

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document and/or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) (“FSMA”) if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser. Investment in the Company is speculative and involves a high degree of risk. Your attention is also drawn to the section headed “Risk Factors” in Part III of this document.

If you have sold or otherwise transferred all of your Existing Ordinary Shares in DM plc prior to the date the shares were traded “ex rights”, please immediately forward this document, together with the accompanying Application Form 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 only part of your holding of Existing Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

This document is not a prospectus for the purposes of the Prospectus Rules. Accordingly, this document has not been, and will not be, reviewed or approved by the Financial Services Authority of the United Kingdom (“FSA”), pursuant to sections 85 and 87 of FSMA, London Stock Exchange plc or any other authority or regulatory body.

The Existing Ordinary Shares are admitted to trading on AIM. Application will be made to London Stock Exchange plc for the Open Offer Shares to be admitted to trading on AIM. 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. A prospective investor should be aware of the potential risks in investing in such companies and should make the decision to invest only after careful consideration and consultation with his or her own independent financial adviser. London Stock Exchange plc has not itself examined or approved the contents of this document.

It is expected that Admission will become effective and that dealings in the Open Offer Shares will commence on 28 April 2009.

DM plc

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 04020844)

Acquisition of PDV

and

Open Offer of 20,788,637 Ordinary Shares at 5 pence per share on the basis of 1 Open Offer Share for every 7 Existing Ordinary Shares

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of DM plc which is set out in Part I of this document and to the Risk Factors in Part III of this document.

This document does not constitute an offer for sale or an invitation to subscribe for, or the solicitation of an offer to buy or subscribe for, Open Offer Shares in any jurisdiction where such an offer or solicitation is unlawful and, subject to certain exceptions is not for distribution in or into the United States, Canada, Japan, Australia, the Republic of South Africa or any other Residential Jurisdiction. The Open Offer Shares will not be registered under the United States Securities Act of 1933 (as amended) or under the securities laws of any state of the United States or qualify for distribution under any of the relevant securities laws of Canada, Australia, Japan, the Republic of South Africa or any other Restricted Jurisdiction, nor has any prospectus in relation to the Open Offer Shares been filed, or registration made, under any securities law of any province or territory of Canada or been lodged with or registered by the Australian Securities and Investments Commission or the Japanese Ministry of Finance. Overseas Shareholders and any person (including, without limitation, custodians, nominees and trustees) who has a contractual or other legal obligation to forward this document to a jurisdiction outside the UK should seek appropriate advice before taking any action.

The Open Offer Shares will rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid on the Existing Ordinary Shares after Admission.

The Open Offer closes at 11.00 a.m. on 27 April 2009. If you are a Qualifying Shareholder and wish to apply for Open Offer Shares under the Open Offer you should follow the procedure set out in Part II of this document and, where relevant, complete and return the accompanying Application Form.

CONTENTS

	Page
Definitions	3
Expected Timetable of Principal Events	5
Open Offer Statistics	6
Part I Letter from the Chairman	7
1. Introduction	7
2. Information on PDV	7
3. Details of the Open Offer	8
4. Underwriting Arrangement	9
5. Use of proceeds	9
6. Current trading and future prospects	9
7. Irrevocable undertakings	10
8. Action to be taken in respect of the Open Offer	10
9. Recommendation	11
Part II Details of the Open Offer	12
Part III Risk Factors	22

ENCLOSURES

Application Form (if applicable)

DEFINITIONS

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

“Acquisition”	the acquisition of PDV by DM pursuant to a sale and purchase agreement entered into between DM and the shareholders of PDV dated 7 April 2009
“Admission”	admission of the Open Offer Shares to trading on AIM becoming effective in accordance with the AIM Rules
“AIM”	the AIM market operated by the London Stock Exchange
“AIM Rules”	the AIM rules for Companies published by the London Stock Exchange relating to AIM, as amended from time to time
“Application Form”	the application form to be used by Qualifying non-CREST Shareholders in connection with the Open Offer
“Capita Registrars”	a trading name of Capita Registrars Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU
“certificated form” or “in certificated form”	an ordinary share recorded on a company’s share register as being held in certificated form (namely, not in CREST)
“DM”, “Company” or “Group”	DM plc
“CREST”	the relevant system (as defined in the Uncertificated Securities Regulations 2001) in respect of which Euroclear is the operator (as defined in those regulations)
“Directors” or “Board”	the directors of the Company or any duly authorised committee thereof
“DLG”	Data Locator Group Limited
“Enlarged Issued Share Capital”	the 166,309,094 Ordinary Shares in issue on Admission, following completion of the Proposal
“Euroclear”	Euroclear UK & Ireland Limited
“Existing Ordinary Shares”	the 145,520,457 Ordinary Shares of 1 pence each in the capital of the Company in issue at the date of this document, all of which are admitted to trading on AIM
“holders”	a registered holder and includes any person entitled by transmission
“London Stock Exchange”	London Stock Exchange plc
“Open Offer Price”	5 pence per new Ordinary Share
“Open Offer Shares”	the 20,788,637 Ordinary Shares which are to be made available for subscription by Qualifying Shareholders under the Open Offer
“Open Offer”	the conditional offer to Qualifying Shareholders to subscribe for the Open Offer Shares at the Offer Price, as described in this document
“Open Offer Entitlements”	entitlements to subscribe for Open Offer Shares, allocated to a Qualifying Shareholder pursuant to the Open Offer
“Open Offer Record Date”	5.00 p.m. on 6 April 2009
“Ordinary Shares”	ordinary shares of 1 pence each in the capital of the Company
“Overseas Shareholders”	Shareholders resident in, or citizens of, jurisdictions outside the United Kingdom
“PDV”	PDV Limited
“Proposal” or the “Fundraising”	the fundraising of £1.04 million (before expenses) via the Open Offer set out in this document

“Prospectus Rules”	the Prospectus Rules published by the Financial Services Authority
“Qualifying CREST Shareholders”	Qualifying Shareholders whose Existing Ordinary Shares on the register of members of the Company on the Open Offer Record Date are held in uncertificated form
“Qualifying non-CREST Shareholders”	Qualifying Shareholders whose Existing Ordinary Shares on the register of members of the Company on the Open Offer Record Date are held in certificated form
“Qualifying Shareholders”	holders of Existing Ordinary Shares at the Open Offer Record Date
“Restricted Jurisdiction”	any jurisdiction where the extension or acceptance of the Open Offer would contravene securities laws or regulations of that jurisdiction
“Shareholders”	holders of Ordinary Shares
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland
“United States” or “US”	the United States of America, each State thereof, its territories and possessions (including the District of Columbia) and all other areas subject to its jurisdiction
“uncertificated” or “in uncertificated form”	an ordinary share recorded on a company’s share register as being held in uncertificated form in CREST and title to which, by virtue of the Uncertificated Securities Regulations 2001, may be transferred by means of CREST
“Underwriting Arrangement”	the conditional underwriting arrangement contained in an irrevocable undertaking and underwriting commitment agreement entered into by Adrian Williams on 6 April 2009 and “Underwriting” shall be construed accordingly

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Open Offer Record Date	5.00 p.m. on 6 April 2009
Announcement of the Open Offer	8 April 2009
Dispatch of this document	8 April 2009
Open Offer Entitlements credited to CREST stock accounts of Qualifying CREST Shareholders	9 April 2009
Recommended latest time for requesting withdrawal of Open Offer Entitlements from CREST	4.30 p.m. 21 April 2009
Latest time for depositing Open Offer Entitlements into CREST	3.00 p.m. on 22 April 2009
Latest time for splitting Application Forms (to satisfy bona fide market claims only)	3.00 p.m. on 23 April 2009
Latest time and date for receipt of completed Application Forms and payment in full under the Open Offer or settlement of relevant CREST instruction (as appropriate)	11.00 a.m. on 27 April 2009
Admission effective and dealings commence on AIM	28 April 2009
Open Offer Shares credited to CREST accounts	28 April 2009
Date of despatch of definitive share certificates for Open Offer Shares	by 8 May 2009

The dates set out in the timetable of principal events above and mentioned throughout this document and in the Application Form may be adjusted by the Company, in which event the details will be notified to the London Stock Exchange and, where appropriate, to Shareholders.

