21 Existing Ordinary Shares

registered in their names at the close of business on the Record Date and so on in proportion for any other number of Existing Ordinary Shares then held ("Basic Entitlement"). Applications by Qualifying Shareholders will be satisfied in full up to their Basic Entitlements.

Basic Entitlements will be rounded down to the nearest whole number and any fractional entitlements to Open Offer Shares will be disregarded in calculating Qualifying Shareholders' Basic Entitlements and will be aggregated and made available to Qualifying Shareholders under the Excess Application Facility.

Qualifying Shareholders may apply to acquire less than their Basic Entitlement should they so wish. In addition, Qualifying Shareholders may apply to acquire Excess Shares using the Excess Application Facility. Please see below for further details of the Excess Application Facility.

Holdings of Existing Ordinary Shares in certificated and uncertificated form will be treated as separate holdings for the purpose of calculating Basic Entitlements, as will holdings under different designations and in different accounts.

Qualifying CREST Shareholders will have their Open Offer Entitlements credited to their stock accounts in CREST and should refer to paragraphs 2, 3 and 7 of this Part II and also to the CREST Manual for further information on the relevant CREST procedures.

Excess Applications

Qualifying Shareholders may apply to acquire any number of Open Offer Shares subject to the limit on applications under the Excess Application Facility referred to below. The Basic Entitlement, in the case of Qualifying non-CREST Shareholders, is equal to the number of Open Offer Shares shown in Box 7 on the Application Form or, in the case of Qualifying CREST Shareholders, is equal to the number of Open Offer Shares comprised in Open Offer Entitlements standing to the credit of their stock account in CREST.

The Excess Application Facility enables Qualifying Shareholders to apply for any whole number of Ordinary Shares in excess of their Basic Entitlement ("Excess Shares"), subject to a maximum equal to the number of Open Offer Shares. Qualifying non-CREST Shareholders who wish to apply to subscribe for more than

their Basic Entitlement should complete Boxes 2, 3, 4 and 5 on the Application Form. Applications for Excess Shares may be allocated in such manner as the Directors may determine, in their absolute discretion, and no assurance can be given that applications by Qualifying Shareholders will be met in full or in part or at all.

The aggregate number of Ordinary Shares available for subscription pursuant to the Open Offer (including under the Excess Application Facility) is 3,473,616 Ordinary Shares.

Qualifying Shareholders should be aware that the Open Offer is not a rights issue. Qualifying non-CREST Shareholders should also note that their Application Forms are not negotiable documents and cannot be traded. Qualifying CREST Shareholders should note that, although the Basic Entitlements and Excess Open Offer Entitlements will be credited to CREST and will be enabled for settlement, applications in respect of Basic Entitlements and Excess Open Offer Entitlements may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim raised by Euroclear's claims processing unit. Open Offer Shares not applied for under the Open Offer will not be sold in the market for the benefit of those who do not apply to take up their Basic Entitlements and Excess Open Offer Entitlements, but may be allotted to Qualifying Shareholders to meet any valid applications under the Excess Application Facility. Qualifying Shareholders who do not apply to take up Open Offer Shares will have no rights under the Open Offer. If valid acceptances are not received in respect of all the Open Offer Shares under the Open Offer, unallocated Open Offer Shares may be allotted to Qualifying Shareholders to meet any valid applications under the Excess Application Facility and the proceeds retained for the benefit of the Company.

The Existing Ordinary Shares are already admitted to CREST. No further application for admission to CREST is accordingly required for the New Ordinary Shares. All such New Ordinary Shares, when issued and fully paid, may be held and transferred by means of CREST.

Application will be made for the Basic Entitlements and Excess Open Offer Entitlements to be admitted to CREST. The conditions for such admission having already been met, the Basic Entitlements and Excess Open Offer Entitlements are expected to be admitted to CREST with effect from 3 July 2013.

The Open Offer Shares will be issued credited as fully paid and will rank *pari passu* in all respects with the Existing Ordinary Shares. The Open Offer Shares are not being made available in whole or in part to the public except under the terms of the Open Offer.

Overseas Shareholders are referred to the section entitled "Overseas Shareholders" set out in paragraph 6 of this Part II.

The Existing Ordinary Shares are in registered form, are traded on the AIM market and are not traded on any other exchange. The Open Offer Shares will also be in registered form, will be issued credited as fully paid and will rank *pari passu* in all respects with the issued Existing Ordinary Shares. The Open Offer Shares will be issued only pursuant to the Open Offer and, subject as set out in this Part II, will not otherwise be marketed or made available in whole or in part to the public.

The proceeds of the Open Offer will amount to a maximum of £1,007,348.64. The Open Offer Shares (assuming full take-up) will represent approximately 3.3 per cent. of the Enlarged Share Capital.

3. Procedure for application and payment

The action to be taken by Qualifying Shareholders in respect of the Open Offer depends on whether, at the relevant time, a Qualifying Shareholder has an Application Form in respect of his Open Offer Entitlement or a Qualifying Shareholder has Basic Entitlements and Excess Open Offer Entitlements credited to his CREST stock account in respect of such entitlement.

CREST sponsored members should refer to their CREST sponsor, as only their CREST sponsor will be able to take the necessary action specified below to apply under the Open Offer in respect of the Basic Entitlements and Excess Open Offer Entitlements of such members held in CREST. CREST members who wish to apply under the Open Offer in respect of their Basic Entitlements and Excess Open Offer Entitlements in CREST should refer to the CREST Manual for further information on the CREST procedures referred to below.

Qualifying Shareholders who do not want to take up or apply for the Open Offer Shares under the Open Offer should take no action and should not complete or return the Application Form, or send a USE message through CREST. Qualifying Shareholders, however, are encouraged to vote at the General Meeting by attending in person or by completing and returning the Form of Proxy.

3.1 If you have an Application Form in respect of your entitlement under the Open Offer

(a) *General*

Subject as provided in paragraph 6 of this Part II in relation to Overseas Shareholders, Qualifying non-CREST Shareholders will have received an Application Form with this Document. The Application Form shows the number of Existing Ordinary Shares registered in their name at the close of business on the Record Date. It also shows the maximum number of Open Offer Shares for which they are entitled to apply under the Open Offer, as shown by the total number of Open Offer Entitlements allocated to them. Qualifying non-CREST Shareholders may apply for less than their maximum entitlement should they wish to do so. Qualifying non-CREST Shareholders may also hold such an Application Form by virtue of a *bona fide* market claim.

The instructions and other terms set out in the Application Form form part of the terms of the Open Offer.

(b) *Market claims*

Applications to acquire Open Offer Shares may only be made on the Application Form and may only be made by the Qualifying non-CREST Shareholder named in it or by a person entitled by virtue of a *bona fide* market claim in relation to a market purchase of Existing Ordinary Shares prior to the date upon which the Existing Ordinary Shares were marked “ex” for the purposes of entitlement to participate in the Open Offer. Application Forms may be split, but only to satisfy *bona fide* market claims, up to 3.00 p.m. on 12 July 2013. The Application Form is not a negotiable document and cannot be separately traded. A Qualifying non-CREST Shareholder who has sold or otherwise transferred all or part of his holding of Existing Ordinary Shares prior to the date upon which the Existing Ordinary Shares were marked “ex” for the purposes of entitlement to participate in the Open Offer, should consult his broker or other professional adviser as soon as possible, as the invitation to acquire Open Offer Shares under the Open Offer may be a benefit which may be claimed by the transferee from his counterparty. Qualifying non-CREST Shareholders who have sold all or part of their registered holdings should, if the market claim is to be settled outside CREST, complete Box 10 on the Application Form and immediately send it to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. The Application Form should not, however, subject to certain exceptions, be forwarded to or transmitted in or into any Restricted Jurisdiction.

If the market claim is to be settled outside CREST, the beneficiary of the claim should follow the procedures set out in the accompanying Application Form. If the market claim is to be settled in CREST, the beneficiary of the claim should follow the procedures set out in paragraph 3.2(e) below.

(c) *Excess Application Facility*

Qualifying Shareholders may apply to acquire Excess Shares using the Excess Application Facility, should they wish provided they have agreed to take up their Basic Entitlement in full. Qualifying non-CREST Shareholders wishing to apply for Excess Shares may do so by completing Boxes 2, 3, 4 and 5 of the Application Form. The total number of Open Offer Shares is fixed and will not be increased in response to any Excess Applications. Excess Applications will therefore only be satisfied to the extent that other Qualifying Shareholders do not apply for their Basic Entitlements in full or where fractional entitlements have been aggregated and made available under the Excess Application Facility. Applications under the Excess Application Facility shall be allocated in such manner as the Directors may determine, in their absolute discretion, and no assurance can be given that the applications by Qualifying Shareholders will be met in full or in part or at all. Excess monies in respect of applications which are not met in full will be returned to the applicant (at the applicant’s risk) without interest as soon as practicable thereafter by way of cheque or CREST payment, as appropriate.

