

This document is important and requires your immediate attention. If you are in any doubt about the contents of this document or the action you should now take you should consult a person authorised under the Financial Services Act 1986 who specialises in advising on the acquisition of shares and other securities.

This document is drawn up in compliance with the AIM Rules and the Public Offers of Securities Regulations 1995 (as amended) ("the Regulations"). A copy of this document (which constitutes a prospectus) has been delivered to the Registrar of Companies in England and Wales for registration pursuant to Regulation 4(2) of the Regulations. To the best of the knowledge of the Directors, the information contained in this document is in accordance with the facts, and there is no other information the omission of which is likely to affect the import of such information. The Directors, whose names are set out on page 5, accept responsibility for the contents of this document accordingly.

Application has been made for the Ordinary Shares in issue following the Placing to be admitted to trading on the Alternative Investment Market of the London Stock Exchange ("AIM"). AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk than that associated with established companies tends to be attached. A prospective investor should be aware of the potential risks in investing in such companies and should make the decision to invest only after careful consideration and consultation with his or her own independent financial adviser. The rules of AIM are less demanding than those of the Official List of the UK Listing Authority (the "Official List"). It is emphasised that no application is being made for admission of the Ordinary Shares to the Official List. Furthermore, neither the London Stock Exchange nor the UK Listing Authority has examined or approved the contents of this document. The Ordinary Shares are not traded on any other recognised investment exchange.

It is expected that admission to AIM will become effective and that dealings in the Ordinary Shares will commence on 20 December 2000.

Dynamic Commercial Finance

(Incorporated in England and Wales under the Companies Act 1985 (as amended) with No. 4117878)

Placing of 3,333,333 Ordinary Shares at 153p per Ordinary Share and

Admission of Ordinary Shares to trading on the Alternative Investment Market

Nominated Adviser and Nominated Broker Williams de Broë Plc

Share capital immediately following the Placing

Authorised			Issued	
Number	£		Number	£
5,846,939	116,938.78	Ordinary Shares	3,918,465	78,369.30
653,062	13,061.24	'A' Ordinary Shares	653,062	13,061.24
		Deferred Shares	4,904,762	98,095.24

Williams de Broë, which is regulated by The Securities and Futures Authority Limited and is a member of the London Stock Exchange, is the Company's Nominated Adviser and Nominated Broker for the purposes of the AIM Rules and is acting exclusively for the Company in connection with the Placing. Williams de Broë will not be responsible to anyone other than the Company for providing the protections afforded to clients of Williams de Broë or for advising any other person on the Placing and the arrangements described in this document. Its responsibilities as the Company's Nominated Adviser and Nominated Broker under the AIM Rules are owed solely to the London Stock Exchange and are not owed to the Company or any Director. No representation or warranty, express or implied, is made by Williams de Broë as to the contents of this document (without limiting the statutory rights of any person to whom this document is issued).

The Placing is conditional, *inter alia*, on Admission taking place on or before 20 December 2000 (or such later date as the Company and Williams de Broë plc may agree). The Ordinary Shares comprised in the Placing will rank in full for all dividends or other distributions hereafter declared, made or paid on the ordinary share capital of the Company and will rank *pari passu* in all other respects with all other Ordinary Shares in issue on Admission.

The whole text of this document should be read. Your attention is drawn to the risk factors set out in Part II of this document.



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DEFINITIONS

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

"A' Ordinary Shares"	the 'A' ordinary shares of 2p each in the capital of the Company
"Act"	the Companies Act 1985, as amended
"Admission"	the admission of the Ordinary Shares, issued and to be issued, to trading on AIM in accordance with the AIM Rules
"AIM"	the Alternative Investment Market of the London Stock Exchange
"AIM Rules"	the rules of AIM as set out in Chapter 16 of the rules of the London Stock Exchange
"Board" or "Directors"	the directors of the Company, whose names are set out on page 5 of this document
"Combined Code"	the Principles of Good Governance and Code of Best Practice (derived by the Committee on Corporate Governance from the Committee's Final Report and from the Cadbury and Greenbury Reports) included within the Listing Rules of the UK Listing Authority
"Company" or "Dynamic"	Dynamic Commercial Finance Plc
"CREST"	the computerised settlement system to facilitate the transfer of title of shares in uncertificated form operated by CRESTCo Limited
"Deferred Shares"	the deferred shares of 2p each in the capital of the Company which will be created on the conversion of the 'A' Ordinary Shares and/or the Preference Shares
"London Stock Exchange"	The London Stock Exchange plc
"Official List"	the Official List of the UK Listing Authority
"Ordinary Shares"	ordinary shares of 2p each in the capital of the Company
"Placees"	each of the persons to whom Ordinary Shares are issued pursuant to the Placing
"Placing"	the conditional placing of 3,333,333 new Ordinary Shares by Williams de Broë at 153p per Ordinary Share on the terms set out in the Placing Agreement
"Placing Agreement"	the conditional agreement dated 18 December 2000 between the Company, Williams de Broë and the Directors described in paragraph 8 of Part V of this document
"Placing Price"	153p per Placing Share
"Placing Shares"	the 3,333,333 Ordinary Shares which are to be issued pursuant to the Placing
"Preference Shares"	the convertible preference shares of £1 each in the capital of the Company
"Prospectus"	this document compiled in compliance with the Regulations and the AIM Rules
"Regulations"	the Public Offers of Securities Regulations 1995 (as amended)
"UK"	the United Kingdom of Great Britain and Northern Ireland
"UK Listing Authority"	the UK Listing Authority, a division of the Financial Services Authority
"Williams de Broë"	Williams de Broë Plc

GLOSSARY OF TECHNICAL TERMS

"client"	the client of the factor which enters into an agreement to factor or discount debts
"debtor"	a trade debtor of the client
"debts"	the debts due by a debtor to the client
"discount charge"	the daily charge payable by the client by reference to outstanding balances
"factor(s)"	a provider of factoring and invoice discounting services
"factored turnover"	the total value of debts assigned by clients to factors
"factoring"	an arrangement whereby the client assigns its debts to a factor for cash. The factor will also provide a sales ledger management service to the client, which includes sales ledger accounting, credit control and collection
"FDA"	the Factoring and Discounting Association
"invoice discounting"	an arrangement similar to factoring, but where the customer retains responsibility for the sales ledger management, credit control and collection on behalf of the factor. If the debtor is aware of the agreement the facility is termed disclosed invoice discounting. If the debtor is unaware of the facility it is termed confidential or undisclosed invoice discounting
"recourse factoring"	a factoring arrangement that does not include the provision to the client of any protection against non-payment by debtors of the client such that the factor has recourse to the client in the event of default by debtors
"non-recourse factoring"	a factoring facility similar to recourse factoring but with the added benefit to the client of protection, within specified agreed limits, against debtor default
"sales finance"	term used to describe recourse factoring and invoice discounting facilities. The service may or may not require the debtors to be aware of the arrangements and will by definition be either disclosed sales finance or undisclosed sales finance
"SMEs"	small and medium sized enterprises



DIRECTORS AND ADVISERS

Directors

Anthony Lindsay Caplin (*Non-executive Chairman*)
Paul Grant Self Hird (*Chief Executive Officer*)
Adrian Philip Woodward (*Risk and Operations Director*)
Gary Frank Davis (*Sales and Marketing Director*)
Nigel Miller (*Finance Director*)
Keith George Carpenter (*Non-executive Director*)

all care of
7 Devonshire Square
Cutlers Gardens
London EC2M 4YH

Secretary and Registered Office

Nigel Miller
7 Devonshire Square
Cutlers Gardens
London EC2M 4YH

Nominated Adviser and Broker

Williams de Broë Plc
6 Broadgate
London EC2M 2RP

Solicitors to the Company

Hammond Suddards Edge
7 Devonshire Square
Cutlers Gardens
London EC2M 4YH

Solicitors to the Placing

Osborne Clarke OWA
Hillgate House
26 Old Bailey
London EC4M 7HW

Auditors and Reporting Accountants to the Company

BDO Stoy Hayward
Northside House
69 Tweedy Road
Bromley
Kent BR1 3WA

Principal Bankers

Bank of Scotland
38 Threadneedle Street
London EC2P 2EH

Registrars

Capita IRG plc
Bourne House
34 Beckenham Road
Beckenham
Kent BR3 4TU

KEY INFORMATION

- The Company has been founded by Paul Hird, Philip Woodward, Gary Davis and Nigel Miller to provide invoice discounting and recourse factoring services aimed initially at SMEs with turnover up to £3 million.
- The Company, which has not traded, will aim to exploit the growth in the factoring and discounting market which is estimated to have nearly doubled since 1995.
- The Directors believe that factoring and discounting arrangements provide working capital facilities which are a more flexible option than a traditional bank overdraft, which generally has a fixed limit and will not easily allow the borrower to increase its working capital facility in line with sales. By understanding the client's business and adopting a flexible approach, the Company intends to offer its clients services appropriate to their needs, with swift response times, and so provide the basis for long term working relationships.
- The Company has been offered a banking facility with the Bank of Scotland totaling £14 million, which, together with the net proceeds of the Placing of £4.4 million, will provide the Company with the necessary initial working capital to market its sales finance services and develop a client portfolio.
- Key strengths of the Company include the Directors relationships with business introducers including accountants, bankers and financial intermediaries, and their collective 35 years of experience in the factoring industry.
- The Company believes that the Placing and Admission is the most appropriate method of securing funds and will also provide an opportunity to incentivise key staff and to enhance the profile of the Company and its ability to raise finance in the future.
- Attention is drawn to the Risk Factors set out on page 14 of this document.

