

STRAT AERO PLC THIS APPLICATION FORM, WHICH IS PERSONAL TO THE PERSON TO WHOM IT IS ADDRESSED AND MAY NOT BE ASSIGNED OR TRANSFERRED OR SPLIT (EXCEPT TO SATISFY *BONA FIDE* MARKET CLAIMS PURSUANT TO THE RULES OF THE LONDON STOCK EXCHANGE), IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT IS NOT A NEGOTIABLE DOCUMENT AND CANNOT BE TRADED. If you are in any doubt about the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser, authorised under the Financial Services and Markets Act 2000 ("FSMA") if you are resident in the United Kingdom or, if you are not resident in the United Kingdom, from another appropriate authorised independent adviser. Information on Strat Aero plc (the "Company") and full details of the Open Offer are set out in the accompanying circular (the "Circular") which should be read carefully before any action is taken. Unless the context otherwise requires, expressions defined in the Circular bear the same meanings in this Application Form.

**Box 1**  
Name(s) and address(es) of Eligible Shareholder(s)

InvestorID: [ ]

<b>Box A</b> Existing Ordinary Shares held by you on 1 December 2017		<b>Box B</b> Number of Open Offer Shares comprising your basic Open Offer Entitlement		<b>Box C</b> The amount you must pay at 0.035 pence per Open Offer Share if you apply in full for your basic Open Offer Entitlement (set out in Box B)	
				£	
<b>Box D</b> Number of Open Offer Shares for which application is being made pursuant to your basic Open Offer Entitlement		<b>Box E</b> Number of additional Open Offer Shares (if any) for which application is being made under the Excess Application Facility		<b>Box F</b> Total number of Open Offer Shares for which application is being made (Box D + Box E)	
				<b>Box G</b> Amount enclosed (Box D or F x £0.00035 (being 0.035 pence per Open Offer Share applied for))	

## Strat Aero PLC

(Incorporated and registered in England and Wales with Registered No. 9109008)

### APPLICATION FORM

Open Offer to Eligible Shareholders by

Strat Aero plc of up to 1,455,026,120 Open Offer Shares at 0.035 pence per Offer Share payable in full on application to be received not later than 11.00 a.m. on 29 December 2017

This Application Form is not a negotiable document or a document of title and cannot be traded. This Application Form must be used if you are a Qualifying non-CREST Shareholder and wish to apply for Open Offer Shares under the Open Offer. 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 Admission will become effective and that dealings in the Open Offer Shares will commence on 5 January 2018.

**IF YOU HAVE SOLD OR TRANSFERRED ALL OF YOUR EXISTING ORDINARY SHARES PRIOR TO THE DATE UPON WHICH THE EXISTING ORDINARY SHARES WERE MARKED 'EX' THE ENTITLEMENT TO THE OPEN OFFER BY THE LONDON STOCK EXCHANGE YOU SHOULD COMPLETE BOX J ON PAGE 4 AND SEND THIS APPLICATION FORM AT ONCE (TOGETHER WITH THE CIRCULAR) TO THE PURCHASER OR TRANSFEREE OR TO THE STOCKBROKER, BANK OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED WHO WILL ARRANGE FOR DELIVERY TO THE PURCHASER OR TRANSFEREE, SINCE THE BENEFITS ARISING UNDER THE OPEN OFFER MAY IN SUCH EVENT BE CLAIMED FROM YOU UNDER THE RULES OF THE LONDON STOCK EXCHANGE. HOWEVER THIS APPLICATION FORM SHOULD NOT BE DISTRIBUTED, FORWARDED OR TRANSMITTED IN OR INTO OR FROM THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN OR ANY OTHER JURISDICTION IF TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAW AND/OR REGULATIONS OF SUCH JURISDICTION. IF YOU HAVE SOLD OR TRANSFERRED PART ONLY OF YOUR REGISTERED HOLDING OF EXISTING ORDINARY SHARES PRIOR TO THE DATE UPON WHICH THE EXISTING ORDINARY SHARES WERE MARKED 'EX' THE ENTITLEMENT TO THE OPEN OFFER BY THE LONDON STOCK EXCHANGE YOU SHOULD COMPLETE BOX J ON PAGE 4 AND SEND THIS FORM AT ONCE TO SHARE REGISTRARS LIMITED, THE COURTYARD, 17 WEST STREET, FARNHAM, SURREY GU9 7DR AS SET OUT IN PARAGRAPH 2 OF "INSTRUCTIONS FOR TRANSFER, SPLITTING AND CONSOLIDATION" ON PAGE 2 IN ORDER FOR YOU AND THE PURCHASER OR TRANSFEREE TO OBTAIN SPLIT APPLICATION FORMS, SINCE THE INVITATION TO ACQUIRE OFFER SHARES UNDER THE OPEN OFFER MAY BE A BENEFIT WHICH MAY BE CLAIMED FROM YOU UNDER THE RULES OF THE LONDON STOCK EXCHANGE.**