(d) *Application procedures*

Qualifying non-CREST Shareholders wishing to apply to acquire all or any of the Open Offer Shares to which they are entitled should complete the Application Form in accordance with the instructions printed on it. Completed Application Forms should be posted in the accompanying reply paid envelope (for use only in the UK) addressed to CAG 1 or delivered by hand (during normal business hours only) to the Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, with a cheque or banker's draft drawn in Sterling on a bank or building society in the UK which is either a member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques or banker's drafts to be cleared through the facilities provided for members of any of those companies. Cheques should be drawn on the personal account to which the Shareholder has sole or joint title. Third party cheques will not be accepted with the exception of bankers drafts or building society cheques where the bank or building society has endorsed the back of the draft by adding the Shareholders details and the branch stamp. Such cheques or banker's drafts must bear the appropriate sort code in the top right-hand corner and must be for the full amount payable on application. Applications must be received by the Registrars, Corporate Actions, 34 Beckenham Road, Beckenham, BR3 4TU no later than 11.00 a.m. on 16 July 2013, after which time Application Forms will not be valid. Once submitted, applications are irrevocable. If an Application Form is being sent by post in the UK, Qualifying Shareholders are recommended to allow at least four working days for delivery. Cheques should be made payable to "Capita Registrars Limited re: OMG plc Open Offer Account" and crossed "A/C Payee Only". It is a condition of application that cheques will be honoured on first presentation and the Company may in its absolute discretion elect not to treat as valid any application in respect of which a cheque is not so honoured. The Company may, in its sole discretion but shall not be obliged to, treat an Application Form as valid and binding on the person by whom or on whose behalf it is lodged, even if not completed in accordance with the relevant instructions or not accompanied by a valid power of attorney where required, or if it otherwise does not strictly comply with the terms and conditions of the Open Offer. The Company further reserves the right (but shall not be obliged) to accept either Application Forms received after 11.00 a.m. on 16 July 2013 with the envelope bearing a legible postmark not later than 11.00 a.m. on 17 July 2013 or applications in respect of which remittances are received before 11.00 a.m. on 16 July 2013 from authorised persons (as defined in FSMA) specifying the Open Offer Shares applied for and undertaking to lodge the Application Form in due course but, in any event, within two Business Days. Multiple applications will not be accepted.

Cheques and banker's drafts are liable to be presented for payment upon receipt. If they are presented before the conditions of the Open Offer are fulfilled, the application monies will be kept in a separate bank account until the conditions are fully met. If the conditions of the Open Offer are not fulfilled on or before 8.00 a.m. on 22 July 2013, or such later date as the Company may determine (being no later than 8.00 a.m. 22 October) 2013, the Open Offer will lapse and all application monies will be returned without interest by crossed cheque in favour of the first named applicant through the post at the risk of the applicant(s) as soon as is practicable after that date, Interest earned on monies held in the separate bank account will be retained for the benefit of the Company.

Cheques, which must be drawn on the personal account where you have sole or joint title to the funds, should be made payable to "Capita Registrars Limited re: OMG plc Open Offer Account". Third party cheques, other than building society cheques or banker's drafts, where the building society or bank has confirmed that you have title to the underlying funds by detailing the account name on the back of the cheque/draft and adding the bank stamp, will not be accepted.

Payments must be made by cheque or banker's draft in Sterling drawn on a branch in the United Kingdom of a bank or building society which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques to be cleared through the facilities provided for the members of any of those companies and must bear the appropriate sort code in the top right-hand corner. Cheques may be cashed immediately upon receipt. Post-dated cheques will not be accepted.

(e) *Effect of application*

All documents and remittances sent by post by or to an applicant (or as the applicant may direct) will be sent at the applicant's own risk. By completing and delivering an Application Form the applicant:

- (i) agrees that all applications under the Open Offer and contracts resulting therefrom, shall be governed by and construed in accordance with the laws of England;
- (ii) confirms that, in making the application, the applicant is not relying on any information or representation other than that contained in this Document, and the applicant accordingly agrees that no person responsible solely or jointly for this Document or any part thereof shall have any liability for any such information or representation not so contained; and
- (iii) represents and warrants that, if the applicant received some or all of their Open Offer Entitlements from a person other than the Company, the applicant is entitled to apply under the Open Offer in relation to such Open Offer Entitlements by virtue of a *bona fide* market claim.
- (iv) represent and warrant that you are not a person who by virtue of being resident in or a citizen of any country outside the United Kingdom is prevented by the law of any relevant jurisdiction from lawfully applying for Open Offer Shares;
- (v) represent and warrant that, (i) you are not in the United States, any other Restricted Jurisdiction or any other territory in which it is unlawful to make or accept an offer to apply for Open Offer Shares or to use the Application Form in any manner in which you have used or will use it; (ii) you are not acting for the account or benefit of a person located within the United States, or any other Restricted Jurisdiction or any other territory in which it is unlawful to make or accept an offer to apply for Open Offer Shares and were not acting for the account or benefit of such a person at the time the instruction to apply for the Open Offer Shares was given; and (iii) you are not acquiring Open Offer Shares with a view to the offer, sale, resale, delivery or transfer, directly or indirectly, of any such Open Offer Shares into the United States, or any other Restricted Jurisdiction or any other territory in which it is unlawful to make or accept an offer to apply for Open Offer Shares, in each case except where proof satisfactory to the Company and N+1 Singer has been provided that you are entitled to take up your entitlement without and breach of applicable law;
- (vi) the Open Offer Shares have not been offered to you by the Company, N+1 Singer or any of their affiliates by means of any: (a) "directed selling efforts" as defined in Regulation S under the Securities Act (b) "general solicitation" or "general advertising" as defined in Regulation D under the Securities Act; and
- (vii) represent and warrant that you are not, and nor are you applying as nominee or agent for, a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred to in Section 93 (depository receipts) or Section 96 (clearance services) of the Finance Act 1986.

Further representations and warranties are contained in the Application Form.

Should you need advice with regard to these procedures, please contact the Registrars on 0871 664 0321 from within the UK or +44 20 8639 3399 if calling from outside the UK between 9.00 a.m. and 5.30 p.m. (London time) Monday to Friday. Calls to the 0871 664 0321 number cost 10 pence per minute (including VAT) plus your service provider's network extras. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide any financial, legal or tax advice. Qualifying Shareholders who do not wish to apply for the Open Offer Shares under the Open Offer should take no action and should not complete or return the Application Form.

3.2 ***If you have Basic Entitlements and Excess Open Offer Entitlements credited to your stock account in CREST in respect of your entitlement under the Open Offer***

(a) *General*

Subject as provided in paragraph 6 of this Part II in relation to certain Overseas Shareholders, each Qualifying CREST Shareholder will receive a credit to his stock account in CREST of his Open Offer Entitlements equal to the number of Open Offer Shares which represents his Basic Entitlement. Any fractional entitlements to Open Offer Shares will be disregarded in calculating Qualifying Shareholders' Basic Entitlement and will be aggregated and made available under the Excess Application Facility.

The CREST stock account to be credited will be an account under the participant ID and member account ID that apply to the Existing Ordinary Shares held on the Record Date by the Qualifying CREST

Shareholder in respect of which the Basic Entitlements and Excess Open Offer Entitlements have been allocated.

If for any reason the Basic Entitlements and/or Excess Open Offer Entitlements cannot be admitted to CREST, or the stock accounts of Qualifying CREST Shareholders cannot be credited on 3 July 2013, or such later time and/or date as the Company may decide, an Application Form will be sent to each Qualifying Shareholder in substitution for the Basic Entitlements and Excess CREST Open Offer Entitlements which should have been credited to his stock account in CREST. In these circumstances, the expected timetable as set out in this Document will be adjusted as appropriate and the provisions of this Document applicable to Qualifying non-CREST Shareholders with Application Forms will apply to Qualifying CREST Shareholders who receive such Application Forms.

CREST members who wish to apply to acquire some or all of their entitlements to Open Offer Shares should refer to the CREST Manual for further information on the CREST procedure referred to below. Should you need advice with regard to these procedures, please contact the Registrar on the shareholder helpline on 0871 664 0321 from within the UK or +44 20 8639 3399 if calling from outside the UK between 9.00 a.m. and 5.30 p.m. (London time) Monday to Friday. Calls to the 0871 664 0321 number cost 10 pence per minute (including VAT) plus your service provider's network extras. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide any financial, legal or tax advice. If you are a CREST sponsored member you should consult your CREST sponsor if you wish to apply for Open Offer Shares as only your CREST sponsor will be able to take the necessary action to make this application in CREST.

(b) *Market claims*

The Basic Entitlements and the Excess Open Offer Entitlements will constitute separate securities for the purposes of CREST and will have separate ISINs. Although Basic Entitlements and the Excess Open Offer Entitlements will be admitted to CREST and be enabled for settlement, applications in respect of Basic Entitlements and the Excess Open Offer Entitlements may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim transaction. Transactions identified by the CREST Claims Processing Unit as "cum" the Basic Entitlement and the Excess Open Offer Entitlement will generate an appropriate market claim transaction and the relevant Basic Entitlement(s) and Excess Open Offer Entitlement(s) will thereafter be transferred accordingly.

(c) *Excess Application Facility*

Qualifying Shareholders may apply to acquire Excess Shares using the Excess Application Facility, should they wish, provided they have agreed to take up their Basic Entitlement in full. The Excess Application Facility enables Qualifying CREST Shareholders to apply for Excess Shares in excess of their Basic Entitlement.

An Excess Open Offer Entitlement may not be sold or otherwise transferred. Subject as provided in paragraph 6 of this Part II in relation to Overseas Shareholders, the CREST accounts of Qualifying CREST Shareholders will be credited with an Excess Open Offer Entitlement in order for any applications for Excess Shares to be settled through CREST.