PLACING STATISTICS

Number of Ordinary Shares being placed	3,333,333
Placing Price	153p
Number of Ordinary Shares in issue immediately following the Placing	3,918,465
Market capitalisation of the Company at the Placing Price	£6 million
Net proceeds of the Placing receivable by the Company	£4.4 million

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Date of this document	18 December 2000
Admission effective and dealings expected to commence	20 December 2000
CREST stock accounts credited (as applicable)	20 December 2000
Certificates in respect of Placing Shares despatched by	5 January 2001



PART I

INFORMATION ON THE COMPANY

INTRODUCTION

The Company was incorporated in November 2000 to provide sales finance to SMEs based initially in England and Wales. Dynamic intends to provide invoice discounting and recourse factoring which includes the provision of working capital finance, sales ledger administration, credit control and collection activities, all of which are tailored to meet the needs of the clients.

Dynamic, which has not yet commenced trading, was founded to exploit growth in the factoring and discounting market by Paul Hird, Philip Woodward and Gary Davis who between them have 35 years of experience in the provision and risk management of factoring and invoice discounting facilities. Nigel Miller, the other founder shareholder, who was formerly of KPMG and Horwath Clark Whitehill, will act as Finance Director.

The Directors believe that there is an opportunity to provide a focused and tailored sales finance service to SMEs in England and Wales and that demand for these services is increasing. Although it is expected that the Company's head office will be based in Sussex, the Company intends to operate throughout England and Wales. The Directors intend to appoint a business development team based in key locations.

The net proceeds of the Placing of £4.4 million, together with bank facilities which have been arranged with Bank of Scotland, will provide Dynamic with the necessary initial working capital to commence business by marketing its sales finance services and developing a client portfolio.

SALES FINANCE SERVICES

The Company intends to offer recourse factoring and invoice discounting services aimed initially at SMEs with turnover up to £3,000,000.

Factoring

Factoring is an arrangement whereby a business assigns its debt to a factor for cash. The factor will also provide a sales ledger management service to the client, which includes sales ledger accounting, credit control and collection. There are two forms of factoring, namely recourse and non-recourse factoring. Recourse factoring is an arrangement that does not include the provision to the client of any protection against non-payment by debtors of the client such that the factor has recourse to the client in the event of default by debtors.

Illustration of a recourse factoring arrangement

Typical sequence of events:

1. a recourse factoring facility is approved for the client and appropriate security, usually consisting of fixed and floating charges, is taken;
2. the client despatches goods to the debtor;
3. the client raises an invoice in favour of the debtor and sends a copy to the factor which assumes sales ledger administration;
4. credit control procedures are applied and, if requested, funds are advanced to the customer as a percentage of gross invoice value after the deduction of fees;
5. a tailored collection procedure is applied which includes monthly statements; following receipt of cash from the debtor, the balance of the invoice value is released to the client;
6. the client is levied a discount charge monthly on outstanding daily balances; and
7. in the event of default by a debtor, the amount advanced is repaid to the factor by the client.

Invoice discounting

This is an arrangement similar to factoring, however the client retains responsibility for the sales ledger management, credit control and collection. If the debtor is aware of the arrangement the facility is termed 'disclosed invoice discounting'. If the debtor is unaware of the facility it is termed 'undisclosed' or 'confidential invoice discounting'.

Illustration of an invoice discounting arrangement

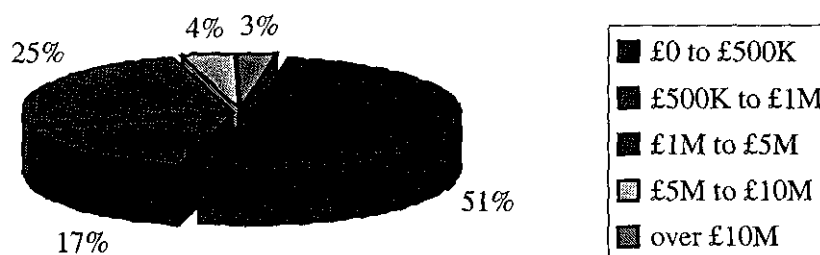
Typical sequence of events:

1. an undisclosed facility is approved for the client and appropriate security taken;
2. the client despatches goods to the debtor;
3. the client raises an invoice in favour of the debtor and notifies the factor by way of a summary report of all invoices raised;
4. funds are made available to the client as a percentage of gross invoice value after deduction of fees; as this is an undisclosed facility, limited debt verification procedures are applied. However, controls within the client's business are regularly audited by the factor; and
5. following receipt of cash from the debtor (which is paid into a designated account in the factor's name) the balance of the invoice value is released to the client.

THE MARKET

Factoring and invoice discounting products can enable businesses to match the funding of their working capital requirements to their volume of sales and growth in their business. They provide businesses with an ability to generate cash soon after a sale is made and an invoice has been despatched for goods or services supplied.

The factoring and discounting market has grown year on year since the early 1990s with over 50 factoring and discounting companies in the UK. It is estimated that the market has increased to £64.1 billion (by factored/discounted turnover) by 31 December 1999 up from £33.2 billion in 1995 an increase of 93 per cent. over the period. The advantage afforded by factoring and invoice discounting products to SMEs has seen the market grow to a level where, at the end of 1999, approximately 26,000 clients were using such facilities (source: FDA review 1999). The chart below shows the break down by size of client:



(source FDA review 1999)

It is to be noted that, from the above estimates, approximately 80 per cent. of all clients using the services of FDA members fall into the target markets of Dynamic being SMEs with a turnover up to £3 million.

STRATEGY

The Directors believe that they have identified an opportunity to provide recourse factoring and invoice discounting services to SMEs with turnover initially of up to £3 million.



The Directors believe that the Company will be well positioned to offer sales finance services to this market segment as a result of the following key features:

Flexibility

- factoring and invoice discounting services can be adapted to suit the clients' changing requirements, particularly in comparison with a fixed, on demand overdraft.

Commitment

- it is the Company's aim to develop long term relationships with its clients, with a thorough understanding of their business gained through frequent contact.

Accessibility

- experienced management will be able to respond quickly to their clients' demands for quick underwriting decisions regarding their working capital requirements.

Relationships

- Directors' relationships with key business introducers including accountants, bankers and financial intermediaries.
- the Company hopes to build on this to develop the business more quickly by identifying suitable potential clients through their network of contacts.

Experience

- the Directors have between them 35 years of experience in the factoring industry.

Independence

- the Company is not associated with any particular financial institution. The Directors believe that this will give the Company access to a wide range of business introducers, and enable it to provide a fast response and flexibility to its clients.

RISK MANAGEMENT

Effective risk management is central to the Company's aim of building a robust and stable platform on which to develop its business. The Directors believe that by applying rigorous credit control procedures in its recourse factoring facilities and ongoing regular audit procedures in its invoice discounting facilities, the risk of bad debt will be minimised. The Directors further intend to develop a client portfolio which will be diversified in terms of industry sector.

When assessing the risk profile of a client, the Company will make a distinction between disclosed and undisclosed sales finance arrangements. This distinction is important because disclosure gives the Company the opportunity to quantify and verify the recoverability of the debt by direct contact with the underlying debtor.

Undisclosed sales finance services have a slightly higher risk due to non-disclosure to the underlying debtor. However, the Company will attempt to mitigate this by more stringent underwriting and audit criteria.

The Company does not intend to offer a non-recourse factoring service to its clients whereby, the Company underwrites the credit risk itself. However, the Directors recognise that certain clients will seek credit protection insurance. Where required by clients, the Company intends to arrange independent credit insurance facilities on their behalf.

The Company expects the majority of its clients to make sales in sterling, but when it is necessary to transact in a foreign currency, and this leads to a currency exposure, the Company intends to hedge, if appropriate.

Credit information on clients and their debtors will be sought from credit agencies such as Dun and Bradstreet with whom the Directors intend to establish a direct link.

PROPOSED BUSINESS STRUCTURE

It is the Company's intention to build an experienced business development team covering England and Wales. These people will initially be based at home, and the Company is seeking head-office premises of approximately 2,500 square feet in the mid-Sussex area. It is currently in early stage discussions regarding the lease of a suitable property in Haywards Heath. As the Company grows, more sales staff will be recruited with the intention of developing business in their local geographic area. The Sales and Marketing Director will have overall responsibility for sourcing and securing new business. The Risk and Operations Director will be responsible for client service and risk management via client relationship managers who, supported by administrators, will have day to day contact with the clients. The collections function will be supported by a credit control and input team who will undertake collections and sales ledger management.

The Finance Director will be responsible for accounting, treasury and IT functions. The Company intends to use the client management system, I-factor, which will be hosted by the specialist software provider, Hill Price Davison ("HPD"), which has 68 factoring company clients worldwide using similar software. Clients will have access to the system via the internet. These systems will be supplemented by a financial and management information system.

COMPETITION

The Directors expect the Company to compete with other factoring companies and UK clearing banks which provide working capital finance to the SME market via factoring, discounting and overdraft finance.

Factoring and discounting provides working capital facilities linked to the value of a client's sales ledger which can vary according to the sales of the business and the client's terms. The Directors believe this is a more flexible option than a traditional bank overdraft, which generally has a fixed limit and therefore does not easily allow the borrower to increase its working capital facility in line with its level of sales without repeated renegotiation or review of terms.

