

## PART VI

### SOME QUESTIONS AND ANSWERS ABOUT THE FIRM PLACING AND PLACING AND OPEN OFFER

The questions and answers set out in this Part VI are intended to be generic guidance only and, as such, you should also read Part X (“Terms and Conditions of the Firm Placing and Placing and Open Offer”) of this document for full details of what action you should take. If you are in any doubt about the action to be taken, you are recommended to seek your own personal financial advice immediately from your stockbroker, solicitor, accountant or other appropriate independent financial adviser duly authorised under FSMA. The attention of Overseas Shareholders is drawn to Part XI (“Overseas Shareholders”) of this document.

This Part VI deals with general questions relating to the Firm Placing and Placing and Open Offer, as well as more specific questions about the Firm Placing and Placing and Open Offer relating to Ordinary Shares held by persons resident in the UK who hold their Ordinary Shares in certificated form only. If you hold your Ordinary Shares in uncertificated form (that is, through CREST) your attention is drawn to paragraph 5 of Part X of this document (“Terms and Conditions of the Firm Placing and Placing and Open Offer”) which contains full details of what action you should take. If you are a CREST sponsored member, you should consult your CREST sponsor. If you hold your Ordinary Shares through Euroclear Nederland, your attention is drawn to paragraph 6 of Part X (“Terms and Conditions of the Firm Placing and Placing and Open Offer”) of this document which contains full details of what action you should take.

If you do not know whether your Ordinary Shares are held in certificated or uncertificated form, please call the Shareholder Helpline (see page 20 of this document for details).

#### **1. What is a firm placing? Am I eligible to participate in the Firm Placing?**

A firm placing is where specific investors agree to subscribe for firm placing shares. A firm placing provides a company with an opportunity to introduce new shareholders onto its shareholder register. The Company proposes to issue the Firm Placing Shares at a price of €0.15 per Firm Placing Share. This is the same price as the Open Offer Shares. The Firm Placing Shares do not form part of the Open Offer and are not subject to clawback. Unless you are a Firm Placee, you will not participate in the Firm Placing.

#### **2. What is a placing and open offer?**

A placing and open offer is a way for companies to raise money. They usually do this by giving their existing Shareholders a right to subscribe for further shares at a fixed price in proportion to their existing shareholdings (the open offer) and providing for new investors to subscribe for any shares not bought by the Company’s existing Shareholders (the placing). The fixed price is normally at a discount to the closing mid-market price of the existing ordinary shares prior to the announcement of the open offer.

#### **3. What is the Company’s Open Offer?**

This Open Offer is an invitation by the Company to Qualifying Shareholders to apply to subscribe for an aggregate of 100,301,264 Open Offer Shares at a price of €0.15 per Open Offer Share. If you hold Ordinary Shares at the Record Time or have a *bona fide* market claim, and are not, subject to certain limited exceptions, a Shareholder located in the United States or any other Restricted Jurisdiction, as set out in Part XI (“Overseas Shareholders”) of this document, you will be entitled to subscribe for Open Offer Shares under the Open Offer.

The Open Offer is being made on the basis of 1 Open Offer Share at €0.15 per Open Offer Share for every 2 Ordinary Shares held by Qualifying Shareholders at the Record Time. If your entitlement to Open Offer Shares is not a whole number, your fractional entitlement will be disregarded in calculating your entitlement to Open Offer Shares. Fractional entitlements will be aggregated and made available to Qualifying Shareholders under the Excess Application Facility. Open Offer Shares are being offered to Qualifying Shareholders in the Open Offer at a discount to the closing mid-market share price on the last dealing day before the details of the Firm Placing and Placing and Open Offer were announced on 4 February 2011. The Offer Price of €0.15 per Open Offer Share represents a 58.9% discount to the Closing Price of €0.365 on 3 February 2011 (being the last practicable date prior to the date of this document).

Qualifying Shareholders are also being given the opportunity to apply for Excess Open Offer Shares through the Excess Application Facility, up to a maximum number of Excess Open Offer Shares equal to 0.5 times the number of Existing Ordinary Shares registered in their name at the Record Time.

The total number of Open Offer Shares is fixed and will not be increased in response to any applications under the Excess Application Facility. Such applications will therefore only be satisfied to the extent that other Qualifying Shareholders do not apply for their Open Offer Entitlements in full. Fractions of Excess Open Offer Shares will not be issued under the Excess Application Facility and fractions of Excess Open Offer Shares will be rounded down to the nearest whole number. Any fractional Excess Open Offer Shares will be aggregated and sold for the benefit of the Company. Applications under the Excess Application Facility shall be allocated in such manner as the Directors may determine, in their absolute discretion, and no assurance can be given that the applications by Qualifying Shareholders will be met in full or in part or at all.

