

MXC CAPITAL PLC

("MXC Capital" or the "Company")

Proposed Re-domicile of the Group to Guernsey

MXC Capital is pleased to announce that the circular setting out details of the proposed re-domicile of the Group to Guernsey (the '**Circular**') has today been posted to shareholders. Defined terms used in this announcement have the same meaning as those used in the Circular. The Circular is also available on the Company's website at <http://www.mxccapital.com>.

Your attention is drawn to the information contained in the Circular and, in particular, to the Conditions and Further Terms of the Scheme Proposal in Part 3 of the Circular, taxation issues described in Part 5 of the Circular and the additional information set out in Part 7 of the Circular. Investors and Scheme Shareholders should read the whole of the Circular and not rely solely on the summary set out below.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

The following indicative timetable sets out expected dates for the implementation of the Proposal.

<i>Event</i>	<i>Time and/or date</i>
Date of circulation of the Circular	24 November 2014
Latest time for lodging BLUE Forms of Proxy for the Court Meeting	11.00 a.m. on 15 December 2014 ⁽¹⁾
Latest time for lodging WHITE Forms of Proxy for the General Meeting	11.30 a.m. on 15 December 2014 ⁽¹⁾
Voting Record Time for Court Meeting and General Meeting	6.00 p.m. on 15 December 2014 ⁽²⁾
Court Meeting	11.00 a.m. on 17 December 2014
General Meeting	11.30 a.m. on 17 December 2014 ⁽³⁾

The following dates are subject to change (please see note (4) below):

Scheme Court Hearing	3 February 2015
Last day of dealings in, and for registration of transfers of, Old MXC Shares	4 February 2015
Trading in Old MXC Shares on AIM suspended	7.30 a.m. on 4 February 2015
Disablement in CREST of Old MXC Shares	5.00 p.m. on 4 February 2015
Scheme Record Time	6.00 p.m. on 4 February 2015
Reduction Court Hearing	5 February 2015
Effective Date	5 February 2015
Cancellation of admission of Old MXC Shares to trading on AIM	7.00 a.m. on 6 February 2015

Commencement of dealings in New MXC Shares on AIM	8.00 a.m. on 6 February 2015
Expected date for crediting of New MXC Shares to CREST accounts	6 February 2015
Expected date for despatch of New MXC Share certificates	20 February 2015
Long Stop Date	31 March 2015 ⁽⁵⁾

The Court Meeting and the General Meeting will each be held at the offices of DAC Beachcroft LLP, 100 Fetter Lane, London EC4A 1BN.

Notes:

- (1) It is requested that the BLUE Form of Proxy for the Court Meeting be lodged before 11.00 a.m. on 15 December 2014 (or in the case of any adjournment, 48 hours before the time fixed for the holding of the adjourned Meeting). BLUE Forms of Proxy not so lodged may be handed to the Chairman of the Court Meeting before the taking of the poll at the Court Meeting. The WHITE Form of Proxy for the General Meeting must be lodged before 11.30 a.m. on 15 December 2014 in order for it to be valid, or, if the General Meeting is adjourned, not later than 48 hours before the time fixed for the holding of the adjourned Meeting. The WHITE Form of Proxy cannot be handed to the Chairman of the General Meeting at that meeting.
- (2) If either the Court Meeting or the General Meeting is adjourned, the Voting Record Time for the adjourned Meeting will be 6.00 p.m. on the date two working days before the date set for the adjourned Meeting.
- (3) To commence at 11.30 a.m. or, if later, immediately after the conclusion of the Court Meeting or any adjournment thereof.
- (4) These times and dates are indicative only and will depend, among other things, on the date upon which the Court sanctions the Scheme and confirms the associated Reduction of Capital. It will also depend on when the Court Orders sanctioning the Scheme and confirming the Reduction of Capital and, in relation to the Reduction of Capital, the statement of capital are delivered to the Registrar of Companies. MXC Capital will give notice of any change(s) by issuing an announcement through a Regulatory Information Service in the UK.
- (5) This is the latest date by which the Scheme may become effective unless MXC Capital and New MXC agree a later date and (if required) the Court so allows.