The Directors believe that their target market segment relies particularly upon business introducers and client relationships. The Directors expect that their industry experience combined with the Company's anticipated portfolio of services, will provide an attractive proposition to prospective clients.

By understanding the clients' business and adopting a flexible approach, the Directors anticipate that the Company will be able to offer its clients services which are appropriate to their needs and provide a base for a long-term working relationship.

BANKING FACILITIES AND FUTURE FUNDING REQUIREMENTS

The Company has an offer of a conditional banking facility totalling £14 million from Bank of Scotland. This, together with the net proceeds of the Placing, is expected to be sufficient to meet the working capital requirements of the business through the first two years of operation. The facility is a revolving credit facility for an initial period of two years. The Bank of Scotland requires to be satisfied, prior to drawdown, that the Company has put adequate financial controls in place. The Company has discussed its proposed systems and controls with the Bank of Scotland and is not aware of any reason why it will not be able to drawdown against its facility when required.

As the Company grows beyond its first two years it is expected that further financing will be required. This could include additional debt as well as equity commitments. The Directors will keep all possible options under review as the Company develops.

REASONS FOR THE PLACING AND ADMISSION

The Placing will enable the Company to draw down on the banking facilities referred to above when appropriate and the net proceeds of the Placing, together with the bank finance, will be used to establish the business and to provide initial working capital. The funds will also be used to pay the expenses of the Placing and Admission. The Directors believe that the Placing and Admission is the most appropriate method of securing such funds and believe that Admission will offer the following benefits:



- incentivisation of key staff - the opportunity to own and retain shares and incentivise staff through the use of share options is seen as particularly important by the Directors;
- enhanced profile of the Company;
- increased ability to raise finance in the future; and
- publicly quoted shares may be attractive as consideration for potential future acquisitions.

THE PLACING

A total of 3,333,333 Ordinary Shares are being conditionally placed by Williams de Broë at 153p per Ordinary Share as agent for the Company with institutional investors. The Ordinary Shares comprised within the Placing will rank *pari passu* with the existing Ordinary Shares. The Placing is conditional on, *inter alia*, the Placing Agreement becoming unconditional and not having been terminated in accordance with its terms and Admission taking place on or before 20 December 2000 (or such later date as the Company and Williams de Broë may agree, but in any event no later than 5 January 2001). Williams de Broë has agreed that it will use its reasonable endeavours to procure subscribers for the Placing Shares and, failing that, subscribe for such shares at the Placing Price. Dealings in the Ordinary Shares on AIM are expected to commence on 20 December 2000.

The Placing will raise £5.1 million before expenses and the net cash proceeds after deduction of expenses are estimated to be £4.4 million.

It is expected that certificates in respect of the Ordinary Shares issued under the Placing will be despatched by post not later than 5 January 2001. Pending despatch of definitive certificates, Capita IRG plc will certify instruments of transfer against the register. It is expected that CREST accounts will be credited on 20 December 2000, where applicable.

Further information on the Placing Agreement is given in paragraph 8 of Part V of this document.

DIRECTORS

Brief biographical details of the Directors are as follows:

Anthony Caplin, aged 48, Non-executive Chairman.

Tony Caplin has experience in running public companies having held positions in the banking and publishing sectors. He is currently non-executive Chairman of Era Group Plc and William Clowes Limited and is a non-executive director of a number of publicly listed companies including Keystone Plc and Easynet Group plc.

Paul Hird, aged 41, Chief Executive Officer.

Paul is a former director of Venture Finance PLC (a member of the ABN Amro Group). He has 23 years of experience in the factoring and discounting industry having worked previously for International Factors Limited with experience in both risk and operations and marketing. In 1989 Paul joined Venture Finance PLC at its early stage of development and has seen it successfully grow into one of the top ten factoring companies in the country. Over the last 8 years he has held the positions of sales and marketing director and risk and operations director. Latterly he was responsible along with Phil Woodward for successfully setting up a small business factoring division trading as Venture Factors.

Phil Woodward, aged 33, Risk and Operations Director.

Phil, an Economics graduate, was previously divisional director of Venture Factors, a division of Venture Finance PLC, with primary responsibility for the setting up and ongoing management of this division. From 1995 to 1998 Phil held the position of senior regional manager for Venture Finance PLC with responsibilities for sales and marketing in the North West. Prior to mid 1995 Phil was commercial manager of Osborne Best Commercial Finance Limited, an independent factoring company, with responsibilities for sales and marketing and operational management. Following graduation Phil joined Robson Rhodes as a trainee chartered accountant, leaving in 1992 to join the factoring industry.

Nigel Miller, aged 29, Finance Director.

Nigel was previously a senior manager with Horwath Corporate Finance where he worked on various corporate transactions and due diligence engagements. Prior to this he worked for The Coca-Cola Company in their Middle East and North Africa Division working alongside the division and region finance managers on a range of financial, risk and operational systems. Nigel qualified as a chartered accountant with KPMG, where he worked for six years during which time he undertook special due diligence and audit engagements and spent twelve months as resident manager in their Gambian office.

Gary Davis, aged 36, Sales and Marketing Director.

Gary was previously area sales manager for Venture Finance PLC in the London sales office based within ABN Amro. Gary joined Venture Finance PLC in 1996 and in March 1997, along with two colleagues, was responsible for opening the London Office which in its second full year was the top new business office in the company. Gary has been in sales for the last 12 years. Before joining Venture Finance PLC he was with National Band Three Ltd selling voice and data communications and Dun & Bradstreet selling risk management products. Prior to 1988 he worked for The Mortgage Corporation, a subsidiary of Salomon Brothers and Avco Trust, a subsidiary of Ford Motor Company, Inc.

Keith Carpenter, aged 57, Non-executive Director.

Keith joined Lloyds Bank PLC in 1963 progressing through the banking structure into management in 1976. Keith has held various branch and regional management positions before moving in 1984 to Pegasus Holdings, which was subsequently renamed Lloyds Development Capital, the venture capital subsidiary of Lloyds Bank PLC. Keith has 17 years experience in the venture capital market, investing capital to support MBO's, MBI's and development capital to a variety of manufacturing, distribution, retail and service businesses. Keith has acted as non-executive director to numerous companies and retains three non-executive directorships within Lloyds Development Capital's portfolio.

Details of the Directors' service arrangements are set out in paragraph 6 of Part V of this document.

SHARE STRUCTURE

Following incorporation of the Company, the share capital was reorganised for the purposes of enabling the initial investment in the Company by its founders and to raise £100,000 by way of an issue of Preference Shares to Williams de Broë to enable the Company to commence business and to cover the Company's preliminary expenses.

The Directors have subscribed for 489,894 Ordinary Shares in aggregate which will represent approximately 12.5 per cent. of the issued share capital of the Company immediately following Admission. They have also subscribed for a total of 653,062 'A' Ordinary Shares which carry certain limited dividend and voting rights and which will convert into Ordinary Shares and/or Deferred Shares depending on certain levels of earnings per share being achieved by the financial year ending 31 December 2003. If the Company achieves earnings per Ordinary Share in the year to 31 December 2003 of greater than 15.00p (based on the weighted average number of Ordinary Shares in issue during that year), the 'A' Ordinary Shares will convert on a sliding scale. In the event that earnings per Ordinary Share for that year are greater than 26.25p, the 'A' Ordinary Shares will convert into a maximum number of 653,062 Ordinary Shares, representing a further 12.5 per cent. of the issued ordinary share capital of the Company immediately following Admission. Further details of the rights attaching to the 'A' Ordinary Shares are set out in paragraph 3 in Part V.

In addition, the Preference Shares subscribed by Williams de Broë will convert into 95,238 Ordinary Shares on Admission with the balance converting into Deferred Shares.

EMPLOYEE INCENTIVES

The Directors believe that it is important that senior management and employees of the Company are incentivised with a suitable share option scheme. They believe that equity incentives provide a valuable tool in attracting, retaining and rewarding employees. On Admission, no share option scheme will exist but the Directors



expect that a suitable Inland Revenue approved scheme will be put in place shortly thereafter subject to the approval of the Shareholders of the Company in General Meeting.

CORPORATE GOVERNANCE

The Company intends to comply with the Combined Code to the extent that its provisions are relevant to the Company given its size and nature. It is intended to review the Company's compliance with the Combined Code at regular intervals.

The Company has adopted the Model Code for AIM companies governing Directors' and senior employees share dealings and will take proper steps to ensure compliance.

LOCK-IN ARRANGEMENTS

On Admission, the Directors and persons connected with them will be interested in an aggregate of 491,894 Ordinary Shares representing 12.5 per cent. of the enlarged issued ordinary share capital of the Company. Details of these shareholdings are set out in paragraph 4 of Part V of this document.

In accordance with the AIM Rules, each of the Directors has agreed that neither he nor his connected persons will dispose of any interest in Ordinary Shares held by him on the date of Admission for a period of 12 months following Admission, save, in limited circumstances, including in the event of the acceptance of a general offer for the share capital of the Company made in accordance with The City Code on Takeovers and Mergers, any compromise or arrangement under section 425 of the Act providing for the acquisition by any person (or group of persons acting in concert) of 50 per cent. or more of the equity share capital of the Company or any scheme of reconstruction under section 110 of the Insolvency Act 1986 in relation to the Company. In addition, the Directors have agreed not to dispose of any such interest in Ordinary Shares held by him on the date of Admission for a further period of 24 months save with the consent of Williams de Broë or where, in the final twelve month period, such sales represent less than ten per cent. of the shares held by the relevant Director.