Qualifying CREST Shareholders should note that, although the Basic Entitlements and the Excess Open Offer Entitlements will be admitted to CREST, they will have limited settlement capabilities (for the purposes of market claims only). Neither the Basic Entitlements nor the Excess Open Offer Entitlements will be tradable or listed and applications in respect of the Open Offer may only be made by the Qualifying Shareholders originally entitled or by a person entitled by virtue of a *bona fide* market claim.

To apply for Excess Shares pursuant to the Open Offer, Qualifying CREST Shareholders should follow the instructions in paragraphs 3.2(d) and (f) below and must not return a paper form and cheque.

Should a transaction be identified by the CREST Claims Processing Unit as "cum" the Basic Entitlement and the relevant Basic Entitlement be transferred, the Excess Open Offer Entitlements will not transfer

with the Basic Entitlement claim, but will be transferred as a separate claim. Should a Qualifying CREST Shareholder cease to hold all of his Existing Ordinary Shares as a result of one or more *bona fide* market claims, the Excess Open Offer Entitlement credited to CREST and allocated to the relevant Qualifying Shareholder will be transferred to the purchaser. Please note that a separate USE instruction must be sent to Euroclear in respect of any application under the Excess Open Offer Entitlement.

Fractions of Excess Shares will not be issued under the Excess Application Facility and fractions of Excess Shares will be rounded down to the nearest whole number. Any fractional Excess Shares will be aggregated and sold for the benefit of the Company.

The total number of Open Offer Shares is fixed and will not be increased in response to any applications under the Excess Application Facility. Applications under the Excess Application Facility will therefore only be satisfied to the extent that other Qualifying Shareholders do not apply for their Basic Entitlements in full or where fractional entitlements have been aggregated and made available under the Excess Application Facility. Applications under the Excess Application Facility shall be allocated in such manner as the Directors may determine, in their absolute discretion, and no assurance can be given that the applications by Qualifying Shareholders will be met in full or in part or at all. Excess monies in respect of applications which are not met in full will be returned to the applicant (at the applicant's risk) without interest as soon as practicable thereafter by way of cheque or CREST payment, as appropriate.

All enquiries in connection with the procedure for application of Excess Open Offer Entitlements should be made to the Registrar on the shareholder helpline on 0871 664 0321 from within the UK or +44 20 8639 3399 if calling from outside the UK between 9.00 a.m. and 5.30 p.m. (London time) Monday to Friday. Calls to the 0871 664 0321 number cost 10 pence per minute (including VAT) plus your service provider's network extras. Calls to the helpline from outside the UK will be charged at the applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. Please note the Registrar cannot provide financial advice on the merits of the Open Offer or as to whether applicants should take up their entitlement or apply for Excess Shares. Calls may be recorded and monitored for security and training purposes.

(d) *USE instructions*

Qualifying CREST Shareholders who are CREST members and who want to apply for Open Offer Shares in respect of all or some of their Basic Entitlement and Excess Open Offer Entitlements in CREST must send (or, if they are CREST sponsored members, procure that their CREST sponsor sends) a USE instruction to Euroclear which, on its settlement, will have the following effect:

- (i) the crediting of a stock account of the Registrar under the participant ID and member account ID specified below, with a number of Basic Entitlements and/or Excess Open Offer Entitlements corresponding to the number of Open Offer Shares applied for; and
- (ii) the creation of a CREST payment, in accordance with the payment arrangements, in favour of the payment bank of the Registrar in respect of the amount specified in the USE instruction which must be the full amount payable on application for the number of Open Offer Shares referred to in paragraph 4.2(d)(i) above.

(e) *Content of USE instruction*

The USE instruction must be properly authenticated in accordance with Euroclear's specifications and must contain, in addition to the other information that is required for settlement in CREST, the following details:

- (i) the number of Open Offer Shares for which application is being made (and hence the number of the Open Offer Entitlement(s) being delivered to the Registrar);
- (ii) the ISIN of the Basic Entitlements. This is GB00BBP6JD51;
- (iii) the participant ID of the accepting CREST member;
- (iv) the member account ID of the accepting CREST member from which the Open Offer Entitlements are to be debited;
- (v) the participant ID of the Registrars in its capacity as a CREST receiving agent is 7RA33;

- (vi) the member account ID of the Registrar in its capacity as a CREST receiving agent is 27998OMG;
- (vii) the amount payable by means of a CREST payment on settlement of the USE instruction. This must be the full amount payable on application for the number of Open Offer Shares referred to in (i) above;
- (viii) the intended settlement date. This must be on or before 11.00 a.m. on 16 July 2013; and
- (ix) the Corporate Action Number for the Open Offer. This will be available by viewing the relevant corporate action details in CREST.

In order for an application under the Open Offer to be valid, the USE instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 11.00 a.m. on 16 July 2013.

In order to assist prompt settlement of the USE instruction, CREST members (or their sponsors, where applicable) may consider adding the following non-mandatory fields to the USE instruction:

- (i) a contact name and telephone number (in the free format shared note field); and
- (ii) a priority of at least 80.

CREST members and, in the case of CREST sponsored members, their CREST sponsors, should note that the last time at which a USE instruction may settle on 16 July 2013 in order to be valid is 11.00 a.m. on that day.

In the event that Admission of the Open Offer Shares does not take place on 22 July 2013 or such later time and date as the Company may determine (being no later than 8.00 a.m. on 22 October 2013), the Open Offer will lapse, the Open Offer Entitlements admitted to CREST will be disabled and the Registrars will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, within 14 days thereafter. The interest earned on such monies will be retained for the benefit of the Company.

(f) *Content of USE instruction in respect of Excess Open Offer Entitlements*

The USE instruction must be properly authenticated in accordance with Euroclear specifications and must contain, in addition to the other information that is required for settlement in CREST, the following details:

- (i) the number of Open Offer Shares for which the application is being made (and hence the number of the Excess Open Offer Entitlement(s) being delivered to the Registrar);
- (ii) the ISIN of the Excess Open Offer Entitlement. This is GB00BBP6JG82;
- (iii) the participant ID of the accepting CREST member;
- (iv) the CREST member account ID of the accepting CREST member from which the Excess Open Offer Entitlements are to be debited;
- (v) the participant ID of the Registrars in its capacity as Receiving Agent. This is 7RA33;
- (vi) the member account ID of the Registrars in its capacity as Receiving Agent. This is 27998OMG;
- (vii) the amount payable by means of a CREST payment on settlement of the USE instruction. This must be the full amount payable on application for the number of Ordinary Shares referred to in paragraph 3.2(f)(i) above;
- (viii) the intended settlement date. This must be on or before 11.00 a.m. on 16 July 2013; and
- (ix) the Corporate Action Number for the Open Offer. This will be available by viewing the relevant corporate action details in CREST.

In order for the application in respect of an Excess Open Offer Entitlement under the Open Offer to be valid, the USE instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 11.00 a.m. on 4 July 2013.

In order to assist prompt settlement of the USE instruction, CREST members (or their sponsors, where applicable) may consider adding the following non-mandatory fields to the USE instruction:

- (i) a contact name and telephone number (in the free format shared note field); and
- (ii) a priority of at least 80.

CREST members and, in the case of CREST sponsored members, their CREST sponsors, should note that the last time at which a USE instruction may settle on 16 July 2013 in order to be valid is 11.00 a.m. on that day. Please note that automated CREST generated claims and buyer protection will not be offered on the Excess Open Offer Entitlement security.

In the event that Admission of the Open Offer Shares does not take place by 8.00 a.m. on 22 July 2013 or such later time and date as the Directors determine (being no later than 8.00 a.m. on 22 October 2013), the Open Offer will lapse, the Basic Entitlements and Excess Open Offer Entitlements admitted to CREST will be disabled and the Registrar will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable thereafter. The interest earned on such monies will be retained for the benefit of the Company.

(g) *Deposit of Open Offer Entitlements into, and withdrawal from, CREST*

A Qualifying non-CREST Shareholder's entitlement under the Open Offer as shown by the number of Open Offer Entitlements and excess entitlement set out in his Application Form may be deposited into CREST (either into the account of the Qualifying Shareholder named in the Application Form or into the file name of a person entitled by virtue of a *bona fide* market claim). Similarly, Open Offer Entitlements and Excess Open Offer Entitlement held in CREST may be withdrawn from CREST so that the entitlement under the Open Offer and Excess Open Offer Entitlement are reflected in an Application Form. Normal CREST procedures (including timings) apply in relation to any such deposit or withdrawal, subject (in the case of a deposit into CREST) as set out in the Application Form.

A holder of an Application Form who is proposing to deposit the entitlement set out in such form into CREST is recommended to ensure that the deposit procedures are implemented in sufficient time to enable the person holding or acquiring the Open Offer Entitlements following their deposit into CREST to take all necessary steps in connection with taking up the entitlement prior to 11.00 a.m. on 16 July 2013.

