

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document, you should immediately consult a person authorised under the Financial Services and Markets Act 2000 who specialises in advising on the acquisition and disposal of shares and other securities. The whole text of this document should be read.

If you have sold or otherwise transferred all of your Ordinary Shares, please send this document as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold or otherwise transferred part of your registered holding of Ordinary Shares, please retain these documents and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

These documents should not, however, be mailed or otherwise sent in, into or from the United States, Canada, Australia, New Zealand, South Africa or Japan or any other jurisdiction if to do so would constitute a violation of the laws of such jurisdiction (each a "Restricted Jurisdiction"). The contents of this document have not been reviewed by any authority in Hong Kong. The availability of the Tender Offer to Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdiction in which they are located. Persons who are not resident in the United Kingdom should read the paragraph headed "Overseas Shareholders" in the letter from the Non-executive Chairman of the Company set out in Part 1 of this document and the section headed "Overseas Shareholders" in Part 2 of this document and should inform themselves about, and observe, any applicable legal or regulatory requirements in their jurisdiction.

The Tender Offer is not being, and will not be, made, directly or indirectly, in or into, or by use of mail, or by any means or instrumentality (including, without limitation, facsimile transmission, telephone, internet or other forms of electronic communication) of interstate or foreign commerce of, or by any facilities of a national securities exchange of a Restricted Jurisdiction and the Tender Offer cannot be accepted by any such use, means or instrumentality or otherwise from or within a Restricted Jurisdiction. Accordingly, this document, the Tender Form and any accompanying document are not being, and must not be, mailed or otherwise forwarded, distributed or sent in or into or from any such jurisdiction as to do so may render invalid any purported acceptance of the Tender Offer.

The London Stock Exchange has not itself examined or approved the contents of this document. AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the UK Listing Authority.

Share plc

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 2966283)

PROPOSED TENDER OFFER AND SHARE REPURCHASE AND NOTICE OF GENERAL MEETING

This document should be read in conjunction with the accompanying Form of Proxy, the accompanying Commission Free Dealing Form and, for Qualifying Shareholders only, the accompanying Tender Form.

The Directors of Share plc, whose names appear on page 3 of this document, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Your attention is drawn to the letter from the Non-executive Chairman of Share plc in Part 1 of this document which explains why the Resolutions are to be proposed at the General Meeting referred to below. Before deciding on what action to take you should fully consider all the information in this document.

Notice convening the General Meeting of the Company to be held at the London Stock Exchange, 10 Paternoster Square, London, EC4M 7LS at 11.30 a.m. on 25 June 2010 or, if later, immediately following the conclusion of the Annual General Meeting of the Company, which is being held at 11.00 a.m. on 25 June 2010, is set out at the end of this document.

You will find enclosed with this document a Form of Proxy for use at the General Meeting. Whether or not you intend to be present at the General Meeting, you are asked to complete and sign the Form of Proxy in accordance with the instructions printed thereon. Your completed Form of Proxy should be returned by post to the Company Secretary, Share plc, Oxford House, Oxford Road, Aylesbury, Bucks, HP21 8SZ so as to be received as soon as possible but in any event by no later than 6.00 p.m. on 23 June 2010.

Completion and return of a Form of Proxy will not prevent you from attending and voting in person at the General Meeting.

If you are a Qualifying Shareholder and wish to tender Ordinary Shares (held in certificated or uncertificated form) to be repurchased by the Company under the Repurchase you should complete the Tender Form and submit it, in accordance with the instructions set out in Part 2 of this document and on the Tender Form, by post to the Company Secretary, Share plc, Oxford House, Oxford Road, Aylesbury, Bucks, HP21 8SZ so as to be received on or after 10 August 2010 and no later than noon on 27 August 2010.

If you are a Shareholder and wish to participate in the Commission Free Dealing Programme, as described in the document, you should complete the Commission Free Dealing Form and submit it, in accordance with the instructions set out in Part 2 of this document and on the Commission Free Dealing Form, by post to the Company Secretary, Share plc, Oxford House, Oxford Road, Aylesbury, Bucks, HP21 8SZ so as to be received on or after 10 August 2010 and no later than noon on 27 August 2010.

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Accompanying Documents

Form of Proxy

Commission Free Dealing Form

Tender Form (for Qualifying Shareholders only)

Information regarding forward-looking statements

This document contains a number of forward-looking statements relating to Share plc. Share plc considers any statements that are not historical facts as “forward-looking statements”. They relate to events and trends that are subject to risks and uncertainties that could cause the actual results and financial position of Share plc to differ materially from the information presented in the relevant forward looking statement. When used in this document the words “estimate”, “project”, “intend”, “aim”, “anticipate”, “believe”, “expect”, “should”, and similar expressions, as they relate to Share plc or the management of it, are intended to identify such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this document. Share plc does not undertake any obligation publicly to update or revise any of the forward-looking statements, whether as a result of new information, future events or otherwise, save in respect of any requirement under applicable laws, the AIM Rules and other regulations to which it is subject.

DIRECTORS, SECRETARY AND ADVISERS

Directors	Sir Martin Wakefield Jacomb, <i>Non-executive Chairman</i> Gavin David Redvers Oldham, <i>Chief Executive Officer</i> Richard William Stone, <i>Group Finance Director</i> Iain Paul Wallace, <i>Group Compliance and Legal Services Director</i> Richard Ian Tolkien, <i>Non-executive Director</i> all of:
Registered Office	Oxford House Oxford Road Aylesbury Buckinghamshire HP21 8SZ
Secretary	Barbara Anne Pierssene
Auditors and Reporting Accountants	Deloitte LLP 3 Rivergate Temple Quay Bristol BS1 6GD
Solicitors to the Company	Dechert LLP 160 Queen Victoria Street London EC4V 4QQ
Registrars	Capita IRG plc Northern House Woodsome Park Fenay Bridge Huddersfield HD8 0LA

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

All references to time in this document are to London time and the dates and times given are based on the Company's current expectations and may be subject to change. Any changes to the expected timetable will be announced via a Regulatory Information Service. All dates are dates in 2010.

Announcement of Tender Offer and proposed Repurchase	8 June
Latest time and date for receipt of Forms of Proxy for the General Meeting	6.00 p.m. on 23 June
General Meeting of the Company	11.30 a.m. on 25 June*
Proposed announcement of the Company's interim results	7.00 a.m. on 10 August
Tender Offer opens	10 August
Period for submitting Commission Free Dealing Forms begins	10 August
Latest time and date for receipt of Tender Forms in relation to the Tender Offer	noon on 27 August
Latest time and date for receipt of Commission Free Dealing Forms	noon on 27 August
Effective date for the Repurchase	27 August
Effective date for the transfer of Ordinary Shares pursuant to the Commission Free Dealing Programme	27 August
Record date for the Tender Offer	5.00 p.m. on 27 August
Announcement of the Repurchase Price and the results of the Tender Offer	31 August
Cheques issued/CREST accounts credited for the proceeds of the Repurchase and the Commission Free Sale	by 2 September
CREST accounts credited/share certificates issued for revised holdings of Ordinary Shares following the sale of Ordinary Shares under the Repurchase and the Commission Free Sale	by 2 September

* or, if later, immediately following the conclusion of the Annual General Meeting of the Company, which is being held at 11.00 a.m. on 25 June

DEFINITIONS

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

“Act”	the Companies Act 2006
“AIM”	the market of that name, operated by the London Stock Exchange plc
“AIM Rules”	the AIM Rules for Companies published by the London Stock Exchange plc from time to time
“Board” or “Directors”	the directors of the Company, whose names appear on page 3 of this document
“Business Day”	any day, other than a Saturday, Sunday or UK Bank Holiday
“Commission Free Dealing Form”	the form enclosed with this document for use in respect of applications to participate in the Commission Free Purchase or the Commission Free Sale or the Share Donation
“Commission Free Dealing Programme”	the Commission Free Purchase, the Commission Free Sale and the Share Donation
“Commission Free Purchase”	the opportunity for Shareholders to purchase on a commission free basis Ordinary Shares offered for sale as part of the Commission Free Dealing Programme
“Commission Free Sale”	the opportunity for Commission Free Shareholders who are not participating in the Tender Offer to sell on a commission free basis all or part of their holding of Ordinary Shares as part of the Commission Free Dealing Programme
“Commission Free Shareholders”	Shareholders who are entitled to participate in the Commission Free Sale (provided they do not participate in the Tender Offer or the Repurchase), being Shareholders who at 5.00 p.m. on 8 June 2010 hold not more than 35,000 Ordinary Shares, but excluding Shareholders holding Ordinary Shares through share incentive plans, and the term “Commission Free Shareholder” shall mean any one of them
“Company”	Share plc
“CREST”	the computer based system for the transfer of uncertificated securities operated by Euroclear
“Euroclear”	Euroclear UK and Ireland Limited
“Form of Proxy”	the form of proxy accompanying this document for use by Shareholders at the General Meeting
“General Meeting”	the general meeting of the Company to be held at 11.30 a.m. on 25 June 2010 or, if later, immediately

	following the conclusion of the Annual General Meeting of the Company, which is being held at 11.00 a.m. on 25 June 2010 (notice of the General Meeting is set out at the end of this document)
“Group”	the Company and its subsidiary undertakings
“Notice”	the notice of the General Meeting which is set out at the end of this document
“Oldham Family”	the concert party which beneficially holds approximately 78 per cent. of the issued Ordinary Shares, made up of Gavin Oldham, Virginia Oldham, Kathryn Maintzer, Faye Oldham Hinsley, Marianne Oldham, the Virginia Oldham Trust, the Gavin Oldham No. 1 Trust, the Gavin Oldham No. 2 Trust, the Gavin Oldham No. 3 Trust and the Gavin Oldham No. 4 Trust
“Ordinary Shares”	ordinary shares of 0.5 pence each in the capital of the Company
“Qualifying Shareholders”	Shareholders who are entitled to participate in the Tender Offer and the term “Qualifying Shareholder” shall mean any one of them
“Registrars”	Capita IRG plc, Northern House, Woodsome Park, Fenay Bridge, Huddersfield, HD8 0LA
“Repurchase”	the market repurchase by the Company of Ordinary Shares held by Qualifying Shareholders (other than Qualifying Shareholders participating in the Commission Free Sale) on the terms and conditions set out in Part 2 of this document
“Repurchase Price”	the price at which the Company is to purchase Ordinary Shares under the Repurchase, which will be a price per Ordinary Share equal to a 15 per cent. discount (rounded down to one decimal place) to the average closing mid price for Ordinary Shares on AIM for the five trading days ending on 27 August 2010
“Resolutions”	the resolutions to be proposed at the General Meeting, as set out in the Notice, to approve the Tender Offer and the Repurchase and to authorise the Company to purchase its own shares
“Restricted Jurisdictions”	the United States, Canada, Australia, New Zealand, South Africa or Japan or any other jurisdiction where the mailing of this document into such jurisdiction would constitute a violation of the laws of such jurisdiction
“Share Donation”	the opportunity for Shareholders to donate Ordinary Shares to ShareGift
“ShareGift”	the Orr Mackintosh Foundation (a company limited by guarantee), a UK registered charity with registered charity number 1052686

“Shareholders”	holders of Ordinary Shares and the term “Shareholder” shall mean any one of them
“Sharesecure”	Sharesecure Limited, a trustee custodian for both the Group’s and third party corporate share incentive plans
“Takeover Code”	the City Code on Takeovers and Mergers
“Tender Form”	the form enclosed with this document for use in tendering Ordinary Shares held in certificated or uncertificated form under the Tender Offer
“Tender Offer”	the offer to Qualifying Shareholders (other than Qualifying Shareholders participating in the Commission Free Sale) to apply to participate in the Repurchase
“The Share Centre”	The Share Centre Limited
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland

SOME QUESTIONS AND ANSWERS IN RELATION TO THE TENDER OFFER, THE REPURCHASE AND THE COMMISSION FREE DEALING PROGRAMME

Introduction

This document explains the Tender Offer under which the Company invites Qualifying Shareholders to participate in the Repurchase, a market repurchase of Ordinary Shares by the Company up to a maximum aggregate consideration of approximately £5.7 million. It also explains the Commission Free Dealing Programme, under which Commission Free Shareholders may sell Ordinary Shares on a commission free basis (the Commission Free Sale) and all Shareholders may purchase Ordinary Shares on a commission free basis (the Commission Free Purchase).

Set out below are some questions and answers relating to the Tender Offer, the Repurchase and the Commission Free Dealing Programme. Part 2 of this document sets out the detailed terms and conditions of the Tender Offer, the Repurchase and the Commission Free Dealing Programme.

You should read the whole of this document and not rely solely on this summary or on any single part of this document.