DIVIDEND POLICY

The Company intends to build critical mass by retaining earnings. It does not therefore envisage declaring dividends during the initial years.

CREST

The Company's Memorandum and Articles of Association are consistent with the transfer of Ordinary Shares in dematerialised form in CREST under the Uncertificated Securities Regulations 1995 and the consent of CRESTCo Limited will be sought. Accordingly, settlement of transactions in Ordinary Shares following Admission may take place within the CREST system if relevant shareholders so wish.

CREST is a voluntary system and holders of Ordinary Shares who wish to receive and retain certificates will be able to do so.

Part II

RISK FACTORS

An investment in the Company may not be suitable for all recipients of this document. Investors are accordingly advised to consult an investment adviser authorised under the Financial Services Act 1986 who specialises in advising on the acquisition of shares and other securities before making their decision.

In addition to the usual risks associated with an investment in a business at an early stage of its development, the Directors consider that the factors and risks described below are the most significant for potential investors and should be carefully considered, together with all other information contained in this document, prior to investing in the Ordinary Shares. It should be noted that this list is not necessarily exhaustive and that other risk factors may apply.

Management

- The success of the Company depends heavily on the expertise of the Directors. Whilst it has entered into contractual arrangements with the aim of securing the services of the existing executive management team, the retention of their services cannot be guaranteed. Accordingly, the loss of any key management of the Company may have an adverse effect on the future of the Company's business.
- The Company may not be able to recruit suitably skilled managers to help develop the Company.

AIM

- Application has been made for the Ordinary Shares to be traded on AIM rather than Official List. AIM is a market designed primarily for emerging or smaller companies. The rules of this market are less demanding than those of the Official List.
- An investment in shares quoted on AIM may carry a higher risk than an investment in shares quoted on the Official List. AIM has only been in existence since June 1995 and 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, especially as the market in the Ordinary Shares on AIM may have limited liquidity (particularly given the lock-in arrangements described in Part I of this document) and therefore the shares may be or become difficult to sell.
- The market price of the Ordinary Shares may not reflect the underlying value of the Company's net assets.

Short Operating History

- The Company has not commenced trading and to date, its principal activity has been the development of an operating plan for the provision of its sales finance services. Therefore it may be difficult to evaluate its business and prospects.
- There can be no certainty that the Company will be able to implement successfully the strategy set out in this document. The value of any investment in the Company is dependent upon the successful implementation of the business philosophy and strategies outlined in Part I of this document.

Market Acceptance

- Whilst the Directors believe the demand from businesses for the Company's services to be large, there can be no assurance that the Company will be able to attract a sufficient number of clients and sufficient volumes to ensure its viability. The Company may need to commit greater resources in marketing and promoting its services than has been envisaged.



Reliance on factoring software

- The Company's business will be reliant on the efficient operation of software which has been specifically developed for the factoring industry. The proper function of such factoring software will depend on the ability of Hill Price Davidson Limited ("HPD"), the organisation the Company intends should host this system, to protect its network infrastructure, computer equipment and customer files against damage from human error, various natural disasters, power loss and other systems failures. Similarly, the link between the head office and the Company's service provider could fail in such circumstances. However, despite the measures taken by HPD, the Company and its service provider, such as daily back up and off-site data storage, the occurrence of a natural disaster or other unanticipated problems could result in a loss of customer information or other data integral to the Company's business and/or lead to a material interruption in the Company's business.

Banking facility

- The Company has an offer of banking facilities totalling £14 million from Bank of Scotland. There are certain conditions attaching to the Company's bank facility which will determine the extent of the facility available at any point in time. If these conditions are not met, the Company may not have sufficient working capital to see it through the first two years of operation.
- The foregoing factors do not purport to be a complete list or explanation of all the risk factors involved in investing in Dynamic Commercial Finance Plc. In particular, the Company's performance may be affected by changes in market and/or economic conditions and in legal, regulatory and tax requirements.

Part III

ACCOUNTANTS' REPORT ON DYNAMIC



BDO Stoy Hayward
Chartered Accountants

Northside House
69 Tweedy Road
Bromley
Kent BR1 3WA

The Directors
Dynamic Commercial Finance Plc
7 Devonshire Square
Cutlers Gardens
London EC2M 4YH

and

The Directors
Williams de Broë Plc
6 Broadgate
London
EC2M 2RP

18 December 2000

Dear Sirs

Dynamic Commercial Finance Plc

1. Introduction

We report on the financial information set out below. This financial information has been prepared for inclusion in the prospectus of Dynamic Commercial Finance Plc (the "Company") dated 18 December 2000 relating to the admission of the Company's Ordinary Shares of 2p each to trading on the Alternative Investment Market of the London Stock Exchange (the "Admission Document").

The Company was incorporated on 27 November 2000 as Hamsard 4000 plc with company number 4117878 and on 1 December 2000 changed its name to Dynamic Commercial Finance Plc.

Since incorporation the Company has entered into various contracts, principally in relation to the proposed Placing and Admission, which to the extent material are summarised in paragraph 8 of Part V of the Admission Document. As at the date of this report, apart from the issue of shares referred to in paragraph 7 below, and the contracts referred to above, the Company had not commenced trading.

The Company obtained a trading certificate under section 117 of the Companies Act 1985 on 14 December 2000.

No audited financial statements have been prepared in respect of any period since incorporation. No dividends have been declared or paid.

2. Basis of Preparation

The financial information set out in paragraph 7 below is based on the opening balance sheet of the Company, to which no adjustments were necessary.

3. Responsibility

The opening balance sheet is the responsibility of the Directors of the Company. The Directors of the Company are responsible for the contents of the Admission Document in which this report is included.

It is our responsibility to compile the financial information set out in our report from the opening balance sheet, to form an opinion on the financial information and to report our opinion to you.



4. Basis of opinion

We conducted our work in accordance with the Statements of Investments Circular Reporting Standards issued by the Auditing Practices Board. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. The evidence included an assessment of significant estimates and judgements made by those responsible for the preparation of the opening balance sheet underlying the financial information.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

5. Opinion

In our opinion, the financial information set out in paragraph 7 below gives, for the purposes of the Admission Document, a true and fair view of the state of affairs of the Company as at 4 December 2000.

6. Consent

We consent to the inclusion in the Admission Document of this report and accept responsibility for this report for the purposes of paragraph 45(8)(b) of the Public Offers of Securities Regulations 1995 (as amended).

7. Issue of Shares

On incorporation, the Company had an authorised share capital of £50,000 divided into 50,000 ordinary shares of £1 each, of which 2 were issued nil paid to the subscribers to the Company's Memorandum of Association.

On 4 December 2000 the two issued subscriber shares of £1 each were each subdivided into 50 ordinary shares of 2p each and the existing authorised but unissued share capital was subdivided into 2,499,900 ordinary shares of 2p each. On the same date the authorised share capital of the Company was increased to £230,000.02 by the creation of 3,346,939 new ordinary shares of 2p each, 653,062 'A' ordinary shares of 2p each and 100,000 preference shares of £1 each.

On 4 December 2000 the subscriber shares were transferred to Paul Hird and Nigel Miller respectively, who paid up the subscriber shares in full. In addition, on that date 489,794 ordinary shares were issued to the founders of the Company at a 5p premium per share and 653,062 'A' ordinary shares were issued to the founders of the Company at a 0.5p premium per share.

On 13 December 2000, 100,000 preference shares of £1 each were issued to Williams de Broë Plc at par. The preference shares have certain conversion rights which are detailed in paragraph 3 of Part V of the Admission Document.

Details of the authorised and issued share capital of the Company are set out in paragraph 2 of Part V of the Admission Document.

Yours faithfully

BDO Stoy Hayward

Chartered Accountants and Registered Auditors

Part IV

UNAUDITED PRO FORMA STATEMENT OF NET ASSETS OF DYNAMIC

The following pro forma statement of net assets has been prepared, for illustrative purposes only, to show the effect on Dynamic Commercial Finance Plc of the issue of shares to date and of the issue of shares pursuant to the Placing.

This pro forma statement of net assets, because of its nature, cannot give a complete picture of the financial position of the Company. The pro forma statement of net assets adjusts the net assets at 4 December 2000 to include the net cash from the issue of preference shares on 13 December 2000 and the Placing.

	<i>As at 4 December 2000 £'000</i>	<i>Share Issue and Placing £'000</i>	<i>Pro forma Net Assets £ 000</i>
Fixed assets			
Tangible assets	—	—	—
Current assets			
Cash at bank and in hand	51	4,500	4,551
Net current assets	51	4,500	4,551
Net assets	51	4,500	4,551

Notes:

1. As at 4 December 2000 the Company had issued, at par, 100 ordinary shares, a further 489,794 ordinary shares at 7p per share and 653,062 'A' ordinary shares at 2.5 per share.
2. On 13 December 2000 the Company also issued 100,000 £1 preference shares at par.
3. The Placing is expected to raise gross proceeds of £5,100,000 and expenses are estimated to be £700,000.



BDO Stoy Hayward
Chartered Accountants

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Kent BR1 3WA



The Directors
Dynamic Commercial Finance Plc
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Cutlers Gardens
London EC2 4YH

and

The Directors
Williams de Broë Plc
6 Broadgate
London
EC2M 2RP

18 December 2000

Dear Sirs

Dynamic Commercial Finance Plc (the "Company")

We report on the pro forma statement of net assets set out on page 18 of the document dated 18 December 2000 relating to the admission of the Company's ordinary shares of 2p each to trading on the Alternative Investment Market of the London Stock Exchange (the "Admission Document"). The pro forma statement of net assets has been prepared for illustrative purposes only, to show the effect on the Company of the issue of shares to date and of the issue of shares pursuant to the Placing of new Ordinary Shares.

