

PART III

THE SCHEME OF ARRANGEMENT AND SHARE CAPITAL CONSOLIDATION

1. Introduction

The Company is a new company incorporated in Bermuda under the Bermuda Companies Act. The Group will reorganise itself pursuant to the Scheme so that Signet becomes a wholly-owned subsidiary of the Company and the former Signet Shareholders (other than the ADS Depository) and Signet American Depositary Share (“**Signet ADS**”) holders become shareholders of the Company.

On 10 July 2008, following a review of the most appropriate primary stock listing and domicile for the Group, the Signet Board announced that it had unanimously approved a proposal (the “**Proposal**”) to:

- move the primary listing of the parent company of the Group from the Official List to the NYSE;
- reorganise the Group pursuant to a Court approved scheme of arrangement so that Signet becomes a wholly-owned subsidiary of the Company, a new company incorporated in Bermuda, and former Signet Shareholders and Signet ADS holders become shareholders of the Company;
- implement a one-for-twenty share capital consolidation (also known as a reverse stock split) in respect of the Common Shares issued under the Scheme to take effect immediately following the Scheme of Arrangement becoming effective; and
- apply for a secondary listing on the Official List.

The combined effect of the Scheme and the Share Capital Consolidation (if effected in accordance with their respective terms) will be that Signet Shareholders (including the ADS Depository) will receive one Common Share for every twenty Signet Shares they hold at the Scheme Record Time (being 5.00 p.m. on the business day immediately prior to the date of the Scheme Effective Date). Following the Scheme becoming effective and the Share Capital Consolidation being implemented, Signet ADS holders will receive from the ADS Depository one Common Share for every two Signet ADSs.

The Scheme is expected to become effective and dealings in the Common Shares on the London Stock Exchange are expected to commence at 8.00 a.m. on 11 September 2008. Dealings in the Common Shares on the NYSE are expected to commence at 2.30 p.m. on 11 September 2008. If the Scheme does not become effective, the Share Capital Consolidation and the Admissions will not occur.

2. Expected Scheme Timetable

The following indicative timetable sets out the expected dates in respect of the Scheme.

<u>Event</u>	<u>Time and/or date</u>
<i>The following dates are subject to change</i>	
First Court Hearing to sanction the Scheme	8 September 2008
Reduction Record Time	6.00 p.m. on 9 September 2008
Second Court Hearing to confirm Capital Reduction	10 September 2008
Scheme Record Time	5.00 p.m. on 10 September 2008
Effective date of the Scheme	11 September 2008
Effective time for the Share Capital Consolidation	Immediately after the Scheme becomes effective on 11 September 2008
Admission to the Official List and commencement of trading on the LSE in the Common Shares and cancellation of listing on the Official List and cessation of trading of Signet Group plc shares.	8.00 a.m. on 11 September 2008
Commencement of trading on the NYSE in the Common Shares and cancellation of quotation of Signet Group plc ADSs on the NYSE.	2.30 p.m. (9.30 a.m. New York time) on 11 September 2008

<u>Event</u>	<u>Time and/or date</u>
Crediting of Depositary Interests to CREST accounts in respect of Scheme Shareholders who: (i) hold Signet Shares in uncertificated form at the Scheme Record Time; and (ii) currently hold Signet Shares in certificated form but who complete and execute a CREST Transfer Form and return it to their broker in good time in order to allow the shares to be dematerialised in accordance with Euroclear's procedures	On or about 11 September 2008
Despatch of share certificates in respect of the Common Shares to Scheme Shareholders who currently hold Signet Shares in certificated form and who do not complete and execute a CREST Transfer Form and return it to their broker in good time in order to allow the shares to be dematerialised in accordance with Euroclear's procedures	By 25 September 2008

Note, 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 Capital Reduction as well as the date on which the Court Orders are delivered to the Registrar and the Reduction Court Order is registered by the Registrar.