In order to subscribe for Open Offer Shares under the Open Offer, Qualifying Shareholders will need to follow the procedure set out in Part II of this document and, where relevant, complete the accompanying Application Form. If Qualifying Shareholders have any queries on the procedure for acceptance and payment, or to receive another Application Form, they should contact Capita Registrars on 0871 664 0321 or, if calling from outside the United Kingdom, + 44 20 8639 3399, where relevant, quoting the serial number of their Application Forms. Calls to the Capita Registrar's 0871 664 0321 number are charged at 10 pence per minute (including VAT) plus any of your service provider's additional network charges. Calls to the Capita Registrar's + 44 20 8639 3399 number from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile telephones and calls may be recorded and monitored randomly for security and training purposes. Capita Registrars cannot provide advice on the merits of the Proposal nor give any financial, legal or tax advice.

OPEN OFFER STATISTICS

Open Offer Price	5 pence
Number of Ordinary Shares in issue at the date of this document	145,520,457
Authorised share capital of the Company	2,000,000,000
Number of Open Offer Shares to be offered for subscription by the Company	20,788,637
Proceeds of the Open Offer (before expenses)	£1,039,432
Percentage of the Enlarged Issued Share Capital represented by the Open Offer Shares	12.5 per cent.
Number of Ordinary Shares in issue at Admission	166,309,094

PART I

LETTER FROM THE CHAIRMAN

DM plc

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 04020844)

Directors:

Adrian John Williams (*Chairman*)
Wendy Elaine Ruck (*Operations Director*)
Mark Winter (*Finance Director*)
John Gommès (*Non-Executive Director*)

Registered Office:

Green Heys
Walford Road
Ross-on-Wye
Herefordshire
HR9 5DB

8 April 2009

To Shareholders and, for information purposes only, to the holders of options over Ordinary Shares.

Dear Shareholder,

Acquisition of PDV and Open Offer of 20,788,637 Ordinary Shares at 5 pence per share on the basis of 1 Open Offer Share for every 7 Existing Shares

1. Introduction

Today, DM announced the acquisition of PDV, an online and offline lead generation business, for an initial cash payment of £200,000 and a maximum aggregate consideration, including deferred consideration and earn-out, of approximately £1.13 million, along with a fully underwritten equity Fundraising of approximately £1.04 million (before expenses). The Fundraising is to be conducted by way of a fully pre-emptive Open Offer made to holders of existing Ordinary Shares on the basis of 1 Open Offer Share for every 7 Existing Ordinary Shares at 5 pence per Open Offer Share.

The proceeds of the Fundraising will be used to satisfy the immediate and short to medium term cash costs of the Acquisition, as well as providing additional capital to strengthen the balance sheet of the Group. This will provide additional working capital for the Group and significantly increase DM's covenant headroom during the current challenging financial environment.

The Board believes that the Acquisition, supported by the proceeds of the Fundraising, will allow DM to further enhance the Group's position as a leading provider of database management services. It will also provide the comfort of an enhanced capital structure giving the Group additional financial strength to support the Board's strategy to create a market leading, fully integrated online and offline lead generation and direct marketing services business.

2. Information on PDV

PDV has been acquired for the following total aggregate consideration:

- an initial payment of £200,000 in cash;
- a payment of £27,572 on account of savings in lease payments;
- a payment of 50 per cent. of savings in taxation after utilisation of tax losses accrued up to completion of the Acquisition; and
- the payment of an earn-out based on the future performance of the business.

The tax loss payment is equal to 50 per cent. of the aggregate of the corporation tax saved by PDV in the accounting periods of PDV ending on or before 31 December 2011 utilising relief relating to the losses of

PDV accrued up to completion of the Acquisition. The maximum aggregate payment in this respect is £250,000.

The earn-out is based on a percentage of the turnover of PDV in the period from completion of the Acquisition to 31 December 2010. The total earn-out is subject to a maximum aggregate payment of £650,000 and linked to achieving certain minimum monthly revenue targets over the respective period.

The maximum cash cost of the Acquisition, including up-front payment, lease obligations and earn-out is £1,127,572.

PDV is a respected player in the online and offline lead generation sector and owns lead generating portals such as www.fair-exchange.com (which is a highly ranked UK gambling and rewards site) and www.free-dvd-club.com. The Acquisition will further enhance the Group's newly expanded Database Management division, which has become a major building block in DM's future strategy following the acquisition of DLG in late 2008.

PDV generates responsive sales leads from online audiences, email campaigns, online co-registration and affiliate networks alongside third party data acquisition via database purchases. The quality of this data is then verified before being rented to PDV's clients to generate sales leads via online marketing campaigns, banner advertising, telephone campaigns, list rental and revenue sharing arrangements with blue chip clients in the UK. At the time of the Acquisition, PDV had approximately 4 million registered users with c. 2.1 million opt-in name and postal addresses and c. 1.2 million active email addresses, generating, on average, 8-10 million email "broadcasts" per month and c. 7 million banner impressions per month. This activity generates approximately 80-100,000 new online sales leads per month.

Following the Acquisition, it is anticipated that the front-end marketing and operations of PDV will remain independent within the Group's Database Marketing division. This will enable PDV to retain its existing brand independence but benefit from back-end integration into the Group, yielding cross-selling and cost saving synergies. The Board firmly believes that the Acquisition provides an excellent opportunity to further enhance the Group's existing position in online and offline lead generation following the 2008 acquisition of DLG, which together will now give DM a major presence across a wide range of media and a strong customer base.

3. Details of the Open Offer

Your Board has today announced that it intends to raise approximately £1.04 million (before expenses) by way of a fully underwritten Open Offer, thus allowing the Group's existing Shareholders the opportunity to participate in the Fundraising. The Open Offer has been fully underwritten by Adrian Williams, the Chairman of the Group.

The terms of the Open Offer and the Underwriting are described in this document. With the exception of Admission of the Open Offer Shares to trading on AIM, the Proposal is not conditional, *inter alia*, on the Acquisition (which has completed unconditionally), the level of applications to subscribe under the Open Offer or the approval of Shareholders.

The net proceeds of the Open Offer are expected to be approximately £1 million and will be used to both fund the cash costs and working capital requirements associated with the Acquisition (details of which are set out in paragraph 2 of this letter above) and to strengthen the Group's balance sheet. The Board believes that the Fundraising is in the best interests of the Group and Shareholders as a whole as it will provide additional headroom in the Group's banking facilities and covenant position in order for the Group to progress its current business plan.

The purpose of this document is to:

- provide you with information about the background to and the rationale for the Proposal; and
- explain why the Board considers the Proposal to be in the best interests of the Group and its Shareholders as a whole.