Neither the Existing Ordinary Shares nor the Open Offer Shares nor the Open Offer Entitlements nor the Application Forms have been, or will be, registered under the United States Securities Act of 1933, as amended, or under the securities legislation of any state of the United States. The relevant clearances have not been, and will not be, obtained from the Securities Commission of any province or territory of Canada. No document in relation to the Open Offer has been, or will be, lodged with, or registered by, the Australian Securities and Investments Commission, and no registration statement has been, or will be, filed with the Japanese Ministry of Finance in relation to the Open Offer, the Application Forms or the Offer Shares or the Open Offer Entitlements. Accordingly, subject to certain exceptions, the Offer Shares and the Open Offer Entitlements may not, directly or indirectly, be offered, sold, renounced, re-sold, taken up or delivered in or into the United States, Canada, Australia or Japan or offered to, sold to, renounced, taken up or delivered in favour of, or to, a person within the United States or a resident of Canada, Australia or Japan. The attention of Overseas Shareholders is drawn to the restrictions on application set out in paragraph 6 headed "Overseas Shareholders" as set out in Part IV of the Circular.

The terms and conditions of the Open Offer as set out in the Circular also apply to this Application Form. Copies of the Circular are available for inspection at the offices of Strat Aero plc during normal business hours on any weekday (Saturdays, Sundays and bank holidays accepted) from the date of this Application Form up to and including 2 January 2018, being the date following the date of closing of the Open Offer.

**ACTION TO BE TAKEN:** If you wish to apply for Open Offer Shares, you must complete Boxes D and G (and Boxes E and F if you wish to apply for Excess Shares pursuant to the Excess Application Facility) on this page, sign and date this Application Form on page 3, and return this Application Form in the enclosed reply paid envelope together with a cheque or banker's draft made payable to "Share Registrars Limited Receiving Agent Account" and crossed "A/C Payee Only" for the sum inserted in Box G either by post to or by hand (during normal business hours only) to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR so as to arrive no later than 11.00 a.m. on 29 December 2017. If you do not wish to apply for any Open Offer Shares you should take no further action and you will have no rights under the Open Offer. Complete instructions for the completion of this Application Form are set out on page 2 of this Application Form. Queries relating to completion of this Application Form should be referred to Share Registrars Limited on 01252 821390. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays

in England and Wales. Please note that Share Registrars Limited cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