3. Reasons for the Scheme

The Directors believe that a US primary listing on the NYSE is in the best interests of Signet Shareholders as a whole and is the natural next step in the evolution of the parent company of the Group's shareholder base which has seen a steady growth in US ownership since 2003, including a significant increase over the last 12 months with almost 50 per cent of Signet's voting securities now being beneficially owned by US residents.

The Proposal will align the place of listing with the business activities of the Group, which are predominantly based in the US, and where the Board expects the majority of the Group's future growth to take place. Currently over 70 per cent of the Group's sales, operating profit and net assets are in the US. The Board considers there to be a potentially larger pool of investors in the US than in the UK who are more familiar with the Group's business model, have a better understanding of the underlying economic environment in the US and a lower exposure to foreign exchange movements impacting the value of their investment. In addition, the Board expects that the parent company of the Group would benefit from its primary listing being amongst a more appropriate public company peer group.

To be eligible for inclusion in US domestic stock indices the parent company of the Group could not remain domiciled in England and Wales. It was therefore decided to move the parent company of the Group's domicile to Bermuda as it is a well established jurisdiction for companies traded on US stock exchanges and included in US domestic stock indices such as Standard & Poor's. In addition, a change of domicile of the parent company of the Group to Bermuda will minimise the impact on shareholders by allowing it to have legal, regulatory, capital and financial positions largely consistent with those of Signet today. Furthermore, a change of domicile of the parent company of the Group to the US could have caused adverse US tax consequences—these adverse US tax consequences do not arise where the parent company of the Group's domicile is changed to Bermuda.

4. Principal Features of the Scheme and Share Capital Consolidation

4.1 *The Scheme*

On the Scheme becoming effective, the entire issued ordinary share capital of Signet as at the Reduction Record Time will be cancelled and extinguished and New Signet Shares will be issued by Signet to the Company by a capitalisation of the reserves arising from such cancellation, so that Signet becomes a wholly-owned subsidiary of the Company.

Scheme Shareholders (including the ADS Depositary) will receive one Common Share for each Signet Share held by them at the Scheme Record Time.

To become effective, the Scheme requires the approval of: (i) a majority in number of those Scheme Shareholders present and voting, either in person or by proxy, at the Court Meeting; and (ii) 75 per cent or more in value of all Signet Shares held by such Scheme Shareholders and voted at that meeting. These approvals were received on 19 August 2008. The Scheme also requires the sanction of the Court and the passing of the special resolution necessary to implement the Scheme at the General Meeting, as well as satisfaction or waiver of the other conditions set out in Section 6 of this Part III.

If the Scheme becomes effective, it will be binding on all Scheme Shareholders, including any Scheme Shareholders who did not vote to approve the Scheme or who voted against the Scheme.

On the Scheme Effective Date, share certificates in respect of Signet Shares will cease to be valid and Signet Shareholders who hold their Signet Shares in certificated form should, if requested to do so by the Company, send such certificates to the Company for cancellation. In addition, on the Scheme Effective Date, entitlements to Signet Shares held within the CREST system will be cancelled.

4.2 Conditions

The Scheme is subject to a number of conditions set out in full in Section 6 of this Part III.

The Scheme can only become effective if all conditions to the Scheme, including the sanction of the Court, have been satisfied or, where appropriate, waived. The Scheme will become effective upon the delivery for registration to the Registrar of copies of the Court Orders and the registration of the Reduction Court Order. Unless the Scheme becomes effective by not later than 31 December 2008, or such later date as Signet and the Company may agree and the Court may allow, the Scheme will lapse and will not proceed.

In addition, the Signet Board will not prior to or after the First Court Hearing take the steps necessary to enable the Scheme and the Capital Reduction to become effective unless, at the relevant time, they consider that the Scheme continues to be in the best interests of Signet Shareholders as a whole.