Why is the Company undertaking the Tender Offer and the Repurchase?

The Company has consistently generated significant positive cashflow and as a result has built up a material cash balance in recent years. For the last financial year, the Group's average net cash position was £13.3 million, with net cleared funds at the end of that period being £13.8 million. In the absence of the proposed Tender Offer and Repurchase, the Board would expect the Group's positive cash position to continue to increase further.

Given the above, and the expected cash requirements of the Group going forward, the Board has decided that the Company should use up to £5.7 million to repurchase Ordinary Shares from Shareholders. The Board believes that the Tender Offer and the Repurchase will result in a more appropriate capital structure, enhance the return on equity, especially in the current environment of low interest rates and incidentally enable larger Shareholders (including the Oldham Family) to realise part of their investment in the Company which would otherwise be difficult through a sale in the secondary market. The Board also believes that the Tender Offer and the Repurchase will have no effect on the ability to invest in and grow the Group in line with the current stated strategy.

The Company's strategy requires it to preserve a set amount of cash and has thus limited the aggregate amount which would be payable for Ordinary Shares acquired by it from the Qualifying Shareholders under the Tender Offer to approximately £5.7 million, which equates to approximately 25.7 million Ordinary Shares.

What are the Tender Offer and the Repurchase?

The Tender Offer is the method by which Qualifying Shareholders are being given the opportunity to tender up to 16 per cent. of their holding of Ordinary Shares for cash to the Company. Certain members of the Oldham Family will be able to tender in excess of 16 per cent. of their holding of Ordinary Shares, although the Oldham Family as a whole will not be able to tender in excess of 16 per cent. of its aggregate holding of Ordinary Shares.

The Company will acquire successfully tendered Ordinary Shares at the Repurchase Price under the Repurchase. All Ordinary Shares purchased under the Repurchase will be cancelled.

The Tender Offer is subject to a number of conditions, including the passing of the Resolutions at the General Meeting.

What is the Repurchase Price?

The Repurchase Price will be a price per Ordinary Share equal to a 15 per cent. discount (rounded down to one decimal place) to the average closing mid price for Ordinary Shares on AIM for the five trading days ending on 27 August 2010. The 15 per cent. discount will be applied in an attempt to replicate the discount applied in the market for dealing in larger quantities of shares.

Who is eligible to participate in the Tender Offer?

The Tender Offer is open to all Qualifying Shareholders. For legal reasons, the Tender Offer is not available to Shareholders whose address on the register of members of the Company is in a Restricted Jurisdiction or who are resident in a Restricted Jurisdiction. The Board shall use its discretion in deciding whether the Tender Offer is made available to Shareholders whose address or place of residence is not in a Restricted Jurisdiction but is outside of the UK.

The Company intends that holders of beneficial interests in Ordinary Shares will be entitled to participate in the Tender Offer, the Repurchase and the Commission Free Dealing Programme on the same basis as Shareholders. Holders of beneficial interests in Ordinary Shares who wish to participate in the Tender Offer, the Repurchase or the Commission Free Dealing Programme should contact the registered holder of their Ordinary Shares, who will be able to participate on their behalf.

Further details of the Tender Offer are set out in the Letter from the Non-Executive Chairman of the Company in Part 1 of this document and the terms and conditions of the Tender Offer are set out in Part 2 of this document.

Although Commission Free Shareholders are eligible to participate in the Tender Offer and Repurchase, they are also eligible to participate in the Commission Free Sale. The price per Ordinary Share under the Commission Free Sale will be higher than the price per Ordinary Share under the Tender Offer and the Repurchase, as no discount will be applied.

The Company has put in place arrangements so that, if it is unable to find buyers for all of the Ordinary Shares offered for sale by Commission Free Shareholders under the Commission Free Sale, Sharesecure will buy Ordinary Shares from Commission Free Shareholders to ensure that all Shareholders are able to sell the higher of at least 1,000 Ordinary Shares or 16 per cent. of their entire holding of Ordinary Shares (subject to Sharesecure not being required to spend in excess of £2 million in this manner).

If I participate in the Tender Offer, how many of my Ordinary Shares will be purchased?

If you are a Qualifying Shareholder, you may offer to sell the Company up to 16 per cent. of your holding of Ordinary Shares. Certain members of the Oldham Family will be able to tender in excess of 16 per cent. of their holding of Ordinary Shares, although the Oldham Family as a whole will not be able to tender in excess of 16 per cent. of its aggregate holding of Ordinary Shares.

How many Ordinary Shares will there be in issue after the Repurchase?

This will depend on the number of Ordinary Shares which are successfully tendered and repurchased by the Company.

Assuming the Tender Offer is fully subscribed, the Repurchase will involve the purchase of approximately 25.7 million Ordinary Shares by the Company, which means, following the

Repurchase and the cancellation of these Ordinary Shares, there will be approximately 135 million Ordinary Shares in issue.

If the Tender Offer is not fully subscribed then fewer Ordinary Shares will be purchased by the Company as part of the Repurchase.

All Ordinary Shares purchased pursuant to the Repurchase will be cancelled.

What will I receive under the Tender Offer and the Repurchase?

What you receive under the Tender Offer and the Repurchase will depend on the action that you take.

If you apply to participate in the Tender Offer and your Ordinary Shares are successfully repurchased, you will receive the cash proceeds from the sale.

What do I need to do?

First, we would encourage you to sign and return the Form of Proxy to vote on the Resolutions, even if you currently intend to attend the General Meeting.

Secondly, if you are a Qualifying Shareholder, you need to decide if you want to tender any of your Ordinary Shares (up to a maximum of 16 per cent. of your holding of Ordinary Shares) by participating in the Tender Offer. **If you decide to tender, whether you hold your Ordinary Shares in certificated or uncertificated form, you will need to complete the Tender Form and submit it by post to the Company Secretary, Share plc, Oxford House, Oxford Road, Aylesbury, Bucks, HP21 8SZ, so as to be received on or after 10 August 2010 and no later than noon on 27 August 2010. If you wish to tender Ordinary Shares in certificated form, the share certificates should be sent to the Company Secretary at the same time.**

When will I receive my cash in respect of Ordinary Shares repurchased under the Tender Offer?

Under the expected timetable of events, it is expected that if you hold your Ordinary Shares in certificated form a cheque would be despatched to you for the proceeds of any sale of Ordinary Shares successfully tendered under the Tender Offer and sold as part of the Repurchase by 2 September 2010. CREST account holders would also have their CREST accounts credited by that day.

What is the UK taxation treatment for Shareholders under the Tender Offer and the Repurchase?

For information on certain UK taxation consequences of the Tender Offer and the Repurchase, please see Part 3 of this document. If you are in any doubt about your taxation position, or if you are subject to taxation in a jurisdiction other than the United Kingdom, you should consult a professional adviser.

What if I am not a Qualifying Shareholder?

Shareholders who are not Qualifying Shareholders are not eligible to participate in the Tender Offer and the Repurchase. However, provided they are Commission Free Shareholders, they will be eligible to participate in the Commission Free Sale.

What is the Commission Free Sale?

The Commission Free Sale gives Commission Free Shareholders, being Shareholders who hold not more than 35,000 Ordinary Shares, the opportunity to sell their Ordinary Shares at a price per Ordinary Share equal to the average closing mid price for Ordinary Shares on AIM

for the five trading days ending on 27 August 2010, rather than participating in the Tender Offer and the Repurchase.

The Company intends that holders of beneficial interests in Ordinary Shares will be entitled to participate in the Commission Free Sale on the same basis as Shareholders. Holders of beneficial interests in Ordinary Shares who wish to participate in the Commission Free Sale should contact the registered holder of their Ordinary Shares, who will be able to participate on their behalf.

Commission Free Shareholders will be able to offer to sell up to 35,000 Ordinary Shares as part of the Commission Free Sale. It is possible that the Company will not be able to find buyers for all of the Ordinary Shares which Commission Free Shareholders wish to sell as part of the Commission Free Sale. If this is the case, Sharesecure has undertaken to buy a certain amount of Ordinary Shares from Commission Free Shareholders. Sharesecure's participation will ensure (a) that Commission Free Shareholders who offer for sale 1,000 Ordinary Shares or fewer will sell all of those Ordinary Shares; and (b) that Commission Free Shareholders who offer for sale in excess of 1,000 Ordinary Shares will be able to sell the higher of at least 1,000 Ordinary Shares or 16 per cent. of their entire holding of Ordinary Shares (subject to Sharesecure not being required to spend in excess of £2 million on Ordinary Shares in this manner). If Sharesecure is required to purchase Ordinary Shares pursuant to this undertaking, its ability to purchase Ordinary Shares following completion of the Commission Free Dealing Programme might be impaired and this could impact on the liquidity of the Ordinary Shares.

In order to participate in the Commission Free Sale, Commission Free Shareholders must complete the Commission Free Dealing Form and submit it, in accordance with the instructions set out in Part 2 of this document and on the Commission Free Dealing Form, by post to the Company Secretary, Share plc, Oxford House, Oxford Road, Aylesbury, Bucks, HP21 8SZ so as to be received on or after 10 August 2010 and no later than noon on 27 August 2010. If Commission Free Shareholders wish to offer Ordinary Shares held in certificated form for sale, the share certificates should be sent to the Company Secretary at the same time.

Commission Free Shareholders who do not wish to participate in the Commission Free Sale may use the Commission Free Dealing Form to participate in the Share Donation and donate Ordinary Shares to ShareGift, a UK registered charity which aggregates and donates holdings of shares or the proceeds of their sales to UK charities.

Only Commission Free Shareholders are eligible to participate in the Commission Free Sale.

What is the Commission Free Purchase?

The Commission Free Purchase gives all Shareholders the opportunity to purchase Ordinary Shares which are offered for sale as part of the Commission Free Sale at a price per Ordinary Share equal to the average closing mid price for Ordinary Shares on AIM for the five trading days ending on 27 August 2010.

In order to participate in the Commission Free Purchase, Shareholders must complete the Commission Free Dealing Form and submit it, in accordance with the instructions set out in Part 2 of this document and on the Commission Free Dealing Form, by post to the Company Secretary, Share plc, Oxford House, Oxford Road, Aylesbury, Bucks, HP21 8SZ so as to be received on or after 10 August 2010 and no later than noon on 27 August 2010.

Purchasers of Ordinary Shares are entitled to participate in the shareholder benefit scheme which allows Shareholders to receive "dealing commission credit" rebated against commission charged on sales and/or purchases of any investment made through their account with The

Share Centre. For every Ordinary Share held, Shareholders receive a quarterly dealing commission credit of 3p up to a maximum allowance of £300 per quarter, payable as a rebate against dealing commission on orders made in that quarter through any of their accounts with The Share Centre. Rebates earned on dealing through an ISA will, because of HM Revenue and Customs' regulations, be paid to a share account held with The Share Centre. The rebate will be to a maximum of 30 per cent. of dealing commission on orders placed via the internet, or 15 per cent. on orders placed by other means. Any credit not used in any one quarter will lapse. The maximum annual value of this shareholder benefit is therefore 12 pence per share obtainable on a holding of up to 10,000 shares in the Company. Dealing commission of £1,000 per quarter (internet) or £2,000 per quarter (other means) would need to be paid to secure the maximum benefit, with a £7.50 dealing commission on the internet thereby effectively costing £5.25.

Can I participate in both the Tender Offer and the Commission Free Dealing Programme?

Qualifying Shareholders who participate in the Tender Offer and the Repurchase are not able to participate in the Commission Free Sale. All Shareholders may participate in the Commission Free Purchase, whether or not they participate in the Tender Offer and the Repurchase.