Introduction

On 17 November 2014, the Company announced its intention to re-domicile the Group from the UK to Guernsey, effected by way of a scheme of arrangement. In anticipation of this corporate action, a new company, MXC Capital Limited, was incorporated as a company with limited liability in Guernsey on 19 August 2014. Pursuant to the Proposal, this new company will acquire the entire issued share capital of MXC Capital, such acquisition to be implemented, as previously stated, by way of a scheme of arrangement.

If the Scheme becomes effective, New MXC will become the new parent company of the Group and the existing parent company, MXC Capital, will be re-registered as a private limited company as part of the Scheme and renamed MXC Capital Limited.

The Circular sent to shareholders explains:

- the reasons for, and terms of, the Scheme Proposal;
- why the Directors, who have been advised by Zeus Capital, unanimously consider the Scheme Proposal to be fair and reasonable to Shareholders; and
- why the Directors are unanimously recommending that Shareholders vote in favour of the Scheme at the Court Meeting and the Special Resolution at the General Meeting as the Directors intend to do (or procure to be done) in respect of the Old MXC Shares held beneficially by any of them.

Summary of the terms of the Scheme Proposal

The introduction of a new parent company to the Group is to be implemented by means of a scheme of arrangement between the Company and the Scheme Shareholders under Part 26 of the Companies Act and involves a reduction of capital under section 641 of the Companies

Act. The full details of the Scheme Proposal are set out in Parts 2 to 4 of the Circular. The Scheme requires the requisite approval of the Scheme Shareholders at a meeting convened by the Court and the subsequent sanction of the Court. The Reduction of Capital requires the approval of Shareholders at the General Meeting and the subsequent confirmation of the Court. Once the Scheme becomes Effective, the terms will be binding on all Scheme Shareholders whether or not they voted in favour of the Scheme.

As a result of the Scheme, New MXC will own the entire issued ordinary share capital of the Company. Under the terms of the Scheme, which is subject to the satisfaction or waiver (if capable of waiver) of the Conditions and further terms set out in Part 3 of the Circular, the Scheme Shares will be cancelled and, upon the Scheme becoming Effective, Scheme Shareholders at the Scheme Record Time will receive:

for each Scheme Share one New MXC Share

being, in effect, a straight share for share exchange of Scheme Shares (i.e. Old MXC Shares) for New MXC Shares.

Shareholders will not therefore have to pay anything for the New MXC Shares.

The expected transaction timetable is set out in the Circular. It is expected that the Scheme Proposal and the resolutions required to implement the Scheme will be put to Shareholders at the Court Meeting and at the General Meeting which are expected to be held on 17 December 2014. It is expected that, subject to satisfaction or waiver (if capable of waiver) of the Conditions, the Effective Date will be 5 February 2015. If the Scheme becomes Effective, it will be binding on all Scheme Shareholders irrespective of whether or not they attended or voted at the Court Meeting or the General Meeting. Further details of the Scheme, including the arrangements for settlement of the consideration payable to Scheme Shareholders, are set out in the Explanatory Statement in Part 2 of the Circular.

The last day of dealings in, and for registration of transfers of, Old MXC Shares is presently expected to be 4 February 2015. No transfers of Old MXC Shares will be registered after that date.

Subject to the satisfaction or waiver (if capable of waiver) of all relevant Conditions, application will be made to the London Stock Exchange for the admission of Old MXC Shares to trading on AIM to be cancelled and for its shares to cease trading on AIM as of 7.00 a.m. on the Business Day after the Effective Date.

New MXC Shares

The New MXC Shares to be issued as consideration for the Scheme Proposal will be ordinary shares (with no par value) in the capital of New MXC.

The New MXC Shares will be issued free from all liens, charges, encumbrances and other third party rights and/or interests of any nature whatsoever and New MXC will apply for the New MXC Shares to be admitted to trading on AIM. As part of such application, New MXC is required to publish certain documentation including the Appendix to the Schedule 1 Announcement. It is expected that, in respect of the New MXC Shares to be issued, Admission will become effective and that dealings for normal settlement in the New MXC Shares will commence on 6 February 2015.

The New MXC Shares will be issued in registered form, will be capable of being held in both certificated and uncertificated form, will be issued credited as fully paid and will rank *pari passu* in all respects with the existing MXC Shares, including as to voting rights and the right to receive and retain all dividends and other distributions declared, paid or made after the Effective Date.