The Company has agreed to consent to the Scheme and to undertake to be bound by the terms of the Scheme. The First Court Hearing is expected to be held on 8 September 2008 and the Second Court Hearing is expected to be held on 10 September 2008. It is necessary to have two separate Court hearings to allow people who have options over Signet Shares under the Signet Share Plans which will be triggered on the Scheme being sanctioned at the First Court Hearing, to exercise those options in time for their Signet Shares to be issued before the Reduction Record Time and therefore be Scheme Shares which will be cancelled under the Scheme.

If the Scheme is sanctioned by the Court and the conditions to the Scheme are satisfied or waived, it is expected that the Scheme will become effective on 11 September 2008, and that dealings in the Common Shares issued pursuant to the Scheme will commence on the NYSE at 2.30 p.m. (9.30 a.m. New York time) on 11 September 2008 and on the London Stock Exchange at 8.00 a.m. on 11 September 2008.

5. Share Capital Consolidation

As part of the Proposal, it is intended to implement a share capital consolidation (also known as a reverse stock split) on a one-for-twenty basis. This is being proposed to cause the shares of the Company to trade initially on the NYSE at a price more readily comparable to the shares of its peers.

The Share Capital Consolidation will be implemented by consolidating Common Shares issued under the Scheme so that Signet Shareholders will receive one Common Share for every twenty Signet Shares they own (directly or indirectly) at 5.00 p.m. (12.00 p.m. New York time), as the case may be, on 10 September 2008. This is referred to in this document as the Share Capital Consolidation. The Share Capital Consolidation will take effect immediately after the Scheme becomes effective which is expected to occur on 11 September 2008.

The effect of the Share Capital Consolidation will be to reduce the number of Common Shares in issue, but Signet Shareholders and Signet ADSs holders will own the same proportion of the Company as they did of Signet immediately before the Scheme became effective, subject to fractional entitlements.

A fractional entitlement will arise as a result of the Share Capital Consolidation unless a holding of Common Shares is divisible by twenty. For example, a Signet Shareholder holding 50 Common Shares immediately after the Scheme becomes effective would, after the Share Capital Consolidation, be entitled to 2 Common Shares and a one-half fractional entitlement to a new Common Share. In

accordance with the Bye-laws, such fractional entitlements will be aggregated, sold in the market and the proceeds will be returned to the relevant Signet Shareholders by cheque to be despatched within 14 days of the Scheme Effective Date.

6. Conditions to Implementation of the Scheme and Share Capital Consolidation

The implementation of the Scheme is conditional on the following having occurred:

- (a) approval of the Scheme by a majority in number of those Scheme Shareholders who are present and vote either in person or by proxy at the Court Meeting on 19 August 2008 and who represent 75 per cent or more in value of all Scheme Shares held by such Scheme Shareholders and which are voted at the Court Meeting;
- (b) the special resolution of Signet being duly passed by the requisite majority at the General Meeting, that, for the purposes of the Scheme:
 - (i) the directors of Signet be authorised to take all such actions as they may consider necessary or appropriate for carrying the Scheme into effect;
 - (ii) the share capital of Signet be reduced by cancelling and extinguishing all of the Scheme Shares;
 - (iii) upon such Capital Reduction taking effect, the authorised capital of Signet be increased to its former amount by the creation of such number of New Signet Shares as shall be equal to the number of Scheme Shares cancelled pursuant to the Capital Reduction and the reserve arising in the books of account of Signet as a result of such Capital Reduction be capitalised and applied in paying up at par these New Signet Shares. These New Signet Shares are to be issued to the Company;
 - (iv) the directors of Signet be authorised to make the allotments referred to above; and
 - (v) the articles of association of Signet be amended to ensure that any Signet Shares issued after the Shareholder Meetings are compulsorily brought within the provisions of the Scheme or, if issued after the Reduction Record Time, are compulsorily transferred to the Company in consideration for and conditionally upon the Company allotting and issuing to such transferor such number of Common Shares as that transferor would have been entitled to had each such Signet Share been a Scheme Share and also taking into account the Share Capital Consolidation (provided that no such Common Shares shall be allotted or issued prior to the Scheme Effective Date);
- (c) the sanction (with or without modification agreed by Signet and the Company) of the Scheme and the confirmation of the Capital Reduction involved therein by the Court and office copies of the Court Orders and the minute of such reduction attached thereto being delivered for registration to the Registrar and, in relation to the Reduction Court Order, being registered; and
- (d) all necessary approvals or consents for the implementation of the Scheme from all relevant authorities having been obtained by the Company, Signet and other Group companies (as relevant).