In particular, having regard to normal processing times in CREST and on the part of the Registrars, the recommended latest time for depositing an Application Form with the CREST Courier and Sorting Service, where the person entitled wishes to hold the entitlement under the Open Offer set out in such Application Form as Open Offer Entitlements in CREST, is 11.00 a.m. on 16 July 2013, and the recommended latest time for receipt by Euroclear of a dematerialised instruction requesting withdrawal of Open Offer Entitlements from CREST is 4.30 p.m. on 10 July 2013, in either case so as to enable the person acquiring or (as appropriate) holding the Open Offer Entitlements following the deposit or withdrawal (whether as shown in an Application Form or held in CREST) to take all necessary steps in connection with applying in respect of the Open Offer Entitlements prior to 11.00 a.m. on 16 July 2013.

Delivery of an Application Form with the CREST deposit form duly completed whether in respect of a deposit into the account of the Qualifying Shareholder named in the Application Form or into the name of another person, shall constitute a representation and warranty to the Company and the Registrars by the relevant CREST member(s) that it/they is/are not in breach of the provisions of the notes under the paragraph headed "Instructions for depositing entitlements under the Open Offer into CREST" on page 3 of the Application Form, and a declaration to the Company and the Registrars from the relevant CREST member(s) that it/they is/are not citizen(s) or resident(s) of any Restricted Jurisdiction and, where such deposit is made by a beneficiary of a market claim, a representation and warranty that the relevant CREST member(s) is/are entitled to apply under the Open Offer by virtue of a *bona fide* market claim.

(h) *Validity of application*

A USE instruction complying with the requirements as to authentication and contents set out above which settles by no later than 11.00 a.m. on 16 July 2013 will constitute a valid application under the Open Offer.

(i) *CREST procedures and timings*

CREST members and (where applicable) their CREST sponsors should note that Euroclear does not make available special procedures, in CREST, for any particular corporate action. Normal system timings and limitations will therefore apply in relation to the input of a USE instruction and its settlement in connection with the Open Offer. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST sponsored member, to procure that his CREST sponsor takes) such action as shall be necessary to ensure that a valid application is made as stated above by 11.00 a.m. on 16 July 2013. In this connection, CREST members and (where applicable) their CREST sponsors are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

(j) *Incorrect or incomplete applications*

If a USE instruction includes a CREST payment for an incorrect sum, the Company, through the Registrars, reserves the right:

- (i) to reject the application in full and refund the payment to the CREST member in question;
- (ii) in the case that an insufficient sum is paid, to treat the application as a valid application for such lesser whole number of Open Offer Shares as would be able to be applied for with that payment at the Issue Price, refunding any unutilised sum to the CREST member in question; and
- (iii) in the case that an excess sum is paid, to treat the application as a valid application for all the Open Offer Shares referred to in the USE instruction, refunding any unutilised sum to the CREST member in question.

(k) *Effect of valid application*

A CREST member who makes or is treated as making a valid application in accordance with the above procedures will thereby:

- (i) pay the amount payable on application in accordance with the above procedures by means of a CREST payment in accordance with the CREST payment arrangements (it being acknowledged that the payment to the Registrars payment bank in accordance with the CREST payment arrangements shall, to the extent of the payment, discharge in full the obligation of the CREST member to pay to the Company the amount payable on application);
- (ii) request that the Open Offer Shares to which he will become entitled be issued to him on the terms set out in this Document and subject to the articles of association of the Company;
- (iii) agree that all applications and contracts resulting therefrom under the Open Offer shall be governed by, and construed in accordance with, the laws of England;
- (iv) represent and warrant that, (i) he is not in the United States, any other Restricted Jurisdiction or any other territory in which it is unlawful to make or accept an offer to apply for Open Offer Shares; (ii) he is not acting for the account or benefit of a person located within the United States, any other Restricted Jurisdiction or any other territory in which it is unlawful to make or accept an offer to apply for Open Offer Shares and he was not acting for the account or benefit of such a person at the time the instruction to apply for the Open Offer Shares was given; and (iii) he is not acquiring Open Offer Shares with a view to the offer, sale, resale, delivery or transfer, directly or indirectly, of any such Open Offer Shares into the United States, any other Restricted Jurisdiction or any other territory in which it is unlawful to make or accept an offer to apply for Open Offer Shares, in each case except where proof satisfactory to the Company and N+1 Singer has been provided that he is entitled to take up your entitlement without breach of applicable law;
- (v) the Open Offer Shares have not been offered to you by the Company, N+1 Singer or any of their affiliates by means of any: (a) "directed selling efforts" as defined in Regulation S under the Securities Act (b) "general solicitation" or "general advertising" as defined in Regulation D under the Securities Act;
- (vi) represent and warrant that he is not and nor is he applying as nominee or agent for, a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred to in Section 93 (depository receipts) or Section 96 (clearance services) of the Finance Act 1986;

- (vii) confirm that in making such application he is not relying on any information in relation to the Company other than that contained in this Document and agrees that no person responsible solely or jointly for this Document or any part thereof or involved in the preparation thereof shall have any liability for any such other information and further agree that having had the opportunity to read this Document, he will be deemed to have had notice of all the information concerning the Company contained therein; and
 - (viii) represent and warrant that he is the Qualifying Shareholder originally entitled to the Open Offer Entitlements and the Excess Open Offer Entitlements or that he has received such Open Offer Entitlements and the Excess Open Offer Entitlements by virtue of a *bona fide* market claim.
- (l) *Company's discretion as to the rejection and validity of applications*
- The Company may in its sole discretion:
- (i) treat as valid (and binding on the CREST member concerned) an application which does not comply in all respects with the requirements as to validity set out or referred to in this Part II of this Document;
 - (ii) accept an alternative properly authenticated dematerialised instruction from a CREST member or (where applicable) a CREST sponsor as constituting a valid application in substitution for or in addition to a USE instruction and subject to such further terms and conditions as the Company may determine;
 - (iii) treat a properly authenticated dematerialised instruction (in this sub-paragraph the "first instruction") as not constituting a valid application if, at the time at which the Registrars receives a properly authenticated dematerialised instruction giving details of the first instruction or thereafter, either the Company or the Registrars have received actual notice from Euroclear of any of the matters specified in Regulation 35(5)(a) of the CREST Regulations in relation to the first instruction. These matters include notice that any information contained in the first instruction was incorrect or notice of lack of authority to send the first instruction; and
 - (iv) accept an alternative instruction or notification from a CREST member or CREST sponsored member or (where applicable) a CREST sponsor, or extend the time for settlement of a USE instruction or any alternative instruction or notification, in the event that, for reasons or due to circumstances outside the control of any CREST member or CREST sponsored member or (where applicable) CREST sponsor, the CREST member or CREST sponsored member is unable validly to apply for Open Offer Shares by means of the above procedures. In normal circumstances, this discretion is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or any part of CREST) or on the part of the facilities and/or systems operated by the Registrars in connection with CREST.

4. Money laundering regulations

4.1 Holders of Application Forms

It is a term of the Open Offer that, to ensure compliance with the Money Laundering Regulations 2007 (as amended and supplemented), the money laundering provisions of the Criminal Justice Act 1993, Part VIII of FSMA and the Proceeds of Crime Act 2002 (together with other guidance and source books produced in relation to financial sector firms), the Registrars may at its absolute discretion require verification of identity from any person lodging an Application Form (the "applicant") including, without limitation, any applicant who (i) tenders payment by way of cheque or banker's draft drawn on an account in the name of a person or persons other than the applicant, or (ii) appears to the Registrars to be acting on behalf of some other person. In the former case, verification of the identity of the applicant may be required. In the latter case, verification of the identity of any person on whose behalf the applicant appears to be acting may be required.

The verification of identity requirements will not usually apply:

- (i) if the applicant is an organisation required to comply with the Money Laundering Directive (the Council Directive on prevention of the use of the financial system for the purpose of money laundering (no. 91/308/EEC));

- (ii) if the applicant is a regulated United Kingdom broker or intermediary acting as agent and is itself subject to the Money Laundering Regulations;
- (iii) if the applicant (not being an applicant who delivers his application in person) makes payment by way of a cheque drawn on an account in the applicant's name; or
- (iv) if the aggregate subscription price for the Open Offer Shares is less than the Sterling equivalent of €15,000 (approximately £12,718).

In other cases the verification of identity requirements may apply. Satisfaction of these requirements may be facilitated in the following ways:

- (a) if payment is made by building society cheque (not being a cheque drawn on an account in the name of the applicant) or banker's draft, by the building society or bank endorsing on the cheque or banker's draft the applicant's name and the number of an account held in the applicant's name at such building society or bank, such endorsement being validated by a stamp and an authorised signature;
- (b) if the Application Form is lodged with payment by an agent which is an organisation of the kind referred to in (i) above or which is subject to anti-money laundering regulation in a country which is a member of the Financial Action Task Force (the non-European Union members of which are Argentina, Australia, Brazil, Canada, Hong Kong, Iceland, India, Japan, Mexico, New Zealand, Norway, People's Republic of China, Republic of Korea, Russian Federation, Singapore, South Africa, Switzerland, Turkey and the United States and, by virtue of their membership of the Gulf Co-operation Council, Bahrain, Kuwait, Oman, Qatar, Saudi Arabia and the United Arab Emirates), the agent should provide with the Application Form written confirmation that it has that status and that it has obtained and recorded evidence of the identity of the person for whom it acts and that it will on demand make such evidence available to the Registrars. If the agent is not such an organisation, it should contact the Registrars using the telephone numbers set out in this Document; and
- (c) if the Application Form is in respect of Open Offer Shares with an aggregate subscription price of the sterling equivalent of €15,000 (currently approximately £12,718) or more and is/are lodged by hand by the applicant in person, he should ensure that he has with him evidence of identity bearing his photograph (for example, his passport) and evidence of his address. Third-party cheques will not be accepted. If you deliver your Application Form personally by hand, you should ensure that you have with you evidence of identity bearing your photograph (for example your passport). If, within a reasonable period of time following a request for verification of identity, and in any case by no later than 11.00 a.m. on 16 July 2013, the Registrars have not received evidence satisfactory to them as aforesaid, the Registrars may, under instruction from the Company as agent, reject the relevant application, in which event the monies submitted in respect of that application will be returned without interest to the account at the drawee bank from which such monies were originally debited (without prejudice to the rights of the Company to undertake proceedings to recover monies in respect of the loss suffered by it as a result of the failure to produce satisfactory evidence as aforesaid).