The New MXC Shares will be issued following implementation of the Scheme to Shareholders on the register immediately following the Scheme Record Time. Details of the rights attaching to the New MXC Shares are set out in paragraph 3 of Part 6 of the Circular.

Conditions to the Scheme Proposal

The implementation of the Scheme Proposal is subject to satisfaction or waiver (if capable of waiver) of the Conditions set out in section A of Part 3 of the Circular. To become Effective, the Scheme Proposal requires:

- the approval of the Scheme at the Court Meeting by the necessary majority of the Scheme Shareholders present and voting, either in person or by proxy;
- the passing of the Special Resolution at the General Meeting;
- the Court sanctioning the Scheme at the Scheme Court Hearing and confirming the Reduction of Capital at the Reduction Court Hearing;
- the delivery of copies of the Court Orders and statement of capital as approved by the Court to the Registrar of Companies and, if the Court so orders, the registration of the Reduction Court Order and such statement of capital by the Registrars of Companies;
- approval from the FCA of New MXC becoming a controller of MXC Capital Advisory; and
- the London Stock Exchange agreeing to admit (subject to the satisfaction of the five conditions set out above) the New MXC Shares to trading on AIM and its agreement not having been withdrawn prior to the Effective Date.

Further details of all of the Conditions to which the Scheme Proposal is subject are set out in Part 3 of the Circular.

Reasons for the Scheme Proposal

In the context of the Company's strategic and commercial objectives, the Directors consider that there are significant commercial and financial benefits from conducting business as a Guernsey protected cell-company rather than a traditional English company and have therefore chosen to re-domicile the Group in Guernsey.

A protected cell company is a particular corporate entity that allows from time to time the creation of cells, each of which can have a separate portfolio of assets. A protected cell company may, in respect of any of its cells, create and issue shares representing economic and voting rights in relation to such cells. Persons investing in cell shares shall only have recourse to, and except in very limited circumstances their interests shall be limited to, the assets of that cell and they shall have no recourse to assets attributed to any other cell (as may be created from time to time) or to any core assets of the company.

In the first instance, however, New MXC has been incorporated as a company with limited liability. The process for conversion of a limited liability company to a protected cell company under Guernsey law is relatively straightforward and the directors of New MXC will therefore have the flexibility to undertake such process at any time in the future, as and when they consider that the circumstances warrant it and it is in shareholders' best interests to do so.

In the opinion of the Directors the three key reasons for using a protected cell company are as follows:

- **Flexible structure:** Should an investment opportunity arise which might be considered unappealing to some or all of the existing shareholder base, a new cell can be created for investors for whom it would appeal. In addition there would be less of a challenge for New MXC in raising further capital in the event that existing cell shares trade at a discount to net asset value, a significant challenge for similar closed-ended funds and investment companies. In such circumstances, a new cell can be created, with the dual benefit of making the investment appealing to new investors and more appealing to existing investors in New MXC.
- **Cost and other efficiencies:** There is no requirement to have a separate board of directors, auditors or other professional advisers (together with the associated fees) for

each cell, which would likely be required for the English alternative, that being a series of separate subsidiary companies. This would therefore represent a significant annual cost saving as and when second and subsequent cells are created.

- **Protection of the cell structure:** The liability advantage of using protected cell companies is that any risk is ring-fenced within each cell such that should one cell go into liquidation its creditors cannot look to the assets owned by the other cells or those cells' shareholders for recovery of outstanding debts or other liabilities.

Information on the Group

On 16 April 2014, the Company disposed of its final operating business and became an Investing Company under Rule 15 of the AIM Rules, focused on making acquisitions and/or investments within the technology, media and telecommunications (TMT) sector.

On 17 July 2014, the Company announced a placing of 850,000,000 Old MXC Shares at a price of 1 penny per share to raise gross proceeds of £8.5 million and further announced the proposed acquisition of MXC Capital Advisory, a specialist TMT focussed corporate finance advisory business; the placing completed on 13 August 2014 and the acquisition of MXC Capital Advisory on 29 October 2014.