Certain key differences between the Tender Offer and the Repurchase and the Commission Free Sale are summarised below:

	Commission Free Sale	The Tender Offer and the Repurchase
Purpose	The purpose of the Commission Free Sale is to enable Shareholders with small holdings of Ordinary Shares, in particular Shareholders holding fewer than 1,000 Ordinary Shares, to sell their entire holding of Ordinary Shares without incurring any commission charge	The purpose of the Tender Offer and the Repurchase is to release cash from the Company to enable Qualifying Shareholders with an interest in dealing which exceeds the capacity of the normal market to sell Ordinary Shares and enable the Group to have a more appropriate capital structure
Price	It is intended that the Commission Free Sale will achieve a better (but still market value) price per Ordinary Share than would otherwise be available in the market, by avoiding the market-makers' bid-offer spread	The Repurchase Price is intended to reflect the discount that might be applied in the market for dealing in larger share quantities
Level of participation	Commission Free Shareholders may offer to sell all of their Ordinary Shares under the Commission Free Sale. Arrangements have been made to find buyers for at least 1,000 Ordinary Shares per Commission Free Shareholder or 16 per cent. of each Commission Free Shareholders' holding, if higher (subject to the limitations set out in Part 2 of this document)	Qualifying Shareholders may tender up to 16 per cent. of their holding of Ordinary Shares (certain members of the Oldham Family will be able to tender in excess of 16 per cent. of their holding of Ordinary Shares, however the Oldham Family as a whole may only tender up to 16 per cent. of its aggregate holding of Ordinary Shares)

What will happen to Ordinary Shares	Ordinary Shares will be bought by other Shareholders and/or investors or by Sharesecure	Ordinary Shares will be cancelled, which means going forward earnings will be spread between fewer shares in issue, which should improve the earnings per share
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No recommendation

The Directors make no recommendation to Shareholders in relation to participation in the Tender Offer, the Repurchase or the Commission Free Dealing Programme. Whether or not Shareholders tender any of their Ordinary Shares to participate in the Repurchase or choose to participate in the Commission Free Dealing Programme will depend, among other things, on their view of the Company's prospects and/or their own individual circumstances, including their tax position. Shareholders are recommended to consult their duly authorised independent advisers and make their own decision.

THERE CAN BE NO GUARANTEE THAT SHAREHOLDERS PARTICIPATING IN THE COMMISSION FREE SALE OR THE COMMISSION FREE PURCHASE WILL BE ABLE TO SELL OR PURCHASE THE MAXIMUM NUMBER OF SHARES THEY WISH TO SELL OR PURCHASE.

PART 1

LETTER FROM THE NON-EXECUTIVE CHAIRMAN OF SHARE PLC

SHARE PLC

(Registered in England no. 2966283)

Directors:

Sir Martin Wakefield Jacomb, *Non-executive Chairman*
Gavin David Redvers Oldham, *Chief Executive Officer*
Richard William Stone, *Group Finance Director*
Iain Paul Wallace, *Group Compliance and Legal Services Director*
Richard Ian Tolkien, *Non-executive Director Oxford House*

Registered Office:

Oxford Road
Aylesbury
Buckinghamshire
HP21 8SZ

8 June 2010

Dear Shareholders

Proposed tender offer and repurchase of shares

Introduction

The Company announced today that it is inviting Qualifying Shareholders to participate in a repurchase of Ordinary Shares by way of a tender offer. The announcement outlined the background to and reasons for this proposal and further details are set out in this document.

The Company has consistently generated significant positive cashflow and as a result has built up a material cash balance in recent years. For the last financial year, the Group's average net cash position was £13.3 million, with net cleared funds at the end of that period being £13.8 million. In the absence of the proposed Tender Offer and Repurchase, the Board would expect the Group's positive cash position to continue to increase further.

Given the above, and the expected cash requirements of the Group going forward, the Board has decided that the Company should use up to approximately £5.7 million to repurchase Ordinary Shares from Shareholders. The Board believes that the Tender Offer and the Repurchase will result in a more appropriate capital structure, enhance the return on equity, especially in the current environment of low interest rates and incidentally enable larger Shareholders (including the Oldham Family) to realise part of their investment in the Company which would otherwise be difficult through a sale in the secondary market. The Board also believes that the Tender Offer and the Repurchase will have no effect on the ability to invest in and grow the Group in line with the current stated strategy.

The Tender Offer is being made available to all Qualifying Shareholders. Qualifying Shareholders can decide whether they want to tender up to 16 per cent. of their shareholding of Ordinary Shares for repurchase by the Company. Qualifying Shareholders who are members of the Oldham Family will be able to tender in excess of 16 per cent. of their holding of Ordinary Shares, although the Oldham Family as a whole will not be able to tender in excess of 16 per cent. of its aggregate holding of Ordinary Shares.

Qualifying Shareholders are not obliged to apply for all or any of their Ordinary Shares to be repurchased if they do not wish to do so.

This document sets out details of the Tender Offer and the Repurchase and explains why the Board believes it to be in the best interests of Shareholders as a whole.

The Company has also announced today that it will be giving Commission Free Shareholders an opportunity to sell their Ordinary Shares on a commission free basis (the Commission Free Sale) and all Shareholders the opportunity to buy Ordinary Shares on a commission free basis (the Commission Free Purchase) under the Commission Free Dealing Programme.

Qualifying Shareholders will not be able to participate in the Tender Offer and the Repurchase as well as the Commission Free Sale.

The Company intends that holders of beneficial interests in Ordinary Shares will be entitled to participate in the Tender Offer, the Repurchase and the Commission Free Dealing Programme on the same basis as Shareholders. Holders of beneficial interests in Ordinary Shares who wish to participate in the Tender Offer, the Repurchase or the Commission Free Dealing Programme should contact the registered holder of their Ordinary Shares, who will be able to participate on their behalf.

The approval of Shareholders of resolutions to approve the Tender Offer and the Repurchase is being sought at the General Meeting. The Notice convening the General Meeting at which the Resolutions will be proposed is set out at the end of this document.

Shareholders should note that, unless the Resolutions are approved at the General Meeting, the Repurchase will not take effect.

Information on Share plc

The Company is the parent company of a number of subsidiaries engaged in stockbroking related activities. The Company's principal operating business, The Share Centre, is now one of the UK's leading independent retail stockbrokers. Approximately 70 per cent. of The Share Centre's trading business is transacted through its website www.share.com.

Further information

The Company encourages all Shareholders, whether or not they are contemplating participating in the Tender Offer, the Repurchase or the Commission Free Dealing Programme, to review the interim accounts of the Company, which shall be released on 10 August 2010, and to attend the Annual General Meeting of the Company and the General Meeting, to be held at the London Stock Exchange, 10 Paternoster Square, London, EC4M 7LS at 11.00 a.m. and 11.30 a.m. respectively on 25 June 2010, where Shareholders will be able to ask the Board questions about the Company, its prospects and the Resolutions.

The proposed Tender Offer and the Repurchase

As discussed above, the Board believes that it is an appropriate time to undertake the Repurchase. Qualifying Shareholders may participate in the Repurchase by tendering Ordinary Shares under the Tender Offer. Further to the announcement made today, the Board has completed its detailed review of relevant factors and can confirm that it is able to use up to a maximum of approximately £5.7 million for the Repurchase.

In arriving at the level of cash available to be returned to Shareholders, the Board has taken account of the levels of funding remaining in the Group to enable it to implement its growth strategy and maintain necessary working capital within the Company.

As at 7 June 2010, being the latest practicable date prior to the posting of this document, the members of the Oldham Family collectively held 125,052,868 Ordinary Shares, which constitutes approximately 78 per cent. of the issued Ordinary Shares. A number of members of the Oldham Family, including Gavin Oldham (who is also a beneficiary of the Gavin Oldham No 1 Trust), intend to sell Ordinary Shares under the Tender Offer and the Repurchase. In aggregate, it is intended that the Oldham Family will sell approximately 12.6 per cent. of its

aggregate holding of Ordinary Shares (the members of the Oldham Family will be tendering different proportions of their holdings of Ordinary Shares, details of which are set out in Part 4 of this document). Members of the Oldham Family do not currently intend to make any further sales of Ordinary Shares.

Gavin Oldham remains fully committed to the Group, its vision and management.

Implementation of the Tender Offer and the Repurchase

The Tender Offer

The Tender Offer will provide all Qualifying Shareholders with an opportunity to participate in the Repurchase and tender part of their respective holdings of Ordinary Shares, up to a limit of 16 per cent. of the Ordinary Shares they hold.

The Ordinary Shares repurchased by the Company will be cancelled following completion of the Repurchase.

At 7 June 2010, being the latest practicable date prior to the posting of this document, the Company had 160,707,393 Ordinary Shares in issue. If the Tender Offer is fully taken up by Qualifying Shareholders, resulting in the purchase of up to 25,713,183 Ordinary Shares, there will be a reduction of the issued shares of the Company to approximately 134,994,210 Ordinary Shares, as illustrated in the table below.

Number of Ordinary Shares in issue at 7 June 2010, being the latest practicable date prior to the posting of this document	Maximum number of Ordinary Shares to be repurchased under the Tender Offer and the Repurchase	Number of Ordinary Shares in issue following the Tender Offer and Repurchase if the Tender Offer is fully subscribed
160,707,393	25,713,183	134,994,210

Further details on the Tender Offer are set out in the paragraph headed "Details of the Tender Offer and Repurchase" below and in Part 2 of this document.

The Repurchase

Qualifying Shareholders who tender Ordinary Shares under the Tender Offer will be irrevocably agreeing to participate in the Repurchase and to sell such number of Ordinary Shares as is specified in the Tender Form to the Company at the Repurchase Price on the terms set out in Part 2 of this document. The Repurchase Price will be set at a 15 per cent. discount (rounded down to one decimal place) to the average closing mid price for Ordinary Shares on AIM for the five trading days ending on 27 August 2010, in order to attempt to replicate the discount applied in the market for dealing in larger quantities of shares.

The prior approval of the Shareholders in general meeting is required to comply with the provisions of the Act as the Repurchase would be a market purchase by the Company of its own shares.

Set out at the end of this document is a notice convening the General Meeting, which will be held for the purpose of considering and, if thought fit, passing the resolutions to approve the Tender Offer and the Repurchase and to grant the Company authority to purchase its own shares.

For the avoidance of doubt, the Tender Offer and the Repurchase will be subject to the provisions of the Act, the Company's Articles of Association and any applicable insider dealing rules, as well as the Resolutions being passed at the General Meeting.

Future strategy and opportunity

Given the progress the Group has made since its inception in February 2000, the Board are confident of delivering further growth in both turnover and profitability and increasing shareholder value over time.

Future financing needs

Following successful completion of the Repurchase and the Commission Free Dealing Programme, and provided the maximum number of Ordinary Shares are repurchased pursuant to the Repurchase, the Company expects to have in the region of £6.3 million in cash which the Directors believe will be sufficient both for working capital purposes and to achieve its current growth strategy.

Details of the Tender Offer and the Repurchase

Full details of the Tender Offer and the Repurchase, including the terms and conditions, are set out in Part 2 of this document and in the Tender Form. Qualifying Shareholders do not have to apply for any Ordinary Shares to be repurchased by the Company if they do not wish to do so.

The Repurchase is conditional, amongst other things, on the passing of the Resolutions. The Tender Offer is available to Qualifying Shareholders who hold Ordinary Shares at 5.00 p.m. on 8 June 2010 and in respect of the Ordinary Shares in which such interest subsists at that time.

Under the Tender Offer and the Repurchase:

- The Company will purchase all Ordinary Shares that are successfully tendered under the Tender Offer up to a maximum number of 25.7 million Ordinary Shares, having an aggregate value not exceeding approximately £5.7 million.
- All Qualifying Shareholders are being given the opportunity to participate in the Tender Offer and the Repurchase.
- Qualifying Shareholders can tender up to 16 per cent. of their holding of Ordinary Shares to be repurchased by the Company.
- All Ordinary Shares purchased by the Company under the Repurchase will be purchased at the Repurchase Price.

Ordinary Shares which are not validly tendered under the Tender Offer will not participate in the Repurchase.

The Directors reserve the right at any time prior to the announcement of completion of the Repurchase not to proceed with the Repurchase if they conclude that its implementation is no longer in the best interests of the Company and/or Shareholders as a whole. An appropriate announcement will be made in the event that the Directors decide not to proceed with the Repurchase.

Ordinary Shares successfully repurchased by the Company will be cancelled and will not rank for any dividends, distributions or other equity related rights declared by the Company after 27 August 2010.

Taxation

A guide to the general tax position of Shareholders under current UK law and HM Revenue & Customs published practice with regard to the Repurchase is set out in Part 3 of this document.

Shareholders should consult their professional advisers as to their tax position before taking any action relating to the Repurchase.

Overseas Shareholders

The Tender Offer is not available to Shareholders whose address as stated on the Company's register of members is in a Restricted Jurisdiction or who are resident in a Restricted Jurisdiction. The Board shall use its discretion in deciding whether the Tender Offer is made available to Shareholders whose address or place of residence is not in a Restricted Jurisdiction but is outside of the UK. The attention of Shareholders is drawn to the section headed "Overseas Shareholders" in Part 2 of this document.

Commission Free Dealing Programme

Commission Free Sale

The Commission Free Sale gives Commission Free Shareholders who choose not to participate in the Tender Offer and the Repurchase the opportunity to sell their Ordinary Shares at a price per Ordinary Share equal to the average closing mid price for Ordinary Shares on AIM for the five trading days ending on 27 August 2010.

If you choose to participate in the Tender Offer and the Repurchase, you may not participate in the Commission Free Sale.