4.2 **Basic Entitlements and allocations of Excess Shares held in CREST**

If you hold your Basic Entitlement and allocation of Excess Shares in CREST and apply for Open Offer Shares in respect of all or some of your Basic Entitlement and Excess Shares as agent for one or more persons and you are not a UK or EU regulated person or institution (e.g. a UK financial institution), then, irrespective of the value of the application, the Registrar is obliged to take reasonable measures to establish the identity of the person or persons on whose behalf you are making the application. You must therefore contact the Registrars before sending any USE instruction or other instruction so that appropriate measures may be taken.

Submission of a USE instruction which on its settlement constitutes a valid application as described above constitutes a warranty and undertaking by the applicant to provide promptly to the Registrar such information as may be specified by the Registrar as being required for the purposes of the Money Laundering Regulations. Pending the provision of evidence satisfactory to the Registrar as to identity, the Registrar may in its absolute discretion take, or omit to take, such action as it may determine to prevent or delay issue of the Open Offer Shares concerned. If satisfactory evidence of identity has not been provided within a reasonable time and in any event prior to 16 July 2013, then the application for

the Open Offer Shares represented by the USE instruction will not be valid. This is without prejudice to the right of the Company to take proceedings to recover any loss suffered by it as a result of failure to provide satisfactory evidence as to the identity of the person or persons on whose behalf the application is made.

5. No public offering outside the United Kingdom

The Company has not taken or will take any action in any jurisdiction that would permit a public offering of Existing Ordinary Shares in any jurisdiction where action for the purpose is required, other than in the United Kingdom.

6. Overseas Shareholders

6.1 General

The making of the Open Offer to Overseas Shareholders may be affected by the laws or regulatory requirements of the relevant jurisdiction. Overseas Shareholders who are in any doubt in this respect should consult their professional advisers. No person receiving a copy of this Document and/or an Application Form and/or receiving a credit of Basic Entitlements and/or Excess Open Offer Entitlements to a stock account in CREST in any territory other than the United Kingdom may treat the same as constituting an invitation or offer to him, nor should he in any event use such Application Form or credit of Basic Entitlements and/or Excess Open Offer Entitlements to a stock account in CREST, unless, in the relevant territory, such an invitation or offer could lawfully be made to him or such Application Form or credit of Basic Entitlements and/or Excess Open Offer Entitlements to a stock account in CREST could lawfully be used without contravention of any legislation or other local regulatory requirements. Receipt of this Document and/or an Application Form or the crediting of Basic Entitlements and/or Excess Open Offer Entitlements to a stock account in CREST does not constitute an invitation or offer to Overseas Shareholders in the territories in which it would be unlawful to make an invitation or offer and in such circumstances this Document and/or any Application Forms are sent for information only. It is the responsibility of any person receiving a copy of this Document and/or an Application Form and/or receiving a credit of Basic Entitlements and/or Excess Open Offer Entitlements to a stock account in CREST outside the United Kingdom and wishing to make an application for any Open Offer Shares to satisfy himself as to the full observance of the laws and regulatory requirements of the relevant territory in connection therewith, including obtaining any governmental or other consents which may be required or observing any other formalities required to be observed in such territory and paying any issue, transfer or other taxes due in such other territory.

Persons (including, without limitation, stockbrokers, banks and other agents) receiving an Application Form and/or receiving a credit of Basic Entitlements and/or Excess Open Offer Entitlements to a stock account in CREST should not, in connection with the Open Offer, distribute or send the Application Form or transfer the Basic Entitlements and/or Excess Open Offer Entitlements into any Restricted Jurisdictions or any other jurisdiction where to do so would or might contravene local securities laws or regulations.

If an Application Form or a credit of Basic Entitlements and/or Excess Open Offer Entitlements to a stock account in CREST is received by any person in any such jurisdiction or by the stockbrokers, banks and other agents or nominees of such person, he or she must not seek to take up the Open Offer Shares except pursuant to an express agreement with the Company. Any person who does forward an Application Form or transfer the Basic Entitlements and/or Excess Open Offer Entitlements into any such jurisdiction, whether pursuant to a contractual or legal obligation or otherwise, should draw the attention of the recipient to the contents of this paragraph. The Company and N+1 Singer reserve the right to reject an Application Form or transfer of Basic Entitlements credited in CREST from or in favour of Shareholders in any such jurisdiction or persons who are acquiring Open Offer Shares for resale in any such jurisdiction.

The Company and N+1 Singer reserve the right in their absolute discretion to treat as invalid any application for Open Offer Shares under the Open Offer if it appears to the Company and N+1 Singer and their agents that such application or acceptance thereof may involve a breach of the laws or regulations of any jurisdiction or if in respect of such application the Company and N+1 Singer have

not been given the relevant warranty concerning overseas jurisdictions set out in the Application Form or in this Document, as appropriate. All payments under the Open Offer must be made in Sterling.

6.2 **United States**

The New Ordinary Shares have not been and will not be registered under the Securities Act, or under the securities laws of any state or other jurisdiction of the United States and, unless so registered, may not be offered, sold, resold, taken up, delivered or distributed, directly or indirectly, within, into or in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States.

Outside the United States, the New Ordinary Shares may not be offered, taken up, delivered or transferred, except in an “offshore transaction” (as defined in Rule 902(h) under the Securities Act) in accordance with Rule 903 or Rule 904 of Regulation S.

Inside the United States, the New Ordinary Shares may not be offered, taken up, delivered or transferred except in a private placement transaction not involving any public offering in reliance on the exemption from the registration requirements of Section 5 of the Securities Act provided by Section 4(2) under the Securities Act or another applicable exemption therefrom (a “US Placing”). There will be no public offer in the United States.

This Document does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any securities, or any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, such securities in the United States.

An offer to a person in the United States pursuant to a US Placing will only be made by the delivery of additional offering materials to a limited number of investors in the United States who have satisfied the Company and N+1 Singer in advance that they are Accredited Investors who have knowledge and experience in financial and business matter and are capable of evaluating the merits and risks of an investment in the New Ordinary Shares. Any US Placing will be made by broker dealers who are registered as such under the US Exchange Act.

Application Forms are not being sent to, and Basic Entitlements and/or Excess Open Offer Entitlements are not being credited to a stock account in CREST of, any Shareholder with a registered address in the United States unless such Shareholder satisfies the Company and N+1 Singer that an allotment is permitted under an exception from the Securities laws referred to above. Subject to certain exemptions this Document is being sent to such Shareholders for information purposes only and does not constitute an offer or invitation to apply for New Ordinary Shares. Subject to certain exemptions, any application for New Ordinary Shares under the Open Offer will be treated as invalid if it appears to have been executed or effected in, postmarked or otherwise despatched in or from the United States, or if it provides an address in the United States for the registration or issue of New Ordinary Shares in uncertificated form or for the delivery of Open Offer Shares in certificated form, or if it appears to have been sent by a person who cannot make the representations and warranties set out in the Application Form or in this Document.

In addition, until 40 days after the commencement of the Open Offer, an offer, sale or transfer of the Open Offer Shares within the US by a dealer (whether or not participating in the Fundraising) may violate the registration requirements of the Securities Act.

6.3 **Other Restricted Jurisdictions**

Due to the restrictions under the securities laws of the Restricted Jurisdictions, Shareholders who have registered addresses in or who are resident or ordinarily resident in, or citizens of, any Restricted Jurisdiction will not qualify to participate in the Open Offer and will not be sent an Application Form and no Basic Entitlements or Excess Open Offer Entitlements will be credited to their CREST stock accounts.

The Open Offer Shares have not been and will not be registered under the relevant laws of any Restricted Jurisdiction or any state, province or territory thereof and may not be offered, sold, resold, delivered or distributed, directly or indirectly in or into any Restricted Jurisdiction or to, or for the account

or benefit of, any person with a registered address in, or who is resident or ordinarily resident in, or a citizen of, any Restricted Jurisdiction except pursuant to an applicable exemption.

Each person to which the New Ordinary Shares are distributed, offered or sold outside the United States will be deemed by its subscription for, or purchase of, the New Ordinary Shares to have represented and agreed, on its behalf and on behalf of any investor accounts for which it is subscribing or purchasing the New Ordinary Shares, as the case may be, that:

- (i) it is acquiring the New Ordinary Shares from the Company in an “offshore transaction” as defined in Regulation S under the Securities Act; and
- (ii) the New Ordinary Shares have not been offered to it by the Company or N+1 Singer by means of any “directed selling efforts” as defined in Regulation S under the Securities Act.