As a result, the Company has become a specialist merchant bank whose employees and consultants bring together a deep knowledge of technology as well as first-hand experience of managing companies in the sector. The financial resources at its disposal allow the Company to make meaningful investments which, together with a highly experienced corporate advisory team, combine to grow shareholder value. Further information on the Company's strategy is set out in paragraph 10 of Part 1 of the Circular.

MXC Capital current trading and prospects

Results for the year ending 31 August 2013

For the financial year ended 31 August 2013, the Company reported revenue of £3.52 million, gross profit of £1.19 million and an operating loss of £5.07 million.

Operational Update

On 21 March 2014, the Company announced that it had conditionally agreed to sell Zergo Limited, its mobile coupon and loyalty business, for a total consideration of £4.5 million to Eagle Eye Solutions Group plc. The consideration was settled by the payment of £2.5 million in cash and the issuance of £2 million of shares in Eagle Eye Solutions Group plc at 164 pence per share. The disposal was completed in April 2014 following which the Company became an Investing Company under the AIM Rules.

In the half yearly results for the six months ended 28 February 2014, the Company announced an operating loss from continuing operations of £0.3 million, cash resources immediately post disposal of Zergo Limited of £3.1 million and an investment in Eagle Eye Solutions Group plc worth £2.13 million.

As previously stated, on 17 July 2014, the Company announced a placing of 850,000,000 Old MXC Shares at a price of 1 penny per share to raise gross proceeds of £8.5 million and announced the proposed acquisition of MXC Capital Advisory, a specialist TMT focussed corporate finance advisory business; the placing completed on 13 August 2014 and the acquisition of MXC Capital Advisory on 29 October 2014.

The Company has recently announced the following investments:

- On 30 October 2014, the Company announced that it had made a commitment to the placing being undertaken by Castleton Technology plc ("**Castleton**") in connection with that company's acquisition of Documotive Limited. The Company committed £1.2 million of the £5.5 million being placed by Castleton and also received warrants over 5 per cent. of the enlarged issued share capital of Castleton following the placing

and completion of the acquisition. The placing completed on 18 November and the investment was made immediately subsequent to that.

- On 30 October 2014, the Company announced that it had also made a further investment, committing to provide up to £1 million of capital to 365 Agile Limited ("**Agile**") a software enabled mobile working solutions business. The investment is structured as a blend of equity and debt and will result in the Company owning 25 per cent. of the issued share capital of Agile. The investment completed on 18 November 2014.

In addition, on 30 October 2014 the Company announced that it had entered into an agreement to acquire all of the shares in Castleton currently owned by MXC Holdings. The consideration for the acquisition was satisfied by an issuance of 104,089,816 new ordinary shares of 1 penny each in the Company at a price of 1.7 pence per share.

Outlook

Following completion of the aforementioned recent fundraising and the acquisition of MXC Capital Advisory the Company's strategy is two-fold: (i) to target significant capital gains by increasing the value of the Group's current and future investments; and (ii) to generate income and profits from the advisory business. The Company continues to explore numerous opportunities for both investments as well as advisory mandates.

Information on New MXC

New MXC is a company with limited liability incorporated in Guernsey and established for the sole purpose of acquiring the entire issued share capital of MXC Capital.

Implementation of the Scheme requires that up to 1,954,636,991 New MXC Shares be issued to the holders of Scheme Shares (assuming that the MXC Capital Options are not exercised and no new Old MXC Shares are allotted by the Company after the date of this document). New MXC will at the relevant time have sufficient authorities to allow it to effect the issue of such number of New MXC Shares.

Suspension and cancellation of admission of Old MXC Shares to trading on AIM and re-registration

The last day of dealings in Old MXC Shares on AIM is expected to be 5 February 2015. No transfers of Old MXC Shares will be registered after 6.00 p.m. on 5 February 2015. Prior to the Scheme becoming effective, an application will be made to the London Stock Exchange to cancel the admission to trading of the Old MXC Shares on AIM. It is expected that such cancellation will take effect at 7.00 a.m. on the Business Day after the Effective Date.

It is proposed, as part of the application to Court in connection with the Scheme, to seek an order of the Court pursuant to section 651 of the Companies Act to re-register MXC Capital plc as a private limited company. That order would also specify the changes to the Old MXC Articles to be made in connection with that re-registration.