Commission Free Shareholders will be able to offer to sell up to 35,000 Ordinary Shares as part of the Commission Free Sale. It is possible that the Company will not be able to find buyers for all of the Ordinary Shares which Commission Free Shareholders wish to sell as part of the Commission Free Sale. If this is the case, Sharesecure has undertaken to buy a certain amount of Ordinary Shares from Commission Free Shareholders. Sharesecure participation will ensure (a) that Commission Free Shareholders who offer for sale 1,000 Ordinary Shares or fewer will sell all of those Ordinary Shares; and (b) that Commission Free Shareholders who offer for sale in excess of 1,000 Ordinary Shares will be able to sell the higher of at least 1,000 Ordinary Shares or 16 per cent. of their entire holding of Ordinary Shares (subject to Sharesecure not being required to spend in excess of £2 million on Ordinary Shares in this manner). If Sharesecure is required to purchase Ordinary Shares pursuant to this undertaking, its ability to purchase Ordinary Shares following completion of the Commission Free Dealing Programme might be impaired and this could impact on the liquidity of the Ordinary Shares.

In order to participate in the Commission Free Sale, Commission Free Shareholders must complete the Commission Free Dealing Form and submit it, in accordance with the instructions set out in Part 2 of this document and on the Commission Free Dealing Form, by post to the Company Secretary, Share plc, Oxford House, Oxford Road, Aylesbury, Bucks, HP21 8SZ so as to be received on or after 10 August 2010 and no later than noon on 27 August 2010.

Commission Free Shareholders who do not wish to participate in the Commission Free Sale may use the Commission Free Dealing Form to participate in the Share Donation and donate Ordinary Shares to ShareGift, a registered charity which aggregates and donates holdings of shares or the proceeds of their sales to UK charities.

Only Commission Free Shareholders who do not participate in the Tender Offer and the Repurchase are eligible to participate in the Commission Free Sale.

Commission Free Purchase

The Commission Free Purchase gives all Shareholders the opportunity to purchase Ordinary Shares which are offered for sale as part of the Commission Free Sale at a price per Ordinary

Share equal to the average closing mid price for Ordinary Shares on AIM for the five trading days ending on 27 August 2010.

In order to participate in the Commission Free Purchase, Shareholders must complete the Commission Free Dealing Form and submit it, in accordance with the instructions set out in Part 2 of this document and on the Commission Free Dealing Form, by post to the Company Secretary, Share plc, Oxford House, Oxford Road, Aylesbury, Bucks, HP21 8SZ so as to be received on or after 10 August 2010 and no later than noon on 27 August 2010.

Additional Information

Your attention is drawn to the additional information set out in Part 4 of this document.

General Meeting

The Notice convening the General Meeting is set out at the end of this document. At the General Meeting, the following resolutions will be proposed:

- a special resolution to approve the terms of the Tender Offer and the Repurchase; and
- a special resolution to authorise the Company to purchase its own shares.

The Resolutions to be proposed at the General Meeting require the approval of 75 per cent. or more of those Shareholders voting in person or by proxy.

Action to be taken

In relation to the Tender Offer and the Repurchase

The procedure for tendering Ordinary Shares under the Tender Offer is set out in Part 2 of this document and on the Tender Form.

Qualifying Shareholders who wish to tender their Ordinary Shares should complete the Tender Form and submit it, in accordance with the instructions set out in Part 2 of this document and on the Tender Form, by post to the Company Secretary, Share plc, Oxford House, Oxford Road, Aylesbury, Bucks, HP21 8SZ so as to be received on or after 10 August 2010 and no later than noon on 27 August 2010. If the tender relates to Ordinary Shares held in certificated form, the relevant share certificates should be sent to the Company Secretary, to be received during the same period.

COMPLETED TENDER FORMS (AND SHARE CERTIFICATES IF RELEVANT) MUST BE RECEIVED BY THE COMPANY SECRETARY, SHARE PLC, OXFORD HOUSE, OXFORD ROAD, AYLESBURY, BUCKS, HP21 8SZ ON OR AFTER 10 AUGUST 2010 AND NOT LATER THAN NOON ON 27 AUGUST 2010 FOR THEM TO BE VALID UNDER THE TENDER OFFER.

In relation to the General Meeting

Shareholders will find enclosed with this document a Form of Proxy to be used in connection with the General Meeting. Whether or not you intend to attend the General Meeting, please complete and sign the Form of Proxy in accordance with the instructions printed thereon and return it by post to the Company Secretary, Share plc, Oxford House, Oxford Road, Aylesbury, Bucks, HP21 8SZ so as to be received as soon as possible but in any event by no later than 6.00 p.m. on 23 June 2010. Neither the completion of the Form of Proxy nor its return will preclude Shareholders from attending and voting in person at the General Meeting should they wish to do so.

If you have any questions relating to this document or the completion and return of the Form of Proxy, please call Barbara Pierssene, the Company Secretary, on 01296 439103. Please

note that no advice on the contents of this document nor on the matters to be voted upon at the General Meeting nor any financial, legal or tax advice can be given by the Company Secretary and accordingly for such advice you should consult your stockbroker, solicitor, accountant, bank manager or other independent professional adviser.

In relation to the Commission Free Dealing Programme

The procedure for participating in the Commission Free Sale or the Commission Free Purchase is set out in Part 2 of this document and on the Commission Free Dealing Form.

COMPLETED COMMISSION FREE DEALING FORMS (AND SHARE CERTIFICATES IF RELEVANT) MUST BE RECEIVED BY THE COMPANY SECRETARY, SHARE PLC, OXFORD HOUSE, OXFORD ROAD, AYLESBURY, BUCKS, HP21 8SZ ON OR AFTER 10 AUGUST 2010 AND NOT LATER THAN NOON ON 27 AUGUST 2010 FOR THEM TO BE VALID.

Recommendation

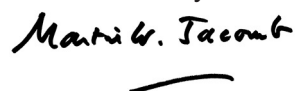
The Directors believe that the Tender Offer and the Repurchase are in the best interests of Shareholders as a whole. The Directors therefore unanimously recommend that you vote in favour of the Resolutions as they intend to do in respect of their own interests in 25,457,698 Ordinary Shares in aggregate, representing approximately 15.84 per cent. of the Ordinary Shares currently in issue. The Oldham Family intends to vote its Ordinary Shares in favour of the Resolutions.

The Directors make no recommendation to Shareholders in relation to participation in the Tender Offer, the Repurchase or the Commission Free Dealing Programme. Whether or not Shareholders tender any of their Ordinary Shares to participate in the Repurchase or choose to participate in the Commission Free Dealing Programme will depend, among other things, on their view of the Company's prospects and/or their own individual circumstances, including their tax position. Shareholders are recommended to consult their duly authorised independent advisers and make their own decision.

The Oldham Family in aggregate intends to tender approximately 12.6 per cent. of its aggregate holding of Ordinary Shares under the Tender Offer. Gavin Oldham, a director of the Company and a member of the Oldham Family, intends to tender 15.46 per cent. of the Ordinary Shares held or beneficially owned by him.

The Directors, other than Gavin Oldham, do not intend to participate in the Tender Offer and the Repurchase or the Commission Free Dealing Programme.

Yours sincerely



Sir Martin Wakefield Jacomb
Non-Executive Chairman

Share plc

PART 2

TERMS AND CONDITIONS OF THE TENDER OFFER, THE REPURCHASE AND THE COMMISSION FREE DEALING PROGRAMME

The Tender Offer and the Repurchase

Only Qualifying Shareholders may participate in the Tender Offer and the Repurchase. Qualifying Shareholders who do not wish to participate in the Tender Offer or the Repurchase need take no action.

Qualifying Shareholders who hold Ordinary Shares at 5.00 p.m. on 8 June 2010 are being invited to tender Ordinary Shares to be repurchased by the Company as part of the Repurchase on the terms and subject to the conditions set out in this document and in the Tender Form. All of the Ordinary Shares purchased by the Company will be cancelled.

The Company intends that holders of beneficial interests in Ordinary Shares will be entitled to participate in the Tender Offer and the Repurchase on the same basis as Shareholders. Holders of beneficial interests in Ordinary Shares who wish to participate in the Tender Offer and the Repurchase should contact the registered holder of their Ordinary Shares, who will be able to participate on their behalf.

Qualifying Shareholders who choose to participate in the Repurchase irrevocably agree to sell to the Company Ordinary Shares on the following terms:

Terms of the Tender Offer and the Repurchase

1. The Tender Offer and the Repurchase are conditional upon the following (together the "Tender Conditions"):
 - (a) the passing of each of the Resolutions; and
 - (b) the Tender Offer and the Repurchase not having been terminated in accordance with paragraph 24 of this Part 2 by 7.00 a.m. on 27 August 2010.
2. The Tender Offer is only made to Qualifying Shareholders whose address on the register of members of the Company is not in a Restricted Jurisdiction and who are not resident in a Restricted Jurisdiction. The Board shall use its discretion in deciding whether the Tender Offer is made to Qualifying Shareholders whose address on the register of members of the Company is not in a Restricted Jurisdiction but is outside of the UK or who are not resident in a Restricted Jurisdiction or the UK.
3. Qualifying Shareholders may only participate in the Repurchase by tendering Ordinary Shares under the Tender Offer. Shareholders who are not Qualifying Shareholders are not eligible to participate in the Tender Offer or the Repurchase. Commission Free Shareholders who purport to participate in the Commission Free Sale may not participate in the Tender Offer and the Repurchase.
4. The Company will not purchase the Ordinary Shares pursuant to the Tender Offer and the Repurchase unless the Tender Conditions have been satisfied. The Tender Conditions may not be waived by the Company. If any of the above conditions are not satisfied by 7.00 a.m. on 27 August 2010, the Tender Offer will not proceed and will lapse.
5. All Ordinary Shares tendered by Qualifying Shareholders under the Tender Offer will be tendered at the Repurchase Price. Ordinary Shares may not be tendered at any other price.

6. The total number of Ordinary Shares purchased pursuant to the Tender Offer and the Repurchase will not exceed 25,713,183 Ordinary Shares, resulting in a maximum total amount payable by the Company of approximately £5.7 million.
7. The Tender Offer is only available to Qualifying Shareholders who hold Ordinary Shares at 5.00 p.m. on 8 June 2010 and is only being made in respect of the number of Ordinary Shares which they hold at such time. References in this document to Qualifying Shareholders' holdings of Ordinary Shares are to Ordinary Shares which a Qualifying Shareholder holds at 5.00 p.m. on 8 June 2010.
8. Qualifying Shareholders may only Participate in the Tender Offer by duly completing and submitting Tender Forms. Tender Forms may only be submitted in hard copy to the Company Secretary, Share plc, Oxford House, Oxford Road, Aylesbury, Buckinghamshire, HP21 8SZ. References in the documents to submitting Tender Forms mean submitting by this method. Tender Forms must be received on or after 10 August 2010 and by no later than noon on 27 August 2010 and Tender Forms received outside this period will be invalid.
9. Tender Forms once duly completed and submitted shall be irrevocable and cannot be withdrawn. All questions as to the validity (including time of receipt) will be determined by the Company, in its sole discretion, which determination shall be final and binding (except as otherwise required under applicable law). Neither the Company, nor any other person is or will be obliged to give notice of any defects or irregularities, and none of them will incur any liability for failure to give any such notice.
10. The result of the Tender Offer is expected to be announced by the Company via a Regulatory Information Service on 31 August 2010.
11. Each Qualifying Shareholder, other than members of the Oldham Family, may tender up to 16 per cent. of their holding of Ordinary Shares. Qualifying Shareholders who are members of the Oldham Family may tender in excess of 16 per cent. of their individual holdings of Ordinary Shares, provided the Oldham Family as a whole shall not tender in excess of 16 per cent. of its aggregate holding of Ordinary Shares. Save in respect of the members of the Oldham Family, a Tender Form purporting to tender in excess of this number of Ordinary Shares shall be invalid. Only whole numbers of Ordinary Shares may be tendered.
12. Ordinary Shares successfully tendered under the Tender Offer will be sold to the Company under the Repurchase fully paid and free from all liens, charges, equitable interests and encumbrances and with all rights attaching to the same. Successfully tendered Ordinary Shares under the Tender Offer (or a corresponding number of Ordinary Shares) will be cancelled by the Company and will not rank for any dividends, distribution or other equity related rights declared by the Company after the date of such cancellation.
13. All tenders of Ordinary Shares must be made on the Tender Form (or such other form as the Company may authorise) duly completed in accordance with the instructions set out on such form (which constitute part of the terms of the Tender Offer and the Repurchase).
14. A tender will only be valid if the procedures contained in this document and in the Tender Form are complied with.
15. The Tender Offer and the Repurchase will be governed by, and construed in accordance with, English law and the delivery of a Tender Form will constitute submission to the jurisdiction of the English courts.