7. Settlement and dealings

The result of the Open Offer is expected to be announced on 19 July 2013. Application will be made to the London Stock Exchange for the Open Offer Shares to be admitted to trading on AIM. It is expected that, subject to the Open Offer becoming unconditional in all respects, Admission will become effective and that dealings in the Open Offer Shares will commence at 8.00 a.m. on 22 July 2013. The earliest date for settlement of such dealings will be 22 July 2013. The Company’s Existing Ordinary Shares are already admitted to CREST. Accordingly, no further application for admission to CREST is required for the Open Offer Shares, all of which, when issued and fully paid, may be held and transferred by means of CREST.

Application has been made for the Open Offer Shares to be admitted to CREST. The conditions to such admission having already been met, the Open Offer Shares are expected to be admitted to CREST with effect from 22 July 2013. Open Offer Shares held in CREST are expected to be disabled in all respects after 11.00 a.m. on 16 July 2013 (the latest date for applications under the Open Offer). Open Offer Shares will be issued in uncertificated form to those persons who submitted a valid application for Open Offer Shares by utilising the CREST application procedures and whose applications have been accepted by OMG plc on the day on which such conditions are satisfied (expected to be 16 July 2013). On this day, the Registrars will instruct Euroclear to credit the appropriate stock accounts of such persons with such persons’ entitlements to Open Offer Shares with effect from Admission (expected to be 22 July 2013). The stock accounts to be credited will be accounts under the same participant IDs and member account IDs in respect of which the USE instruction was given.

Notwithstanding any other provision of this Document, OMG plc reserves the right to send Qualifying CREST Shareholders an Application Form instead of crediting the relevant stock account with Open Offer Entitlements, and/or to issue Open Offer Shares in certificated form. In normal circumstances, this right is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or any part of CREST), or on the part of the facilities and/or systems operated by the Registrars in connection with CREST. This right may also be exercised if the correct details (such as participant ID and member account ID details) are not provided as requested on the Application Form.

For Qualifying non-CREST Shareholders who have applied by using an Application Form, share certificates for the Open Offer Shares validly applied for are expected to be despatched by post within 14 days of Admission. No temporary documents of title will be issued. Pending despatch of definitive share certificates, transfers of the Open Offer Shares by Qualifying non-CREST Shareholders will be certified against the register. All documents or remittances sent by or to an applicant (or his agent as appropriate) will (in the latter case) be sent through the post and will (in both cases) be at the risk of the applicant. Qualifying CREST Shareholders should note that they will be sent no confirmation of the credit of the Open Offer Shares to their CREST stock account nor any other written communication by OMG plc in respect of the issue of the Open Offer Shares.

8. Share option schemes

The Open Offer is not being extended to the holders of options under OMG plc share option schemes, save to the extent that any such options are or have been validly exercised and Ordinary Shares have been allotted in consequence of such exercise prior to the Record Date.

PART III

RISK FACTORS

An investment in the Company is subject to a number of risks. The risks described below are based on information known at the date of this Document but may not be the only risks to which the Company, the Group, or Mayrise is or might be exposed. The Directors consider the following risks, while not exhaustive, to be the most significant for existing and potential investors in the Company. In addition to the other relevant information set out in this Document, these risks should be considered carefully in evaluating an investment in the Company. An investment in the Company may not be suitable for all of its existing or prospective investors. If you are in any doubt about the action you should take, you should consult a person authorised under the Financial Services and Markets Act 2000, as amended, who specialises in advising on the acquisition of shares and other securities. It should be noted that the risks described below are not the only risks faced by the Company. There may be additional risks that the Directors currently consider not to be material or of which they are currently unaware. The risks set out below are not presented in any assumed order of priority.

Intellectual Property

The Group's products are not patented, although the Group uses encoding technologies to protect its software and intellectual property. It is possible that third party patent rights may exist or be granted in the future which may give rise to infringement claims affecting the Group's ability to develop and/or exploit its products.

System Failure and Security

There can be no guarantee that software used within the Group is reliable or secure. The Group uses computer and other technology developed by third parties. Problems with software, hardware or other technology might impact upon the business of the Group.

Suppliers

The Group relies on sourcing a range of electronic components from a number of suppliers. Shortage in supply of such material could lead to delays in shipment of products and thereby affect the Group's turnover and profits.

Distributors

The Group relies upon third-party distributors for selling its products in a variety of locations. The loss of one or more such distributors could lead to disruptions of the Group's sales activities in the relevant territory, and thereby affect the Group's turnover and profits.

Competition

Many companies are trying to develop competing technologies and one or more of these may restrict the potential commercial success of the Group's products or render them obsolete. The Group's competitors may in the future develop increased financial, technological or market capability.

Increasing competition may also have an adverse effect on the timing or scale of commercialisation of the Group's technology.

Retention of Key Personnel

The Group's future success is largely dependent on the expertise and experience of its Directors, senior management and employees. Incentives are in place to suitably reward and retain key personnel. However, risks in this area cannot be totally eliminated. In addition, the ability of the Group to continue to grow organically may, from time to time, be limited by the number of suitably qualified personnel available.

Market

The anticipated growth rates in the Group's markets cannot be guaranteed. Furthermore, while the Group is aware of a number of new potential markets for its products, the successful exploitation of these markets cannot be relied upon.

Product

The Company operates in a relatively new industry characterised by dynamic changes. The future success of the Group's business therefore depends on the timely development of new products that meet new market demands.

Regulation

The Group relies on government authorisation for conducting its business in many of its markets. In certain markets regular renewal of such authorisation is essential for the continuing operations of the Group.

The business of Yotta is significantly dependent on the statutory obligation of local authorities to undertake surveys of the condition of their highways. Changes to the law might adversely affect the Group's turnover and margins.

Share price volatility and liquidity

The share prices of publicly traded companies may be volatile and subject to wide fluctuations in price in response to a variety of factors, which could lead to losses for Shareholders. These factors include: announcement of technological innovations, changes in government policies, changes in legislation and economic conditions, the provision of new services by the Group or its competitors, fluctuations in the Group's operating results, changes in economic performance or market valuations of similar businesses, announcements by the Group or its competitors of significant acquisitions, strategic partnerships, joint ventures or capital commitments, additions or departures of key personnel, litigation and press, newspaper and other media reports. In addition, the Ordinary Shares may not be traded in sufficient volumes to give share liquidity to Shareholders.

Stock markets have also from time to time experienced extreme price and volume fluctuations, which have affected the market prices of securities and which have often been unrelated to the operating performance of the companies affected. These broad market fluctuations, as well as general economic and political conditions, could adversely affect the market price for the Ordinary Shares.

Investment risk and AIM

The Existing Ordinary Shares and the New Ordinary Shares will be quoted on AIM rather than the Official List. The rules of AIM are less demanding than those of the Official List and an investment in shares quoted on AIM may carry a higher risk than an investment in shares quoted on the Official List. AIM has been in existence since June 1995 but its future success and liquidity in the market for the Company's securities cannot be guaranteed. Investors should be aware that the value of the Ordinary Shares may be volatile and may go down as well as up and investors may therefore not recover their original investment.

The market price of the Ordinary Shares may not reflect the underlying value of the Company's net assets. The price at which investors may dispose of their shares in the Company may be influenced by a number of factors, some of which may pertain to the Company, and others of which are extraneous. On any disposal investors may realise less than the original amount invested.

Foreign exchange risk

The Group has operations in the UK and the US. The Group reports its financial results in Sterling and, as a consequence of the international nature of its business, the Group is exposed to risks associated with foreign currency exchange rates, particularly an exposure to movements between Sterling and US Dollars.

It is likely that the funds generated in each currency will not match the costs incurred in the same currency and therefore the Group will be subject to a foreign exchange risk when re-aligning its cash holdings with

the currencies in which costs are incurred. As the results and assets and liabilities of foreign operations which use a functional currency other than Sterling will be translated into Sterling at each balance sheet date, movements in foreign currency exchange rates may have a material effect on the Group's reported results of operations, financial position, cash flows and the value of its investments.

Investors should consider carefully whether an investment in the Company is suitable for them in light of the risk factors outlined above, their personal circumstances and the financial resources available to them.

This list should not be considered an exhaustive statement of all potential risks and uncertainties.

PART IV

ADDITIONAL INFORMATION

1. THE COMPANY

- 1.1 The Company was incorporated under the Companies Act 1985 and registered in England and Wales on 22 May 2000 with registered number 03998880 as a private limited company with the name LAW2155 Limited. The liability of the members of the Company is limited.
- 1.2 On 14 June 2000 the Company changed its name to Oxford Metrics Group Limited.
- 1.3 On 23 March 2001, the Company changed its name and registered as a public company with the name OMG Plc.
- 1.4 The registered office and principal place of business of the Company is at 14 Minns Business Park, West Way, Oxford, Oxfordshire, OX2 0JB.
- 1.5 The principal legislation under which the Company operates is the Act and the regulations made thereunder.
- 1.6 The Company is domiciled in England.
- 1.7 The Company's accounting reference date is 30 September.
- 1.8 The ISIN number of the Ordinary Shares is GB0030312788.