## INSTRUCTIONS FOR AND NOTES ON COMPLETION OF THIS FORM

- 1 This Application Form should be completed and posted in the accompanying reply paid envelope (for use only in the UK) or delivered by hand (during normal business hours only) to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR together with a cheque or banker's draft for the full amount payable in respect of the number of Open Offer Shares applied for, so as to arrive not later than 11.00 a.m. on 28 December 2017. If you post your Application Form within the United Kingdom by first class post, you are recommended to allow at least four business days for delivery.
- 2 Application may be made for any whole number of Open Offer Shares up to the maximum amount available under the Open Offer.
- 3 Cheques and banker's drafts should be made payable to "Share Registrars Receiving Agent Account" and crossed "A/C Payee Only". Cheques and banker's drafts must be drawn in sterling on a branch of a bank or building society in the United Kingdom which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques and banker's drafts to be cleared through the facilities provided for members by any of those companies and must bear the appropriate sorting code in the top right hand corner, and must be for the full amount payable on application. No receipt will be given in respect of this Application Form. If cheques or banker's drafts are presented before the conditions of the Open Offer are fulfilled, application monies will be kept in a separate bank account pending the Open Offer becoming unconditional. Any interest earned on monies in such account will be retained by and for the benefit of the Company.
- 4 An individual must sign the Application Form. A company must execute this Application Form under its common seal, the seal being affixed and witnessed in accordance with its articles of association or other regulations. Alternatively, a company to which section 44 of the Companies Act 2006 applies may execute this Application Form by: (i) a director and the company secretary; or (ii) by two directors of the company; or (iii) by a director of the company in the presence of a witness who attests the signature, in each case signing the Application Form and inserting the name of the company above their signatures. In the case of joint holders, all must sign.
- 5 If this Application Form is signed under a power of attorney, such power of attorney or a duly certified copy thereof must accompany this Application Form.
- 6 All documents, including this Application Form, or remittances sent by or to an applicant, or as he or she or it may direct, will be sent through the post at his or her or its risk.
- 7 This Application Form may not be assigned, transferred, split or consolidated, except to satisfy *bona fide* market claims. Instructions for transfer, splitting and consolidation are set out below.
- 8 Overseas Shareholders should refer Part IV of the Circular. No person receiving a copy of the Circular and/or this Application Form in any territory other than the United Kingdom where to do so would or might contravene local securities laws and regulations may treat the same as constituting an invitation to him/her/it, nor should he/she/it in any event use this Application Form, unless in the relevant territory such invitation or offer can be lawfully made to him/her/it and this Application Form can be lawfully used without contravention of any registration or other legal or regulatory requirements other than any which may have been fulfilled. Any person outside the United Kingdom wishing to apply for Open Offer Shares must satisfy himself/herself/itself as to 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 and compliance with any other formalities needing to be obtained in such territory and the payment of any issue, transfer or other taxes due in any such territory. Submission of this Application Form will constitute a warranty that all these conditions have been complied with.
- 9 It is strongly recommended that the accompanying Circular should be read before any action is taken.
- 10 All applications in respect of the Open Offer, all acceptances thereof and all contracts resulting from such acceptances shall be governed by and construed in accordance with English Law.
- 11 Submission of this Application Form will constitute a warranty that these conditions and the conditions in the Circular have been complied with. It is expected that definitive certificates in respect of the Open Offer Shares issued under the Open Offer to be held in certificated form will be despatched no later than 12 January 2018 to the registered address of the sole or first named Shareholder shown in Box 1 or, where Box K has been completed, to the address of the sole or first named person shown therein or, if Box N has been completed, to the agent named therein. Until certificates are despatched, transfers of Open Offer Shares in certificated form will be certified against the register of members of the Company at the risk of the transferor.