Responsibilities

It is the responsibility solely of the Directors of Dynamic Commercial Finance Plc to prepare the pro forma financial information.

It is our responsibility to form an opinion on the pro forma financial information and to report our opinion to you.

Basis of opinion

We conducted our work in accordance with the Statements of Investment Circular Reporting Standards and Bulletin 1998/8 'Reporting on pro forma financial information pursuant to the Listing Rules' issued by the Auditing Practices Board. Our work consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the pro forma financial information with the directors of Dynamic Commercial Finance Plc.

Opinion

In our opinion:

- a) the pro forma financial information has been properly compiled on the basis stated;
- b) such basis is consistent with the accounting policies of the Company; and
- c) the adjustments are appropriate for the purposes of the pro forma financial information.

Yours faithfully

BDO Stoy Hayward

Part V

ADDITIONAL INFORMATION

1 The Company

- 1.1 The Company was incorporated in England and Wales on 27 November 2000 under the Act with registered number 4117878 as a public limited company with limited liability under the name Hamsard 4000 plc. The Company changed its name to Dynamic Commercial Finance Plc on 1 December 2000. The principal legislation under which the Company operates is the Act.
- 1.2 On 14 December 2000 the Company was issued with a certificate to commence business pursuant to Section 117 of the Act.
- 1.3 The Company's registered office is at 7 Devonshire Square, Cutlers Gardens, London EC2M 4JH.
- 1.4 The Company does not at the date of this document have a principal place of business.
- 1.5 The Company's principal activity is the provision of factoring and invoice discounting services.
- 1.6 Tony Caplin, Paul Hird, Phil Woodward, Gary Davis, Nigel Miller and Keith Carpenter (all of whom have subscribed for share capital as detailed in paragraph 2 below) are or may be deemed to be promoters of the Company.
- 1.7 The Company does not have any subsidiaries.

2 Share Capital

- 2.1 The authorised and issued share capital of the Company as at the date hereof and as it will be following Admission is as set out in the table below:

At 4 December 2000

	<i>Authorised</i>		<i>Issued and fully paid</i>	
	<i>Number</i>	<i>Amount</i>	<i>Number</i>	<i>Amount</i>
Ordinary Shares of 2p each	5,846,939	£116,938.78	489,894	£9,797.88
Preference Shares of £1 each	100,000	£100,000.00	100,000	£100,000.00
'A' Ordinary Shares of 2p each	653,062	£13,061.24	653,062	£13,061.24
Deferred Shares of 2p each	—	—	—	—

On Admission

	<i>Authorised</i>		<i>Issued and fully paid</i>	
	<i>Number</i>	<i>Amount</i>	<i>Number</i>	<i>Amount</i>
Ordinary Shares of 2p each	5,846,939	£116,938.78	3,918,465	£78,369.30
Preference Shares of £1 each	100,000	£100,000.00	—	—
'A' Ordinary Shares of 2p each	653,062	£13,061.24	653,062	£13,061.24
Deferred Shares of 2p each	—	—	4,904,762	£98,095.24

- 2.2 The Company was incorporated with an authorised share capital of £50,000 divided into 50,000 ordinary shares of £1 each of which 2 ordinary shares were issued on incorporation to the subscribers to the Memorandum of Association of the Company.
- 2.3 Since incorporation, the following changes have been made to the issued share capital of the Company:
- 2.3.1 on 4 December 2000 ordinary and special resolutions were passed to the following effect:
- 2.3.1.1 the two issued subscriber shares of £1 each were subdivided into 50 Ordinary Shares of 2p each;



2.3.1.2 the existing authorised but unissued share capital was subdivided into 2,499,900 Ordinary Shares of 2p each;

2.3.1.3 the authorised share capital of the Company was increased to £230,000.02 by the creation of 3,346,939 new Ordinary Shares, 653,062 'A' Ordinary Shares and 100,000 Preference Shares each having the rights and being subject to the restrictions contained in the new articles of association of the Company summarised in paragraph 3 of this Part V (the "New Articles");

2.3.1.4 the Directors were authorised pursuant to section 95 of the Act to allot equity securities (as defined in section 94(2) of the Act) pursuant to the authority conferred by the New Articles, for cash as if section 89(1) of the Act did not apply to such allotment:

2.3.1.4.1 489,794 Ordinary Shares and 653,062 'A' Ordinary Shares to the founders of the Company;

2.3.1.4.2 100,000 Preference Shares to Williams de Broë;

2.3.1.4.3 Ordinary Shares up to a maximum nominal value of £66,666.66 in connection with the Placing;

2.3.1.4.4 in connection with an issue by way of rights or other offering where the number of shares offered is proportionate (as nearly as may be practicable) to the number of Ordinary Shares held on a specified date;

2.3.1.4.5 up to a maximum aggregate nominal amount of £9,475 otherwise than pursuant to 2.3.1.4.1 – 2.3.1.4.4) above;

provided that (unless previously varied or revoked by the Company in general meeting) such authority shall expire fifteen months after the date on which the resolution was passed or, if earlier, on the date of the next annual general meeting of the Company, save that the Company may make an offer or agreement which would or might require equity securities to be allotted after the expiry of such period and the Directors may allot equity securities in pursuance of such offer or agreement as if the period had not expired.

2.3.2 on 4 December 2000, the subscribers to the memorandum of association of the Company transferred their subscriber shares to Paul Hird and Nigel Miller. The transferees paid up the subscriber shares in full;

2.3.3 on 4 December 2000, the Company allotted a total of 489,794 Ordinary Shares and 653,062 'A' Ordinary Shares to the initial investors in the Company, Tony Caplin, Paul Hird, Phil Woodward, Gary Davis, Nigel Miller and Keith Carpenter;

2.3.4 on 13 December 2000, the Company allotted 100,000 Preference Shares to Williams de Broë.

2.4 Save as disclosed in this Part V no share or loan capital of the Company is proposed to be issued or is under option or is agreed, conditionally or unconditionally, to be put under option.

2.5 Save as disclosed in this document since the date of its incorporation, no share or loan capital of the Company has been issued or is now proposed to be issued fully or partly paid either for cash or for a consideration other than cash to any person.

3 Memorandum and Articles of Association

3.1 Clause 4 of the Memorandum of Association of the Company provides that the Company's objectives are, *inter alia*, to act as a general commercial company.

3.2 The Articles of Association of the Company contain, *inter alia*, provisions to the following effect:

3.3 Voting Rights

Subject to any disenfranchisement as referred to in paragraph 3.6 below and subject to any special terms as to voting on which any shares may be issued:

- 3.3.1 on a show of hands every holder of Ordinary Shares and every holder of Preference Shares present in person (or, being a corporation, present by a duly authorised representative) shall have one vote and on a poll every holder of Ordinary Shares and every holder of Preference Shares who is present in person (or, being a corporation, present by a duly authorised representative) or by proxy shall have one vote for every share of which he is the holder;
- 3.3.2 on a show of hands every holder of 'A' Ordinary Shares present in person shall have one vote and on a poll shall have one vote for every ten 'A' Ordinary Shares of which he is the holder;
- 3.3.3 the holders of Deferred Shares shall not be entitled to receive notice of, attend, speak or vote at any general meeting of the Company.

3.4 Transfer of Shares

All transfers of shares must be effected by a transfer in writing in any usual or common form or any other form approved by the directors of the Company. The instrument of transfer of a share shall be executed by or on behalf of the transferor and, in the case of partly paid shares, by or on behalf of the transferee. The directors of the Company may refuse to register any transfer of shares unless all of the following are satisfied:


- 3.4.1 it is in respect of a fully paid share. The directors must ensure however, that refusal to register a partly paid share does not prevent dealings taking place on an open and proper basis;
- 3.4.2 it is duly stamped (if so required);
- 3.4.3 it is lodged at the place where the Register of Members is kept or such other place as the directors may determine and is accompanied by the certificates for the shares to which it relates and such other evidence as the directors may reasonably require to prove the right of the transferor to make the transfer;
- 3.4.4 it is in respect of only one class of share;
- 3.4.5 it is in favour of not more than 4 joint holders; and
- 3.4.6 it is in respect of a share on which the Company does not have a lien.

The 'A' Ordinary Shares may not be transferred other than in accordance with the provisions of the Articles of Association. Save for transfers of 'A' Ordinary Shares following the acceptance of a general offer for the 'A' Ordinary Shares, any shareholder who wishes to transfer 'A' Ordinary Shares must offer them to the other holders of 'A' Ordinary Shares at a price to be agreed between the holders (or, in the absence of agreement at a fair market value determined by the auditors). In certain situations, such as bankruptcy or a holder of 'A' Ordinary Shares ceasing to be an employee or officer of the Company, the relevant shareholder will be deemed to have offered to transfer his 'A' Ordinary Shares. Such transfer will, save in limited circumstances, be at par value.

3.5 Dividends

The Company may in general meeting by ordinary resolution declare dividends in accordance with the respective rights of the Shareholders, provided that no dividend shall be payable in excess of the amount recommended by the directors. The directors may from time to time declare and pay interim dividends to the Shareholders. No dividend or other monies payable in respect of a share shall bear interest as against the Company. There are no fixed dates on which entitlement to dividend arises.

All dividends unclaimed for a period of 12 years from the due date for payment shall be forfeited and shall revert to the Company.