2. SHARE CAPITAL

- 2.1 The issued and fully paid up share capital of the Company as at 1 July 2013 (being the latest practicable date before publication of this Document) was 72,945,951 Ordinary Shares.
- 2.2 As at 1 July 2013 (being the latest practicable date before publication of this Document) there were options in issue that if exercised could result in the issue of up to a further 13,432,798 Ordinary Shares.
- 2.3 Following Admission there will be up to a maximum of a further 31,059,824 Ordinary Shares in issue.
- 2.4 By ordinary and special resolutions passed on 15 March 2013.
 - 2.4.1 the Directors were generally and unconditionally authorised, in accordance with section 551 of the Act, to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any securities into shares in the Company up to a maximum aggregate nominal amount of £89,427.
 - 2.4.2 the Directors were given power in accordance with section 571(1) of the Act, to allot equity securities for cash (within the meaning of section 560 of the Act) pursuant to the authority referred to in 2.4.1 above as if section 561 of the Act did not apply to any such allotment provided that this power shall:
 - (i) be limited to the allotment of equity securities in connection with an offer of equity securities open for acceptance for a period fixed by the Directors to holders of equity securities on the register of members of the Company on a date fixed by the Directors in proportion (as nearly as may be) to their respective holdings of such securities or in accordance with the rights attached thereto but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or directions from any holders of shares to deal in some other manner with their respective entitlements or legal or practical problems arising in any overseas territory or the requirements of any regulatory body or stock exchange; and
 - (ii) be limited to the grant of options to subscribe for shares in the Company and the allotment of such shares pursuant to the exercise of options granted, under the terms of any share option scheme adopted or operated by the Company;

- (iii) be limited to the allotment other than pursuant to (i) and (ii) above of equity securities up to an aggregate nominal amount of £44,713.

and the power hereby conferred shall expire on 14 March 2018 unless previously renewed, varied or revoked by the Company in general meeting save that the Company may before such expiry make an offer or agreement which will 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 as if such power had not expired.

- 2.5 The Company is seeking further resolutions to enable it to allot shares pursuant to the Placing and Open Offer at the General Meeting which will be in addition to the authorities described at paragraph 2.4 above.

3. INTERESTS AND DEALINGS

3.1 Directors

At the close of business on 1 July 2013 (being the last practicable date prior to the publication of this Document) the interests of the Directors (all of which are beneficial) and their families and the interests of persons connected with them (within the meaning of section 346 of the Act) in relevant securities (whether by interests, rights to subscribe or short positions) of the Company are as follows:

<i>Director</i>	<i>Number of Ordinary Shares</i>	<i>% of Issued Share Capital</i>
Nicholas Paul Bolton	382,142	0.52
Adrian Courtney Carey	2,666	0.00
David Anthony Deacon	25,000	0.03
Julian Ralph Windyer Morris	9,459,320	13.04
Jonathon Reeve	31,475	0.04
Catherine Lindsay Robertson	1,162,801	1.59
Anthony James Joseph Simonds-Gooding	519,054	0.71

3.2 Options

At the close of business on 1 July 2013 (being the last practicable date prior to the publication of this Document) the share options granted to Directors are shown below:

	<i>Exercise price</i>	<i>Number of shares</i>	<i>Exercise period</i>
Nicholas Paul Bolton	12.53p	1,200,000	June 2006 to June 2015
Nicholas Paul Bolton	0.25p	3,000,000	September 2015 to September 2022
David Anthony Deacon	23.42p	900,000	March 2011 to March 2019
David Anthony Deacon	0.25p	1,500,000	September 2015 to September 2022
Jonathon Reeve	55.94p	65,000	August 2009 to August 2017
Catherine Lindsay Robertson	24.59p	600,000	September 2014 to July 2022
Anthony James Joseph Simonds-Gooding	–	–	June 2004 to December 2012

4 SIGNIFICANT SHAREHOLDERS

4.1 In addition to the interests of Directors set out in paragraph 3.1 above, as at the date of this Document, insofar as is known to the Company, the following were directly or indirectly interested (within the meaning of Part VI of FSMA and DTR5) in three per cent. or more of the issued share capital of the Company at the date of this Document.

	<i>Number of Ordinary Shares</i>	<i>Percentage of issued Ordinary Share Capital</i>
Henderson Global Investors	9,440,705	13.03%
Herald Investment Management Limited	7,176,750	9.84%
J R W Morris Esq	9,459,320	13.04%
P Walton Esq	2,588,129	3.55%
Ruffer LLP	3,402,163	6.00%
Schroder Investment Management	2,390,000	3.28%
Stephen Batchelor Esq	2,200,134	3.02%

4.2 Save as disclosed in paragraph 4.1 above, so far as the Directors are aware, there are no persons who are, at the date of this Document, interested directly or indirectly in three per cent. or more of the issued share capital of the Company or who, directly or indirectly, jointly or severally, exercise control over the Company.

5. SUMMARY OF OPTION SCHEMES

5.1 Name and adoption date:

	<i>Name</i>	<i>Adoption Date</i>
1	OMG Enterprise Management Incentive Scheme	5 February 2003 (amended 22 June 2005)
2	Oxford Metrics Group Inc Equity Incentive Plan	31 December 2012
3	Oxford Metrics Inc Equity Incentive Plan	12 January 2001
4	OMG Long Term Incentive Plan	28 September 2012
5	Oxford Metrics Group Limited 2000 Unapproved Share Option Scheme	16 January 2001 (amended 22 June 2003)

5.2 How grants under the option schemes are made

Grants of all options under the option schemes must be approved by the OMG plc Board.

5.3 Potential grantees under the option schemes

	<i>Option Scheme</i>	<i>Potential Grantee</i>
1	OMG Enterprise Management Incentive Scheme	Employees and Directors.
2	Oxford Metrics Group Inc Equity Incentive Plan	Employees and Directors.
3	Oxford Metrics Inc Equity Incentive Plan	Employees and Directors.
4	OMG Long Term Incentive Plan	Employees and Directors.
5	Oxford Metrics Group Limited 2000 Unapproved Share Option Scheme	Employees, Directors and those outside the employee group (e.g. Non-executive directors).

5.4 Duration of the option schemes

	<i>Option Scheme</i>	<i>Termination Date (may be extended by the Directors)</i>
1	OMG Enterprise Management Incentive Scheme	5 February 2013.
2	Oxford Metrics Group Inc Equity Incentive Plan	31 December 2022.
3	Oxford Metrics Inc Equity Incentive Plan	12 January 2011.
4	OMG Long Term Incentive Plan	28 September 2022.
5	Oxford Metrics Group Limited 2000 Unapproved Share Option Scheme	16 January 2011.

5.5 Individual limits under the option schemes

	<i>Option Scheme</i>	<i>Individual Limit</i>
1	OMG Enterprise Management Incentive Scheme	£120,000 worth of shares at date of grant.
2	Oxford Metrics Group Inc Equity Incentive Plan	No Limit.
3	Oxford Metrics Inc Equity Incentive Plan	No Limit.
4	OMG Long Term Incentive Plan	Limit of 1,000,000 shares in any year to an individual.
5	Oxford Metrics Group Limited 2000 Unapproved Share Option Scheme	No Limit.

5.6 Exercise price of options under each scheme

	<i>Option Scheme</i>	<i>Exercise Price</i>
1	OMG Enterprise Management Incentive Scheme	Gain limited to £3 per share.
2	Oxford Metrics Group Inc Equity Incentive Plan	Gain limited to £3 per share.
3	Oxford Metrics Inc Equity Incentive Plan	Gain limited to £3 per share.
4	OMG Long Term Incentive Plan	£0.0025.
5	Oxford Metrics Group Limited 2000 Unapproved Share Option Scheme	Gain limited to £3 per share.

5.7 Exercise Conditions applicable under the option schemes

	<i>Option Scheme</i>	<i>Condition</i>
1	OMG Enterprise Management Incentive Scheme	None.
2	Oxford Metrics Group Inc Equity Incentive Plan	None.
3	Oxford Metrics Inc Equity Incentive Plan	None.
4	OMG Long Term Incentive Plan	Individual Performance targets to be determined by the board.
5	Oxford Metrics Group Limited 2000 Unapproved Share Option Scheme	None.

6. MATERIAL CONTRACTS

Save as described below, no contracts have been entered into by the Company or any of its subsidiaries, other than in the ordinary course of business, within the two years prior to the publication of this Document which are still in force and material.

6.1 *The Placing Agreement*

OMG plc and N+1 Singer have entered into the Placing Agreement dated 1 July 2013 under which N+1 Singer has conditionally agreed, amongst other things, to use its reasonable endeavours as agent for OMG plc to procure subscribers for the Placing Shares at the Placing Price and upon the terms of the Placing Agreement. Failing the procurement of subscribers for the Placing Shares, N+1 Singer will itself subscribe as principal at the Placing Price any Placing Shares for which it has not procured subscribers.

The obligations on N+1 Singer are, *inter alia*, conditional on the publication of the press announcement at 7.00 a.m. on the date of the Placing Agreement, the Document and Form of Proxy being published on the same date, the Resolutions having been duly passed and the Share Purchase Agreement having become unconditional.