**Qualifying Shareholders should be aware that the Open Offer is not a rights issue. As such, Qualifying Non-CREST Shareholders should note that their Application Forms are not negotiable documents and cannot be traded. Qualifying CREST Shareholders and Qualifying Euroclear Shareholders should note that, although the Open Offer Entitlements and the Excess Open Offer Entitlements will be admitted to CREST and Euroclear Nederland respectively, and be enabled for settlement, neither the Open Offer Entitlements nor the Excess Open Offer Entitlements will be tradeable or listed and applications in respect of the Open Offer may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim raised by Euroclear UK's Claims Processing Unit. New Ordinary Shares for which application has not been made under the Open Offer will not be sold in the market for the benefit of those who do not apply under the Open Offer and Qualifying Shareholders who do not apply to take up their entitlements will have no rights nor receive any benefit under the Open Offer. Any Open Offer Shares which are not applied for under the Open Offer may be allocated to other Qualifying Shareholders under the Excess Application Facility, failing which they will be issued to Conditional Places or, failing which, to the Underwriter subject to the terms and conditions of the Underwriting Agreement, with the proceeds retained for the benefit of the Company.**

#### **4. When will the Placing and Open Offer take place?**

The Placing and Open Offer is subject to Admission becoming effective by not later than 9:00 a.m. (Central European Time) on 22 February 2011 (or such later time and date as the Company may determine).

#### **5. What is an Application Form?**

It is a form sent to those Qualifying Shareholders who hold their Ordinary Shares in certificated form. It sets out your entitlement to subscribe for the Open Offer Shares and contains a form for you to complete if you want to participate.

#### **6. What if I have not received an Application Form?**

If you have not received an Application Form and you do not hold your Ordinary Shares in CREST or through Euroclear Nederland, this probably means that you are not eligible to participate in the Open Offer. Some Qualifying Shareholders, however, will not receive an Application Form but may still be able to participate in the Open Offer, including:

- (A) Qualifying CREST Shareholders and Qualifying Euroclear Shareholders; and
- (B) Qualifying Non-CREST Shareholders who bought Ordinary Shares before 8:00 a.m. on 4 February 2011 but were not registered as the holders of those Ordinary Shares at the close of business on 3 February 2011 (see question 7 below).

#### **7. If I buy Ordinary Shares before 8:00 a.m. on 4 February 2011 (the Ex-Entitlements Date) will I be eligible to participate in the Open Offer?**

If you buy Ordinary Shares before 8:00 a.m. on 4 February 2011 (the Ex-Entitlements Date) but you are not registered as the holder of those Ordinary Shares at 5.00 p.m. on 3 February 2011 (the Record Time) you may still be eligible to participate in the Open Offer. If you are in any doubt, please consult your stockbroker, bank or other appropriate financial adviser, or whoever arranged your share purchase, to ensure you claim your entitlement. You will not be entitled to the Open

Offer Shares in respect of any Ordinary Shares acquired on or after 8:00 a.m. on 4 February 2011 (the Ex-Entitlements Date).

**8. I hold my Ordinary Shares in uncertificated form in CREST. What do I need to do in relation to the Open Offer?**

CREST members should follow the instructions set out in Part X (“Terms and Conditions of the Firm Placing and Placing and Open Offer”) of this document. Persons who hold Ordinary Shares through a CREST member should be informed by the CREST member through which they hold their Ordinary Shares of the number of Open Offer Shares which they are entitled to take up under the Open Offer and should contact them if they do not receive this information.

**9. I hold my Existing Ordinary Shares in uncertificated form in Euroclear Nederland. What do I need to do in relation to the Open Offer?**

Qualifying Euroclear Shareholders should be informed by the Admitted Institution through which they hold their Euroclear Shares of the number of Open Offer Shares for which they are entitled to apply under the Open Offer. Qualifying Euroclear Shareholders should contact their Admitted Institution if they have received no information in relation to their Euroclear Open Offer Entitlements. If a Qualifying Euroclear Shareholder wishes to apply for Open Offer Shares under the Open Offer, it must instruct its Admitted Institution with respect to application and payment (in Euro) in accordance with the procedures of that Admitted Institution, which will be responsible for instructing the Dutch Subscription Agent accordingly.