Under the Open Offer, Qualifying Shareholders are invited to apply for Open Offer Shares at a price of 5 pence per Open Offer Share, payable in full on application and free of all expenses, *pro rata* to their existing shareholdings on the basis of:

1 Open Offer Share for every 7 Existing Ordinary Shares

held at the Open Offer Record Date and so on in proportion for any other number of Existing Ordinary Shares then held. Entitlements of Qualifying Shareholders will be rounded down to the nearest whole

number of Open Offer Shares. Fractional entitlements which would have otherwise arisen will not be issued but will be aggregated and allotted to Adrian Williams under the terms of the Underwriting Arrangement.

The Open Offer is subject to the satisfaction, amongst other matters, of the following conditions on or before 28 April 2009, (or such later date being not later than 8.00 a.m. on 28 May 2009, as the Group may decide):

- (i) the Underwriting Arrangement being unconditional in all respects and not having been terminated in accordance with its terms; and
- (ii) Admission becoming effective by 8.00 a.m. on 28 April 2009, (or such later time or date not being later than 8.00 a.m. on 28 May 2009 as the Group may decide).

The Open Offer Shares will, when issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of Admission.

Certain Directors have given irrevocable undertakings to take up in full their respective Open Offer Entitlements with respect to, in aggregate, 103,479,921 Existing Ordinary Shares, representing 71.11 per cent. of the issued share capital of the Company prior to the Proposal. Further details are contained in paragraph 7 of this letter.

The Open Offer is structured to allow Qualifying Shareholders to subscribe for Open Offer Shares at the Open Offer price *pro rata* to their existing holdings. Qualifying Shareholders may not make applications in excess of their *pro rata* initial entitlement. To the extent that Open Offer Shares are not subscribed by existing Shareholders, Open Offer entitlements will lapse and the related Open Offer Shares will be issued pursuant to the Underwriting Arrangement.

Settlement and dealings

Application will be made to the London Stock Exchange for the Open Offer Shares to be admitted to trading on AIM. It is expected that such Admission will become effective and that dealings will commence at 8.00 a.m. on 28 April 2009. Further information in respect of settlement and dealings in the Open Offer Shares is set out in paragraph 7 of Part II of this document.

Overseas Shareholders

Certain Overseas Shareholders may not be permitted to subscribe for Open Offer Shares pursuant to the Open Offer and should refer to paragraph 6 of Part II of this document.

4. Underwriting Arrangement

The Open Offer has been fully underwritten by the Chairman of the Group, Adrian Williams. The obligation on Mr Williams to subscribe for Open Offer Shares under the Underwriting Arrangement is limited to those Open Offer Shares that are not otherwise subscribed for by the holders of Existing Ordinary Shares. Furthermore, Mr Williams will not be Underwriting the Open Offer Shares over which certain executive Directors have given irrevocable undertakings to take up. In light of the respective size of the Fundraising, Adrian Williams has agreed to provide the Underwriting pursuant to the Underwriting Arrangement at nil cost to the Company.

5. Use of proceeds

The net proceeds of the Open Offer are expected to be approximately £1 million and will be used to both fund the cash costs and working capital requirements associated with the Acquisition (details of which are set out above in paragraph 2 of this letter) and to strengthen the Group's balance sheet. The Board believes that the Fundraising is in the best interests of the Group and Shareholders as a whole as it will provide additional headroom in the Group's banking facilities and covenants in order for the Group to progress its current business plan.

6. Current trading and future prospects

On 9 March 2009, the Group announced its preliminary results for the twelve months ended 31 December 2008. The major event of 2008 was the transformational acquisition of the trade and assets of DLG for a cash consideration of £3.25 million. This acquisition in November 2008 of a business which, as recently as October 2007, was the subject of a £72.5 million secondary buy-out, gave the Group the critical mass it

was seeking in database products and services and in one move made DM a major player in the database management sector.

The integration of DLG is proceeding well and has already established the Group's position as a major consumer lifestyle management business. The Board believes that the opportunity to acquire PDV will further enhance this position and will strengthen the Group's stated strategy to become a market leading, fully integrated off and online lead generation and direct marketing business.

Over the twelve month period to 31 December 2008, the Group reported robust trading figures including like for like profit after tax, based on prior year operations and excluding DLG, of £3.53 million, up 4 per cent. (2007: £3.40 million). The operating margin was up a record 31 per cent., transforming the business into a fully integrated direct marketing group and laying the foundation for future growth. Full year turnover was £18.27 million, down 9 per cent. (2007: £20.01 million), with a record turnover in the second half of £10.78 million, up 30 per cent. on the first half when taking into account the additional revenue of the DLG acquisition.

EBITDA for the year was £4.50 million, down 19 per cent. (2007: £5.58 million). The Group's consolidated profit before tax was down to £4.16 million (2007: £4.88 million). However, this included exceptional, one-off costs of £613,000 and was based on turnover down 9 per cent. Gross profit was up 8 per cent. to £8.57 million (2007: £7.93 million).

As at 31 December 2008, the Group ended the year with a net debt position of £8.09 million (2007: net surplus £0.22 million). In addition to funding the cash costs of the Acquisition, one of the principal reasons for undertaking the Fundraising is to provide the Group with the level of capital and increased headroom in its banking facilities that the Board believes is appropriate following the acquisitions of DLG and PDV, which were unforeseen at the time of the decision to pay the substantial interim dividend of 3.5 pence per Ordinary Share announced on 16 October 2008, which returned £5.08 million of value to Shareholders. The proceeds of the Fundraising retained by the Group will provide a cash buffer whilst the recent acquisitions are integrated.

The Board believes that it is appropriate to undertake the Open Offer to enable the Group to acquire PDV and also to strengthen the balance sheet and provide further working capital. To this end, the Board believes that the Open Offer is the most equitable method to allow as many Shareholders as possible to participate in the Group's future.

The Board is confident of continued progress and that once the successful integration of DLG and PDV has been achieved, in combination with the Open Offer, the recent corporate activity will ultimately improve the Group's ability to generate enhanced Shareholder returns in the future.

A copy of the preliminary results for the twelve months ended 31 December 2008 is available at the Group's website: www.dmplc.com.

7. Irrevocable undertakings

The Group has received irrevocable undertakings to take up in full their Open Offer Entitlements from the following Directors, holding in aggregate, 103,479,921 Existing Ordinary Shares representing approximately 71.11 per cent. of the Group's issued share capital prior to the Proposal.

Name	Number of Existing Ordinary Shares	Percentage of existing issued share capital
Adrian Williams	102,255,045	70.27%
Wendy Ruck	1,181,965	0.81%
Mark Winter	42,911	0.03%

8. Action to be taken in respect of the Open Offer

If you are a Qualifying non-CREST Shareholder you will find an Application Form accompanying this document which gives details of your entitlement under the Open Offer (as shown by the number of Open Offer Entitlements allocated to you). If you wish to apply for Open Offer Shares under the Open Offer, you should complete the enclosed Application Form in accordance with the procedure set out at paragraph 3(i) of Part II of this document and on the Application Form itself and post it in the accompanying prepaid envelope, together with payment in full in respect of the number of Open Offer Shares applied for to Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to arrive as soon as possible and in any event so as to be received no

later than 11.00 a.m. on 27 April 2009, having first read carefully Part II of this document and the contents of the Application Form.

If you are a Qualifying CREST Shareholder you will also receive a credit to your appropriate stock account in CREST in respect of the Open Offer Entitlements representing your entitlement under the Open Offer. You should refer to the procedure set out at paragraph 3(ii) of Part II of this document.