## INSTRUCTIONS FOR TRANSFER, SPLITTING AND CONSOLIDATION

- 1 This Application Form may be transferred or split, but only to satisfy a *bona fide* market claim. If you have sold, before the date upon which the Existing Ordinary Shares were marked 'ex' the entitlement to the Open Offer by the London Stock Exchange, all of the Existing Ordinary Shares shown in Box A on page 1, you should complete the declaration in Box J on page 4 and pass this Application Form together with the Circular at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. However, this Application Form should not be distributed, forwarded or transmitted in or into the United States, Canada, Australia or Japan or any other jurisdiction if to do so would constitute a violation of the relevant law and/or regulation of such jurisdiction. Box K on page 4 must be completed and signed by the person(s) to whom the Existing Ordinary Shares have been sold if he or she or it wishes to apply on this Application Form for Open Offer Shares.
- 2 If you have sold or transferred **part only** of your registered holding of Existing Ordinary Shares prior to the date upon which the Existing Ordinary Shares were marked 'ex' the entitlement to the Open Offer, you should complete Box J on page 4 and send this Application Form at once to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, accompanied by a letter stating the number of pro rata entitlements of Open Offer Shares to be included in each split Application Form. The number of pro rata Open Offer Entitlements of Open Offer Shares to apply to each split Application Form must be stated and the aggregate must not exceed the number shown in Box B on page 1. Box J on page 4 on each split Application Form will be marked "Declaration of Sale duly made". The latest time and date for splitting is shown in Box L on page 4. Split Application Forms may only be obtained to satisfy *bona fide* market claims and by surrender of this form to Share Registrars Limited in the manner set out above.
- 3 The right to apply for Open Offer Shares represented by several Application Forms may be claimed by the person(s) to whom Existing Ordinary Shares have been sold as described in paragraph 1 above if Box K on page 4 is completed on one Application Form (the "Principal Application Form") and all the Application Forms are lodged in one batch, together with a remittance for the total number of Open Offer Shares applied for. Details of each Application Form (including the Principal Application Form) should be listed in ascending serial number order in the consolidation listing form (Box P) on the Principal Application Form and the serial number of the Principal Application Form should be entered in the space provided on each of the other Application Forms.
- 4 If Boxes J and K are completed, Box M must be completed by the selling broker or other agent and Box N must be completed by the buying broker or other agent.
- 5 If only Box J is completed, Boxes M and N DO NOT need to be completed.

## INSTRUCTIONS FOR DEPOSITING ENTITLEMENTS UNDER THE OPEN OFFER INTO CREST

- 1 The entitlements under the Open Offer shown by the Open Offer Entitlements set out in Box B of this Application Form may be converted into uncertificated form, that is, deposited into CREST (whether you are the registered holder of the Existing Ordinary Shares set out in Box A or are entitled to the Open Offer Entitlements in Box B by virtue of a *bona fide* market claim). Subject as provided in paragraph 2 below, normal CREST procedures (except for the last time for stock deposits) apply in relation to any such conversion. You are recommended to refer to the CREST Manual for details of such procedures. If you are a CREST sponsored member, you should contact your CREST sponsor. The Application Letter on page 3 should not be signed.
- 2 If you are the registered holder(s) of the Existing Ordinary Shares set out in Box A, the CREST Deposit Form contained in Box O should be completed and then this Application Form should be deposited by you or your CREST sponsor (as appropriate) with the CREST Courier and Sorting Service ("CCSS"). In addition, the normal CREST Stock Deposit procedures will need to be carried out, except that (a) it will not be necessary to complete and lodge a separate CREST Transfer Form (prescribed under the Stock Transfer Act 1963) with the CCSS and (b) only the total number of the Open Offer Entitlements shown in Box B of this Application Form may be deposited into CREST. You may deposit some only of the Open Offer Entitlements shown in Box B of this Application Form into CREST where you have sold part of your registered holding of Existing Ordinary Shares prior to the date upon which the Existing Ordinary Shares were marked 'ex' the entitlement to the Open Offer by the London Stock Exchange, only once you have applied for a split Application Form in accordance with the instructions in the paragraph headed "Instructions for Transfer, Splitting and Consolidation" above. If you are entitled to the Open Offer Entitlements shown in Box B by virtue of a *bona fide* market claim, the declaration in Box J must have been completed or (in the case of a split Application Form) marked "Declaration of Sale duly made", and then the CREST Deposit Form in Box O completed and the form deposited with the CCSS in accordance with the instructions above. If entitlements under the Open Offer represented by more than one Application Form received in settlement of *bona fide* market claims are to be deposited, the CREST Deposit Form in Box O on each Application Form letter must be completed and the forms deposited. Box J on each Application Form must have been completed by the registered holder(s) whose name(s) appear in Box 1 but the Consolidation Listing Form should not be used.
- 3 A holder(s) of the Open Offer Entitlements shown in Box B of this Application Form who is proposing to convert such entitlements into uncertificated form (whether they are to be converted into uncertificated form in the name(s) of the registered holder(s) of the Existing Ordinary Shares set out in Box A or in the name of the beneficial owner of any of those Existing Ordinary Shares by virtue of a *bona fide* market claim) should ensure that the conversion procedures are implemented in sufficient time to enable the person holding or acquiring the Open Offer Entitlements in CREST following the conversion to take all necessary steps in connection with applying under the Open Offer prior to 11.00 a.m. on 28 December 2017. In particular, having regard to processing times in CREST and on the part of Share Registrars Limited, the latest time for depositing an Application Form with the CCSS if you are entitled by virtue of a *bona fide* market claim (in order to enable you to take all necessary steps in connection with applying under the Open Offer prior to 11.00 a.m. on 28 December 2017) is 3.00 p.m. on 22 December 2017.
- 4 When Box J and the CREST Deposit Form have been duly signed, the title to the Open Offer Entitlements shown in Box B of this Application Form will cease forthwith to be transferable by delivery and you will be unable to satisfy a claim to apply under the Open Offer by delivery of this Application Form. Furthermore, entries in Box K will not be recognised or acted upon by Share Registrars Limited. All transfers of the Open Offer Entitlements to satisfy *bona fide* market claims must be affected through the means of the CREST system once such rights have been deposited into CREST.

