

THE COMPANIES ACT
(CHAPTER 50)
THE COMPANIES REGULATIONS
SECTION 215(3)/
REGULATION 11(2)
NOTICE TO NON-ASSENTING SHAREHOLDER

Form 58

Name of Company:

Company No:

To of,

In this notice —

..... Limited is referred to as “the transferor company”, and

..... Limited is referred to as “the transferee”.

A scheme or contract involving the transfer of * shares in the transferor company to the transferee was, up to (being a date within 4 months after the making of the offer in that behalf by the transferee), approved by the holders of not less than nine-tenths in nominal value of those shares (other than shares already held at the date of the offer by, or by a nominee for, the transferee or its subsidiary).

In pursuance of that scheme or contract, † shares were on, transferred to the transferee or its nominee.

The transferee hereby gives you notice, in pursuance of section 215 of the Companies Act, that those shares together with such other shares in the transferor company as were held by, or by a nominee for, the transferee or its subsidiary at the last-mentioned date comprise or include nine-tenths in nominal value of the * shares in the transferor company.

In pursuance of the abovementioned provisions you may, within 3 months from the giving of this notice, give notice that you require the transferee to acquire your holding of *..... shares in the transferor company, and if you give that notice the transferee will be entitled and bound to acquire those shares on the terms on which under the scheme or contract the shares of the approving shareholders were transferred to it, or on such other terms as are agreed or as the General Division of the High Court on application made to it by you or by the transferee thinks fit to enter.

Dated this day of

Signature:

Name of ≠Director/Secretary of #..... Limited.

* If the offer is limited to a certain class or to certain classes of shareholders, give a description of that class or those classes.

† State amount of shares transferred.

≠ Delete where inapplicable.

Insert the name of the transferee.