The latest time for applications to be received under the Open Offer is 11.00 a.m. on 27 April 2009. The procedure for application and payment depends on whether, at the time at which application and payment is made, Shareholders have an Application Form in respect of their entitlement under the Open Offer or have Open Offer Entitlements credited to their stock account in CREST in respect of such entitlement. The procedures for application and payment are set out in Part II of this document. Further details also appear on the Application Form which has been sent to Qualifying non-CREST Shareholders. Qualifying CREST Shareholders who are CREST sponsored members should refer to their CREST sponsors regarding the action to be taken in connection with this document and the Open Offer.

9. Recommendation

The Directors consider the Proposal to be in the best interests of the Company and its Shareholders as a whole.

Yours faithfully

Adrian Williams
Chairman

PART II

DETAILS OF THE OPEN OFFER

1. Introduction

The Open Offer has been structured so as to allow Qualifying Shareholders to subscribe for Ordinary Shares at the Open Offer price *pro rata* to their existing holdings. Qualifying Shareholders may not make applications in excess of their *pro rata* initial entitlement. To the extent that Open Offer Shares are not subscribed by holders of existing Ordinary Shares, Open Offer entitlements will lapse and the related Open Offer Shares will be issued pursuant to the Underwriting Arrangement.

2. Open Offer

The Company hereby invites Qualifying Shareholders to apply, on and subject to the terms and conditions set out herein and, in respect of Qualifying non-CREST Shareholders, the Application Form, and subject to the Articles of Association of the Company, for Open Offer Shares at a price of 5 pence per Open Offer Share, free from all expenses, payable in cash in full on application. The mid-market price for an Ordinary Share, as derived from the AIM section of the Official List of the London Stock Exchange for 7 April 2009 (being the last practicable date before the publication of this document) was 9.75 pence.

Subject to fulfilment of the conditions set out below and in the Application Form, Qualifying Shareholders are being given the opportunity to subscribe for the Open Offer Shares at the Offer Price payable in full on application and free of all expenses, *pro rata* to their existing shareholdings, on the basis of:

1 Open Offer Share for every 7 Existing Ordinary Shares

held at the Open Offer Record Date and so on in proportion for any greater number of Ordinary Shares then held. Entitlements of Qualifying Shareholders will be rounded down to the nearest whole number of Open Offer Shares. Fractional entitlements which would otherwise arise will not be issued but will be aggregated and allotted to Adrian Williams under the terms of the Underwriting Arrangement.

The Open Offer Shares issued pursuant to the Open Offer will, when issued and fully paid, rank *pari passu* in all respects with and will carry the same voting and dividend rights as, the Existing Ordinary Shares. It is expected that Admission will occur and dealings in the Open Offer Shares will commence at 8.00 a.m. on 28 April 2009. If such conditions are not fulfilled on or before 8.00 a.m. on 28 April 2009 (or such later date, being not later than 8.00 a.m. on 28 May 2009, as the Company may decide) application monies are expected to be returned without interest by crossed cheque in favour of the applicant(s) (at the applicant's risk) by post as soon as practicable after that date and any Open Offer Entitlements admitted to CREST will be disabled. Any interest earned on the application monies will be retained for the benefit of the Company.

The Open Offer is not a rights issue. Qualifying Shareholders should note that the Application Form is not a negotiable document and cannot be traded. Qualifying Shareholders should also be aware that in the Open Offer, unlike in a rights issue, any Open Offer Shares not applied for will not be sold in the market or placed for the benefit of Qualifying Shareholders who do not apply under the Open Offer.

Completed Application Forms, accompanied by full payment, should be returned by post or by hand (during normal business hours only) to Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to arrive as soon as possible and in any event so as to be received no later than 11.00 a.m on 27 April 2009.

The Open Offer Shares will represent approximately 12.5 per cent. of the Enlarged Issued Share Capital. Further terms of the Open Offer are set out in this Part II and, where relevant, in the Application Form.

3. Procedure for Application

The action to be taken by you in respect of the Open Offer depends on whether at the relevant time you have an Application Form in respect of your entitlement under the Open Offer or you have Open Offer Entitlements credited to your CREST stock account in respect of such entitlement.

CREST sponsored members should refer to their CREST sponsor, as only their CREST sponsor will be able to take the necessary action specified below to apply under the Open Offer in respect of the Open

Offer Entitlements of such members held in CREST. CREST members who wish to apply under the Open Offer in respect of their Open Offer Entitlements in CREST should refer to the CREST Manual for further information on the CREST procedures referred to below.

If for any reason it becomes necessary to adjust the expected timetable as set out in this document, the Company will make an appropriate announcement to a Regulatory Information Service operated by the London Stock Exchange giving details of the revised dates.

Qualifying non-CREST Shareholders (Shareholders who hold share certificates)

(i) ***If you have an Application Form in respect of your entitlement under the Open Offer***

(a) *General*

Subject to the provisions set out in this Part II in relation to the Overseas Shareholders, Qualifying non-CREST Shareholders will have received an Application Form enclosed with this document. The Application Form shows the number of Existing Ordinary Shares registered in your name on the Open Offer Record Date. It also shows the number of Open Offer Shares for which you are entitled to apply under the Open Offer, (on an initial *pro rata* basis) as shown by the total number of Open Offer Shares allocated to you. You may also hold such an Application Form by virtue of a legitimate market claim. Qualifying Shareholders may not make applications in excess of their *pro rata* initial entitlement.

The instructions and other terms set out in the Application Form constitute part of the terms of the Open Offer.

(b) *Market Claims*

Applications may only be made on the Application Form which is personal to the Qualifying Shareholders(s) named thereon and may not be assigned, transferred or split except in the circumstances described below. **The Application Form represents the right to apply for Open Offer Shares and is not a document of title and cannot be separately traded.** It is transferable only to satisfy legitimate market claims in relation to market purchases pursuant to the rules of the London Stock Exchange prior to the Existing Ordinary Shares being marked “ex” the entitlement to the Open Offer. Applications may be split or consolidated only to satisfy legitimate market claims up to 3.00 p.m. on 23 April 2009. Any Qualifying non-CREST Shareholder who has sold or transferred all or part of his holding of Existing Ordinary Shares prior to the date upon which the Existing Ordinary Shares were marked “ex” the entitlement to the Open Offer, should consult his stockbroker or other professional adviser as soon as possible since the invitation to acquire Open Offer Shares under the Open Offer may represent a benefit which can be claimed from him by the purchaser or transferee under the rules of the London Stock Exchange. Qualifying non-CREST Shareholders who have sold all or part of their registered holdings should, if the market claim is to be settled outside CREST, complete Box 8 on the Application Form and immediately send it to the purchaser or transferee or the bank, stockbroker or other agent through whom or by whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Application Form should not, however, subject to certain exceptions, be forwarded to or transmitted in or into the United States of America, Australia, Canada, Japan or the Republic of South Africa.

(c) *Application Procedures*

Qualifying non-CREST Shareholders wishing to apply for Open Offer Shares should complete the Application Form in accordance with the instructions printed thereon and post it in the accompanying reply paid envelope or return it, together with payment in full for the number of Open Offer Shares applied for, to Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to arrive not later than 11.00 a.m. on 27 April 2009. After this time, applications will not be accepted. Should you need advice with regard to these procedures, please contact Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU on 0871 664 0321 or, if calling from outside the UK on + 44 20 8639 3399, where relevant, quoting the serial number of your Application Form. Calls to the Capita Registrar’s 0871 664 0321 number are charged at 10 pence per minute (including VAT) plus any of your service provider’s network extras. Calls to the Capita Registrar’s +44 20 8639 3399 number from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile telephones and calls may be recorded and

monitored randomly for security and training purposes. Capita Registrars cannot provide advice on the merits of the Proposal nor give any financial, legal or tax advice.