16. All documents and remittances sent by or to Shareholders will be sent at the relevant Shareholder's own risk. If the Tender Offer or the Repurchase does not become unconditional, or does not proceed, and lapses, Tender Forms, certificates and other documents of title will be returned by post to Shareholders not later than five Business Days after the date of such lapse.
17. Qualifying Shareholders holding Ordinary Shares in certificated form who participate in the Repurchase will be entitled to receive a share certificate in respect of any of their Ordinary Shares which are not sold under the Repurchase.
18. Further copies of the Tender Form may be obtained on request from the Company Secretary, Share plc, Oxford House, Oxford Road, Aylesbury, Buckinghamshire, HP21 8SZ.
19. Subject to the terms of the Tender Offer and the Repurchase, the Company will purchase Ordinary Shares tendered under the Tender Offer at the Repurchase Price.
20. Qualifying Shareholders who wish to tender Ordinary Shares under the Tender Offer at the Repurchase Price should tick the box marked 2 on the Tender Form if they wish to tender the maximum number of Ordinary Shares under the Tender Offer or otherwise tick the box marked 3 on the Tender Form and insert the total number of Ordinary Shares they so wish to tender in the box marked 4 on the Tender Form (for Ordinary Shares held in certificated form) and/or the box marked 5 on the Tender Form (for shares held in uncertificated form).
21. All tenders of Ordinary Shares validly tendered by Qualifying Shareholders will be accepted in full.
22. All questions as to the number of Ordinary Shares tendered and the validity, form and eligibility (including the time of receipt) of any tender of Ordinary Shares under the Tender Offer will be determined by the Company in its sole discretion, which determination shall be final and binding on all parties except as otherwise required under applicable law. The Company reserves the absolute right to reject any or all tenders it determines (i) not to be in proper form; or (ii) the acceptance of payment for which by a Qualifying Shareholder may, in the opinion of the Company, be unlawful. The Company also reserves the absolute right to waive any of the terms or conditions of the Tender Offer or the Repurchase (other than the Tender Conditions) and any defect or irregularity in the tender of any particular Ordinary Shares or any particular holder thereof. No tender of Ordinary Shares will be deemed to be validly made until all defects or irregularities have been cured or waived. In the event of a waiver, the consideration under the Tender Offer will not be dispatched to the relevant Qualifying Shareholder until after the Tender Form is complete in all respects and the share certificates and/or other document of title satisfactory to the Company have been received. None of the Registrar, the Company nor any other person is or will be obliged to give notice of any defects or irregularities in tenders and none of them will incur any liability for failure to give any such notice.
23. The failure of any person to receive a copy of this document or the Tender Form shall not invalidate any aspect of the Tender Offer or the Repurchase.
24. The Directors reserve the right to terminate the Tender Offer and/or the Repurchase if they conclude that its implementation is no longer in the best interests of the Company and/or Shareholders as a whole or that the purchase of Ordinary Shares by the Company would have adverse fiscal consequences (by reason of any change in legislation, practice, circumstances or otherwise) for the Company and/or Shareholders as a whole which were unexpected. If the Tender Offer and/or the Repurchase is

terminated, the Company will make an announcement through a Regulatory Information Service that such is the case.

Qualifying Shareholders who do not wish to sell any Ordinary Shares under the Repurchase need take no action in relation to the Tender Offer or the Tender Form.

Overseas Shareholders

The making of the Tender Offer in, or to persons resident in, jurisdictions outside the United Kingdom or who are citizens, residents or nationals of other countries may be affected by the laws of the relevant jurisdiction. Shareholders who are not resident in the United Kingdom, or who are citizens, residents or nationals of countries outside the United Kingdom should inform themselves about and observe any applicable legal requirements. It is the responsibility of any such person wishing to take up the Tender Offer to satisfy himself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental or other consents which may be required, the compliance with other necessary formalities and the payment of any issue, transfer or other taxes due in such jurisdiction. Any such Shareholder will be responsible for any such issue, transfer or other taxes by whomsoever payable and the Company, the Registrars and any person acting on their behalf shall be entitled to be fully indemnified and held harmless by such Shareholder for any such issue, transfer or other requisite payments such person may be required to pay. No steps have been taken to qualify the Tender Offer or to authorise the extending of the Tender Offer or the distribution of the Tender Form in any territory outside the United Kingdom.

In particular, the Tender Offer is not being made directly or indirectly into or from or by use of the mail or by any means or instrumentality (including, without limitation, facsimile transmission, telex, and telephone) of interstate or foreign commerce, or any facility of a national securities exchange, of the United States, nor is it being made directly or indirectly, in, into, or from Canada, Australia, New Zealand, Japan, or South Africa. Accordingly, the Tender Form and any related documents are not being and must not be mailed or otherwise distributed or sent in, into, or from the United States, Canada, Australia, New Zealand, Japan, or South Africa, including to Shareholders with registered addresses in the United States, Canada, Australia, New Zealand, Japan, or South Africa, or to persons who are custodians, nominees or trustees holding Ordinary Shares for persons in the United States, Canada, Australia, New Zealand, South Africa or Japan. Persons receiving such documents (including, without limitation, custodians, nominees and trustees) should not distribute, send or mail them in, into or from the United States, Canada, Australia, New Zealand, South Africa or Japan or use such mail or any such means, instrumentality or facility, in connection with the Tender Offer, and so doing will render invalid any related purported acceptance of the Tender Offer. Persons in such countries wishing to accept a Tender Offer should not use such mail or any such means, instrumentality or facility for any purpose, directly or indirectly, relating to acceptance of a Tender Offer. Envelopes containing a Tender Form should not be postmarked in the United States, Canada, Australia, New Zealand, South Africa or Japan or otherwise despatched from the United States, Canada, Australia, New Zealand, South Africa or Japan and all accepting Shareholders must provide addresses outside the United States, Canada, Australia, New Zealand, South Africa or Japan for the remittance of cash or return of Tender Form.

The contents of this document have not been reviewed by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the offer. If you are in any doubt about any of the contents of this document, you should obtain independent professional advice.

If, in connection with making the Tender Offer, notwithstanding the restrictions described above, any person (including, without limitation, custodians, nominees and trustees), whether pursuant to a contractual or legal obligation or otherwise, forwards this document, the Tender

Form or any related documents in, into or from the United States, Canada, Australia, New Zealand, South Africa or Japan or uses the mail of, or any means or instrumentality (including, without limitation, facsimile transmission, telex and telephone) of interstate or foreign commerce of, or any facility of a national securities exchange of, the United States, Canada, Australia, New Zealand, South Africa or Japan in connection with such forwarding, such persons should (i) inform the recipient of such fact; (ii) explain to the recipient that such action may invalidate any purported acceptance of the Tender Offer by the recipient; and (iii) draw the attention of the recipient to this section of this document.

The provisions in this paragraph and/or any other terms of the Tender Offer relating to Shareholders whose address on the register of members of the Company is outside of the UK or who are resident outside of the UK may be waived, varied or modified as regards a specific Shareholder or on a general basis by the Company in its absolute discretion but only if the Company is satisfied that such waiver, variation or modification will not constitute or give rise to a breach of applicable securities or other law. Subject to this, the provisions in this paragraph supersede any terms of the Tender Offer inconsistent therewith. References to a Shareholder shall include references to the persons executing a Tender Form and in the event of more than one person executing Tender Forms, the provisions in this paragraph shall apply to them jointly and severally. Shareholders whose address on the register of members of the Company is outside of the UK or who are resident outside of the UK should inform themselves about and observe any applicable or legal regulatory requirements. If you are in any doubt about your position, you should consult your professional adviser in the relevant territory.

Procedure for making an application under the Tender Offer

To participate in the Tender Offer and the Repurchase, Qualifying Shareholders holding Ordinary Shares (held either in certificated or uncertificated form) must complete and return the Tender Form in accordance with these instructions and the instructions on the Tender Form. The following instructions should be read together with the instructions on the Tender Form (references below to 'boxes' are to boxes on the Tender Form):

To take up the Tender Offer, you must insert your name in box 1 and tick box 2 if you wish to tender the maximum number of Ordinary Shares under the Tender Offer or otherwise tick box 3 and insert the total number of Ordinary Shares you wish to tender in box 4 (for Ordinary Shares held in certificated form) and/or box 5 (for Ordinary Shares held in uncertificated form). You must tick either box 6 or box 7, depending which is applicable to you, and sign and date box 8 and insert your contact details in box 9.

You must tick one of box 2 or box 3 (and not both) and one of box 6 or box 7 (and not both) or your Tender Form will be invalid. If you tick box 2, do not complete box 4 and/or box 5 or your Tender Form will be invalid. If you tick box 3, you must complete box 4 and/or box 5 or your Tender Form will be invalid and the aggregate number of shares written in box 4 and box 5 must not exceed 16 per cent. of your total holding of Ordinary Shares, or your Tender Form will be invalid, save for any individual member of the Oldham Family, provided the aggregate number of Ordinary Shares tendered by the Oldham Family does not exceed 16 per cent. of the Oldham Family's aggregate holding of Ordinary Shares.

You should complete separate Tender Forms for Ordinary Shares held under different designations. Additional copies of the Tender Form can be obtained from the Company Secretary, Share plc, Oxford House, Oxford Road, Aylesbury, Buckinghamshire, HP21 8SZ.

Tender Forms should be completed and submitted by post to the Company Secretary, Share plc, Oxford House, Oxford Road, Aylesbury, Bucks, HP21 8SZ so as to be received on or after 10 August 2010 and no later than noon on 27 August 2010. Share certificates for Ordinary Shares held in certificated form should be received by the Company Secretary during the same period.

Duly completed Tender Forms, received complete in all respects during the prescribed period, will be treated as tenders of Ordinary Shares in accordance with the terms and conditions of the Tender Offer and the Repurchase.

No acknowledgement of receipt of documents will be given. The instructions on the Tender Form shall be deemed to form part of the terms of the Tender Offer and the Repurchase.

The Effect of Completing a Tender Form

Completion and submission of a Tender Form shall constitute the agreement and irrevocable representation by the relevant Qualifying Shareholder that:

1. the execution of the Tender Form shall, if the box marked 2 on the Tender Form has been ticked, constitute an offer to the Company to sell to it 16 per cent. of such Qualifying Shareholder's holding of Ordinary Shares or, if the box marked 3 on the Tender Form has been ticked, constitute an offer to the Company to sell to it the total number of Ordinary Shares as are inserted in box 4 and/or box 5 of the Tender Form (provided the aggregate number of Ordinary Shares purported to be tendered does not exceed 16 per cent. of such Qualifying Shareholder's total holding of Ordinary Shares, save in the case of any individual member of the Oldham Family and then provided that the aggregate number of Ordinary Shares tendered by the Oldham Family does not exceed 16 per cent. of the Oldham Family's aggregate holding of Ordinary Shares), in each case on and subject to the terms and conditions set out or referred to in this document and the Tender Form and that, once submitted, such offer shall be irrevocable;
2. such Qualifying Shareholder has full power and authority to tender, sell, assign or transfer the Ordinary Shares in respect of which such offer is accepted (together with all rights attaching thereto) and the Company will acquire such Ordinary Shares with full title guarantee and free from all liens, charges, encumbrances, equitable interests, rights of pre-emption or other third party rights of any nature and together with all rights attaching thereto, on or after 27 August 2010;
3. such completion and submission shall, subject to the Repurchase becoming unconditional, irrevocably constitute the Company as such Qualifying Shareholder's agent, and an instruction to them as such, to:
 - (a) complete and execute any and all and take any and all actions which are necessary or, in the Company's absolute discretion, desirable to give effect to the purchase and cancellation of the Ordinary Shares the subject of the Tender Form;
 - (b) procure the purchase of the Ordinary Shares which are the subject of the Tender Form; and
 - (c) despatch or otherwise make payment of the proceeds of sale in respect of the purchased Ordinary Shares in accordance with the settlement provisions set out below;
4. such Qualifying Shareholder shall not take any action which would prevent the Company or the Registrars from cancelling the Ordinary Shares tendered under the Tender Offer;
5. such Qualifying Shareholder agrees to ratify and confirm each and every act or thing which may be done or effected by the Company or any of its directors or any person nominated by the Company or any of its directors in the proper exercise of their or his powers and/or authorities hereunder;

6. such Qualifying Shareholder with a holding of Ordinary Shares in certificated form will deliver to the Company Secretary their share certificate and/or other document of title in respect of the Ordinary Shares or an indemnity acceptable to the Company in lieu thereof, or will procure the delivery of such document to such person as soon as possible thereafter and, in any event, no later than noon on 27 August 2010;
7. the provisions of the Tender Form form part of the terms and conditions of the Tender Offer and the Repurchase;
8. such Qualifying Shareholder shall do all such acts and things as shall be necessary or expedient and execute any additional documents deemed by the Company to be desirable, in each case to complete the purchase of the Ordinary Shares and/or to perfect any of the authorities expressed to be given hereunder;
9. such Qualifying Shareholder has observed the laws of all relevant jurisdictions, obtained any requisite consents, complied with all applicable formalities, that the invitation under the Tender Offer may be made to him under the laws of the relevant jurisdiction, and has not taken or omitted to take any action which would otherwise result in the Company acting in breach of any applicable legal or regulatory requirement in respect of the purchase of Ordinary Shares;
10. the address of such Qualifying Shareholder on the register of members of the Company is not in a Restricted Jurisdiction and such Qualifying Shareholder is not resident in a Restricted Jurisdiction;
11. such Qualifying Shareholder has not received or sent copies or originals of the Tender Form or any related documents in, into or from the United States, Canada, Australia, New Zealand, South Africa or Japan and has not otherwise utilised in connection with the Repurchase, directly or indirectly, the mail or any means or instrumentality (including, without limitation, facsimile transmission, telex and telephone) of interstate or foreign commerce, or of any facility of a national securities exchange, of the United States, Canada, Australia, New Zealand, South Africa or Japan, the Tender Form have not been mailed or otherwise sent in, into or from the United States, Canada, Australia, New Zealand, South Africa or Japan and such Shareholder is accepting the Tender Offer from outside the United States, Canada, Australia, New Zealand, South Africa or Japan; and
12. the execution of a Tender Form constitutes such Qualifying Shareholder's submission to the jurisdiction of the courts of England in relation to all matters arising out of or in connection with the Tender Offer and the Repurchase or the Tender Form.