The conditions described under (a) and (b) above were satisfied on 19 August 2008.

The Company and Signet have agreed that the Scheme will not be implemented unless prior to the First Court Hearing the listing of the Common Shares on the NYSE has been approved in principle, subject to notice of issuance, by the NYSE. This approval in principle was received in relation to the listing of the Common Shares on the NYSE on 26 August 2008.

The Share Capital Consolidation is conditional upon the Scheme becoming effective in accordance with its terms.

7. Timetable

The First Court Hearing to approve the Scheme is intended to be held on 8 September 2008. Scheme Shareholders have the right to attend the First Court Hearing and to appear in person or be represented by counsel to support or oppose the sanction of the Scheme. The Second Court Hearing to confirm the Capital Reduction is intended to be held on 10 September 2008.

The Scheme contains a provision for Signet and the Company jointly to consent, on behalf of all persons concerned, to any modification of or addition to the Scheme, or to any condition that the Court

may think fit to approve or impose. The Court is unlikely to approve or impose any modification of, or addition or condition to, the Scheme which might be material to the interests of Scheme Shareholders unless Scheme Shareholders are informed of any such modification, addition or condition. It is for the Court to decide, in its discretion, whether or not the consent of the Scheme Shareholders should be sought at a further meeting. Similarly, if a modification, addition or condition is put forward which, in the opinion of the Signet Board, is of such a nature or importance as to require the consent of the Scheme Shareholders at a further meeting, the Signet Board will not give effect to the Scheme unless and until such consent is obtained.

If the Scheme is sanctioned at the First Court Hearing and the Capital Reduction is confirmed at the Second Court Hearing and if the other conditions to the Scheme have been satisfied or waived, the Scheme will become effective on 11 September 2008 and the Common Shares, to be issued in accordance with the terms of the Scheme, will be issued. Immediately following the Scheme becoming effective and the issue of the Common Shares the Share Capital Consolidation will become effective. Dealings on the London Stock Exchange in the Common Shares are expected to commence, at 8.00 a.m. on 11 September 2008. Dealings on the New York Stock Exchange in the Common Shares are expected to commence, at 2.30 p.m. on 11 September 2008.

If the Scheme has not become effective by 31 December 2008 (or such later date as Signet and the Company may agree and the Court may allow), it will lapse. In this event, there will not be a new parent company of the Group, the Share Capital Consolidation will not become effective, the Admissions will not occur, Scheme Shareholders and ADS holders will remain Signet Shareholders and Signet ADS holders (as applicable) and their existing Signet Shares or Signet ADSs will continue to be listed on the Official List or the NYSE (as applicable).

8. Listings, Dealings, Share Certificates and Settlement

8.1 Listings

The Common Shares are intended to be listed on the Official List and admitted to trading on the London Stock Exchange's main market for listed securities (by way of a secondary listing) with effect from 8.00 a.m. on 11 September 2008, being the expected Scheme Effective Date. An application will be made in due course relating to this listing. Signet intends to make an application for the cancellation of the listing of Signet Shares on the Official List and their trading on the London Stock Exchange's main market for listed securities and it is expected that this cancellation will take place simultaneously with the listing of the Common Shares on the Official List.