If any Application Form is sent by first class post within the United Kingdom, Qualifying non-CREST Shareholders are recommended to allow at least four business days for delivery. The Company may elect in its absolute discretion to accept Application Forms and remittances received after 11.00 a.m. on 27 April 2009. The Company may also in its sole discretion elect to treat an Application Form as valid and binding on the person(s) by whom or on whose behalf it is lodged, even if it is not completed in accordance with the relevant instructions, or if it does not strictly comply with the terms and conditions of application. Applications will not be acknowledged.

The Company, also reserves the right (but shall not be obliged) to accept applications in respect of which remittances are received prior to 11.00 a.m. on 27 April 2009 from an authorised person (as defined in FSMA) specifying the number of Open Offer Shares concerned and undertaking to lodge the relevant Application Form in due course.

(d) *Payments*

Under the Money Laundering Regulations 2007, Capita Registrars may be required to check the identity of persons who subscribe for in excess of the sterling equivalent of Euro 15,000.00 of Open Offer Shares. Capita Registrars may therefore undertake electronic searches for the purposes of verifying identity. To do so Capita Registrars may verify the details against the Applicant's identity, but also may request further proof of identity. Capita Registrars reserve the right to withhold any entitlement (including any refund cheque) until such verification of identity is completed to its satisfaction.

Payments must be made by cheque or bankers' draft in pounds sterling drawn on a branch in the United Kingdom of a bank or building society and must bear the appropriate sort code in the top right hand corner. Cheques, which must be drawn on the personal account of the individual investor where they have sole or joint title to the funds, should be made payable to "Capita Registrars Limited re: DM plc – Open Offer A/C". Third party cheques will not be accepted with the exception of building society cheques or bankers' drafts where the building society or Bank has confirmed the name of the account holder by stamping or endorsing the building society cheque/bankers' draft to such effect. The account name should be the same as that shown on the application. Cheques or bankers' drafts will be presented for payment upon receipt. The Company reserves the right to instruct Capita Registrars to seek special clearance of cheques and bankers' drafts to allow the Company to obtain value for remittances at the earliest opportunity. No interest will be allowed on payments made before they are due and any interest earned on such payments will accrue for the benefit of the Company. It is a term of the Open Offer that cheques will be honoured on first presentation, and the Company may elect in its absolute discretion to treat as invalid, acceptances in respect of which cheques are not so honoured. If cheques or bankers' drafts are presented for payment before the conditions of the Open Offer are fulfilled, the application monies will be kept in a separate bank account pending fulfilment of such conditions. If all the conditions of the Open Offer have not been fulfilled or (where appropriate) waived by 8.00 a.m. on 28 April 2009 (or such later date as the Company may, in its absolute discretion, elect, but in any event not later than 8.00 a.m. on 28 May 2009), the Open Offer will lapse and application monies will be returned to applicants (at the applicants' risk), without interest, by crossed cheque in favour of the applicant(s) within 14 days after that date.

(e) *Effect of Application*

All documents and remittances sent by post by or to an applicant (or as the applicant may direct) will be sent at the applicant's own risk. By completing and delivering an Application Form, you (as the applicant(s)):

- (i) agree that all applications, and contracts resulting therefrom, under the Open Offer shall be governed by, and construed in accordance with, the laws of England and Wales;
- (ii) confirm that in making the application you are not relying on any information or representation other than such as may be contained in this document and you accordingly agree that no person responsible solely or jointly for this document or any part thereof or involved in the preparation thereof shall have any liability for any such information or representation not contained in this document; and

- (iii) represent and warrant that if you have received some or all of your entitlements under the Open Offer from a person other than the Company, you are entitled to apply under the Open Offer in relation to such entitlements under the Open Offer by virtue of a legitimate market claim.

The instructions, notes and other terms set out in the Application Form, form part of the terms of the Open Offer.

If you do not wish to apply for any of the Open Offer Shares to which you are entitled under the Open Offer, you should not complete and return the Application Form.

If you are in doubt whether or not you should apply for any of the Open Offer Shares under the Open Offer, you should consult your independent financial adviser immediately. All enquiries in relation to the procedure for application for Qualifying non-CREST Shareholders under the Open Offer should be addressed to Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU or by telephone on 0871 664 0321 or, if calling from outside the UK on + 44 20 8639 3399. Calls to the Capita Registrar's 0871 664 0321 number are charged at 10 pence per minute (including VAT) plus any of your service provider's network extras. Calls to the Capita Registrar's + 44 20 8639 3399 number from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile telephones and calls may be recorded and monitored randomly for security and training purposes. Capita Registrars cannot provide advice on the merits of the Proposal nor give any financial, legal or tax advice.

Qualifying CREST Shareholders (Shareholders who hold shares in CREST)

- (ii) *If you have Open Offer Entitlements credited to your stock account in CREST in respect of your entitlement under the Open Offer*
 - (a) *General*

The Directors have applied for the Open Offer Shares to be admitted to CREST with effect from Admission and Euroclear has agreed to such admission. Accordingly, settlement of transactions in the Open Offer Shares following Admission may take place within the CREST system if the relevant Shareholder so wishes. CREST is a voluntary system and holders of Ordinary Shares who wish to receive and retain share certificates will be able to do so. Persons subscribing for Open Offer Shares as part of the Open Offer may, however, elect to receive Ordinary Shares in uncertificated form if they are a "system member" (as defined in the Uncertificated Securities Regulations 2000).

In general, the Ordinary Shares that are held in uncertificated form under CREST will be subject to the rules, regulations and procedures governing CREST and its system members as in effect from time to time. Ownership of an Ordinary Share held in uncertificated form under CREST may only be transferred in compliance with the procedures of CREST in effect from time to time.

Subject to the provisions set out in the relevant paragraph dealing with Overseas Shareholders in this Part II, each Qualifying CREST Shareholder will receive a credit to his stock account in CREST of his Open Offer Entitlements equal to the number of Open Offer Shares for which he is entitled to apply under the Open Offer.

The CREST stock account to be credited will be an account under the participant ID and member account ID that apply to the Existing Ordinary Shares held on the Open Offer Record Date by the Qualifying CREST Shareholder in respect of which the Open Offer Entitlements have been allocated.

If for any reason the Open Offer Entitlements cannot be admitted to CREST, or the stock accounts of Qualifying CREST Shareholders cannot be credited by 5.00 p.m. on 9 April 2009, or such later time as the Company may decide, an Application Form will be sent out to each Qualifying CREST Shareholder in substitution for the Open Offer Entitlements credited to his stock account in CREST. In these circumstances the expected timetable as set out in this document will be adjusted as appropriate and the provisions of this document applicable to Qualifying non-CREST Shareholders with Application Forms will apply to Qualifying CREST Shareholders who receive Application Forms.