Further details on the suspension and cancellation of the Old MXC Shares on AIM and the re-registration of MXC Capital plc as a private limited company are set out in paragraph 13 of Part 2 (Explanatory Statement) of the Circular

Effects of the Scheme Proposal

The effect of full implementation of the Scheme Proposal will be as follows:

- instead of MXC Capital having its ordinary share capital owned by the Shareholders, New MXC will own all of MXC Capital's ordinary share capital then in issue;
- instead of owning (immediately upon the Effective Date) Old MXC Shares, each Shareholder will own the same number of New MXC Shares as the number of Old MXC Shares held by them immediately prior to the Effective Date;

- through its controlling interest in MXC Capital, New MXC will own all of the business of MXC Capital.

Cancellation of the Company's share premium account and the creation of distributable reserves

The Share Premium Account Reduction of Capital will involve the cancellation of the Company's share premium account, which is expected to amount to approximately £13.3 million.

The Share Premium Account Reduction of Capital will require approval by Shareholders by way of a special resolution to be proposed at the General Meeting and will also require the confirmation of the Court. The Share Premium Account Reduction of Capital will not become effective until registration by the Registrar of Companies of a copy of the Reduction Court Order and statement of capital confirming the Share Premium Account Reduction of Capital.

The Reduction Court Hearing to confirm the Share Premium Account Reduction of Capital is expected to be held on 5 February 2015, and the Share Premium Account Reduction of Capital is expected to become effective on the same day.

In order to create additional distributable reserves, the Company does not intend to apply the reserve arising from the cancellation of the Scheme Shares held by the Scheme Shareholders in paying up in full new ordinary shares which have an aggregate nominal value equal to the aggregate nominal value of the Scheme Shares cancelled and issuing the same to New MXC.

The Directors will, following completion of the Scheme, consider what to do with the distributable reserves created following the Court's approval of the Reduction of Capital and the Share Premium Account Reduction of Capital and it is possible that such distributable reserves will: (a) in the first instance be offset against the existing distributable reserves deficit in the Company; and (b) then be utilised to effect a dividend of the assets of the Company to New MXC or to another entity in the Enlarged Group. Any balance remaining after (a) and (b) should they take place will comprise distributable reserves of the Company going forward.

Action to be taken

The Scheme Proposal is subject to the satisfaction or waiver (if capable of waiver) of the Conditions set out in section A of Part 3 of the Circular. In order to become Effective, the Scheme must be approved by a majority in number of those Scheme Shareholders who are present and vote either in person or by proxy at the Court Meeting and who represent 75 per cent. or more in value of all Scheme Shares held by such Shareholders. In addition, the Special Resolution to give effect to the Scheme must be passed at the General Meeting and the London Stock Exchange must have agreed to admit the New MXC Shares to trading on AIM. Under the Companies Act, the Scheme is also subject to the approval of the Court. **If the Scheme becomes Effective, it will be binding on all Scheme Shareholders, including those who did not vote to approve the Scheme.**

Further details of action to be taken are set out in the Circular.

Recommendation

The Directors of MXC Capital, who have been so advised by Zeus Capital, consider the terms of the Scheme Proposal to be fair and reasonable. In providing its advice, Zeus Capital has taken into account the commercial assessments of the Directors. In addition, the Directors consider the terms of the Scheme Proposal to be in the best interests of the Shareholders as a whole.

Accordingly, the Directors of MXC Capital unanimously recommend that Shareholders vote in favour of the Scheme Proposal and the Scheme Resolutions to be proposed at the Court Meeting and the General Meeting, as the Directors (and their connection persons) intend to do in respect of their own beneficial holdings of Old MXC Shares, being in aggregate 6,000,000

Old MXC Shares, which represent approximately 0.31 of the issued Old MXC Shares as at the date of the Circular.

In addition, the largest shareholder of the Company, MXC Holdings, has also confirmed to the Company that it intends to vote in favour of the Scheme Proposal and the Scheme Resolutions to be proposed at the Court Meeting and the General Meeting. MXC Holdings holds 1,049,089,816 Old MXC Shares representing approximately 53.67 of the issued Old MXC Shares as at the date of the Circular.