If the Company declares a dividend on the Ordinary Shares, it shall also pay a dividend in respect of each 'A' Ordinary Share equal to ten per cent. of the dividend paid on each Ordinary Share.

The Preference Shares and the Deferred Shares do not carry any right to participate in any dividend declared by the Company.

3.6 Disclosure of interest in shares

If any Shareholder or other person appearing to be interested in shares of the Company is in default in supplying within 14 days after the date of service of a notice requiring such member or other person to supply to the Company in writing all or any such information as is referred to in section 212 of the Act, the directors may, for such period as the default shall continue, impose restrictions upon the relevant shares.

The restrictions available are the suspension of voting or other rights conferred by membership in relation to meetings of the Company in respect of the relevant shares and, additionally, in the case of a Shareholder holding shares representing at least 0.25 per cent. of the issued amount of the class of shares concerned the withholding of payment of any dividends or other money payable on, and the restriction of transfer of, the relevant shares.

3.7 Distribution of assets on liquidation

On a winding-up any surplus assets will be divided amongst the holders of the shares in the Company according to the respective number of shares held by them and in accordance with the provisions of the Act, subject to the rights of any shares which may be issued with special rights or privileges. The Articles provide that the liquidator may, with the sanction of an extraordinary resolution divide amongst the members *in specie* the whole or any part of the assets of the Company.

Subject as mentioned above, the surplus assets will be distributed to shareholders in the following manner and priority:

- 3.7.1 first, in paying to any holders of Preference Shares the amounts respectively paid up or credited as paid up thereon;
- 3.7.2 second, in paying to any holders of Ordinary Shares and 'A' Ordinary Shares the nominal value paid up or credited as paid up on such shares;
- 3.7.3 thirdly, in paying any holders of Ordinary Shares any premium paid up or credited as paid up on such shares;
- 3.7.4 fourthly, in paying any holders of Ordinary Shares and 'A' Ordinary Shares and dividends declared but not paid thereon;
- 3.7.5 fifthly, subject to 3.7.6, in distributing the balance amongst any holders of Ordinary Shares and Preference Shares; and
- 3.7.6 lastly, in paying to any holders of Deferred Shares the amounts respectively paid up or credited as paid up thereon but only after the payment in respect of Ordinary Shares and any Preference Shares of the amounts paid up or credited as paid up on such shares and a further payment of £100,000 on each Ordinary Share and Preference Share.

3.8 Variation of rights

Subject to the provisions of the Act, (as defined in the Articles) and save as provided below whenever the capital of the Company is divided into different classes of shares, the rights attaching to any class may (unless otherwise provided by the terms of issue of that class) be varied either with the consent in writing of the holders of three-fourths of the nominal amount of the issued shares of the class or with the sanction of an extraordinary resolution passed at a separate meeting of the holders of the issued shares of that class.

Any allotment of equity securities in the capital of the Company shall not constitute a variation of the rights attaching to the Deferred Shares and does not require the consent of holders of Deferred Shares as a class or otherwise.

3.9 CREST

The Articles enable the Ordinary Shares to be held in uncertified form in accordance with the Uncertified Securities Regulations 1995 and to be eligible for transfer and settlement in CREST, in accordance with the CREST rules.

3.10 Borrowing powers

The Director may, subject to the provisions of the Act, exercise all the powers of the Company to borrow money and to mortgage or charge all or any part of its undertaking, property and assets and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligations of the Company or any third party. The Directors shall restrict the borrowings of the Company and exercise all voting and other rights or powers of control in relation to subsidiaries so as to secure that the aggregate borrowings of the Company and any subsidiaries (exclusive of intra-group borrowings) shall not at any time, without the previous sanction of the Company in general meeting, exceed a sum equal to 7 times the aggregate of:

- (a) the nominal capital of the Company for the time being issued and paid-up or credited as paid-up; and
- (b) the amount standing to the credit of the consolidated reserves of the Company and its subsidiaries (including, without limitation, any share premium account, capital redemption reserve fund and profit and loss account including merger reserve arising on consolidation but excluding goodwill)

where the amounts in (a) and (b) are as shown in the latest audited balance sheet of the Company and its subsidiaries but after adjustment as set out in the Articles.

3.11 Purchase of own shares

The Company is authorised to make purchases of its own shares provided that the purchase shall take place in accordance with the Act and on the basis that it is sanctioned by an extraordinary resolution of a separate class meeting of the holders of any class of shares convertible into shares of another class where such shares would, if converted, entitle the holder to attend and vote at general meetings of the Company.

3.12 Conversion rights

The Preference Shares will convert on Admission into Ordinary Shares and Deferred Shares according to a formula based on the Placing Price.

The 'A' Ordinary Shares will convert into Ordinary Shares and/or Deferred Shares upon the publication of the audited accounts of the Company for the year ending 31 December 2003. The 'A' Ordinary Shares will convert into Ordinary Shares on a one for one basis in accordance with a formula based on the earnings per Ordinary Share of the Company for the financial year ended 31 December 2003, based on the weighted average number of Ordinary Shares in issue during such financial year. The remainder of the 'A' Ordinary Shares following such conversion will be converted into Deferred Shares, which carry no rights to vote at general meetings, no rights to receive dividends and limited rights on a return of capital. The Company has the right at any time to acquire the issued Deferred Shares for a total consideration of 1p.

4 Directors' and other interests

- 4.1 The interests, all of which are beneficial, of the Directors and persons connected with the Directors (within the meaning of Section 346 of the Act) in the share capital of the Company as at the date of this document, and as they are expected to be on Admission, which have been notified to the Company pursuant to sections 324 or 328 of the Act or which are required to be entered in the register maintained under the provisions of section 325 of the Act or which, in the case of an interest of a connected person would if the connected person were a Director be required to be disclosed as an



interest the existence of which is known to, or could with reasonable diligence be ascertained by, that Director are as follows:

	<i>As at 18 December 2000</i>			<i>On Admission</i>		
	<i>Number of 'A' Ordinary Shares</i>	<i>Number of Ordinary Shares</i>	<i>Percentage of issued Ordinary share capital</i>	<i>Number of 'A' Ordinary Shares</i>	<i>Number of Ordinary Shares</i>	<i>Percentage of issued Ordinary share capital</i>
Tony Caplin	32,653	24,490	5.00%	32,653	24,490	0.63%
Paul Hird	241,633	181,273	37.00%	241,633	183,273*	4.68%
Phil Woodward	154,123	115,592	23.60%	154,123	115,592	2.95%
Gary Davis	154,123	115,592	23.60%	154,123	115,592	2.95%
Nigel Miller	65,306	49,029	10.00%	65,306	49,029	1.25%
Keith Carpenter	5,224	3,918	0.80%	5,224	3,918	0.10%

N.B. The above table assumes that 3,333,333 Ordinary Shares are issued pursuant to the Placing at a Placing Price of 153p per Ordinary Share. Percentages are calculated on the enlarged ordinary share capital of the Company.

* Includes 2,000 Ordinary Shares acquired under the Placing by Paul Hird's wife, Helen Hird.

- 4.2 Save as disclosed above, no Director, nor persons connected with Directors within the meaning of Section 346 of the Act, has any interest, beneficial or non-beneficial, in the share or loan capital of the Company.
- 4.3 Save as disclosed in this document, no Director is or has been interested in any transaction which is or was of an unusual nature, contains or contained unusual terms or is or was significant in relation to the business of the Company which was effected by the Company and remains in any respect outstanding or unperformed.

5 Additional Information on the Board

- 5.1 The names of all the companies (other than the Company) and partnerships of which the Directors are currently, or have been, a director or partner at any time in the 5 years preceding the date of this document are set out below:

<i>Name</i>	<i>Current Directorships</i>	<i>Past Directorships</i>
Tony Caplin	Keystone Plc Easynet Group Plc Era Group Plc Northamber Plc William Clowes Limited Inter-Hopper Limited London Pride Limited G. S. Packaging Limited Redcliffe School Trust Intermediate Equity Plc The Royal London NHS Trust Totally.com Plc BiblioTech Plc Mountcashel Plc River Gardens Amenity Limited 2020me Plc Norprint Labelling Systems Limited Dudley Stationery Limited SEP Industrial Holdings Limited Plc Tadpole Technology Plc Hansard Plc iCollector Plc	Virtual Orchestra Limited Rexoline Plc Jasmin Plc Hardy Business Forms Limited Quebecor Printing UK Limited Hunterprint Group Plc Formstores Limited Hunterprint (Eastleigh) Limited Micro Developments Limited Peterlee Print Finishers Limited Hunterprint Repro Limited Ultramind Group Plc 4th Media Limited


Paul Hird	None	Venture Finance Plc
Philip Woodward	None	None
Gary Davis	None	None
Nigel Miller	None	None
Keith Carpenter	Justina Holdings Limited G S Packaging Limited Dan Technology Holdings Plc	Lloyds TSB Development Capital Limited L.M.B Services Limited ENCON Plc Robert Walters (Associates) Limited Kommunicate Limited Siltint Industries Limited Siltint Limited Vertex Optical Limited ECSYS Limited Wimpy Dubilier Limited Betta Stores plc Fresh Connection Holdings Limited European Business Group Limited

5.2 Save as disclosed below none of the Directors:

- 5.2.1 is currently a director of a company or a partner in a partnership or has been a director of a company or a partner in a partnership within the 5 years immediately preceding the date of this document;
- 5.2.2 has any unspent convictions for any indictable offences or has been declared bankrupt or has made any voluntary arrangement with his creditors;
- 5.2.3 has been a director of a company at the time of or within the 12 months preceding any receivership, compulsory liquidation, creditors' voluntary liquidation, administration or voluntary arrangement of that company or any composition or arrangement with its creditors generally or any class of its creditors;
- 5.2.4 has been a partner in a partnership at the time of or within the 12 months preceding any compulsory liquidation, administration or voluntary arrangement of that partnership;
- 5.2.5 has had any asset which has been subject to a receivership or has been a partner in a partnership at the time of or within the 12 months preceding an asset of the partnership being subject to a receivership; or
- 5.2.6 has been publicly criticised by any statutory or regulatory authority (including any recognised professional body) or has been disqualified by a Court from acting as a director of, or in the management or conduct of the affairs of, any company.