CREST members who wish to apply for some or all of their entitlements to Open Offer Shares should refer to the CREST Manual for further information on the CREST procedures referred to below. Should you need advice with regard to these procedures, please contact Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU on

0871 664 0321 or, if calling from outside the UK on + 44 20 8639 3399. Calls to the Capita Registrar's 0871 664 0321 number are charged at 10 pence per minute (including VAT) plus any of your service provider's network extras. Calls to the Capita Registrar's + 44 20 8639 3399 number from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile telephones and calls may be recorded and monitored randomly for security and training purposes. Capita Registrars cannot provide advice on the merits of the Proposal nor give any financial, legal or tax advice. If you are a CREST sponsored member you should consult your CREST sponsor if you wish to apply for Open Offer Shares as only your CREST sponsor will be able to take the necessary action to make this application in CREST.

(b) *Market claims*

The Open Offer Entitlements will constitute a separate security for the purposes of CREST. Although Open Offer Entitlements will be admitted to CREST and be enabled for settlement, applications in respect of Open Offer Entitlements may only be made by the Qualifying CREST Shareholder originally entitled or by a person entitled by virtue of a legitimate market claim transaction. Transactions identified by the CREST Claims Processing Unit as "cum" the Open Offer Entitlement will generate an appropriate market claim transaction and the relevant Open Offer Entitlement(s) will thereafter be transferred accordingly.

Qualifying Shareholders may not make applications in excess of their *pro rata* initial entitlement.

(c) *USE Instructions*

CREST members who wish to apply for Open Offer Shares in respect of all or some of their Open Offer Entitlements in CREST must send (or, if they are CREST sponsored members, procure that their CREST sponsor sends) an Unmatched Stock Event ("USE") instruction to Euroclear which, on its settlement, will have the following effect:

- (i) the crediting of a stock account of Capita Registrars under the participant ID and member account ID specified below, with a number of Open Offer Entitlements corresponding to the number of Open Offer Shares applied for; and
- (ii) the creation of a CREST payment, in accordance with the CREST payment arrangements, in favour of the payment bank of Capita Registrars in respect of the amount specified in the USE instruction which must be the full amount payable on application for the number of Open Offer Shares referred to in paragraph (i) above.

(d) *Content of USE Instructions*

The USE instruction must be properly authenticated in accordance with Euroclear's specifications and must contain, in addition to the other information that is required for settlement in CREST, the following details:

- (i) the number of Open Offer Shares for which application is being made (and hence the number of the Open Offer Entitlement(s) being delivered to Capita Registrars);
- (ii) the ISIN of the Open Offer Entitlement. This is GB00B3TVQX99;
- (iii) the participant ID of the accepting CREST member;
- (iv) the member account ID of the accepting CREST member from which the Open Offer Entitlements are to be debited;
- (v) the participant ID of Capita Registrars, in its capacity as a CREST receiving agent. This is 7RA33;
- (vi) the member account ID of Capita Registrars, in its capacity as a CREST receiving agent. This is DMPLCOOF;
- (vii) the amount payable by means of a CREST payment on settlement of the USE instruction. This must be the full amount payable on application for the number of Open Offer Shares referred to in paragraph (d)(i) above;
- (viii) the intended settlement date. This must be on or before 11.00 a.m. on 27 April 2009; and
- (ix) the Corporate Action Number for the Open Offer. This will be available by viewing the relevant corporate action details in CREST.

CREST members and, in the case of CREST sponsored members, their CREST sponsors, should note that in order for an application under the Open Offer to be valid, the USE instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 11.00 a.m. on 27 April 2009.

In order to assist prompt settlement of the USE instruction, CREST members (or their sponsors, where applicable) may consider adding the following non-mandatory fields to the USE instruction:

- (i) a contact name and telephone number (in the free format shared note field); and
- (ii) a priority of at least 80.

In the event that the Open Offer does not become unconditional by 8.00 a.m. on 28 April 2009 or such later time and date as the Company may, in its absolute discretion, elect (being no later than 8.00 a.m. on 28 May 2009), the Open Offer will lapse, the Open Offer Entitlements admitted to CREST will be disabled and Capita Registrars will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, within 14 days thereafter. The interest earned on such monies will be retained for the benefit of the Company.

(e) *Deposit of Open Offer Entitlements into and withdrawal from CREST*

A Qualifying non-CREST Shareholder's entitlement under the Open Offer as shown by the number of Open Offer Entitlements set out in his Application Form may be deposited into CREST (either into the account of the Qualifying non-CREST Shareholder named in the Application Form or into the name of a person entitled by virtue of a legitimate market claim). Similarly, Open Offer Entitlements held in CREST may be withdrawn from CREST so that the entitlement under the Open Offer is reflected in an Application Form. Normal CREST procedures (including timings) apply in relation to any such deposit or withdrawal, subject (in the case of a deposit into CREST) as set out in the Application Form.

A holder of an Application Form who is proposing to so deposit the Open Offer Entitlements set out in such form is recommended to ensure that the deposit procedures are implemented in sufficient time to enable the person holding or acquiring the Open Offer Entitlements following their deposit into CREST to take all necessary steps in connection with taking up the Open Offer Entitlements prior to 11.00 a.m. on 27 April 2009.

In particular, having regard to normal processing times in CREST and on the part of Capita Registrars, the recommended latest time for depositing an Application Form with the CREST Courier and Sorting Service, where the person entitled wishes to hold the Open Offer Entitlements under the Open Offer set out in such Application Form as Open Offer Entitlements in CREST, is 3.00 p.m. on 22 April 2009, and the recommended latest time for receipt by Euroclear of a dematerialised instruction requesting withdrawal of Open Offer Entitlements from CREST is 4.30 p.m. on 21 April 2009, in either case so as to enable the person acquiring or (as appropriate) holding the Open Offer Entitlements following the deposit or withdrawal (whether as shown in an Application Form or held in CREST) to take all necessary steps in connection with applying in respect of the Open Offer Entitlements prior to 11.00 a.m. on 27 April 2009.

Delivery of an Application Form with the CREST Deposit Form duly completed whether in respect of a deposit into the account of the Qualifying non-CREST Shareholder named in the Application Form or into the name of another person, shall constitute a representation and warranty to the Company and Capita Registrars by the relevant CREST member(s) that it/they is/are not in breach of the provisions of the notes under the paragraph headed "Instructions for deposit of entitlements into, and withdrawal from, CREST" on page 3 of the Application Form, and a declaration to the Company and Capita Registrars from the relevant CREST member(s) that it/they is/are not citizen(s) or resident(s) of the United States, Australia, Canada, Japan, the Republic of South Africa or any other Restricted Jurisdiction and, where such deposit is made by a beneficiary of a market claim, a representation and warranty that the relevant CREST member(s) is/are entitled to apply under the Open Offer by virtue of a legitimate market claim.

(f) *Validity of Application*

A USE instruction complying with the requirements as to authentication and contents set out above which settles by no later than 11.00 a.m. on 27 April 2009 will constitute a valid application under the Open Offer.

(g) *CREST Procedures and Timings*

CREST members and (where applicable) their CREST sponsors should note that Euroclear does not make available special procedures in CREST for any particular corporate action. Normal system timings and limitations will therefore apply in relation to the input of a USE instruction and its settlement in connection with the Open Offer. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST sponsored member, to procure that his CREST sponsor takes) such action as shall be necessary to ensure that a valid application is made as stated above by 11.00 a.m. on 27 April 2009. In this connection CREST members and (where applicable) their CREST sponsors are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

(h) *Incorrect or Incomplete Applications*

If a USE instruction includes a CREST payment for an incorrect sum, the Company through Capita Registrars reserves the right:

- (i) to reject the application in full and refund the payment to the CREST member in question;
- (ii) in the case that an insufficient sum is paid, to treat the application as a valid application for such lesser whole number of Open Offer Shares as would be able to be applied for with that payment at the Issue Price, refunding any unutilised sum to the CREST member in question; or
- (iii) in the case that an excess sum is paid, to treat the application as a valid application for all the Open Offer Shares referred to in the USE instruction refunding any unutilised sum to the CREST member in question.