The Placing Agreement contains the customary warranties and an indemnity from OMG plc in favour of N+1 Singer together with provisions which enable N+1 Singer to terminate the Placing Agreement in certain circumstances prior to Admission. These circumstances include where a statement in the Placing Documents has, in the reasonable opinion of N+1 Singer, become untrue, inaccurate or misleading or where there has been a material breach of any of the warranties or any of the obligations of OMG plc under the Placing Agreement.

Under the Placing Agreement OMG plc has agreed to pay N+1 Singer a fee of £125,000, reduced *pro rata* in the event that the gross subscription funds received are less than £6,000,000, subject to a minimum corporate finance fee of £90,000 and also a commission of 4 per cent. of the aggregate value of the Placing Shares at the Placing Price in relation to the Placing and 2 per cent. of the aggregate value of the Open Offer Shares subscribed for by the Shareholders pursuant to the Open Offer.

6.2 *Share Purchase Agreement*

Andrew Hunt and Mark Clarke (1) Yotta Limited, (2) and OMG Plc (3) have entered into the Share Purchase Agreement dated 2 July 2013.

Under the Share Purchase Agreement Andrew Hunt and Mark Clarke (the "Sellers") agree to sell to Yotta (the "Buyer") the entire issued share capital of Mayrise. OMG Plc has guaranteed the due and punctual payment by the Buyer of all monies payable by it to the Sellers under the Share Purchase Agreement. It has no further obligations under the Share Purchase Agreement.

The initial consideration payable under the Share Purchase Agreement will be £5,300,000 payable on the completion date. Deferred consideration of up to £700,000 may also become payable under the Share Purchase Agreement.

Completion of the Share Purchase Agreement is conditional on certain conditions being fulfilled. These conditions include the Placing Agreement becoming unconditional in all respects (save for any condition that the Share Purchase Agreement has become unconditional in all respects) or a sum at least equal to the initial consideration payable under the Share Purchase Agreement having been subscribed for through the Placing and Open Offer, the admission of the New Ordinary Shares to trading on AIM and the submission of the relevant application for listing of the New Ordinary Shares to the London Stock Exchange having been made.

The Buyer has certain limited rights to terminate the Share Purchase Agreement prior to completion where there is a material adverse change affecting Mayrise which would have had the effect of reducing the agreed purchase price by more than £100,000 or where it becomes apparent that the Buyer will be entitled to bring a claim against the Sellers for breach of the warranties given in the Share Purchase Agreement and such claim would be for an amount in excess of £100,000.

The Share Purchase Agreement contains a full set of warranties and a tax indemnity in favour of the Buyer but these are subject to customary limitations and exclusions. The Share Purchase Agreement also contains a specific indemnity provision to deal with an issue that arose out of the due diligence process.

7. SERVICE CONTRACTS

Service Contracts and non-executive letters of appointment

No Director has a service agreement with a notice period that exceeds 12 months. The Remuneration Committee is made up of non-executive directors. The terms of reference of the Committee are to review and make recommendations to the board regarding the terms and conditions of employment of the executive directors. The Directors' remuneration is set by comparison to market rates at levels to attract, retain and motivate the best staff, recognising that they are key to the ongoing success of the business.

8. GENERAL

- 8.1 N+1 Singer has given and not withdrawn its written consent to the issue of this Document with the inclusion in it of references to its name in the form and context in which they appear.
- 8.2 The costs and expenses of, and incidental to, the Placing and Open Offer are payable by the Company and are estimated to amount to approximately £780,000 (excluding Value Added Tax).
- 8.3 The gross proceeds of the Placing and Open Offer are expected to be up to £9,007,348.96 million, assuming the Open Offer is fully subscribed. The net proceeds of the Placing and Open Offer are expected to be approximately £8.2 million, assuming the Open Offer is fully subscribed.
- 8.4 The Ordinary Shares are in registered form and are capable of being held in uncertificated form. Settlement of the Placing Shares and Open Offer Shares will, at the option of Placees or Qualifying CREST Shareholders (as the case may be), be within CREST and Ordinary Shares will be delivered into the CREST account of Placees on 22 July 2013 in respect of the Placing Shares and on 22 July 2013 in respect of the Offer Shares. No temporary documents of title will be issued. Definitive share certificates for Placees not settling through CREST and Qualifying non Crest Shareholders will be despatched within 14 days of Admission. Prior to the despatch of such certificates, transfers will be certified against the register of members of the Company.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal business hours on any weekday (Saturdays and public holidays excepted) at the offices of the Company from the date of this Document for at least one month after Admission;

- 9.1 written consent referred to in paragraph 8.1 above; and
- 9.2 this Document.

In addition, this Document will be available for a period of 12 months from the date of this Document on the Company's website www.omgplc.com.

NOTICE OF GENERAL MEETING

OMG plc

(incorporated in England and Wales with registered number 3998880)

NOTICE IS HEREBY GIVEN that a General Meeting of OMG plc (Company) will be held at OMG plc, 14 Minns Business Park, Oxford, OX2 0JB on 19 July 2013 at 2.00 p.m.

You will be asked to consider and vote on the resolutions below. Resolution 1 will be proposed as an ordinary resolution and resolution 2 will be proposed as a special resolution.

In this Notice words and defined terms shall have the same meanings as words and defined terms in the Document to which this Notice is attached.

ORDINARY RESOLUTION

1. THAT, the directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the 'Act'), in addition to all existing authorities conferred upon the directors pursuant to section 551 of the Act which shall continue in full force and effect, to exercise all the powers of the Company to allot shares in the capital of the Company and to grant rights to subscribe for or convert any security into such shares (all of which transactions are hereafter referred to as an allotment of "relevant securities") up to an aggregate nominal amount of £80,000 in connection with the Open Offer and Placing. The authority conferred by this resolution shall expire at the conclusion of the next annual general meeting of the Company (unless previously revoked or carried by the Company in general meeting) save that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require relevant securities to be allotted after such expiry, revocation or variation and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired or been revoked or varied.

SPECIAL RESOLUTION

2. THAT, subject to and conditional upon the passing of Resolution 1 above (and in addition to all existing powers of the directors under section 570 of the Act, which shall continue in full force and effect) the Directors be and are hereby empowered pursuant to section 571 of the Act to allot equity securities (as defined by section 560 of the Act) for cash pursuant to the authority conferred by Resolution 1 above up to an aggregate nominal amount of £80,000 in connection with the Open Offer and Placing, as if section 561 of the Act did not apply to any such allotment, provided that such power shall expire at the conclusion of the next annual general meeting of the Company, but may be previously revoked or varied from time to time by special resolution but so that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the directors may allot equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied.

BY ORDER OF THE BOARD

Catherine Lindsay Robertson
Company Secretary

OMG plc
14 Minns Business Park
West Way
Oxford
OX2 0JB

2 July 2013

NOTES TO THE NOTICE OF GENERAL MEETING

- (1) A Shareholder entitled to attend and vote at the General Meeting is also entitled to appoint one or more proxies to attend, speak and vote on a show of hands and on a poll instead of him or her. The proxy need not be a Shareholder of the Company. Where a Shareholder appoints more than one proxy, each proxy must be appointed in respect of different shares comprised in his shareholding which must be identified on the Form of Proxy. If you fail to do so, the appointment will be rejected as invalid. You must also tick the box on each Form of Proxy to indicate it is one or more than one appointment in respect of your shareholding. Each proxy must be appointed by means of a separate Form of Proxy. All Forms of Proxy should be returned in the same envelope. Additional Forms of Proxy may be obtained from the Registrars by telephoning 0871 664 0321 or, if calling from outside the UK on +44 208 639 3399 between 9.00 a.m. and 5.30 p.m. (London time). Calls to the 0871 664 0321 number cost 10 pence per minute (including VAT) plus your service provider's network extras. Calls to the helpline from outside the UK will be charged at applicable international rates. Alternatively you may photocopy the Form of Proxy the required number of times before completing it. Each proxy will have the right to vote on a poll in respect of the number of votes attaching to the number of shares in respect of which the proxy has been appointed. Where more than one joint member purports to appoint a proxy in respect of the same shares, only the appointment by the most senior member will be accepted and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant shareholding.
- (2) To be effective, the instrument appointing a proxy and any authority under which it is executed (or a notarially certified copy of such authority) must be deposited at the offices of Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 2.00 p.m. on 17 July 2013. A Form of Proxy is enclosed with this notice. Completed Forms of Proxy should be posted in the accompanying reply paid envelope (for use only in the UK) addressed to PXS or delivered by hand (during normal business hours only) to Capita Registrars, The Registry, 34 Beckenham Road, Kent, Beckenham, BR3 4TU. If the meeting should be adjourned, the Form of Proxy, if not previously lodged, will be effective for use at the adjourned meeting as long as it is lodged, duly completed, as set out above, no later than 48 hours before the adjourned meeting, and if there should be a poll on any of the resolutions which is taken more than 48 hours after it was demanded the Form of Proxy will be effective, if not previously lodged, for use at the poll as long as it is lodged, duly completed, as set out above not later than 24 hours before the time appointed for the taking of the poll. In calculating the said 48 and 24 hour periods for deposit of a proxy there must be excluded any part of a day which is a Saturday or Sunday.
- (3) In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant holding.
- (4) A "vote withheld" is not a vote in law and will not be counted in the calculation of the votes for or against a resolution.
- (5) Completion and return of the Form of Proxy will not preclude a Shareholder from attending and voting in person at the Meeting.