The Common Shares are intended to be listed on the NYSE. The listing of the Common Shares on the NYSE is expected to become effective, and dealings in Common Shares on the NYSE are expected to commence at 2.30 p.m. (9.30 a.m. New York time) on, 11 September 2008, being the expected Scheme Effective Date. The current listing of Signet ADSs on the NYSE is intended to be cancelled simultaneously with the commencement of dealings of the Common Shares on the NYSE.

The issuance of Common Shares will not be registered under the Securities Act in reliance upon the exemption from the registration requirements of the Securities Act provided by section 3(a)(10) thereof. In reliance on the pre-emption attached to NYSE listing, the issuance of Common Shares will not be registered under the securities laws of any state or other jurisdiction of the United States. From the Scheme Effective Date, Common Shares will be freely transferable without restriction under the Securities Act, other than by certain "affiliates" of the Company as described below. An "affiliate" of, or a person "affiliated" with, an issuer is defined (under Rule 144 of the Securities Act) to mean "a person that, directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with," the issuer. Persons who are "affiliates" of the Company after the Scheme Effective Date will be subject to certain transfer restrictions relating to the Common Shares that they receive under the Scheme. Such Common Shares may not be sold in the United States without registration, except pursuant to the applicable resale conditions of the exemptive safe harbour set forth in Rule 144 under the Securities Act or in a transaction that otherwise is not subject to registration (including but not limited to a transaction that satisfies the applicable requirements for resales outside the United States pursuant to Regulation S under the Securities Act).

A Scheme Shareholder who believes that he or she may be an affiliate of the Company after the Scheme Effective Date should consult his or her own legal advisers prior to any sales of Common Shares.

For the purpose of qualifying for the exemption from the registration requirements of the Securities Act provided by section 3(a)(10) therein with respect to the Common Shares issued pursuant to the

Scheme, Signet will advise the Court that Signet and the Company will rely on the section 3(a)(10) exemption based on the Court's sanctioning of the Scheme and will view the Court's sanctioning of the Scheme as an approval of the Scheme following a hearing on its fairness to Signet Shareholders, at which hearing all such Signet Shareholders are entitled to attend in person or by counsel to support or oppose the sanctioning of the Scheme and with respect to which adequate notification has been given to all such Signet Shareholders.

8.2 Dealings

The Company has applied to list the Common Shares to be issued under the Scheme on the NYSE. The application is expected to become effective and trading in the Common Shares is expected to commence on the NYSE at 2.30 p.m. (9.30 a.m. New York time) on the Scheme Effective Date, which, subject to the approval of the Court, is expected to be 11 September 2008.

The Company intends to apply to list the Common Shares to be issued under the Scheme on the Official List by way of a secondary listing which is expected to become effective, and trading in the Common Shares is expected to commence on the London Stock Exchange's main market for listed securities, at 8.00 a.m. on the Scheme Effective Date, which, subject to the approval of the Court, is expected to be 11 September 2008.

8.3 Settlement

Subject to the Scheme and the Share Capital Consolidation becoming effective, settlement of the Common Shares to which any Scheme Shareholder is entitled under the Scheme will be effected in the manner set out in this Section 8.3.

To give Scheme Shareholders the choice of whether they want to hold their Common Shares in certificated or uncertificated form, the Company has adopted the Depository Interest facility operated by Capita IRG Trustees, acting as the Depository and the issuer of the Depository Interests. Further information about the Depository Interest facility is contained in Section 8.4 of this Part III below.

8.3.1 Scheme Shares in certificated form

Scheme Shareholders who hold their Scheme Shares in certificated form at the Scheme Record Time and wish to hold their Common Shares in certificated form need take no action. Definitive share certificates in respect of the Common Shares are expected to be despatched within 10 business days after the Scheme Effective Date. In the case of joint Scheme Shareholders holding their Scheme Shares in certificated form, certificates will be despatched to the person whose name appears first in Signet's register of members. Pending receipt of certificates, transfers will be certified against the Company's register of members. As from the Scheme Effective Date, existing certificates representing holdings in certificated form of Signet Shares will cease to be valid for any purpose and Signet Shareholders who hold their Signet Shares in certificated form should, if so requested by the Company, send such certificates to the Company for cancellation.