(i) *Effect of Valid Application*

A CREST member who makes or is treated as making a valid application in accordance with the above procedures will thereby:

- (i) pay the amount payable on application in accordance with the above procedures by means of a CREST payment in accordance with the CREST payment arrangements (it being acknowledged that the payment to Capita Registrars' payment bank in accordance with the CREST payment arrangements shall, to the extent of the payment, discharge in full the obligation of the CREST member to pay to the Company the amount payable on application);
- (ii) request that the Open Offer Shares to which he will become entitled be issued to him on the terms set out in this document and subject to the Memorandum and Articles of Association of the Company;
- (iii) agree that all applications and contracts resulting therefrom under the Open Offer shall be governed by, and construed in accordance with, the laws of England and Wales;
- (iv) represent and warrant that he is not applying on behalf of any Shareholder who is a citizen or resident or which is a corporation, partnership or other entity created or organised in or under any laws of the United States, Australia, Canada, Japan, the Republic of South Africa or any other Restricted Jurisdiction and he is not applying with a view to reoffering, reselling, transferring or delivering any of the Open Offer Shares which are the subject of this application to, or for the benefit of, a Shareholder who is a citizen or resident or which is a corporation, partnership or other entity created or organised in or under any laws of the United States, Australia, Canada, Japan, the Republic of South Africa or any other Restricted Jurisdiction except where proof satisfactory to the Company has been provided to the Company and that he is able to accept the invitation by the Company of any requirement which it (in its absolute discretion) regards as unduly burdensome, nor acting on behalf of any such person on a non-discretionary basis nor (a) person(s) otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares under the Open Offer;
- (v) represent and warrant that he is not and nor is he applying as nominee or agent for, a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred to in Section 93 (depository receipts) or Section 96 (clearance services) of the Finance Act 1986;

- (vi) confirm that in making such application he is not relying on any information in relation to the Company other than that contained in this document and agrees that no person responsible solely or jointly for this document or any part thereof or involved in the preparation thereof, shall have any liability for any such other information and further agree that having had the opportunity to read this document, he will be deemed to have had notice of all the information concerning the Company contained therein; and
 - (vii) represent and warrant that he is the Qualifying CREST Shareholder originally entitled to the Open Offer Entitlements or that he has received such Open Offer Entitlements by virtue of a legitimate market claim.
- (j) *Company's discretion as to Rejection and Validity of Applications*
- The Company may in its sole discretion:
- (i) treat as valid (and binding on the CREST member concerned) an application which does not comply in all respects with the requirements as to validity set out or referred to in this section entitled "Procedure for Application";
 - (ii) accept an alternative properly authenticated dematerialised instruction from a CREST member or (where applicable) a CREST sponsor as constituting a valid application in substitution for or in addition to a USE instruction and subject to such further terms and conditions as the Company may determine;
 - (iii) treat a properly authenticated dematerialised instruction (in this sub-paragraph the "first instruction") as not constituting a valid application if, at the time at which Capita Registrars receives a properly authenticated dematerialised instruction giving details of the first instruction or thereafter, either the Company or Capita Registrars have received actual notice from Euroclear of any of the matters specified in Regulation 35(5)(a) in relation to the first instruction. These matters include notice that any information contained in the first instruction was incorrect or notice of lack of authority to send the first instruction; and
 - (iv) accept an alternative instruction or notification from a CREST member or CREST sponsored member or (where applicable) a CREST sponsor, or extend the time for settlement of a USE instruction or any alternative instruction or notification, in the event that, for reasons or due to circumstances outside the control of any CREST member or CREST sponsored member or (where applicable) CREST sponsor, the CREST member or CREST sponsored member is unable validly to apply for Open Offer Shares by means of the above procedures. In normal circumstances, this discretion is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or any part of CREST) or on the part of the facilities and/or systems operated by Capita Registrars in connection with CREST.

4. Money Laundering Regulations

It is a term of the Open Offer that, to ensure compliance with the Money Laundering Regulations 2007, the money laundering provisions of the Criminal Justice Act 1993, Part VIII of FSMA and the Proceeds of Crime Act 2002 (together with the provisions of the Money Laundering Sourcebook of the Financial Services Authority and the manual of guidance produced by the Joint Money Laundering Steering Group in relation to financial sector firms) (together, the "Regulations"), that Capita Registrars may, in its absolute discretion, require verification of your identity to the extent that you have not already provided the same. Pending the provision to Capita Registrars of evidence of your identity, definitive certificates in respect of Open Offer Shares may be retained at its absolute discretion. If within a reasonable time after a request for verification of identity Capita Registrars has not received evidence satisfactory to it, the Company may, in its absolute discretion, terminate your Open Offer participation in which event the monies payable on acceptance of the Open Offer participation will, if paid, be returned without interest and net of bank charges by cheque to the applicant(s). To comply with the money laundering requirements, if you hold an Application Form in respect of your Open Offer Entitlement, payment in respect of your Open Offer participation should be drawn from an account in your own name on a branch of a building society or bank in the United Kingdom and must bear the appropriate sort code in the top right hand corner. Third party cheques will not be accepted except for building society cheques or banker's drafts where the building society or bank has confirmed:

- (i) the name and address of the account holder by stamping or endorsing the back of the cheque to such effect; and

(ii) the account name should be the same as that shown on the Application Form.

For applications over £10,000 (being the approximate equivalent to €15,000), Qualifying non-CREST Shareholders are also requested to submit with the Application Form as documentary evidence of identity and address one certified copy document from each of the following lists (as appropriate):

Personal identity documents (UK resident individuals)

- current signed passport;
- Northern Ireland Voter's Card;
- current full UK driving licence;
- benefits book or original notification letter from the Benefits Agency confirming the right to benefit;
- HM Revenue & Customs tax notifications e.g. tax assessment, statement of account or notice of coding;
- Evidence of address (UK resident individuals);
- recent utility bill or utility statement (mobile telephone bills are not acceptable);
- local authority tax bill (current year);
- current UK driving licence (if not used for evidence of name);
- benefits book or original notification letter from the Benefits Agency confirming the right to benefit (provided one or other has not been used as evidence of personal identity); or
- HM Revenue & Customs correspondence addressed to you at stated address (provided HM Revenue & Customs notifications have not been used as evidence of personal identity).

If you are not a UK resident individual such proof of identity may include:

- a certified copy of an official identity card;
- a certified copy of a driving licence; or
- a certified extract from a full passport (i.e. a copy of the front cover and pages showing photograph, personal details and signature, date and place of issue and serial number) and a certified copy of satisfactory evidence of an address (e.g. utility bill or bank statement).

If you are a corporation, please supply:

- a certified copy of your articles of association or statutes or published accounts or certificate of incorporation or trade register entry or certificate of trade;
- the names and addresses of all directors and specimen signatures; and
- evidence of identity and address as stated above for each director.

All certified documents must be certified by a professional person such as a lawyer or attorney, notary or an official entity such as an embassy, consulate or high commission of the country of issue.

5. Taxation and Stamp Duty

If you are in any doubt as to your tax position, or if you are subject to tax in a jurisdiction other than the United Kingdom, you should consult your professional adviser without delay.