NOTE: Deposit of this Application Form with (a) the CREST Deposit Form in Box O duly completed purporting to be signed by the person(s) whose name(s) appear(s) in Box 1 or (b) Box J on page 4, duly signed by the person(s) whose name(s) appear(s) in Box 1 or marked "Declaration of Sale duly made" and the CREST Deposit Form in Box O duly completed shall be conclusive evidence in favour of the Company and Share Registrars Limited of: (i) the right of the person(s) named in the CREST Deposit Form to be registered as the holder(s) of the Open Offer Entitlements shown in Box B of this Application Form; and (ii) the authority of the person(s) completing Box J (if appropriate) or the CREST Deposit Form in Box O. All documents will be despatched by post at the risk of the person(s) entitled to them.

APPLICATION LETTER

To: the Directors of the Company

- 1 I/We being the registered holder(s) at the close of business on the Record Date of the number of Existing Ordinary Shares set out in Box A on page 1 (or the beneficial owner(s) of any of those shares by virtue of a bona fide market claim in certificated form) hereby apply irrevocably for the number of Offer Shares inserted in Box F on page 1 (subject to the further provisions set out in paragraph 3 below) and agree to accept the same on the terms and subject to the conditions set out herein and in the Circular and subject to the articles of association of Strat Aero plc.
- 2 I/We enclose a cheque or banker's draft drawn in sterling on a bank or building society in the UK, payable to "Share Registrars Receiving Agent Account" and crossed "A/C Payee Only" for the amount inserted in Box G on page 1, being the amount payable in full on application for such Open Offer Shares or, if Box G is left blank or the amount inserted in Box G is inconsistent with the remittance, for the sum payable in full on application for such Open Offer Shares at 0.035 pence per Open Offer Share as are applied for, or deemed to be applied for in accordance with the provisions of this Application Form.
- 3 In consideration of your agreeing to accept this application for the number of Open Offer Shares applied for, or deemed to be applied for, in accordance with the provisions of this Application Form, upon and subject to the terms and conditions set out herein and in the Circular, I/we undertake that this application shall be irrevocable and I/we acknowledge that you reserve the right to treat any application not complying strictly with the terms and conditions of application as nevertheless valid and, in the case of my/our failure to complete Box F (or if the number inserted in Box F is inconsistent with the remittance which accompanies this Application Form), I/we agree that I/we shall be deemed to have applied for the lesser of (i) the number of Open Offer Shares set out in Box B or, if completed, Box F and (ii) such number of Open Offer Shares at 0.035 pence per Open Offer Share as is covered by the remittance which accompanies this Application Form.
- 4 I/We request and authorise the Company, in respect of the Open Offer Shares for which this application is accepted, to send definitive share certificates representing the Open Offer Shares by post at my/our risk to me/us to the address printed on page 1 or to the agent whose name appears in Box H on page 4 unless I am/we are Eligible Shareholder(s) whose holding of Existing Ordinary Shares is held in uncertificated form on the Record Date or I am/we are applying via a bona fide market claim and I/we have indicated that I/we wish to have my/our Open Offer Shares delivered through CREST by completing Box I on page 4 in which case I/we acknowledge that if the Open Offer Shares for which this application is accepted are credited to the stock account in CREST having the CREST Member Account ID held at the Record Date as shown in Box I then, save as otherwise provided herein or in the Circular, I/we will not be sent a share certificate, confirmation of the credit to the stock account in CREST or any other written communication from the Company in respect of the issue of Open Offer Shares. I/we require the Company to take all steps to procure that my/our name(s) is/are placed on the register of members maintained by the Company. Pending despatch of definitive share certificates or alteration of CREST Stock Accounts (as the case may be), transfers will be certified against the register of members of the Company. I/we further acknowledge that, if I/we have indicated that I/we wish to have my/our Open Offer Shares delivered through CREST by completing Box I on page 4, the Company reserves the right to issue Open Offer Shares in certificated form.
- 5 I/We authorise Strat Aero plc to present the enclosed cheque or banker's draft on receipt and to withhold issuing definitive share certificates (or the crediting of the relevant CREST Stock Account, as applicable) pending clearance thereof. In the event that the condition of the Open Offer set out in Part IV of the Circular is not fulfilled or waived by 8.00 a.m. on 5 January 2018, I/we authorise you or your agent to return such application monies, without interest, in accordance with the terms set out in the Circular to me/us by post at my/our risk either to the address printed on page 1, in respect of the Open Offer Shares for which this application is accepted or if the name and address of my/our agent is inserted in Box H on page 4, to my/our agent at such address, as soon as practicable thereafter.