A reference in this paragraph to a Qualifying Shareholder or Shareholder includes a reference to the person or persons executing a Tender Form and in the event of more than one person executing a Tender Form, the provisions of this paragraph will apply to them jointly and severally.

Qualifying Shareholders who do not wish to sell any Ordinary Shares under the Tender Offer and Repurchase need take no action in relation to the Tender Offer or the Tender Form.

Commission Free Dealing Programme

Shareholders who choose to participate in the Commission Free Dealing Programme irrevocably agree to the following terms:

Terms of the Commission Free Dealing Programme

Terms applicable to each of the Commission Free Sale, the Commission Free Purchase and the Share Donation

1. The operation of the Commission Free Dealing Programme shall be at the discretion of the Board.
2. Shareholders may only Participate in the Commission Free Dealing Programme by duly completing and submitting Commission Free Dealing Forms. Commission Free Dealing Forms may only be submitted in hard copy to the Company Secretary, Share plc, Oxford House, Oxford Road, Aylesbury, Buckinghamshire, HP21 8SZ. References in the documents to submitting Commission Free Dealing Forms mean submitting by this method. Commission Free Dealing Forms must be received on or after 10 August 2010 and by no later than noon on 27 August 2010. Commission Free Dealing Forms received outside this period will be invalid.
3. Duly completed and submitted Commission Free Dealing Forms shall be irrevocable and cannot be withdrawn. All questions as to the validity (including time of receipt) will be determined by the Company, in its sole discretion, which determination shall be final and binding (except as otherwise required under applicable law). Neither the Company, nor any other person, is or will be obliged to give notice of any defects or irregularities, and none of them will incur any liability for failure to give any such notice.
4. An offer to participate in the Commission Free Dealing Programme will only be valid if the procedures contained in this document and in the Commission Free Dealing Form (or such other form as the Company may authorise) are complied with.
5. All questions as to the number of Ordinary Shares to which a Commission Free Dealing Form relates and the validity, form and eligibility (including the time of receipt) of any offer or application under the Commission Free Dealing Programme will be determined by the Company in its sole discretion, which determination shall be final and binding on all parties except as otherwise required under applicable law. The Company reserves the absolute right to reject any or all offers or applications under the Commission Free Dealing Programme which it determines not to be in proper form or the acceptance of payment for which may, in the opinion of the Company, be unlawful. The Company also reserves the absolute right to waive any of the terms or conditions of the Commission Free Dealing Programme (other than the Tender Conditions) and any defect or irregularity in the offer of application under the Commission Free Dealing Programme or any particular Shareholder. No offer or application under the Commission Free Dealing Programme will be deemed to be validly made until all defects or irregularities have been cured or waived. In the event of a waiver, completion of the matters contemplated by a Commission Free Dealing Form will not occur until after the Commission Free Dealing Form is complete in all respects and the share certificates and/or other document of title satisfactory to the Company have been received. None of the Registrar, the Company nor any other person is or will be obliged to give notice of any defects or irregularities in Commission Free Dealing Forms or the matters to which they relate and none of them will incur any liability for failure to give any such notice.
6. The failure of any person to receive a copy of this document or the Commission Free Dealing Form shall not invalidate any aspect of the Commission Free Dealing Programme.
7. The Directors reserve the right to terminate or amend the terms of the Commission Free Dealing Programme if they conclude that its implementation is no longer in the best interests of the Company and/or Shareholders as a whole or that the purchase of

Ordinary Shares by the Company and/or Sharesecure would have adverse fiscal consequences (by reason of any change in legislation, practice, circumstances or otherwise) for the Company and/or Shareholders as a whole which were unexpected. If the Commission Free Dealing Programme is terminated, the Company will make an announcement through a Regulatory Information Service that such is the case.

8. All documents and remittances sent by or to Shareholders in connection with the Commission Free Dealing Programme will be sent at the relevant Shareholder's own risk. If the Commission Free Dealing Programme does not become unconditional, or does not proceed, and lapses, Commission Free Dealing Forms, certificates and other documents of title will be returned by post to Shareholders not later than five Business Days after the date of such lapse.
9. Further copies of the Commission Free Dealing Form may be obtained on request from the Company Secretary, Share plc, Oxford House, Oxford Road, Aylesbury, Buckinghamshire, HP21 8SZ.
10. The Commission Free Dealing Programme will be governed by, and construed in accordance with, English law and the delivery of a Commission Free Dealing Form will constitute submission to the jurisdiction of the English courts.

Terms applicable to the Commission Free Sale

1. The offer to participate in the Commission Free Sale is only made to Commission Free Shareholders who do not purport to participate in the Tender Offer and the Repurchase.
2. All Ordinary Shares offered for sale by Commission Free Shareholders under the Commission Free Sale will be offered for sale at a price per Ordinary Share equal to the average closing mid price for Ordinary Shares on AIM for the five trading days ending on 27 August 2010 and may not be offered for sale at any other price.
3. All offers for sale of Ordinary Shares under the Commission Free Sale must be made on the Commission Free Dealing Form (or such other form as the Company may authorise) duly completed in accordance with the instructions set out on such form (which constitute part of the terms of the Commission Free Sale).
4. Participation in the Commission Free Sale is only available to Commission Free Shareholders who hold Ordinary Shares at 5.00 p.m. on 8 June 2010 and is only being made in respect of the number of Ordinary Shares which a Commission Free Shareholder holds at such time. References in this document to Commission Free Shareholders' holdings of Ordinary Shares are to Ordinary Shares held by a Commission Free Shareholder at 5.00 p.m. on 8 June 2010.
5. Each Commission Free Shareholder may offer to sell under the Commission Free Sale up to their entire holding of Ordinary Shares. Only whole numbers of Ordinary Shares may be offered for sale under the Commission Free Sale.
6. In the event that the Company is unable to match sufficient buyers with Commission Free Shareholders offering to sell Ordinary Shares under the Commission Free Sale:
 - (a) Commission Free Shareholders may not be able to sell the total number of Ordinary Shares under the Commission Free Sale which they have offered for sale;
 - (b) subject to paragraph 7 below, Sharesecure shall purchase Ordinary Shares offered by Shareholders under the Commission Free Sale to ensure (i) Commission Free Shareholders offering to sell 1,000 Ordinary Shares or fewer

under the Commission Free Sale shall sell such number of Ordinary Shares; and
(ii) Commission Free Shareholders offering to sell in excess of 1,000 Ordinary Shares under the Commission Free Sale shall sell at least the greater of 1,000 Ordinary Shares and the number of Ordinary Shares equal to 16 per cent. of such Commission Free Shareholder's entire holding of Ordinary Shares (the levels in (i) and (ii) being the "Thresholds"); and

- (c) in the event that there are sufficient buyers to allow the Thresholds to be exceeded, once the Thresholds have been met, the Company shall match buyers with Commission Free Shareholders pro rata to the total number of Ordinary Shares each such Commission Free Shareholder offers for sale under the Commission Free Sale.
7. The aggregate amount Sharesecure shall be required to pay in purchasing Ordinary Shares offered for sale by Commission Free Shareholders under the Commission Free Sale shall not exceed £2 million.
 8. Ordinary Shares successfully offered for sale under the Commission Free Sale and for which the Company successfully matches buyers will be sold fully paid and free from all liens, charges, equitable interests and encumbrances and with all rights attaching to the same.
 9. Commission Free Shareholders who wish to offer Ordinary Shares for sale under the Commission Free Sale should tick the box marked 2 on the Commission Free Dealing Form if they wish to offer the maximum number of Ordinary Shares for sale under the Commission Free Sale or otherwise tick the box marked 3 on the Commission Free Dealing Form and insert the total number of Ordinary Shares they so wish to offer for sale in the box marked 4 on the Commission Free Dealing Form (for Ordinary Shares held in certificated form) and/or the box marked 5 on the Commission Free Dealing Form (for shares held in uncertificated form).
 10. Commission Free Shareholders holding Ordinary Shares in certificated form who participate in the Commission Free Sale will be entitled to receive a share certificate in respect of any of their Ordinary Shares which are not sold under the Commission Free Sale.

Terms applicable to the Commission Free Purchase

1. The offer to participate in the Commission Free Purchase is made to all Shareholders, subject to compliance with the Takeover Code.
2. Participation in the Commission Free Purchase will be effected through a share account held with The Share Centre.
3. All Ordinary Shares which Shareholders apply to purchase under the Commission Free Purchase will be at a price per Ordinary Share equal to the average closing mid price for Ordinary Shares on AIM for the five trading days ending on 27 August 2010 and Shareholders may not apply to purchase Ordinary Shares at any other price.
4. All applications to purchase Ordinary Shares under the Commission Free Purchase must be made on the Commission Free Dealing Form duly completed in accordance with the instructions set out on the Commission Free Dealing Form (which constitute part of the terms of the Commission Free Purchase).
5. There is no limit to the amount of consideration which Shareholders may apply to spend in purchasing Ordinary Shares under the Commission Free Purchase but, in the event that the Company cannot match sufficient sellers with Shareholders applying to

purchase Ordinary Shares under the Commission Free Purchase, the Company shall match sellers with Shareholders pro rata to the amount of consideration each such Shareholder applied to spend in purchasing Ordinary Shares under the Commission Free Purchase.

6. Shareholders who wish to apply to purchase Ordinary Shares under the Commission Free Purchase should insert the maximum consideration such Shareholder wishes to spend in purchasing Ordinary Shares under the Commission Free Purchase in the box marked 11 on the Commission Free Dealing Form.
7. An application to purchase Ordinary Shares under the Commission Free Purchase shall only be valid if the Commission Free Dealing Form is accompanied with payment in pounds sterling, in the form of a cheque drawn on a branch of a UK clearing bank made payable to The Share Centre, in respect of the consideration which a Shareholder applied to spend in purchasing Ordinary Shares under the Commission Free Purchase.

Terms applicable to the Share Donation

1. All Shareholders are eligible to participate in the Share Donation.
2. All instructions to donate shares to ShareGift must be made on the Commission Free Dealing Form duly completed in accordance with the instructions set out on the Commission Free Dealing Form (which constitute part of the terms of the Share Donation).
3. Shareholders who wish to donate Ordinary Shares to ShareGift should complete the box marked 15 on the Commission Free Dealing Form for Ordinary Shares held in certificated form and the box marked 16 on the Commission Free Dealing Form for Ordinary Shares held in uncertificated form, which they wish to donate to ShareGift, and submission of the Commission Free Dealing Form shall constitute an irrevocable instruction to the directors of the Company to register the transfer of such Ordinary Shares to ShareGift or its nominee for no consideration.
4. All Ordinary Shares donated under the Share Donation will be transferred to ShareGift or its nominee fully paid and free from all liens, charges, equitable interests and encumbrances and with all rights attaching to the same.
5. Shareholders holding Ordinary Shares in certificated form who participate in the Share Donation will be entitled to receive a share certificate in respect of their Ordinary Shares which are not donated to ShareGift under the Share Donation.