DEFINITIONS

In the Circular (with the exception of Part 4 (The Scheme of Arrangement), Part 9 (Notice of Court Meeting) and Part 10 (Notice of General Meeting)), and this announcement the following words and expressions have the following meanings unless the context requires otherwise:

"Admission"	the admission of the New MXC Shares to trading on AIM;
"AIM"	AIM, the market of that name operated by the London Stock Exchange;
"AIM Rules"	the 'AIM Rules for Companies' published by the London Stock Exchange, as amended from time to time;
"Appendix to the Schedule 1 Announcement"	the appendix to the AIM Rules Schedule 1 announcement dated 24 November 2014 relating to New MXC and the New MXC Shares, prepared in accordance with the AIM Rules;
"Business Day"	a day, other than a Saturday, Sunday or public holiday, on which banks are open for business in the City of London;
"certificated" or "in certificated form"	a share which is not in uncertificated form (that is, not held in CREST);
"Companies Act"	the Companies Act 2006 (as amended from time to time);
"Company" or "MXC Capital"	MXC Capital plc, incorporated in England and Wales with company registration number 05010663;
"Conditions"	the conditions of the Scheme Proposal set out in section A of Part 3 of the Circular, and "condition" shall mean any of them;
"Court"	the High Court of Justice, Chancery Division (Companies Court), in England and Wales;
"Court Meeting"	the meeting of the Scheme Shareholders convened by order of the Court pursuant to Part 26 of the Companies Act to be held at 11.00 a.m. on 17 December 2014 to consider and, if thought fit, approve the Scheme, notice of which is set out in Part 9 of the Circular (including any adjournment thereof);
"Court Orders"	the Scheme Court Order and the Reduction Court Order or, where the context requires, either of them;
"CREST"	the relevant system (as defined in the Uncertificated Securities Regulations) of which Euroclear is the Operator (as defined in the Uncertificated Securities Regulations);
"Directors"	the directors of the Company or the directors of New MXC, from time to time, as the context requires, whose names are set out on page 53 of the Circular, including a duly constituted committee thereof;

"Effective"	the Scheme having become effective pursuant to its terms;
"Effective Date"	the day on which the Scheme becomes effective in accordance with clause 5 of the Scheme;
"Euroclear"	Euroclear UK & Ireland Limited, the operator of CREST;
"Explanatory Statement"	the explanatory statement relating to the Proposal, as set out in Part 2 of the Circular which, together with the documents incorporated therein, constitutes the explanatory statement as required by section 897 of the Companies Act;
"Financial Conduct Authority" or "FCA"	the Financial Conduct Authority in its capacity as a regulator under FSMA;
"Form(s) of Proxy"	as the context may require, either or both of (i) the BLUE Form of Proxy for use at the Court Meeting and (ii) the WHITE Form of Proxy for use at the General Meeting, each of which accompanies the Circular;
"FSMA"	the Financial Services and Markets Act 2000 (as amended);
"General Meeting"	the general meeting of the Shareholders convened to be held at 11.30 a.m. on 17 December 2014 (or as soon thereafter as the Court Meeting shall have been concluded), notice of which is set out in Part 10 of the Circular (including any adjournment thereof);
"Group"	the Company, its subsidiaries and subsidiary undertakings as at the date of the Circular and "member of the Group" shall be construed accordingly;
"London Stock Exchange"	London Stock Exchange plc;
"Long Stop Date"	31 March 2015 or such earlier or later date as New MXC and the Company may agree and/or the Court may allow;
"MXC Capital Advisory"	MXC Capital Advisory LLP, a limited liability partnership registered in England and Wales with company number OC381555;
"MXC Capital Options"	the options over Old MXC Shares granted under or pursuant to the MXC Capital Share Option Schemes which have not lapsed, or been exercised, in accordance with their terms at the date of the Circular;
"MXC Capital Share Option Schemes"	the agreements pursuant to which the Company has granted rights to subscribe for Old MXC Shares from time to time;
"MXC Holdings"	MXC Holdings Limited, incorporated in England and Wales with company registration number 07039551;
"MXC Shares"	ordinary shares (with no par value) in the capital of New MXC;
"New MXC"	MXC Capital Limited, incorporated in Guernsey with company registration number 58895;
"New MXC Shares"	the MXC Shares proposed to be issued and credited as fully paid pursuant to the Scheme;
"Notice of General Meeting"	the notice of General Meeting set out in Part 10 of the Circular;
"Old MXC Articles"	the articles of association of the Company at the date of the Circular;