- 6 I/We acknowledge that due completion of the Application Form accompanied by a cheque or banker's draft constitutes a warranty that the cheque or banker's draft will be honoured on first presentation and that such warranty shall constitute a fundamental term of application and, without prejudice to the Company's right to require payment, that this application may be deemed invalid if such cheque or banker's draft is not so honoured. I/We acknowledge that you reserve the right to instruct Share Registrars Limited to seek special clearance of cheques or banker's drafts to allow the Company to obtain value for remittances at the earliest opportunity.
- 7 By lodging this Application Form, I/we undertake to provide such information to Share Registrars Limited, as may be required under the provisions of the paragraph headed "Money Laundering Regulations" in Part IV of the Circular. As stated in such paragraph, failure to provide the necessary evidence of identity within a reasonable period of time following a request for verification of identity may result in an application being treated as invalid. In such event, the monies payable on application will be returned without interest, to the account at the drawee bank from which such monies were originally debited (but without prejudice to any rights the Company may have to take proceedings to recover any loss or damage suffered or incurred by it as a result of the failure to produce satisfactory evidence as aforesaid). Share Registrars Limited is entitled, in its absolute discretion, to determine whether the verification of identity requirements apply to an applicant and whether such requirements have been satisfied.
- 8 I/We represent and warrant that either (i) I am/we are not (a) US person(s) and am/are not applying on behalf or with a view to the re-offer, re-sale or delivery of the Open Offer Shares directly or indirectly in, into or from the United States or to a US person or (ii) I am/we are (a) US person(s) pursuant to an express agreement with the Company, after having satisfied or after such US person(s) has/have satisfied the Company that a relevant exemption from the registration requirements of the Securities Act applies to me/us or such US person(s).
- 9 I/We acknowledge that the dates and times referred to in this Application Form may be altered by the Company.
- 10 I/We represent and warrant that I/we am/are not:
  - (i) (a) citizen(s) or (a) resident(s) of, or has/have a registered or mailing address in the United States (except as permitted under Rule 903 of Regulation S), Canada, Australia, Japan that I/we do not hold and has/have not acquired the Existing Ordinary Shares comprised in Box A for the account or benefit of a US person, a Canadian person, an Australian person or a Japanese person or with a view to the offer, sale, transfer or delivery, directly or indirectly, of any of the Existing Ordinary Shares (or any rights in respect of such shares) incurring in, into the United States, Canada, Australia or Japan to such a person; nor
  - (ii) (a) person(s) otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares under the Open Offer; nor
  - (iii) acting on behalf of any such person(s) as are described in paragraphs 10(i) and 10(ii) above on a non-discretionary basis; nor
  - (iv) applying as a person (or as nominee or agent for such 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 sections 67, 70, 93 or 96 (depository receipts and clearance services) of the Finance Act 1986; nor
  - (v) in making this application, relying on any information or representation relating to the Company other than such as may be contained in the Circular and I/we agree that no person responsible solely or jointly for the Circular or any part of it or involved in the preparation thereof shall have any liability for any representation contained in the Circular; nor
  - (vi) in breach of the provisions of paragraph 1 under "Instructions for Transfer, Splitting and Consolidation"; nor
  - (vii) inside the United States (except as permitted under Rule 903 of Regulation S) or any jurisdiction where to receive the Application Form would or might contravene local securities laws or regulations at the time of despatching or executing the Application Form.
- 11 I/We acknowledge that the Company reserves the right to reject Application Forms received from Shareholders in any prohibited territory or persons it believes are acquiring Open Offer Shares for resale in any such territory.
- 12 I/We agree that all applications, acceptances of applications and controls resulting therefrom under the Open Offer shall be governed by, and construed in accordance with, English law.