6. Overseas Shareholders

In respect of persons not resident in the United Kingdom or who are citizens of countries other than the United Kingdom the Open Offer may be affected by the laws or regulatory requirements of jurisdictions outside the United Kingdom. It is the responsibility of each Overseas Shareholder to satisfy himself as to the full observance of the laws of any relevant jurisdiction in connection with the Open Offer. No person receiving a copy of this document and/or an Application Form in any territory other than the United Kingdom may treat the same as constituting an invitation or offer to him/her nor should he/she in any event use such Application Form unless in the relevant territory such an invitation could lawfully be made to him/her or such Application Form could lawfully be used without compliance with any registration or other legal or regulatory requirements other than any which may have been fulfilled.

In particular, the Open Offer Shares have not been registered under the United States Securities Act of 1933 (as amended) or the relevant Canadian, Australian, Japanese or South African securities legislation and therefore the Open Offer Shares may not be offered, sold, transferred or delivered directly or indirectly in the United States of America, Canada, Australia, Japan or South Africa or any other Restricted Jurisdiction. No application form will be accepted from any Shareholder who is unable to give the warranty set out in the Application Form or who the Company or its agent has reason to believe is ineligible to apply.

It is the responsibility of any person receiving a copy of this document or, if appropriate, an Application Form and wishing to make an application to subscribe for Open Offer Shares to satisfy himself/herself as to the full observance of the laws and regulatory requirements of any relevant territory, including the obtaining of all necessary governmental or other consents which may be required or observing any other formalities needing to be observed in such territory and the payment of any taxes due in such jurisdiction.

The Company and its agent reserves the right to treat as invalid any application, or purported application, to subscribe for Open Offer Shares pursuant to the Open Offer which appears to the Company or its agent to have been executed, effected or despatched in a manner which may involve a breach of the securities legislation of any jurisdiction or which does not include the warranties set out in the Application Form. Completion of an Application Form shall constitute a warranty that the Shareholder is eligible to apply.

7. Settlement and Dealings

Application will be made to the London Stock Exchange for the Open Offer Shares to be admitted to trading on AIM. It is expected that the Open Offer Shares will be admitted to trading on AIM and that dealings will commence at 8.00 a.m. on 28 April 2009. None of the Open Offer Shares are being made available to the public except under the terms of the Open Offer. For Qualifying non-CREST Shareholders, definitive share certificates for the Open Offer Shares are expected to be dispatched by first class post by 8 May 2009. For Qualifying CREST Shareholders, it is expected that the relevant account will be credited on the day of Admission. Notwithstanding any other provision of this document, the Company reserves the right to issue any Open Offer Shares in certificated form. This right is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or any part of CREST) or on the part of the facilities and/or systems operated by the Company's registrars in connection with CREST. No temporary documents of title will be issued and pending despatch of the definitive share certificates, transfers of the Open Offer Shares will be certified against the register. All documents and remittances sent by or to an applicant (or his/her agent, as appropriate) will be sent through the post at the risk of the person entitled thereto.

PART III

RISK FACTORS

An investment in the Open Offer Shares involves a high degree of risk. Accordingly, prospective investors should carefully consider the specific risk factors set out below in addition to the other information contained in this document before investing in the Open Offer Shares. The Directors consider the following risks and other factors to be the most significant for potential investors in the Company, but the risks listed do not purport to comprise all those risks associated with an investment in the Company and are not set out in any particular order of priority. Additional risks and uncertainties not currently known to the Directors may also have an adverse effect on the Company's business.

If any of the following risks actually occur, the Company's business, financial condition, capital resources, results or future operations could be materially adversely affected. In this event, the price of the Ordinary Shares could decline and investors may lose all or part of their investment. The investment offered in this document may not be suitable for all of its recipients. Before making an investment decision, prospective investors should consult a person authorised under the FSMA who specialises in advising on the acquisition of shares and other securities. A prospective investor should consider carefully whether an investment in the Company is suitable for him/her in the light of his/her personal circumstances and the financial resources available to him/her.

There are various risk and other factors associated with an investment of the type described in this document.

In particular:

Global market turmoil, weakening economic conditions in the United Kingdom and Europe and the continued impact of the credit crisis

Global market turmoil, weakening economic conditions in the United Kingdom and Europe and, in particular, the continued impact of the credit crisis may adversely affect the Company and may reduce liquidity in the market. The current global economic downturn and serious dislocation of financial markets around the world has caused a number of the world's largest financial and other corporate institutions significant operational and financial difficulties. Such difficulties could inhibit the capability of a counterparty of the Company to honour its pre-existing lending arrangements or to provide access to deposits. If the Company is unable to access funding available under its existing credit facilities, or is unable to access cash on deposit with financial institutions, it may be unable to meet its financial obligations (including interest payments, loan repayments, operating expenses, development costs and dividends) when they fall due and to replace funds needed to finance its operations. Actions by counterparties who fail to fulfil their obligations to the Company may impact the Company's cash flow and liquidity, which could have a material adverse effect on its business, financial condition, results of operations, future prospects or the price of the Ordinary Shares.

The Company's objectives may not be fulfilled

The value of an investment in the Company is dependent upon the Company achieving the aims set out in this document and previous Shareholder communications. There can be no guarantee that the Company will achieve the level of success that the Board expects.

Suitability of Ordinary Shares as an investment

The Ordinary Shares may not be a suitable investment for all recipients of this document. Before making a decision, investors are advised to consult an appropriate independent investment adviser authorised through FSMA who specialises in advising on investments of this nature. The value of Ordinary Shares can go down as well as up and investors may get back less than their original investment.

Dilution of ownership of existing Ordinary Shares upon allotment of the Ordinary Shares

If Qualifying Shareholders do not respond to the Open Offer by 11.00 a.m. on 27 April 2009, the latest date for application and payment in full in respect of their entitlements, their proportionate ownership and voting interest in the Ordinary shares will be reduced and the percentage that their Existing Ordinary Shares represents of the Enlarged Ordinary Share Capital will be reduced accordingly.

The Company's markets

Any future downturn in the customer recruitment and database management sector generally, or the marketing sectors where the Company operates, could materially affect the value of the business of the Company.

Attraction and retention of key employees

The Company's success will depend on its current and future executive management team. The loss of the services of certain employees could have a materially adverse effect upon the Group's business and future.

Share Price Volatility and Liquidity

The market price of the Ordinary Shares could be subject to significant fluctuations due to a change in investor sentiment regarding the Company or the industry in which the Company operates or in response to specific facts and events, including positive or negative variations in the Company's interim or full year operating results and business developments of the Company and/or competitors. The market price of the Existing Ordinary Shares may not reflect the underlying value of the Company and it is possible that the market price of the Ordinary Shares will trade at a discount to net asset value. Potential investors should be aware that the value of shares and the income from them can go down as well as up and that investment in a share which is traded on AIM might be less realisable and might carry a higher risk than a share quoted on the Official List.

General

Whilst the Company is applying for Admission of the Open Offer Shares to trading on AIM, there can be no assurance that an active trading market for the Ordinary Shares will ensue, or that it will be maintained. AIM is a market for emerging or smaller growing companies and may not provide the liquidity normally associated with the Official List or other exchanges.

The future success of AIM and liquidity in the market for the Ordinary Shares cannot be guaranteed. In particular, the market for the Ordinary Shares may be, or may become, relatively illiquid and therefore the Ordinary Shares may be or may become difficult to sell.