5.3 Keith Carpenter was a director of the following companies when administrative receivers were appointed:

- (a) Betta Stores Plc: Administrative receivers were appointed on 11 May 1992. Keith Carpenter resigned as a director on 30 September 1992 and the company was struck off the register on 10 October 2000.
- (b) Ecsys Limited: Administrative receivers were appointed on 17 May 1991 and Keith Carpenter resigned on 14 January 1992.
- (c) European Business Group Limited: Administrative receivers were appointed on 7 April 1995. The company was struck off the register on 24 March 1998 and dissolved on 31 March 1998.

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- (d) Fresh Connection Holdings Limited: Administrative receivers were appointed on 22 March 2000.

Keith Carpenter has not been criticised, publicly or privately, by any statutory or regulatory authority in connection with his conduct as a director of any of the above mentioned companies.

Tony Caplin was a director of Computer Monitoring Services Limited when, on 25 October 1984, a liquidator was jointly appointed by the members and creditors to wind the company up. Mr Caplin has not been criticised, publicly or privately, by any statutory or regulatory authority in connection with his conduct as a director of Computer Monitoring Services Limited.

- 5.4 There are no outstanding loans or guarantees provided by the Company to or for the benefit of any of the Directors.

6 Directors' Service Agreements

- 6.1 Save as disclosed below no contract of service between any Director and the Company has been entered into:

6.1.1 On 18 December 2000, Paul Hird entered into a service agreement with the Company under which he has agreed to serve as Chief Executive Officer of the Company at an annual salary of £80,000. Paul will be entitled to a company car, pension contributions, a mortgage subsidy, private medical insurance and permanent health insurance. He will also be entitled to participate in the Company's bonus scheme. The service agreement is terminable by either party on not less than 12 months' notice. The Company has the right to terminate the service agreement with immediate effect by making a payment of basic salary in lieu of such notice period. Paul is entitled to 25 working days holiday per calendar year together with public holidays. The agreement also contains appropriate restrictions in respect of competing with the business and solicitation of employees and clients for 12 months following the termination of the agreement.

6.1.2 On 18 December 2000, Phil Woodward entered into a service agreement with the Company under which he has agreed to serve as Operations Director of the Company at an annual salary of £70,000. Phil will be entitled to a company car, pension contributions, a mortgage subsidy, private medical insurance and permanent health insurance. He will also be entitled to participate in the Company's bonus scheme. The service agreement is terminable by either party on not less than 12 months' notice. The Company has the right to terminate the service agreement with immediate effect by making a payment of basic salary in lieu of such notice period. Phil is entitled to 25 working days holiday per calendar year together with public holidays. The agreement also contains appropriate restrictions in respect of competing with the business and solicitation of employees and clients for 12 months following the termination of the agreement.

6.1.3 On 18 December 2000, Gary Davis entered into a service agreement with the Company under which he has agreed to serve as Sales and Marketing Director of the Company at an annual salary of £60,000. Gary will be entitled to a company car, pension contributions, a mortgage subsidy, private medical insurance and permanent health insurance. He will also be entitled to participate in the Company's bonus scheme. The service agreement is terminable by either party on not less than 12 months' notice. The Company has the right to terminate the service agreement with immediate effect by making a payment of basic salary in lieu of such notice period. Gary is entitled to 25 working days holiday per calendar year together with public holidays. The agreement also contains appropriate restrictions in respect of competing with the business and solicitation of employees and clients for 12 months following the termination of the agreement.

6.1.4 On 18 December 2000, Nigel Miller entered into a service agreement with the Company under which he has agreed to serve as Finance Director of the Company at an annual salary of £55,000. Nigel will be entitled to a company car, pension contributions, a mortgage subsidy,

private medical insurance and permanent health insurance. He will also be entitled to participate in the Company's bonus scheme. The service agreement is terminable by either party on not less than 12 months' notice. The Company has the right to terminate the service agreement with immediate effect by making payment of basic salary in lieu of such notice period. Nigel is entitled to 25 working days holiday per calendar year together with public holidays. The agreement also contains appropriate restrictions in respect of competing with the business and solicitation of employees and clients for 12 months following the termination of the agreement.

6.2 The Company has entered into the following letters of appointment with the non-executive directors of the Company:

6.2.1 On 18 December 2000, Tony Caplin signed a letter of appointment with the Company pursuant to which he has agreed to serve as a non-executive director and Chairman of the Company. His appointment is subject to his re-election as a director at the annual general meeting of the Company and will continue until terminated on three months' notice by either party or by the Company in accordance with its articles of association. He is expected to attend Board meetings and to serve on committees of the Board for a fee of £20,000 per annum.

6.2.2 On 18 December 2000, Keith Carpenter signed a letter of appointment with the Company pursuant to which he has agreed to serve as a non-executive director of the Company. His appointment is subject to his re-election as a director at the annual general meeting of the Company and will continue until terminated on three months' notice by either party or by the Company in accordance with its articles of association. He is expected to attend Board meetings and to serve on committees of the Board for a fee of £15,000 per annum.

6.3 The estimated aggregate remuneration including benefits in kind to be paid to the Directors for the period ending 31 December 2001 is £458,000 under the arrangements in force at the date of this document.

7 Substantial Shareholdings

7.1 Save as disclosed in paragraph 4 above, the Directors are not aware of any person who as at the date of this document or on Admission are or will be directly or indirectly interested (within the meaning of Part VI of the Act) in 3 per cent. or more of the Company's issued Ordinary Shares.

7.2 Save as disclosed in paragraph 4 above, the Directors are not aware of any person or persons who directly or indirectly, jointly or severally, exercise or could exercise control over the Company or who is interested directly or indirectly in 3 per cent. or more of the issued share capital of the Company.

8 Material Contracts

The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by the Company since its incorporation and are, or may be deemed to be, material:

8.1 An agreement dated 18 December 2000 between the Company, Williams de Broë and the directors of the Company, whereby Williams de Broë undertook as agent for the Company, to use its reasonable endeavours to procure subscribers for 3,333,333 Ordinary Shares in the capital of the Company, or itself to subscribe for such shares. The agreement is conditional upon, *inter alia*, Admission, and the entering into of the agreement described in sub-paragraph 8.2 below. The agreement contains certain warranties given by the Company and the directors, and an indemnity given by the Company to Williams de Broë. In consideration for its services in connection with the placing, Williams de Broë will be paid a corporate finance fee of £150,000 (plus VAT) and a commission equal to 3 per cent. of the aggregate value of the Placing Shares at the Placing Price. The agreement contains certain non-competition covenants given by the executive directors in favour of the Company and Williams de Broë, and also contains certain provisions whereby Williams de Broë may terminate the agreement at any time prior to Admission if it becomes aware of material inaccuracies in the Prospectus or in certain cases of *force majeure*. The agreement will cease to have affect if Admission has not been obtained prior to 5 January 2001.



- 8.2 An agreement dated 18 December 2000 between the Company and The Governor and Company of the Bank of Scotland ("the Bank") whereby the Bank has agreed to make available to the Company a revolving credit facility for working capital purposes of a maximum amount of £14,000,000. The agreement and/or drawdown under the agreement are subject, *inter alia*, to the following:
- (i) delivery to the Bank of a security trust deed;
 - (ii) the execution of security documentation in favour of the Bank (including a debenture over the assets of the Company);
 - (iii) delivery to the Bank of assignments in respect of keyman policies in respect of Paul Hird, Gary Davis and Philip Woodward;
 - (iv) delivery to the Bank of a letter from the insurance broker to the Company confirming that the Company maintains satisfactory insurances;
 - (v) there being no breach, prior to drawdown, of any of the representations and warranties contained in the agreement;
 - (vi) delivery to the Bank of a report satisfactory to the Bank by Grant Thornton in relation to the Company's systems and its current and future trading;
 - (vii) delivery to the Bank of a certificate from the Company confirming that minimum amounts have been fully utilised in meeting the start up costs and expenses of the Company and in purchasing Debts (as defined) in accordance with the Company's procedures; and
 - (viii) approval by the Bank of the Company's credit and transactional procedures.
- 8.3 A letter dated 18 December 2000 between Williams de Broë and the Company whereby Williams de Broë is appointed by the Company to act as its nominated adviser and nominated broker and setting out the services to be provided by Williams de Broë. Williams de Broë will be paid a fee for such services of £30,000 per annum (together with VAT). The appointment is terminable by either side on three month's notice in writing and is terminable summarily by Williams de Broë or the Company under certain circumstances. The agreement contains indemnities given by the Company in favour of Williams de Broë.

9 Working Capital

The Company, having made due and careful enquiry, is of the opinion that taking into account banking facilities available to the Company and the net proceeds of the Placing it will, from the time of Admission, have sufficient working capital for its present requirements, that is for at least twelve months from the date of this document.