The effect of completing a Commission Free Dealing Form

Completion and submission of a Commission Free Dealing Form shall constitute the agreement and irrevocable representation by the relevant Shareholder that:

1. the execution of the Commission Free Dealing Form shall, in the case of a Commission Free Shareholder purporting to participate in the Commission Free Sale, constitute an offer to sell (i) if the box marked 2 on the Commission Free Dealing Form is ticked, a Commission Free Shareholders' entire holding of Ordinary Shares (or such lesser number as the Company shall decide); or (ii) if the box marked 3 on the Commission Free Dealing Form is ticked, such number of Ordinary Shares as shall be written in the box marked 4 and/or the box marked 5 on the Commission Free Dealing Form (or such lesser number as the Company shall decide), subject to the terms and conditions set out or referred to in this document and the Commission Free Dealing Form and that, once submitted, such offer shall be irrevocable;

2. the execution of the Commission Free Dealing Form shall, in the case of a Shareholder purporting to participate in the Commission Free Purchase, constitute an application to purchase such number of Ordinary Shares as the Company shall decide for the consideration written in the box marked 11 on the Commission Free Dealing Form (or such lesser consideration as the Company shall decide), subject to the terms and conditions set out or referred to in this document and the Commission Free Dealing Form and that, once submitted, such application shall be irrevocable;
3. the execution of the Commission Free Dealing Form shall, in the case of a Shareholder purporting to participate in the Share Donation, constitute an irrevocable instruction to the Directors to register the transfer of the number of Ordinary Shares written in the box marked 15 and/or the box marked 16 on the Commission Free Dealing Form to ShareGift for no consideration, subject to the terms and conditions set out or referred to in this document and the Commission Free Dealing Form and that, once submitted, such instruction shall be irrevocable;
4. in the case of a Commission Free Shareholder purporting to participate in the Commission Free Sale, that such Commission Free Shareholder has full power and authority to offer for sale, sell, assign or transfer the Ordinary Shares in respect of which such offer is accepted (together with all rights attaching thereto) and the buyer will acquire such Ordinary Shares with full title guarantee and free from all liens, charges, encumbrances, equitable interests, rights of pre-emption or other third party rights of any nature and together with all rights attaching thereto, on or after 27 August 2010;
5. such completion and submission, shall, subject to the Commission Free Dealing Programme becoming unconditional, irrevocably constitute the Company as such Shareholder's agent, and an instruction to them as such, to:
 - (a) complete and execute any and all and take any and all actions which are necessary or, in the Company's absolute discretion, desirable to give effect to the sale or purchase (as contemplated by the duly completed and submitted Commission Free Dealing Form) of the Ordinary Shares which are the subject of the Commission Free Dealing Form;
 - (b) procure the sale or purchase (as contemplated by the duly completed and submitted Commission Free Dealing Form) of the Ordinary Shares which are the subject of the Commission Free Dealing Form; and
 - (c) in the case of a Commission Free Shareholder purporting to participate in the Commission Free Sale, despatch or otherwise make payment of the proceeds of sale in respect of the purchased Ordinary Shares in accordance with the settlement provisions set out herein;
6. such Shareholder agrees to ratify and confirm each and every act or thing which may be done or effected by the Company or any of its directors or any person nominated by the Company or any of its directors in the proper exercise of their or his powers and/or authorities hereunder;
7. in the case of a Commission Free Shareholder purporting to participate in the Commission Free Sale, such Commission Free Shareholder with a holding of Ordinary Shares in certificated form will deliver to the Company Secretary their share certificate and/or other document of title in respect of the Ordinary Shares, or an indemnity acceptable to the Company in lieu thereof, or will procure the delivery of such document to such person as soon as possible thereafter and, in any event, no later than noon on 27 August 2010;

8. the provisions of the Commission Free Dealing Form form part of the terms and conditions of the Commission Free Dealing Programme;
9. such Shareholder shall do all such acts and things as shall be necessary or expedient and execute any additional documents deemed by the Company to be desirable, in each case to complete the sale or purchase (as contemplated by the duly completed and submitted Commission Free Dealing Form) of the Ordinary Shares and/or to perfect any of the authorities expressed to be given hereunder;
10. such Shareholder has observed the laws of all relevant jurisdictions, obtained any requisite consents and complied with all applicable formalities in order that the invitation under the Commission Free Dealing Programme may be made to him under the laws of the relevant jurisdiction, and has not taken or omitted to take any action which would otherwise result in the Company acting in breach of any applicable legal or regulatory requirement in respect of the purchase of Ordinary Shares;
11. such Shareholder has not received or sent copies or originals of the Commission Free Dealing Form or any related documents in, into or from the United States, Canada, Australia, New Zealand, South Africa or Japan and has not otherwise utilised in connection with the Commission Free Dealing Programme, directly or indirectly, the mail or any means or instrumentality (including, without limitation, facsimile transmission, telex and telephone) of interstate or foreign commerce, or of any facility of a national securities exchange, of the United States, Canada, Australia, New Zealand, South Africa or Japan, the Commission Free Dealing Form have not been mailed or otherwise sent in, into or from the United States, Canada, Australia, New Zealand, South Africa or Japan and such Shareholder is accepting the offer to participate in the Commission Free Dealing Programme from outside the United States, Canada, Australia, New Zealand, South Africa or Japan; and
12. the execution of a Commission Free Dealing Form constitutes such Shareholder's submission to the jurisdiction of the courts of England in relation to all matters arising out of or in connection with the Commission Free Dealing Programme or the Commission Free Dealing Form.

A reference in this section to a Shareholder or Commission Free Shareholder includes a reference to the person or persons executing a Commission Free Dealing Form and in the event of more than one person executing a Commission Free Dealing Form, the provisions of this paragraph will apply to them jointly and severally.

Shareholders who do not wish to take part in the Commission Free Dealing Programme need take no action in relation to the Commission Free Dealing Programme or the Commission Free Dealing Form.

Settlement

Settlement of the consideration to which any Shareholder is entitled pursuant to the Repurchase or the Commission Free Sale will be made by the dispatch of cheques or CREST messages as follows:

1. *Shares in uncertificated form (that is, in CREST)*
Where the consideration relates to Ordinary Shares held by Shareholders in uncertificated form, the cash consideration will be paid through CREST by the Company procuring the creation of an assured payment obligation by 2 September 2010 in favour of the payment banks of such Shareholders in accordance with the CREST assured payment arrangement.

2. *Shares in certificated form*

Where the consideration relates to Ordinary Shares held by Shareholders in certificated form, cheques for the consideration will be despatched by first class post by 2 September 2010, at the risk of the person entitled thereto. All cash payments will be made in pounds sterling by cheque, drawn on a branch of a UK clearing bank.

PART 3

TAX ASPECTS OF THE REPURCHASE

The Board has been advised that, under current UK legislation and HM Revenue & Customs (“HMRC”) practice, the taxation consequences of a purchase by Share Plc of its Ordinary Shares from Shareholders and the Commission Free Purchase/Sale offer are broadly as outlined below.

This summary is not exhaustive and, among other issues, it does not consider the position of any Shareholder not resident or ordinarily resident in the UK or who holds his shares otherwise than as an investment. This summary is based on current UK tax law and the current practice of HMRC prior to the budget expected to take place on 22 June 2010. Both current UK tax law and current HMRC practice are subject to change, possibly with retrospective effect. Any Shareholder who is in any doubt as to his tax position should consult his professional adviser.

Tax Consequences of the Repurchase

The position of the Company

When the Company purchases Ordinary Shares from Shareholders, it will be treated as repaying firstly the amount of capital that is treated as paid up on each Ordinary Share for tax purposes. To the extent that the amount paid by the Company for the purchase of a share exceeds this amount, the Company will be treated as making a distribution for tax purposes of the amount of the excess.

There are provisions under which, if certain conditions are met, then the repurchase of shares from a specific shareholder is treated as entirely capital, with no distribution element. It is assumed in this summary that these conditions are not met, but shareholders should seek professional advice on their specific circumstances.

Stamp duty at the rate of 0.5 per cent. of the purchase price will be payable by the Company in respect of the repurchase of shares.

The position of Shareholders

In the same way as the Company is treated as partly repaying capital and partly making a distribution, so an individual Shareholder will be treated as receiving partly a capital sum for the disposal of the Ordinary Shares equal to the amount treated as paid up on each Ordinary Share for tax purposes and partly a distribution to the extent of any excess. The whole payment, including the distribution element, may be treated as a capital receipt where the Shareholder is a company (see below).

There are provisions under which, if certain conditions are met, then the repurchase of shares from a specific shareholder is treated as entirely capital, with no distribution element. It is assumed in this summary that these conditions are not met, but shareholders should seek professional advice on their specific circumstances.

There are anti-avoidance provisions, which HMRC may seek to invoke, which can result in capital elements being taxed as if they were a distribution.

Distribution

(i) UK resident individual and trustee Shareholders

An individual Shareholder, resident for tax purposes in the UK, will be entitled to a tax credit equal to one ninth of the amount of the net distribution, which is also equivalent to a tax credit of 10 per cent. of the sum of the net distribution and the tax credit (the gross distribution).

Individual Shareholders resident for tax purposes in the UK will be liable to income tax on the amount of the gross distribution. The tax credit referred to above will discharge the liability to income tax in respect of the distribution to an individual Shareholder who is subject to UK income tax at the basic rate only. A higher rate taxpayer will be liable to income tax on the gross distribution at a rate of 32.5 per cent. Higher rate taxpayers will be able to offset the tax credit against their liability to tax on the gross distribution. As a result, after setting off the tax credit, a higher rate taxpayer will be liable to additional income tax at an effective rate of 25 per cent. of the net distribution. If an individual UK resident Shareholder's total tax credit on the distribution exceeds his overall tax liability, he may not claim repayment of the excess from HMRC.

Individuals with income of over £150,000 are liable at a new top rate of tax. A top rate taxpayer will be liable to income tax on the gross distribution at a rate of 42.5 per cent.. Top rate taxpayers will be able to offset the tax credit against their liability to tax on the gross distribution. As a result, after setting off the tax credit, a top rate tax payer will be liable to additional income tax at an effective rate of 36.1 per cent. of the net distribution.

Broadly, UK resident trusts are likely to be subject to tax at the 42.5 per cent. dividend trust rate on the distribution element of the sum received plus the tax credit. As for individuals, this normally results in an effective rate of tax of 36.1 per cent. on the net distribution received.

(ii) UK resident corporate Shareholders

An exemption from tax on distributions received by companies was introduced from July 2009, subject to the distributions falling within one of the widely defined exempt categories. It is likely that any distribution element of the repurchase price will fall to be treated as exempt from the charge to corporation tax. The whole of the purchase price on a buy-back of a corporate Shareholder's shares should, however, be brought into account in the calculation of any chargeable gain on the disposal. Only if a corporate Shareholder receives a non-exempt distribution will the element of the consideration representing a distribution be excluded in the computation, as it will have been taken into account for the purposes of computing income.

(iii) Non-UK resident (for tax purposes) Shareholders

Non-UK resident (for tax purposes) Shareholders should clarify their position with their professional advisors.

Taxation of Capital Gains

To the extent the sum received by a Shareholder is a capital payment, a liability to tax on chargeable gains may, depending on the Shareholder's circumstances, arise. In the UK individuals and trustees are currently subject to a flat rate of tax on capital gains of 18 per cent.. Entrepreneurs' relief may be available to some shareholders, which would lower the effective rate of tax.

If the share repurchase is not a bargain at arm's length, then market value rather than the proceeds may need to be used as the starting point in any capital gains tax computation.

It should be noted that as the Company's ordinary shares are admitted to trading on AIM there is no formal basis set out in statute for the methodology for establishing the market value for

tax purposes of its shares and therefore there is a risk that the proposed five day average less 15 per cent. discount could give rise to a value which is lower or higher than the market value of the shares concerned for tax purposes.

The present Government has indicated that there are likely to be changes to the UK capital gains tax regime and capital gains tax rates. It is likely that further detail on these changes, including their timing, will be given in the budget scheduled for 22 June 2010.

For a corporate Shareholder that is liable to UK corporation tax on chargeable gains, indexation relief continues to be available. The comment at (ii) above regarding the chargeable gain computation should be noted.

Employment Income relating to Securities

The repurchase of shares held by individuals who are deemed to have acquired those shares "by reason of an employment" (this could include an individual who simply acquired shares whilst being an employee/officeholder) could give rise to income tax and national insurance charges (both employer's and employee's) in certain circumstances.