**10. I hold my Ordinary Shares in certificated form. How do I know I am eligible to participate in the Open Offer?**

If you receive an Application Form and, subject to certain limited exceptions, are not a holder with a registered address in a Restricted Jurisdiction, nor are you located in the United States, then you should be eligible to participate in the Open Offer as long as you have not sold all of your Ordinary Shares before 8:00 a.m. on 4 February 2011 (the Ex-Entitlements Date).

**11. I hold my Ordinary Shares in certificated form. How do I know how many Open Offer Shares I am entitled to take up?**

If you hold your Ordinary Shares in certificated form and, subject to certain limited exceptions, do not have a registered address in the United States or any other Restricted Jurisdiction, you will be sent an Application Form that shows:

- In Box 1, how many Ordinary Shares you held at the Record Time;
- In Box 2, how many Open Offer Shares are comprised in your Open Offer Entitlement;
- In Box 3, how much you need to pay in Euro and sterling if you want to take up your right to subscribe for all your Open Offer Entitlement; and
- In Box 4, how many Excess Open Offer Shares you can apply for under the Excess Application Facility.

If you would like to apply for any of or all of the Open Offer Shares comprised in your Open Offer Entitlement, you should complete the Application Form in accordance with the instructions printed on it and the information provided in this document. Completed Application Forms should be posted, along with a cheque or banker’s draft drawn in the appropriate form, in the accompanying pre-paid envelope or returned by post to the SLC Registrars, Thames House, Portsmouth Road, Esher, Surrey KT10 9 AD so as to be received by 11:00 a.m. on 18 February 2011 or returned by hand (during normal office hours only) so as to be received by SLC by no later than 11:00 a.m. on 18 February 2011, after which time Application Forms will not be valid.

**12. I hold my Existing Ordinary Shares in certificated form and am eligible to receive a Non-CREST Application Form. What are my choices in relation to the Open Offer?**

**(a) If you do not want to take up your Open Offer Entitlement**

If you do not want to take up your Open Offer Entitlement you do not need to do anything. In these circumstances, you will not receive any Open Offer Shares. You will also not receive any money when the Open Offer Shares you could have taken up are sold, as would happen under a rights issue provided the price at which they are sold exceeds the costs and expenses of effecting the sale. You cannot sell your Open Offer Entitlement to anyone else. If you do not return your Application Form

subscribing for the Open Offer Shares to which you are entitled by 11:00 a.m. on 18 February 2011, we have made arrangements under which we have agreed to issue the Open Offer Shares to the Conditional Placees subject to the Excess Application Facility. Qualifying Shareholders are, however, encouraged to vote at the General Meeting by attending in person or completing and returning the Form of Proxy enclosed with this document.

If you do not take up your Open Offer Entitlement then following the issue of the New Ordinary Shares pursuant to the Placing and Open Offer, your interest in the Company will be diluted by approximately 49.9%.

**(b) If you want to take up some but not all of the Open Offer Shares under your Open Offer Entitlement**

If you want to take up some but not all of the Open Offer Shares under your Open Offer Entitlement, you should write the number of Open Offer Shares you want to take up in Box A of your Application Form; for example, if you have an Open Offer Entitlement for 50 New Shares but you only want to apply for 25 New Ordinary Shares, then you should write '25' in Box A. To work out how much you need to pay for the New Ordinary Shares, you need to multiply the number of New Ordinary Shares you want (in this example, '25') by €0.15 (being 15 cents) giving you an amount of €3.75, in this example (being €3.75 rounded down to the nearest cent). You should write this total sum in Box B, rounding down to the nearest whole Euro cent and this should be the amount your cheque or banker's draft is made out for. You should then return the completed Non-CREST Application Form, together with a cheque or banker's draft for that amount, in the accompanying pre-paid envelope by post or by hand (during normal office hours only), to SLC Registrars (who will act as Receiving Agent in relation to the Open Offer) so as to be received by the Registrar by no later than 11:00 a.m. on 18 February 2011, after which time Application Forms will not be valid.