10 Litigation

The Company is not engaged in any litigation or arbitration proceedings which are having or may have a significant effect on the financial or trading position of the Company or the Group, and no such litigation, arbitration or claim is known to the Directors to be pending or threatened against the Company.

11 UK Taxation

The following paragraphs are intended as a general guide only and are based on current legislation and Inland Revenue practice.

Any person who is in doubt as to his taxation position or who is subject to taxation in any jurisdiction other than the United Kingdom should consult his professional advisers.

- 11.1 The comments set out below are based on existing law and what is understood to be current Inland Revenue practice. They are intended as a general guide only and apply only to Shareholders who are resident in the United Kingdom for tax purposes (except to the extent that specific reference is made to Shareholders resident outside the United Kingdom), who hold Ordinary Shares as investments and who are the absolute beneficial owners of those shares. Any person who is in any doubt as to their

taxation position or who is subject to taxation in any jurisdiction other than the United Kingdom, should consult their own professional advisers immediately.

11.2 Taxation of Dividends

Persons who are issued Placing Shares should note that the tax treatment of dividends changed for dividends paid on or after 6 April 1999. The changes do not in general affect the net position of individual United Kingdom resident Shareholders who are liable to income tax. The changes do affect individuals who are either not subject to income tax or who are not resident in the United Kingdom for tax purposes.

Under current United Kingdom law no taxation will be withheld from dividends paid by the Company. In addition the Company no longer has to account for advance corporation tax on the dividend.

An individual United Kingdom resident Shareholder is generally entitled to a tax credit in respect of the dividend, which he can set off against his total liability to United Kingdom income tax. The amount of the tax credit is equal to 1/9th of the cash dividend. The cash dividend aggregated with the amount of the tax credit ("the gross dividend") will be included in the Shareholder's income for United Kingdom tax purposes and will be treated as the top slice of the Shareholder's income. Thus, a Shareholder receiving a dividend of £90 will be treated as having received income of £100 which has a tax credit of £10 attached to it.

An individual United Kingdom resident Shareholder who, after taking into account the gross dividend, pays income tax at the lower rate or basic rate will pay tax on the gross dividend at the Schedule F ordinary rate of 10 per cent. against which he can set the tax credit. Such a Shareholder will have no further liability to account for income tax on the dividend.

An individual United Kingdom resident Shareholder who, after taking into account the gross dividend, pays income tax at the higher rate will pay tax on the gross dividend at the Schedule F upper rate of 32.5 per cent. against which he can set the tax credit. Such a Shareholder will have a liability to account for additional tax on the gross dividend, calculated by multiplying the gross dividend by the difference between the Schedule F upper rate and the tax credit rate, currently 22.5 per cent. This will be equivalent to 25 per cent. of the cash dividend received.

An individual United Kingdom resident Shareholder who does not pay income tax or whose liability to income tax does not exceed the amount of the tax credit will not be entitled to claim repayment of the tax credit attaching to the dividend.

In the case of a life interest trust resident in the United Kingdom the person entitled to the income of the trust shall not be liable to income tax on any dividend received by the trust if that person is liable to lower or basic rate income tax, since the tax credit attaching to the dividend will discharge that person's liability to tax on that dividend. However, that person will have a further liability to income tax on the dividend received by the trust if that person is liable to income tax at the higher rate. Trustees of a UK resident discretionary trust will be liable to income tax at 25 per cent. (at current rates) of the gross dividend. This will mean that such shareholders will have an additional tax liability equal to 15 per cent. (at current rates) on the gross dividend. Trustees of discretionary trusts should, however, note that the changes to the tax treatment of dividends may impact adversely on beneficiaries who receive income from the trust. Trustees who are in any doubt as to their position should consult their own professional advisers.

A United Kingdom resident corporate Shareholder will not generally be liable to corporation tax on any dividend received.

United Kingdom pension funds and charities are generally exempt from tax on dividends which they receive but are not entitled to claim repayment of the tax credit. Charities will receive some compensation for the loss of the tax credit.

Whether a non-United Kingdom resident Shareholder is entitled to repayment of any part of the tax credit in respect of dividends paid to him, will depend upon the provisions of the double tax treaty (if any) between the country in which the Shareholder is resident and the United Kingdom. Such a Shareholder should be aware that changes to the value of the tax credit which took effect from 6 April



1999, will in general eliminate or reduce the amount which such a Shareholder will be able to reclaim. A non-United Kingdom resident Shareholder should consult his own professional advisers on the possible application of such provisions, the procedure for claiming repayment and what relief or credit (if any) may be claimed for such tax credit in the jurisdiction in which he is resident.

11.3 Taxation of Capital Gains

A subsequent disposal of Ordinary Shares may result in a liability to United Kingdom taxation of chargeable gains, depending upon individual circumstances.

11.4 Stamp Duty and Stamp Duty Reserve Tax

No liability to stamp duty or stamp duty reserve tax should arise on the allotment of Ordinary Shares under the Placing.

11.5 Shares held outside the CREST system

The conveyance or transfer on sale of Ordinary Shares will usually be subject to stamp duty on the instrument of transfer, generally at the rate of 0.5 per cent. of the amount or value of the consideration. Stamp duty is charged in multiples of £5. An obligation to account for stamp duty reserve tax ("SDRT") at the rate of 0.5 per cent. of the amount or value of the consideration will also arise if an unconditional agreement to transfer the Ordinary Shares is not completed by a duly stamped instrument of transfer before the "accountable date" for SDRT purposes. The accountable date is the seventh day of the month following the month in which the agreement for the transfer is made. Payment of the stamp duty will cancel the liability to account for SDRT. It is the purchaser of the shares who is in general liable to account for stamp duty or SDRT.

11.6 Shares held within the CREST system

The transfer of Ordinary Shares in uncertificated form in the CREST system will generally attract a liability to SDRT at the rate of 0.5 per cent. of the amount or value of the consideration. The SDRT is payable on the fourteenth day following the date of the unconditional agreement for the transfer of Ordinary Shares.

The above statements are intended as a general guide to the current position. Certain categories of person are not liable to stamp duty or SDRT, and others may be liable at a higher rate or may, although not primarily liable for the tax, be required to notify and account for it under the Stamp Duty Reserve Tax Regulations 1986.

12 General

- 12.1 Save as disclosed in this document there are no patents or other intellectual property rights, licences or particular contracts that are of fundamental importance to the Company's business.
- 12.2 The Company's accounting reference date is 31 December.
- 12.3 The principal activities of the Company are described in Part I of this document. Save as disclosed in this document, there are no exceptional factors which have influenced the Group's activities.
- 12.4 Save as disclosed in this document there have been no material changes in the financial or trading position of the Group since 4 December 2000, the date to which the financial information in the Accountant's Report set out in Part III of this document has been drawn up.
- 12.5 Save as disclosed in this document, there are no investments in progress which are, or may be, significant.
- 12.6 The nominated adviser and broker to the Company is Williams de Broë whose registered office is at 6 Broadgate, London EC2M 2RP. Williams de Broë has given and not withdrawn its written consent to the issue of this document with the inclusion of references to its name in the form and context in which they appear.

- 12.7 BDO Stoy Hayward has given and not withdrawn its written consent to the inclusion in Parts III and IV of this document of its reports and references to such reports and to itself in the form and context in which they appear and has authorised the contents of those reports for the purposes of paragraph 45(8)(b) of Schedule 1 to the Regulations.
- 12.8 The Ordinary Shares will be in registered form.
- 12.9 Subscription monies received from applicants pursuant to the Placing will be held by Williams de Broë in trust for the applicant(s) until the Placing Agreement becomes unconditional in all respects. If the Placing does not become effective all subscription monies will be returned as soon as practicable to applicants without interest. It is expected that definitive share certificates will be despatched by post at the risk of applicants within by 5 January 2001. The period during which the Placing is open will expire on 5 January 2001.
- 12.10 The estimated gross proceeds of the Placing are £5.1 million. The estimated expenses of the Placing and Admission are £700,000, inclusive of VAT, which are payable by the Company.
- 12.11 The minimum amount which in the opinion of the Directors must be raised by the issue of the Placing Shares is £5.1 million to provide the sums required to be provided in respect of each of the following:
- 12.11.1 £nil for the purchase of property;
 - 12.11.2 £700,000 for the expenses of the Placing and Admission (including commission);
 - 12.11.3 £nil for the repayment of money borrowed by the Company ; and
 - 12.11.4 £4.4 million for working capital and no amounts are to be provided in respect of paragraphs 12.11.1 – 12.11.3 above otherwise than out of the proceeds of the Placing.
- 12.12 Save as regards the issue of Ordinary and 'A' Ordinary Shares to the Directors as disclosed in this Part V, no person (excluding trade suppliers and professional advisers whose fees are taken into account in the estimate of expenses of the Placing) has received directly or indirectly from the Company in the preceding 12 months or has entered into any contractual arrangements whereby that person is entitled to receive, indirectly or directly from the Company on or after Admission, either:
- 12.12.1 fees totalling £10,000 or more; or
 - 12.12.2 Ordinary Shares to the value of £10,000 or more calculated by reference to the value of the Placing Price; or
 - 12.12.3 any other benefit with a value of £10,000 or more.

13 Availability of Document

Copies of this document are available to the public free of charge during usual business hours on any day (Saturdays, Sundays and public holidays excepted) from Williams de Broë, 6 Broadgate, London EC2M 2RP from the date of this document until 5 January 2001.