"Old MXC Shares"	ordinary shares of 1 penny each in the capital of the Company and "Share" and "Old MXC Share" shall be construed accordingly;
"Pounds" or "£" or "sterling"	UK pounds sterling, the lawful currency of the UK;
"Proposal"	the recommended acquisition by New MXC of the entire issued share capital of the Company to be effected by way of the Scheme and subject to the Conditions and on the terms of the Circular including, where the context so requires, any subsequent revision, variation, extension or renewal of such proposal;
"Reduction of Capital"	the reduction of the share capital of the Company associated with the cancellation and extinguishing of the Scheme Shares provided for in clause 1.1 of the Scheme under section 641 of the Companies Act;
"Reduction Court Hearing"	the hearing at which the Reduction Court Order is made;
"Reduction Court Order"	the order of the Court granted at the Reduction Court Hearing to confirm the Reduction of Capital provided for by the Scheme and the Share Premium Account Reduction of Capital;
"Registrar of Companies"	the Registrar of Companies in England and Wales;
"Regulatory Information Service"	any information services authorised from time to time by the Financial Conduct Authority for the purpose of disseminating regulatory announcements;
"Scheme" or "Scheme of Arrangement"	the scheme of arrangement proposed to be made under Part 26 of the Companies Act between the Company and the holders of Scheme Shares as set out in Part 4 of the Circular, with or subject to any modification, addition or condition approved or imposed by the Court and agreed to by the Company and New MXC and incorporating a reduction of capital under section 641 of the Companies Act;
"Scheme Court Hearing"	the hearing at which the Scheme Court Order is made;
"Scheme Court Order"	the order of the Court granted at the Scheme Court Hearing to sanction the Scheme under Part 26 of the Companies Act;
"Scheme Proposal"	the proposed Scheme as described in the Circular;
"Scheme Record Time"	6.00 p.m. on the day prior to the Reduction Court Hearing;
"Scheme Resolutions"	the resolution to be proposed at the Court Meeting and special resolution number 1 (being the Special Resolution) to be proposed at the General Meeting, in both cases to approve and give effect to the Scheme;
"Scheme Shareholders"	the holders of Scheme Shares;
"Scheme Shares"	<ul style="list-style-type: none"> (i) the Old MXC Shares in issue at the date of the Circular; (ii) any Old MXC Shares issued after the date of the Circular and before the Voting Record Time; and (iii) any Old MXC Shares issued at or after the Voting Record Time but on or before the Scheme Record Time in respect of which the original or any subsequent holders thereof are, or shall have agreed in writing to be, bound by the Scheme,

	in each case other than any Old MXC Shares which are registered in the name of or beneficially owned by New MXC;
"Shareholders"	the holders of Old MXC Shares from time to time;
"Share Premium Account Reduction of Capital"	the proposed cancellation of the Company's share premium account under Part 17, Chapter 10 of the Act;
"Special Resolution"	special resolution number 1 set out in the Notice of General Meeting to be proposed at the General Meeting to approve, amongst other things, the Scheme;
"statement of capital"	the statement of capital (approved by the Court) showing with respect to the Company's share capital, as altered by the Reduction Court Order, the information required by section 649 of the Companies Act;
"subsidiary" or "subsidiary undertaking" or "undertakings" or "associated undertakings"	have the meanings given by the Companies Act;
"uncertificated" or "in uncertificated form"	a share or other security recorded on the relevant register as being held in uncertificated form in CREST and title to which, by virtue of the Uncertificated Securities Regulations, may be transferred by means of CREST;
"Uncertificated Securities Regulations"	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755) (as amended);
"United Kingdom" or "UK"	the United Kingdom of Great Britain and Northern Ireland;
"Voting Record Time"	6.00 p.m. on the day which is two days before the date of the Court Meeting or, if such Court Meeting is adjourned, 6.00 p.m. on the day which is two days before the day of such adjourned meeting; and
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