8.3.2 Scheme Shares in uncertificated form (that is, in CREST)

Scheme Shareholders who hold their Scheme Shares in a CREST account at the Scheme Record Time and who wish to hold and transfer their interests in Common Shares within CREST need take no action. Depository Interests will automatically be credited to the CREST member account of those Scheme Shareholders or their nominee and instructions will be given to cancel such holders entitlement to their Scheme Shares on or about 11 September 2008, being the expected Scheme Effective Date. Pending the crediting of such CREST stock accounts, transfers of Depository Interests and the underlying Common Shares will not be possible.

The Company reserves the right to settle all or any part of the Common Shares referred to in this paragraph for all or any Scheme Shareholders in certificated form in the manner referred to in paragraph 8.3.1 of this Part III if, for any reason, it wishes to do so.

8.3.3 General

Signet has confirmed that, except as provided for in the Scheme, settlement of the Common Shares and any other payment which a Signet Shareholder is entitled to receive from Signet or the Company will be implemented in full without regard to any lien, right of set-off, counter claim or other analogous right to which Signet or the Company may be, or claim to be, entitled against such shareholder.

8.4 ***CREST and Depositary Interests***

CREST is a paperless settlement procedure enabling securities to be evidenced otherwise than by a certificate and transferred otherwise than by written instrument. Euroclear is unable to take responsibility for the electronic settlement of shares issued by non-UK companies, such as the Company. This means that the Common Shares may not themselves be admitted to CREST. However, to enable investors to settle its international securities under the CREST system, the Company has arranged for the Depositary to issue Depositary Interests in respect of the underlying Common Shares. With effect from the Scheme Effective Date, CREST members will be able to hold and transfer interests in Common Shares within CREST, pursuant to these Depositary Interest arrangements. The Common Shares will not themselves be admitted to CREST, rather the Depositary will issue Depositary Interests in respect of the underlying Common Shares. In relation to those Scheme Shareholders who wish to hold and transfer interests in Common Shares through CREST, the Company's register of members will show the Depositary Nominee as the legal holder of the relevant Common Shares who will hold those shares as nominee for the Depositary which in turn will hold its interest in the Common Shares on bare trust for the relevant holders. This means that the beneficial interest in the Common Shares will remain with the holder of the Depositary Interests representing the underlying Common Shares, who will receive all the rights attaching to the Common Shares as it would have done if such holder of Depositary Interests had been on the Company's register of members itself. A holder of Depositary Interests wishing to withdraw the underlying Common Shares to hold them in certificated form may do so at any time using standard CREST messages. Depositary Interests will be created and issued pursuant to a deed poll executed by the Depositary under English law. These Depositary Interests may be held and transferred within the CREST system. Depositary Interests will have the same security code (ISIN) as the underlying Common Shares and will not require a separate admission to the Official List or to trading on the LSE's main market for listed securities. If Signet Shares are held in uncertificated form as at the Scheme Record Time, the Signet Shareholder's CREST account will automatically be credited with equivalent Depositary Interests on or about the Scheme Effective Date.

If a Depositary Interest Holder wishes to withdraw the underlying Common Shares from the Depositary Interest arrangements and to hold and deal in Common Shares in book entry form in the US, Capita Registrars (+44 (0) 871 664 0300) will provide the required form of authorisation and explain the procedure involved.

9. **Treatment of Signet ADSs**

Each Signet ADS currently represents ten Signet Shares. Deutsche Bank Trust Company Americas, as ADS Depositary, is the record holder of the Signet Shares underlying the Signet ADSs. The ADS Depositary, as a Signet Shareholder, under the Scheme will be entitled to:

one Common Share for each Signet Share

held by it at the Scheme Record Time.