Note: If you cannot give the representations and warranties set out above you should not make this application without first having satisfied the Company (i) that an Application Form may be accepted without the giving of the representations and warranties and (ii) that the making of the Open Offer in the relevant territory could lawfully be made to the relevant Shareholder and such Application Form could lawfully be used without compliance with any registration or other legal or regulatory requirements other than any which may have been fulfilled. Without prejudice to the foregoing, the Company reserves the right at its absolute discretion to reject any Application Form from any Shareholder unable to give the representations and warranties, albeit without giving any reason therefore.

Dated .....

PLEASE SIGN HERE ONLY IF YOU ARE THE PERSON(S) NAMED ON PAGE 1 ALL JOINT HOLDER(S) MUST SIGN

First or Sole Holder Usual Signature ..... Joint holder(s) (if any) (2) Usual Signature ..... (3) Usual Signature ..... (4) Usual Signature .....

Execution by a Company: The common seal was affixed/executed as a deed on behalf of the Company named above in the presence of:

Signature [ ] Name of Director [ ] Signature [ ] Name of \*Director/Secretary/Witness [ ]





*Notes for completion of this form*

- (a) The Counter Location Stamp identifies the CCSS Counter where this form has been processed and is applied by the Counter.
- (b) The Stock Deposit Reference Number (SDRN) should be written or bar-coded in this space.
- (c) No address is required as the CREST member will be identifiable by its participant ID.
- (d) Insert the participant ID of the CREST member to whom this form has been transferred and the member account ID under which the Open Offer Entitlements will be held in CREST.
- (e) This should contain the Broker ID of the depositing CREST participant.

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