HMRC may seek to argue that the Repurchase Price is higher than the market value for tax purposes of the shares at the date of repurchase. If such an argument were successful, then an income tax charge (which may be assessable via PAYE) and national insurance charges (both employer's and employee's) may arise on any value received by the shareholders concerned in excess of market value.

It should be noted that as the Company's ordinary shares are admitted to trading on AIM there is no formal basis set out in statute for the methodology for establishing the market value for tax purposes of its shares and therefore there is a risk that the proposed five day average (less 15 per cent. discount) could give rise to a value which is lower or higher than the market value of the shares concerned for tax purposes.

There are other circumstances in which income tax and national insurance charges could arise on the repurchase of shares, for example, if the shares were subject to restrictions and the appropriate elections under the restricted securities legislation had not been made.

The above comments are general in nature and refer to the current system of taxation. All shareholders are advised to consult their professional advisers regarding their own tax position.

Tax Consequences of the Commission Free Sale/Purchase Offer

Stamp Duty will be payable at the rate of 0.5 per cent. on the purchase of shares.

Capital Gains Tax

Subject to the comments below (in the section "Employment Income relating to Securities"), all of the proceeds on a Commission Free Sale are likely to be a capital payment. A liability to tax on chargeable gains may, dependent on the Shareholder's circumstances, arise. The rate of capital gains tax for individuals is currently 18 per cent..

In the event that the sale and purchase are between "connected parties" for capital gains tax purposes, then market value (which may or may not be the price paid) would replace the disposal proceeds in the shareholder's capital gains tax computation.

If the parties are not "connected" for capital gains tax purposes, then it is likely that the transaction would be seen as a bargain at arm's length, so that the disposal proceeds should be used in the shareholder's capital gains tax computation.

The present Government has indicated that there are likely to be changes to the UK capital gains tax regime and capital tax rates. It is likely that further detail on these changes, including their timing, will be given in the budget scheduled for 22 June 2010.

Employment Income relating to Securities

The disposal of shares, as part of the Commission Free Sale, held by individuals who are deemed to have acquired those shares “by reason of an employment” (this could include an individual who simply acquired shares whilst being an employee/officeholder) could give rise to income tax and national insurance charges (both employer’s and employee’s) in certain circumstances.

If HMRC were to successfully argue that the price paid for the shares under this process is higher than the market value for tax purposes of the shares at the date of disposal then an income tax charge (which may be assessable via PAYE) and national insurance charges (both employer’s and employee’s) may arise on any value received by the shareholders in excess of market value for tax purposes.

It should be noted that as the Company’s ordinary shares are admitted to trading on AIM there is no formal basis set out in statute for the methodology for establishing the market value for tax purposes of its shares and therefore there is a risk that the proposed five day average could give rise to a value which is lower than (or indeed higher than) the market value of the shares concerned for tax purposes.

There are other circumstances in which income and national insurance charges could arise on the disposal of shares, for example, if the shares held by directors or employees were subject to restrictions.

Conversely, if any shares acquired under the Commission Free Purchase are acquired by individuals who are deemed to have acquired those shares “by reason of an employment” (this could include an individual who simply acquired shares whilst being an employee/officeholder) and those shares are acquired for less than their market value for tax purposes, then an income tax charge could arise. In certain circumstances this could be assessable via PAYE and a national insurance charge could also arise (both employer’s and employee’s).

The above comments are general in nature and refer to the current system of taxation. All shareholders are advised to consult their professional advisers regarding their own tax position.

PART 4

ADDITIONAL INFORMATION

1. Responsibility statement

The Directors, whose names are set out on page 3 of this document, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. Directors

As at 7 June 2010 (the latest practicable date prior to the publication of this document), the interests of the Directors (including persons connected with them within the meaning of section 252 of the Act) in the issued share capital of the Company, the existence of which is known or could with reasonable diligence be ascertained by that Director, were as follows:

	<i>Number of Ordinary Shares</i>	<i>Percentage of Ordinary Shares</i>
Sir Martin Jacomb	416,011	0.26%
Gavin Oldham	125,053,340	77.81%
Iain Wallace	141,387	0.09%
Richard Stone	76,021	0.05%
Richard Tolkien	70,816	0.04%

3. Significant interests in Ordinary Shares not included above

As at 7 June 2010 (the latest practicable date prior to the publication of this document), the Company is aware of the following beneficial holdings of persons other than Directors who were interested, directly or indirectly, in 3.0 per cent. or more of the issued share capital of the Company:

	<i>Number of Ordinary Shares</i>	<i>Percentage of Ordinary Shares</i>
Cuillin Investments Limited (held within Share Nominees Limited)	6,375,000	3.97

4. Oldham Family

As at 7 June 2010 (the latest practicable date prior to the publication of this document), the holdings of Ordinary Shares of the individual members of the Oldham Family and the Ordinary Shares which the individual members of the Oldham Family intend to tender pursuant to the Tender Offer were as follows:

<i>Oldham Family member</i>	<i>Number of Ordinary Shares</i>	<i>Percentage of Ordinary Shares</i>	<i>Number of Ordinary Shares intended to be tendered under the Tender Offer</i>	<i>Percentage of holding intended to be tendered under the Tender Offer</i>
Gavin Oldham and Gavin Oldham No. 1 Trust	52,718,463	32.8%	8,150,000	15.5%
Gavin Oldham No. 2 Trust	13,518,750	8.41%		
Gavin Oldham No. 3 Trust	10,815,000	6.73%		
Gavin Oldham No. 4 Trust	19,570,000	12.18%		
Virginia Oldham and Virginia Oldham Trust	13,102,737	8.15%		
Kathryn Maintzer	5,413,229	3.37%	3,250,000	60.1%
Faye Oldham Hinsley	5,408,039	3.37%	2,175,000	40.2%
Marianne Oldham	4,506,650	2.8%	2,175,000	48.3%
Total	<u>125,052,868</u>	<u>77.81%</u>	<u>15,750,000</u>	<u>12.6%</u>

Dated: 8 June 2010

NOTICE OF GENERAL MEETING

Share plc

NOTICE IS HEREBY GIVEN that a General Meeting of Share plc (the “**Company**”) will be held at the London Stock Exchange, 10 Paternoster Square, London, EC4M 7LS at 11.30 a.m. on 25 June 2010 or, if later, immediately following the conclusion of the Annual General Meeting of the Company, which is being held at 11.00 a.m. on 25 June 2010, for the purpose of considering and, if thought fit, passing the following Resolutions, which will be proposed as Special Resolutions:

SPECIAL RESOLUTIONS

1. THAT the terms and conditions of the Tender Offer and the Repurchase (each as defined in the circular to shareholders of the Company dated 8 June 2010 of which this notice forms part (the “**Circular**”)), as set out in the Circular, be and are hereby approved; and
2. THAT, subject to the passing of resolution 1 above, the Company be and is hereby unconditionally authorised in accordance with section 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of sections 701(3) and (5) of the said Act) of ordinary shares in the capital of the Company (“**Ordinary Shares**”) pursuant to tenders made in relation to the Tender Offer (as defined in the Circular) provided that:
 - a. the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 25,713,183 (representing approximately 16 per cent. of the Company’s issued share capital);
 - b. the price (exclusive of expenses) which shall be paid for an Ordinary Share pursuant to this authority shall be a price per Ordinary Share equal to a 15 per cent. discount (rounded down to one decimal place) to the average closing mid price for Ordinary Shares on the AIM market, operated by the London Stock Exchange plc, for the five trading days ending on 27 August 2010; and
 - c. unless previously revoked or varied, the authority hereby conferred shall expire on the date of the Annual General Meeting of the Company to be held in 2011.

Dated: 8 June 2010

By order of the Board

Barbara Anne Pierssene
Secretary

Registered office: Oxford House, Oxford Road, Aylesbury, Buckinghamshire, HP21 8SZ

The attention of members is drawn to the following notes which form part of this Notice:

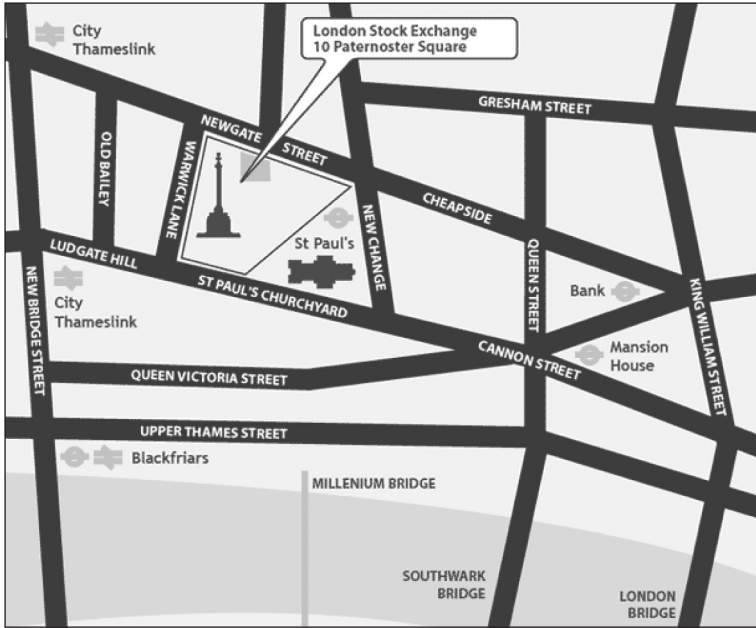
Notes to the members

Please note: it is important you inform the Company of your intention to attend the General Meeting, so we can ensure your smooth passage through the London Stock Exchange's security procedures. Call the Company on 01296 41 41 41 or email agm@share.co.uk should you wish to attend.

A Form of Proxy is included with this document, which you can complete and return to register your votes should you be unable to attend in person. Please return completed Forms of Proxy by post to the Company Secretary, Share plc, Oxford House, Oxford Road, Aylesbury, Bucks, HP21 8SZ so as to be received as soon as possible but in any event by no later than 6.00 p.m. on 23 June 2010.

Getting there: The London Stock Exchange is easily accessible by public transport. The nearest Underground station is St Paul's on the Central Line (within Zone 1).

London Stock Exchange
10 Paternoster Square
London
EC4M 7LS



1. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those members registered in the Register of Members of the Company at 6 p.m. on 23 June 2010 (or if the General Meeting is adjourned, members entered on the Register of Members of the Company not later than 48 hours before the time fixed for the adjourned Meeting) shall be entitled to attend and vote at the General Meeting in respect of the number of ordinary shares registered in their name at that time. Changes to entries on the Register of Members of the Company after 6 p.m. on 23 June 2010 shall be disregarded in determining the rights of any person to attend or vote at the General Meeting.
2. A member entitled to attend and vote at the General Meeting is entitled to appoint a proxy to exercise all or any of his rights to attend, speak and to vote instead of him. A

proxy need not be a member of the Company but must attend the General Meeting. If a member wishes his proxy to speak on his behalf at the General Meeting he will need to appoint his own choice of proxy (not the Chairman) and give his instructions directly to them. Completion and return of a form of proxy will not preclude a member from attending and voting at the General Meeting or any adjournment thereof in person. If a proxy is appointed and the member attends the General Meeting in person the proxy appointment will automatically be terminated.

3. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please sign and date the form of proxy and attach a schedule listing the names and addresses (in block letters) of all of your proxies, the number of shares in respect of which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) and indicating how you wish each proxy to vote or abstain from voting. If you wish to appoint the Chairman as one of your multiple proxies, simply write "the Chairman of the Meeting".
4. A form of proxy is enclosed and details of how to appoint and direct a proxy to vote on each resolution are set out in the notes to the form of proxy. To be valid the form of proxy must be completed and signed, and lodged with the Company Secretary, Share plc, Oxford House, Oxford Road, Aylesbury, Buckinghamshire, HP21 8SZ not less than 48 hours before the time fixed for the General Meeting or for any adjournment thereof together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority. In the case of a member, which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
5. In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy. In the event that more than one of the joint holders purports to appoint a proxy, the appointment submitted by the first named on the Register of Members of the Company will be accepted to the exclusion of the other joint holder.
6. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, a proxy may vote or abstain from voting at his or her discretion. A proxy may vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting.
7. In order to revoke a proxy instruction a member will need to send a signed hard copy notice clearly stating his intention to revoke a proxy appointment to the Company Secretary, Share plc, Oxford House, Oxford Road, Aylesbury, Buckinghamshire, HP21 8SZ together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority. In the case of a member which is a company the notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. A member entitled to attend and vote at the General Meeting convened by this notice is entitled to appoint one or more proxies to attend and, on a poll, to vote instead. A proxy need not be a member of the Company. Completion and return of a form of proxy will not preclude a member from attending and voting at the General Meeting or any adjournment thereof in person.