After the Share Capital Consolidation as described in Section 5 of this Part III, Signet ADS holders, after the satisfaction of certain pre-conditions set forth below, will receive their proportionate entitlement to the Common Shares, in the following proportions:

one Common Share for every two Signet ADSs

as set out in the Scheme Circular and as required by the Deposit Agreement.

In respect of holders of Signet ADSs who hold Signet ADSs in book entry form, the Common Shares will be credited to them in book entry form either: (i) under the direct registration system in the United States; or (ii) credited to their Depositary Trust Company account held by their broker or custodian.

In respect of Signet ADS holders who hold certificates representing Signet ADSs, as soon as reasonably practicable, and in any event within ten business days after the Scheme Effective Date, the Exchange Agent will mail to each such holder a letter of transmittal which such Signet ADS holder must properly complete and deliver to the Exchange Agent along with the relevant holder's certificate representing the Signet ADSs and instructions for effecting surrender of the Signet ADSs.

Until properly surrendered as set out above, each certificate representing a Signet ADS will, after the Scheme Effective Date, represent the right to receive, upon proper surrender, Common Shares. Upon

receipt of such Signet ADSs, the Exchange Agent will transfer to the former Signet ADS holder one Common Share for every two Signet ADSs cancelled by making a book entry in the direct registration system in the United States.

10. Overseas Shareholders

The implications of the Scheme for Overseas Shareholders may be affected by the laws of the relevant jurisdictions. Such Overseas Shareholders should inform themselves about and observe all applicable legal requirements.

It is the responsibility of any person into whose possession this document comes, to satisfy themselves as to their full observance of the laws of the relevant jurisdiction in connection with the Scheme, including obtaining any governmental, exchange control or other consents which may be required and/or compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes due in such jurisdiction.

If, in respect of any Overseas Shareholder, the Company is advised that the allotment and/or issue of Common Shares would or might infringe the laws of any jurisdiction outside the United Kingdom or the United States or would or might require the Company to comply with any governmental or other consent or any registration, filing or other formality with which the Company is unable to comply with or compliance with which the Company regards as unduly onerous, the Company shall (unless such shareholder satisfies the Company that no such infringement or requirement would apply) be authorised to appoint any person to execute as transferor an instrument of transfer transferring, prior to the Scheme Record Time, the Scheme Shares held by such shareholder to a nominee to hold such Scheme Shares on trust for that holder, on terms that such nominee shall sell the Common Shares, if any, that it receives pursuant to the Scheme in respect of such Scheme Shares as soon as practicable following the Scheme Effective Date.

Overseas Shareholders should consult their own legal and tax advisers with respect to the legal and tax consequences of the Scheme in their particular circumstances.

11. UK Takeover Code

As the Company is incorporated in Bermuda, it is subject to the laws of Bermuda. The Takeover Code will not apply to the Company and the laws of Bermuda do not contain any of the provisions applicable in the UK which are designed to regulate the way in which takeovers are conducted. Accordingly, any person or persons acting in concert will be able to acquire shares in the Company which, when taken together with the shares already held by them, carry 30 per cent or more of the voting rights in the Company without being required to make a general offer for the entire issued share capital of the Company. Additionally, any party intending to acquire all, or a substantial part of, the issued share capital of the Company will not be obliged to comply with the provisions of the Takeover Code as to announcements, equality of treatment for shareholders as to the value and type of consideration offered, and will not be subjected to the scrutiny and sanctions of the Panel.

The Bye-laws instead contain certain takeover protections, although these will not provide the full protections afforded by the Takeover Code.

For the avoidance of doubt, the Takeover Code does not apply per se to the Company or the Common Shares and the Panel will not be responsible for enforcing any takeover-related provision in the Bye-laws.