All payments may be in sterling or Euro and made by cheque or banker's draft made payable to SLC Registrars re Accsys Technologies and crossed "A/C payee only". Cheques or banker's drafts must be drawn on an account at a bank or building society or a branch of a bank or building society which must be in the UK, the Channel Islands or the Isle of Man and which is either a settlement member of Cheque & Credit Clearing Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques or banker's drafts to be cleared through the facilities provided by either of those companies. Cheques and banker's drafts must bear the appropriate sorting code number in the top right-hand corner and must be for the full amount payable on application. Post-dated cheques will not be accepted. Cheques drawn on a non-UK bank will be rejected. Third party cheques may not be accepted with the exception of building society cheques or banker's drafts where the building society or bank has confirmed the name of the account holder and the number of an account held in the applicant's name at the building society or bank by stamping or endorsing the cheque or draft to such effect. The account name should be the same as that shown on the application. Cheques or banker's drafts will be presented for payment upon receipt. Payments via CHAPS, BACS or electronic transfer will not be accepted. The Company reserves the right to instruct SLC Registrars to seek special clearance of cheques and banker's drafts to allow the Company to obtain value for remittances at the earliest opportunity. No interest will be paid on payments made before they are due. It is a term of the Open Offer that cheques shall be honoured on first presentation and the Company may elect to treat as invalid acceptances in respect of which cheques are not so honoured. All documents, cheques and banker's drafts sent through the post will be sent at the risk of the sender. A definitive share certificate will then be sent to you for the Open Offer Shares that you take up. Your definitive share certificate for Open Offer Shares is expected to be despatched to you by no later than 25 February 2011.

**(c) If you want to take up all of your Open Offer Entitlement**

If you want to take up all of the Open Offer Shares to which you are entitled, all you need to do is sign page 1 of the Application Form (ensuring that all joint holders sign (if applicable)) and send the Application Form, together with your cheque or banker's draft for the amount (as indicated in Box B of your Application Form), payable to SLC Registrars re Accsys Technologies and crossed "A/C payee only", in the accompanying pre-paid envelope by post or by hand to SLC Registrars, Thames House, Portsmouth Road, Esher, Surrey KT10 9AD, United Kingdom so as to be received by SLC Registrars by no later than 11:00 a.m. on 18 February 2011, after which time Application Forms will not be valid. If you post your Application Form, it is recommended that you allow sufficient time for delivery.

**13. I am a Qualifying Shareholder, do I have to apply for all the Open Offer Shares I am entitled to apply for?**

You can take up any number of the Open Offer Shares allocated to you under your Open Offer Entitlement. Your maximum Open Offer Entitlement is shown on your Application Form. Any applications by a Qualifying Shareholder for a number of Open Offer Shares which is equal to or less than that person's Open Offer Entitlement will be satisfied, subject to the Open Offer becoming unconditional. If you decide not to take up all of the Open Offer Shares comprised in your Open Offer Entitlement, then your proportion of the ownership and voting interest in the Company will be reduced to a greater extent than if you had decided to take up your full entitlement. Please refer to answers (a), (b) and (c) of question 12 for further information.

**14. Will I be taxed if I take up my entitlements?**

If you are resident in the United Kingdom for tax purposes, you will not have to pay UK tax when you take up your right to receive New Ordinary Shares, although the Firm Placing and Placing and Open Offer will affect the amount of UK tax you may pay when you sell your Ordinary Shares.

Further information for Qualifying Shareholders in the United Kingdom or the Netherlands for tax purposes is contained in paragraph 16 of Part XII ("Additional Information") of this document. **Qualifying Shareholders who are in any doubt as to their tax position or who are subject to tax in any jurisdiction other than the United Kingdom or the Netherlands should consult their professional advisers immediately.**

**15. What should I do if I live outside the United Kingdom?**

Your ability to apply to subscribe for Open Offer Shares may be affected by the laws of the country in which you live and you should take professional advice as to whether you require any governmental or other consents or need to observe any other formalities to enable you to take up your Open Offer Entitlement. Shareholders with registered addresses or who are located in the United States or any other Restricted Jurisdiction are, subject to certain limited exceptions, not eligible to participate in the Open Offer. Your attention is drawn to the information in Part XI ("Overseas Shareholders") of this document.

**16. Further assistance**

If you have any other questions, please telephone the Shareholder Helpline +441372 467308. This helpline is available between the hours of 9:00 a.m. and 5:00 p.m. Monday to Friday. Calls from within the UK are charged at 8 pence per minute from a BT landline. Other providers' costs may vary and international call charges will apply if you are calling from outside the United Kingdom. Please note that, for legal reasons, the Shareholder Helpline is only able to provide information contained in this document (other than information relating to the Company's register of members) and, as such, will be unable to give advice on the merits of the Firm Placing and Placing and Open Offer or to provide financial advice. Shareholder Helpline staff can explain the options available to you, which forms you need to fill in and how to fill them in correctly.

**Your attention is drawn to the further terms and conditions in Part X ("Terms and Conditions of the Firm Placing and Placing and Open Offer") of this document and (in the case of Qualifying Non-CREST Shareholders) in the Application Form.**